

## Council of Management

Approved June 2011, July 2014, February 2018, December 2021

Two meetings per year

### Composition

Chair:	The Chair is the President of the Society for Endocrinology, elected via application and membership ballot
Elected members:	the Officers and eight duly elected Councillors, elected via application and membership ballot Ex officio members: Chair, Clinical Committee Chair, Corporate Liaison Committee Chair, Early Career Steering Group Chair, Nominations Committee Chair, Nurse Committee Chair, Public Engagement Committee Chair, Science Committee The chairs of Committees shall be ex officio Members of Council but shall not thereby be entitled to vote on Council business.
Observers:	Chair, Bioscientifica Board Council may invite a person or persons to attend Council meetings with observer status. Such persons shall not be entitled to vote on Council business.
Co-opted members:	The Chair may invite additional stakeholders if and when additional external expertise is required
Quorum:	5 Elected members (including the Chair)

### Duration of service

Chair:	4 years
General Secretary:	4 years
Treasurer:	6 years
Programme Secretary:	4 years
Other Elected members:	4 years
Ex officio members:	Co-terminal with term of office

Councillors who have served for a continuous term of four years shall retire from office and shall not be eligible for re-election for a period of three years unless elected as an Officer.

The President, General Secretary and Programme Secretary shall serve a continuous term of four (4) years, the first year of which shall be in an 'elect' capacity during which, for the avoidance of doubt, they are a Councillor with full voting rights. In exceptional circumstances, they may serve for a further term of up to two (2) years with their consent and with Council's approval of this further term. The President, General Secretary and Programme Secretary shall retire from office no later than a maximum of six (6) years after commencement of the term of office.

The Treasurer shall serve a continuous term of six (6) years, the first year of which shall be in an 'elect' capacity during which, for the avoidance of doubt, they are a Councillor with full voting rights. In exceptional circumstances, they may serve for a further term of up to two (2) years with their consent and with Council's approval of this further term. The Treasurer shall retire from office no later than a maximum of eight (8) years after commencement of their term of office.

It should be noted that Previously Officers served 1 elect year with no formal role, ahead of their 3 or 5 years, so this is not a change to the length of time, but a formalisation of that initial elect year.

### **Elections of Councillors:**

Vacancies will be openly advertised to all voting members. Every effort should be made to ensure a minimum of two candidates for each position, requiring members to vote. If the number of applications exceeds the number of vacancies, the Company Secretary shall instigate an election. In cases where the number of valid applications does not exceed the number of vacancies all candidates shall be elected without any further procedure. At the annual general meeting the names of the duly elected candidates shall be declared.

### **Remit**

In addition to being members of the Council of the Society for Endocrinology, Elected members are automatically Directors and Trustees of the Society for Endocrinology (including the Officers but excluding *ex officio* members and observers). This carries with it all the normal responsibilities of being a company director, as well as being a charity trustee.

The responsibilities of Council members are covered in the Articles of Association, but a brief summary appears below:

- To ensure the Society remains within its charitable remit
- To develop and monitor the Society's strategy and plans
- To manage the business of the Society
- Enter into contracts on behalf of the Society
- Deal with any property issues of the Society
- Regulate the finances and expenditure of the Society, including its investments
- Determine the duties of Society employees

## Secretariat

Chief Executive

Director, Membership Engagement

Finance Director

Society Governance Manager

## Additional notes:

- The Society is committed to equal opportunities and the promotion of diversity. The governance and business of this committee should follow the principles of the Society's Diversity policy
- Council members should make every effort to attend all meetings. Attendance records will be kept and reviewed annually. Any Council member who does not attend any meetings in a year will be asked to step down, other than in exceptional circumstances
- Each new Council member will be issued with a job description and remit of the committee, together with the last three sets of meeting minutes
- New Council members will be invited to the Bristol office shortly after election to see how the Society is run and to receive a detailed briefing on the Council, Committees and other activities. Membership of the Council gives elected Members the opportunity to influence the future and to ensure the Society moves forward in directions which represent its members' interests
- All Council members need to be paid up members of the Society
- All papers and minutes must be treated in strictest confidence
- All Council members must act in the best interest of the Society. Any potential conflicts of interest should be declared at the start of the meeting or as they arise, and the member concerned should take no part in the discussion
- Expenses cannot be claimed if a committee meeting is held during or on the same day as an SfE event
- The Chair and elected members on this committee have voting rights. Ex-officio members and Observers shall not be entitled to vote.
- Committee membership should represent key areas of interest and geographical spread; the application form should encourage members in under-represented areas to apply
- Council members should not hold a concurrent post on the Council or Finance Committee of a Bioscientifica client society. Should the need arise, the member will be asked to step down from Council or delay joining until such time as there is no conflict.
- In addition to attending Council meetings, Council members are expected to take an active part in the work of one or more Committees and to be available to provide opinions and advice as required by the Officers or staff
- Any decision-making powers delegated to the Officers group should be clearly documented and communicated to all Trustees and other Council members.
- Time should be given annually to a reflective review process when Council looks back at its performance over the last year.
- Council will ensure time is dedicated to discussing strategic issues:.

- Council will develop and then review Society strategy every 3-5 years to ensure the Society has clear, SMART objectives which are cascaded to committees and proactively communicated to the membership
- All Trustees will undertake Society-specific training in finance, equality, diversity and inclusion (EDI), and Trustee responsibilities with additional training in leadership offered to Trustees and Committee Chairs.
- Council should seek professional advice when it needs to, for example advice on legal issues, income generation, governance or EDI.

## **Responsibilities of company directors**

Directors are required by law to act legally, honestly, in good faith and for the benefit of the company. They have a responsibility to ensure that Company Law is complied with and that interests of members and beneficiaries have been protected. This extends from the basic filing of 'true and fair' accounts, through to the need to balance short-term success with longer-term sustainability.

All directors hold equal responsibility. They must represent the interests of *all* members and beneficiaries, not of a subset.

## **Responsibilities of charity trustees**

The trustees of a charity are personally responsible for ensuring that all its activities are aimed at promoting its charitable object, and that funds are applied fairly and legally. The charitable object of the Society for Endocrinology is 'the advancement of public education in endocrinology'. The Charity Commission has confirmed that activities such as conferences and training courses are charitable provided that either they are open to the public or abstracts/papers are publicly available.

A person or company with suitable qualifications and expertise must handle investments. The Society's current broker is Brewin Dolphin who have the power to buy and sell shares at their discretion.

The trustees, staff and other Officers of the Society for Endocrinology are covered by professional liability indemnity insurance should we be sued over the content of journals, books, training courses, etc. However, trustees are personally responsible for any losses due to their own negligence or breach of trust.