

COUNCIL AND TRUSTEESHIP

The Role of Council

Council is the governing body of the RHS and is responsible for:

- The future direction of the Society
- Management of the Society's assets
- The strategic management and performance of the Society.

It is the guardian of the Society's role as "learned Society".

Council's duty is to ensure that the Society carries out its objects as set out in the RHS Charter, namely:

"The encouragement and improvement of the science, art and practice of horticulture in all its branches".

Delegation of Powers

Council has wide powers of delegation which permits it to delegate any of its powers and functions to Committees. RHS Committees are either governance, plant or advisory in nature.

Principal governance and decision-taking committees include the Commercial Board, Horticulture Board, Audit and Risk Committee and the Nominations, Appointments and Governance Committee. All of these have delegated authority from Council to make decisions within their remit. Advisory Committees provide Council with advice on particular areas of activity such as education, science and gardens. The Society's important plant committees are also advisory.

Both governance and advisory committees may comprise both Members of Council and other members of the RHS.

Neither Council nor the other decision-taking committees are involved in the day-to-day running of the Society. This is delegated to the Society's staff. However, Council retains the ultimate responsibility for the actions of staff.

Frequency of Meetings

Council typically meets six times a year. In addition, Council Members are expected to attend an "away weekend" once each year and the Annual General Meeting which is held in London or at one of the RHS Gardens.

Council Members will generally also serve on one or more of the committees described above, in addition to their position on Council.

The Role of Members of Council

The RHS Council currently comprises 17 Members who also serve as the Society's charitable trustees. This includes the President and Treasurer, both of whom serve as ex officio Members of Council.

Members of Council are responsible for all aspects of the Society's affairs and for ensuring that the Society delivers public benefit. They also ensure that the Society's income and property are used only for the purposes set out in the Charter and Bye-Laws and for no other purpose. Members of Council have a responsibility to act reasonably, proportionately and prudently in all matters relating to the Society and to act in the best interests of the RHS at all times. The principle of collective responsibility applies.

Term of Office

Members of Council usually serve a term of five years, which may be renewed, by election, for a further term of five years.

Eligibility

To serve as a Member of the RHS Council, those seeking election must:

- a. have been an individual Member of the Society since 28 February 2018, or in exceptional circumstances (as defined by Council) since 28 February 2020, and remain a Member at 1 March 2021, the date of election and throughout their term of office;
- b. be aged over 18 years on the date of the 2021 AGM;
- c. not have already completed 10 years' service as a Member of the RHS Council (unless at least five years have elapsed since the completion of the 10 years previous service and Council has agreed that it is in the interests of the Society that the individual be made eligible to serve for one further term of up to five years maximum).

In addition, some people are disqualified by law from acting as charity trustees, including anyone described in Section 72(1) of the Charities Act 1993, as amended by the Charities Act 2006, Schedule 8, paragraph 156. Broadly, this covers:

- Anyone who has been convicted of an offence involving dishonesty or deception, unless the conviction is spent
- Anyone who is an undischarged bankrupt or is the subject of a bankruptcy restrictions order or an interim order
- Anyone who has been removed from trusteeship of a charity by the court or the Charity Commission
- Anyone who has a disqualification order under the Company Directors' Disqualification Act 1986.

Candidates completing nomination papers for election are required to certify that they are not disqualified from office. In accordance with guidance from the Charity Commission, the RHS undertakes checks to ensure a candidate's eligibility.

Liability

As a trustee, the role of a Member of Council is an extremely important one and carries both responsibilities and liabilities. A Member of Council has a duty to act in good faith and in the best interests of the Society. It is important therefore that Members of Council avoid conflicts with their personal or other professional interests. Where a potential conflict of interest exists, Members of Council are required to declare that interest and, in most cases, not take part in any decision on the matter concerned. In the interest of openness, a register of relevant interests is maintained. Restrictions also apply on Members of Council or connected parties who might wish to enter into a contract with the Society or any of its trading companies for the supply of goods and services. For further information, contact the Deputy Company Secretary.

In exercising the role of trustee, an individual can be held liable for:

- Breach of trust – for example, spending money inappropriately
- Breach of fiduciary and statutory duties – for example, using assets to procure benefits for the trustee
- Fraudulent trading – for example, incurring a debt knowing it cannot be repaid
- Failure to comply with statutory requirements – for example, health and safety, taxation law etc.

A copy of the Charity Commission's booklet, "The Essential Trustee: What you need to know", which provides further general information on serving as a trustee is included with this Nomination Pack for Members of Council.

Why become a Member of the RHS Council

As a Member of Council, you would have the opportunity to influence the way your Society is run and help make a difference to the way that horticulture and gardening develop in the UK. In return for providing the RHS with your time and expertise, you would gain an opportunity to develop your personal/professional skills as well as a chance to obtain a sense of achievement and satisfaction from making a contribution to the work of the Society.

Reimbursement of Expenses

Serving as a Member of the RHS Council is a voluntary activity that is not remunerated.

As a charity, the Society cannot by law pay Members of Council a salary or provide any benefit in kind. However, the Society does operate an expenses scheme that will reimburse the reasonable cost of undertaking trustee duties.

How to Apply

If you would like to serve as a Member of Council and as a trustee of the RHS, you will have to stand for election. The election process is explained in the next section.