

## **Royal Society for Public Health**

### **Rules for the Governance of the Society**

- 1. The Council**
- 2. Elected Officers of the Council**
- 3. Honorary positions**
- 4. Committees of the Council**
- 5. Representation on the Boards of organisations affiliated to the Society**
- 6. Meetings of the Council**
- 7. General meetings**
- 8. Titles and qualifications of membership**
- 9. Institutional and corporation members**
- 10. Finance**
- 11. Risk management**
- 12. Asset management**
- 13. Human Resources**
- 14. Scrutiny and monitoring**
- 15. Powers of delegation to the Chief Executive and members of staff**
- 16. Conflict of Interest of Trustees**

## 1. The Council

- a. The Council will consist of no fewer than five and no more than fifteen members (Trustees) including the Chair, Vice Chair and Treasurer. Trustees will be appointed by the Council to ensure an optimum match of expertise and experience to suit the needs of the Society at any given time. All members of the Council will act as Trustees of the Society and have a vote. The role of charity Trustees is detailed further on the Charity Commission website.
- b. The Council may co-opt up to two additional individuals for any purpose. Co-optees will:
  - i. not be Trustees of the Society;
  - ii. not have a vote;
  - iii. have an initial term of one year on the Council.
- c. The normal term of office for all Trustees will be three years (but may be such shorter period as the Council may determine) renewable for a further immediate term of up to three years.
- d. Trustees are normally expected to retire from the Council after two consecutive terms unless:
  - i. the Trustee holds an elected office of the Council, the discharge of which would require continuation of service as a Trustee, or
  - ii. the Council resolve to extend a Trustee's term of office by special resolution.
- e. No Trustee shall serve for a continuous period that exceeds nine years unless the Council resolve otherwise by special resolution.
- f. Trustees who are not already Members or Fellows of the Society will be required to become Members of the RSPH throughout their term of office.
- g. A recruitment and selection process for new Trustees, approved by the Council, shall be maintained and implemented to ensure the Council comprises a sufficient number of appropriately qualified and experienced Trustees.
- h. Each candidate for appointment as Trustee will be required to provide a biography and a statement of the experience and skills they would bring to the Council, in a form to be reviewed regularly by the Trustees.
- i. Members of Council will be required to abide by the Code of Conduct for Trustees agreed from time to time by the Council and shall sign a declaration to this effect.
- j. Any member failing to attend three Council meetings in any twelve-month period will be subject to possible removal from the Council. Further guidance on the role and responsibilities of charity trustees can be viewed on the website of the Charity Commission.

## 2. Elected Officers of the Council

All Trustees have equal rights and responsibilities. However, the Society's Royal Charter requires that the Council elect a Chair, a Vice-Chair, and a Treasurer in non-executive capacities.

## **a. The Roles of Elected Officers**

### **(i) Chair**

1. Chairing Council meetings, Annual General Meetings, and other meetings of the Society.
2. Ensuring the effectiveness of the work of the Trustees.
3. Responding as required to communications from the Chief Executive on behalf of the Trustees.
4. Being the main point of liaison with the Chief Executive. The Chief Executive will be accountable to the Chair acting on behalf of the Council.
5. Taking the lead role in protecting and developing the work of the Society in line with its charitable objects.
6. Ensuring that there is effective communication within and without the Society.
7. Acting as the main representative of the Society at public, media, and other events.
8. Ensuring that procedures and regulations are complied with.

### **(ii) Vice Chair**

1. Supporting the work of the Chair and deputising where necessary. This may involve chairing meetings of Council or an AGM of the RSPH.
2. Sitting as a member of Nominations and Governance Committee.
3. Standing in as Chair for any sub-committee if needed.
4. Providing leadership to the charity and its Council, to ensure it operates within its charitable objectives and rules.
5. Working with the Chair and Chief Executive Officer to ensure that sub-committees make effective and timely recommendations to the Council.
6. Managing complaints, breaches, or disciplinary issues within the Council.

### **(iii) Treasurer**

1. Acting as representative of the Trustees in ensuring that the Society's resources are used to the best effect.
2. Ensuring that the Society has the necessary financial arrangements to fulfil its charitable objects.
3. Liaising with the responsible managers over progress on all financial matters, and communicating the Trustees' needs for financial information to fulfil their responsibilities.
4. Being the lead Trustee on financial aspects of the development of business plans.
5. Having oversight of the Society's non-human resources, including buildings and material assets.
6. Chairing the Audit and Risk Committee.

### **(iiii) Chair Elect**

1. Deputising for the Chair when the Chair and Vice Chair are unable to be present. This may involve chairing meetings of Council or an AGM of the RSPH.
2. Preparing for the role of Chair.
3. Representing the RSPH, on the request of the Chair or Chief Executive, in interviews with the media and at external events or meetings with stakeholders.
4. Representing the RSPH on other external and internal committees and projects as appropriate.

## **b. Terms of office**

Election to these posts will normally take place at the last Council meeting preceding the AGM in the relevant year.

### **(i) Chair**

1. The Chair will be elected for a period of three years by the Council.
2. After this period, the retiring Chair will not usually be eligible for re-election to the position; however, this stipulation may be amended annually by special resolution of the Council.
3. After their term of office, the Chair will be eligible to remain as Council Trustee (as Immediate Past Chair) for a period of one year, unless otherwise determined by special resolution of the Council.

### **(ii) Vice Chair**

1. Only one Vice Chair will be appointed.
2. The Vice Chair will be appointed for a period of three years and be subject to review after eighteen months by the Council.
3. The Vice Chair may stand for election as Chair Elect if they wish to.

### **(iii) Treasurer**

1. The Treasurer will be elected for a period of three years by the Council, renewable for a further immediate term of up to three years.
2. After their term of office, the Treasurer will be eligible to remain as Council Trustee (as Immediate Past Treasurer) for a period of one year, unless otherwise determined by a special resolution of the Council.
3. One year before the retirement of the Treasurer, the Council will elect a Treasurer designate who will take up post immediately following the retirement of the Treasurer.

### **(iiii) Chair Elect**

1. The Chair Elect will be appointed before the end of the tenure of the Chair. Ideally this will be between six and nine months before the end of the Chair's tenure.
2. The Chair Elect will be appointed by the Council via a majority vote.
3. If the current Chair Elect stands down, a new candidate will be elected as Chair Elect as soon as possible.

## **3. Honorary positions**

The Council may appoint or remove suitable people to the following Honorary positions:

- President;
- Honorary Vice-Presidents;
- Honorary Academic Fellows;
- Honorary Fellows.

## **4. Committees of the Council**

- a. The Council will establish five standing committees:

- A Nomination and Governance Committee
  - An Audit and Risk Committee
  - A Qualifications Governance Committee
  - A Public Health Workforce Committee
  - A Policy and Impact Committee
- b. The Terms of Reference for these committees will be approved by Council and made available on the RSPH website.
- c. The Council may also establish or discontinue committees as it sees fit.

## **5. Representation on the Boards of organisations affiliated to the Society**

- a. The Council will approve all appointments and conditions of service for Trustees representing the Society on other bodies.
- b. The responsibilities of, and restrictions upon, Trustees acting for the Society in these circumstances will be clearly defined prior to appointment.

## **6. Meetings of the Council**

- a. All meetings of the Council and its committees will be subject to the standing orders agreed by the Council. These will include the conduct of meetings, quorum, and maintenance of records.
- b. The Council will determine the frequency and timing of its meetings, but there will be at least four meetings per annum.

## **7. General meetings**

The arrangements for calling General Meetings of the Society will be approved by the Council.

## **8. Titles and qualifications of membership**

- a. The Council will keep under regular review the criteria for the grades of membership of the Society, together with the associated codes of conduct for members.
- b. Members and prospective members will be provided with up-to-date information on the regulations and conditions of membership of the Society.
- c. The Chief Executive will inform the Council at each of its meetings of any appeals made against membership rulings.
- d. Members will be entitled to use the appropriate post nominal letters granted by the Society.
- e. Any member breaching the conditions for membership of the Society will suffer loss of privileges, including possible withdrawal of the use of post nominal letters. Where this decision is reached, the member will have the right of appeal to the Nominations and Governance Committee.

## **9. Institutional and corporation members**

The Council will regularly review the arrangements made for institutional and corporate membership including:

- a. the rights and responsibilities of member organisations;
- b. the procedures for receiving and acting upon any complaints received from these members;
- c. the procedures for taking action against any individual institution or corporation breaching the Society's Rules.

## **10. Finance**

The Council will:

- a. Ensure that effective financial rules and regulations are put in place and adhered to by the Chief Executive, staff, and Trustees.
- b. Oversee the strategy and business plan for the Society and require the Chief Executive to report regularly to Council meetings on progress in these areas.
- c. Ensure that all statutory and compliance matters are fully adhered to.
- d. Require a full report on the annual audit of the Society's accounts.

## **11. Risk management**

- a. The Council will appoint an Audit and Risk Committee and will review the membership and constitution of this Committee.
- b. The Audit and Risk Committee may seek to appoint members independent of the Society.
- c. The Audit and Risk Committee will have the freedom to conduct its own business in order to minimise any adverse effects from risks to the Society; for these purposes, an annual budget may be allocated.
- d. The Council will require the Chair of the Audit and Risk Committee to produce an annual report, which will be considered by the Council and any actions taken recorded.

## **12. Asset management**

The Council will arrange for all physical resources and assets of the Society to be recorded, managed, and maintained effectively. Progress reports for the Council will be produced regularly by the Chief Executive. The frequency of reporting will be determined by the Council after consultation with the Treasurer.

## **13. Human Resources**

- a. The Society will at all times act as a good employer and ensure that the needs of its staff are fully met within the available resources.
- b. The Council, through the Chief Executive, will ensure that human resource management complies with UK employment laws.
- c. The Society will maintain and operate a full grievance procedure for all staff in its employ.

## **14. Scrutiny and monitoring**

The Council will ensure its role in overseeing the work of the Society by:

- a. Reviewing a range of Key Performance Indicators. These will be reported on regularly to the Council by the Chief Executive.
- b. Conducting regular (at least once a year) Performance Management reviews through:
  - i. annual appraisal of the Chief Executive by the Chair on behalf of the Council;
  - ii. evaluations of the effectiveness of the Council;
  - iii. evaluations of the skills and experience of Trustees.

## **15. Powers of Delegation to the Chief Executive and members of Staff**

- a. The Council will regularly review the delegated powers to be given to the Chief Executive.

- b. The Chief Executive will decide upon any further delegated authority to staff members.

## **16. Conflict of Interest of Trustees**

- a. The Council will require all Trustees to register their interests and activities in other organisations to ensure that any possible conflicts are minimised.
- b. The Council may remove any Trustee who is deemed to have breached the Conflict of Interest Policy.
- c. The Council will maintain up-to-date guidance for Trustees on areas of potential conflict of interest in accordance with current Charity Commission guidance.

Approved by the Council of the Royal Society for Public Health 10 April 2024