



## Terms of Reference for the Council of the Royal Horticultural Society

- Purpose:** Members of Council are the trustees of the RHS.
- Council is the governing body of the RHS and, in accordance with the Charter and Bye-Laws, is responsible for:
- The future direction of the Society
  - The investment and disposal of Society assets
  - The strategic management and performance of the Society
- Membership:** President (ex-officio)
- Treasurer (ex-officio)
- 15 elected Members
- Up to 2 co-opted Members
- Terms of Office:** Council members are elected by the Members of the Society at the AGM from those eligible candidates put forward.
- Council members can serve up to two terms of five years.
- A Council member may serve for an additional five-year term where
- a) at least five years have elapsed since the completion of the member's initial two five year terms, and b) where Council has agreed that it is in the interests of the Society that the individual be eligible to serve for one further term.
- Co-opted Member's terms of office shall be from the date of appointment until the end of the AGM following appointment. No individual may be co-opted for more than two terms of office.
- Chairman:** President (ex-officio)

**Quorum:** At least six Members or a third of the Members serving at the relevant time, whichever is the greater.

**Meetings:** Council shall meet at least twice a year in person and will ordinarily hold six meetings a year plus an additional strategy away day.

Decisions taken at formal Council meetings are by majority except where otherwise required by law or where that decision rescinds a decision previously taken at Council or at a decision making body (for which the majority must be two thirds).

Decisions taken outside of formal meetings shall be passed where approved by at least three-quarters of members with any member having the ability to request that the decision be postponed until a meeting can be called and a full discussion held.

### **Summary of Responsibilities**

Council is accountable for the running of the Society as a whole, for ensuring that the Society complies with its governing documents and legal obligations, pursues its charitable objects and uses its assets to pursue those aims, and acts in the interests of the beneficiaries.

Council is supported in this work by a number of Council Committees and Boards, and delegates certain amounts of authority to those Council Committees and Boards (as summarised below, and as set out in detail in the terms of reference for each body).

Council has also delegated certain responsibilities related to the day to day running of the Society to the Director General, as set out in the Scheme of Delegation.

#### Powers retained by Council:

Council has the power to make decisions and undertake all lawful acts as are necessary to achieve the objects of the Society.

Powers that are retained by Council, and which may not be exercised by either the executive or any of the Council Committees or Boards are:

- i. The appointment and appraisal of the Director General;
- ii. Supporting the Director General in recruitment of the Executive Directors;

- iii. The setting of the scheme of delegation to the Council Committees and Boards which support Council, and to the Executive;
- iv. The approval of the reserves policy and the investments policy, and delegations of authority to manage those reserves and investments;
- v. The approval of any material property transaction (over £1m), such as the approval of a new lease or purchase of new land or property, the extension of an existing lease, or the decision to sell, lease, lend, or dispose of all or any part of the property of the Society;
- vi. The approval of any decision to borrow money or charge all or any part of the property belonging to the Society as security for the repayment of the money borrowed;
- vii. The approval of any decision which may have a significant impact on the reputation or public perception of the Society, such as any significant joint ventures with other organisations
- viii. The approval of the Annual Budgets, Annual Performance Plan, Three-Year Strategy, Annual Reports and Annual Financial Statements for the Society;
- ix. Oversight of the Society's performance against plans;
- x. Oversight of strategy, policy and standards for the Society's activities, including those of the trading subsidiaries, for areas which have a significant effect on the Society's charitable impact, resources or standards of excellence, such as: horticulture, herbarium, gardens, awards, education, community engagement, communication, science, libraries and shows;
- xi. The approval of any project that is not in accordance with an agreed strategy or policy and/ or the cost of which exceeds the approved budget
- xii. Oversight of the management of risk for the Society;
- xiii. Approval of any contracts involving a Trustee or connected party for the supply of goods or services to the RHS or its trading companies (with the Director General AND President or Treasurer having authority to approve such contracts between meetings), subject to:
  - a. the contract being let in accordance with the requirements of the Society's Financial Procedures applicable at the time and any additional requirements that may be specified for a particular contract by Council or the Commercial Board or the Board of Directors of one of the Society's trading companies;
  - b. the Committee having regard to the provisions of Bye-law 17.4 relating to the award of contracts and the management of potential conflicts of interest;

- c. the maximum value of any single contract awarded to a trustee or connected party not exceeding £100,000;
  - d. the total value of all payments to any individual trustee, including connected parties, not exceeding £500,000 in a single financial year;
  - e. the total value of payments made to all trustees and connected parties not exceeding £1 million in a single financial year; and
  - f. all decisions taken by the Director General and President or Treasurer being reported to the first next ordinary meeting of Council.
- xiv. The appointment and removal of:
- a. members of the Council - in accordance with the provisions of the Bye-laws;
  - b. members of the Nominations, Appointments and Governance Committee;
  - c. Vice Presidents; and
  - d. the Society's Internal Auditors and External Auditors, the latter subsequently being confirmed at the Annual General Meeting of the Society.
- xv. The award the Victoria Medal of Honour and Honorary Fellowship, and to consider the recommendations made by the Horticulture Board when making awards of the Associate of Honour, Veitch Memorial Medal, Harlow Carr Medal, Reginald Cory Memorial Cup and Jones Bateman Cup.
- xvi. To act as the guardian of the Society's role as "Learned Society".
- xvii. To decide any matter not delegated to a Council Committee or Board and any matter reserved to the Council members (trustees) by legislation.

#### Delegation of powers

Employees of the Society are permitted to operate within the Statement of Delegation set down by Council together with any relevant strategy, policy or procedure.

Council Committees and Boards, which must be Chaired by a member of Council, are permitted to operate within the powers delegated to them - as set out in their terms of reference. These powers must be exercised within any policies and budgets approved by Council and may not be further delegated without the permission of Council.

Council remains accountable for any decisions or actions taken and must therefore be kept informed of these, as appropriate.

Council may exercise any power delegated to a Council Committee or Board or employee where this is necessary to expedite business.

Council will monitor the decisions and actions taken by those to whom it delegates powers.

Council Committees and Boards may, with the approval of the Nominations, Appointments and Governance Committee, establish Committees, Forums and Working Groups to assist with the implementation of their duties. For all Council Committees and Boards and where such a Committee, Forum or Working Group is to make decisions ('Decision Making Committee'), the minimum number of members appointed shall be three and a majority of those present at any meeting must be Council Members. The original Council Committee or Board remains responsible and accountable for the work carried out by any such Decision Making Committee.

The members of all Council Committees and Boards and Decision Making Committees shall be appointed by the Nominations, Appointments and Governance Committee unless otherwise reserved to Council or specifically set out in the approved Terms of Reference of the particular Council Committee or Board.

Any decision to amend the terms of reference of a Council Committee and Board or Decision Making Committee, to disband or otherwise amend its constitution is reserved to Council, save that the Nominations, Appointments and Governance Committee may vary the total number of members able to serve on such bodies and may appoint in any year a maximum of five additional members, who will be appointed for one-year terms and, if necessary, in addition to the maximum permitted membership of the relevant Council Committee and Board or Decision Making Committee.