

Council of the Royal Horticultural Society

Terms of reference

Purpose: Council is the governing body of the RHS and in accordance with the Royal Charter and Bye-laws, is responsible for the future direction of the Society, the investment and disposal of Society assets and the strategic management and performance of the Society.

Summary of responsibilities

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

Council is supported in this work by Statutory Groups and delegates certain amounts of authority to these Statutory Groups (as detailed in the terms of reference for each Group).

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

Matters reserved to Council:

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

Powers that are reserved to Council, and which may not be exercised by the Statutory Groups, the Executive or any other body are:

Appointments and Remuneration:

1. The appointment, appraisal and dismissal of the Director General;
2. The approval of remuneration and benefits for the Director General;
3. The appointment and/or removal of:
 - a. Members of the Council (in accordance with the provisions of the Bye-laws and Regulations);
 - b. Members of the Governance and People Group;
 - c. Vice Presidents;
 - d. The Society's professional advisors (External Auditors in accordance with the provisions of the Bye-laws);
 - e. Directors of RHS subsidiaries (for approval by relevant subsidiary Board);

Regulations and Control:

4. The approval of alterations or amendments to the Royal Charter, Bye-laws and Regulations (including categories of membership of the Society);
5. The approval of changes to the governance arrangements of the RHS including terms of reference for Statutory Groups, Guidance and Oversight Groups and Expert Groups;
6. The setting of the Scheme of Delegation;
7. The approval of procedures for the effective evaluation of Council, trustees and Statutory Groups;
8. Holding an AGM in the fifth or sixth month following the end of the Society's financial year.
9. The approval of establishing and dissolving any groups based on regions, countries, other areas or specialist interests;

Strategic:

10. The approval of the RHS Strategy and oversight of delivery, impacts and achievements;
11. The approval, amendment or cessation of strategic programmes, including fundraising and income generation programmes for the delivery of the strategic aims and objectives;
12. To act as the guardian of the Society's role as a learning and Learned Society;

Risk:

13. The approval of significant joint ventures with other organisations or individuals or other decisions with a significant reputational risk;
14. The approval of all compliance policies including health and safety, complaints, data protection, safeguarding and whistleblowing;
15. The approval of policies and procedures for internal control and the management of risk for the Society;
16. The approval to commence legal action (potential damages and fees) over £1m and decisions relating to court proceedings against or on behalf of the charity over £500k;
17. The approval of decisions relating to court proceedings against or on behalf of the charity over £500k;

Budgetary:*

18. The approval of the annual budget;
19. The approval of the RHS Reserves Policy, Responsible Investment Policy and Statement of Investment Principles and delegations of authority to manage those reserves and investments;
20. 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;
21. The approval of the acquisition or disposal of RHS property (in accordance with the provisions of the RHS Housing Policy);

22. The approval of changes to the Society's pension scheme or management of funds that financially impact on the RHS;
23. The approval of any non-budgeted expenditure above £1m;
24. The approval of capital contracts within the normal business as usual and agreed budget and strategy above £2m;
25. The approval of funding or grant organisation above £5m;
26. The approval of the acceptance of donations and income from sponsors or licensees over £2m;
27. The approval to write off debt and stock over £1m;
28. The approval to vary contracts amounting to an increase in spend or loss of income over £1m;
29. The approval of bank mandates.

* All budgetary approval levels are subject to the RHS Scheme of Delegation as agreed from time to time by Council.

Reporting:

30. Approval of the Annual Report and Financial Statements and the review and approval of the External Auditors findings for the year and Letters of Representation;
31. Filing of Serious Incident Reports;
32. Approval of the process for transactions with trustees and related parties for the supply of goods or services to the RHS or its trading companies;
33. The award of the RHS People Awards.

Membership: No fewer than 12 members and no more than 19 members, comprising:
President (ex-officio)
Treasurer (ex-officio)
Up to 15 elected Members
Up to 2 co-opted Members

Term of Office: Council members are elected by the Members of the RHS at the Annual General Meeting in accordance with the Bye-laws.

Chair: President (ex-officio)

Quorum: Six or one third of the serving members of Council, whichever is greater.

Decisions: Decisions are taken by majority with the Chair having a deciding vote if necessary (except where otherwise required by law).
Written decisions may be made via email and require the approval of three quarters of members.

Meetings: Council will meet at least twice a year but will usually meet five times a year plus an additional strategy away day.

Reporting:

All decisions of Council shall be recorded in minutes of the meeting.