

SCI[®]

FURTHER GOVERNANCE INFORMATION

SOCIETY OF CHEMICAL INDUSTRY



APPENDIX 1. PRINCIPLES OF GOOD GOVERNANCE FOR CHARITY TRUSTEES (CHARITY COMMISSION)

Principle of good governance	With respect to ...
Understand the role	<ul style="list-style-type: none"> Charitable status SCI®'s assets, structure and systems External environment
Deliver the mission (purpose)	<ul style="list-style-type: none"> Strategy, planning and budgeting Monitoring progress Evaluating results and implementing learning
Work as individuals and as a team	<ul style="list-style-type: none"> Part of a suitably experienced, skilful and committed board Reviewing performance as individuals and as a team
Control effectively	<ul style="list-style-type: none"> Knowing what must be done Ensuring means of effective management and financial control Identifying and reviewing risks regularly Delegating with supervision
Behave with integrity	<ul style="list-style-type: none"> Promoting and safeguarding SCI®'s reputation Acting ethically to high standards Managing conflicts of interest Maintaining independence in decision making Delivering the impact best meeting needs of members
Be open and accountable	<ul style="list-style-type: none"> Communicating, consulting and listening to stakeholders Acting impartially and constructively with complaints Being sensitive to wider community, e.g. environmental impact

Link to Gov UK Charity Commission trustee guide:












www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3

WHERE SCIENCE MEETS BUSINESS

TRUSTEE SKILLS AND COMPETENCY MATRIX

POSITION: TRUSTEE

SKILLS AND COMPETENCIES

	Demonstrable experience that would assist the strategic development of SCI®, such as experience at a senior level in relevant industry, science and innovation organisations, publishing, strategy development, income generation, communications or policy work.
	Strong affiliation with SCI® and its activities.
	Experience of governance positions, such as board or other charity positions.
	Appreciation of the difference in roles of trustees and the executive, and able to develop strong working relationships with the CEO and other key stakeholders.
	Experience of core business processes, such as strategy development or financial management.
	Strategic influencing, networking and relationship building skills.
	Independent thinker, but collaborative and consensus driven.
	Achievement orientation, driven by results and outcomes, consistent with the highest standards of compliance and governance.
	Personal integrity and professionalism, and well respected by peers.
	Active promoter of Diversity.
	Adherence to SCI® Code of Ethics

WHERE SCIENCE MEETS BUSINESS

SCI[®] BOARD of TRUSTEES FINANCE & INVESTMENTS ADVISORY COMMITTEE

Terms of Reference

1. ADVISORY ROLE

The Finance and Investments Advisory Committee will advise the Board of Trustee on:

- All financial matters relating to the Society, including investments;
- Investment policy issues;
- A reserves policy;
- Budgets (annual and project-related);
- IT policy;
- Premises utilisation and refurbishment.

2. DELEGATED RESPONSIBILITIES

The Finance and Investments Advisory Committee has the following delegated responsibilities:

- Capital expenditure and unbudgeted expenditure up to agreed limits;
- Overdraft and borrowing facilities;
- Purchase and disposal of investments;
- Internal controls and best practice implementation;
- Banking arrangements;
- Leasing and financial contractual commitments;
- Disposal of capital assets;
- Pension schemes;
- Risk assessment.

3. REPORTING

Minutes of each Advisory and Sub-Committee will be presented to the Board of Trustees as soon as possible after each meeting, with a deadline of three weeks. (It is acknowledged that there may be occasions when a three-week deadline cannot be achieved because of close proximity of meetings or because of public holidays). Additional written and verbal reports will be given as necessary.

WHERE SCIENCE MEETS BUSINESS

SCI[®] BOARD of TRUSTEES PUBLICATIONS COMMITTEE

Terms of Reference

The Publications Committee, a sub-committee of the Board of Trustees, comprises the Editors in Chief of SCI[®]'s academic journals and CGI, as well as elected and appointed members and representation from the SCI[®] Executive. The chair is appointed by the Board of Trustees.

1. ADVISORY ROLE

The Publications Committee will advise the Board of Trustees on:

- SCI[®] publishing activities and its role in the Society;
- The contribution of publishing activities to the reputation, visibility and future of SCI[®];
- The development of new publication products and platforms.

2. DELEGATED RESPONSIBILITIES

The Publications Committee has the following delegated responsibilities:

- Ensuring high impact of SCI[®] journals (quality content).
- Identification and appraisal of publishing opportunities and threats.
- Ensuring that SCI[®]'s journal editorial boards and their communities are briefed on and aligned with SCI[®]'s strategic and business objectives and its broad community.
- Ensuring the content, strategy and quality of journals are aligned with SCI[®]'s policies and strategy. (Contractual and financial matters are the responsibility of the SCI[®] Executive).
- In conjunction with the Executive, monitoring the quality and impact of SCI[®]'s publications and any publications partners.

3. REPORTING

Minutes of the Publications Committee will be presented to the Board of Trustees as soon as possible after each meeting, with a deadline of three weeks. (It is acknowledged that there may be occasions when a three-week deadline cannot be achieved because of a close proximity of meetings or because of public holidays). Additional written and verbal reports will be given as necessary.

NOTE

SCI[®] may from time to time establish working parties to support the strengthening of SCI[®]'s publishing activities. Any such working parties will be aligned with and linked to the work of the Publications Committee, FIAC and the Executive.

WHERE SCIENCE MEETS BUSINESS

SCI[®] BOARD of TRUSTEES MEMBERSHIP COMMITTEE

Terms of Reference

1. ADVISORY ROLE

The Membership Sub-Committee will inform and advise the Board of Trustees on:

- Ways of attracting, interacting with and retaining members.
- Ways and means of enhancing the value of SCI[®] membership.
- Proposals for worthy recipients of the Lampitt Medal and Distinguished Service Awards.
- Proposals for Honorary and Life Members.

2. DELEGATED RESPONSIBILITIES

- Working with the Executive to determine the most effective means of gathering information from members.
- Working with the Executive to conduct regular surveys of SCI[®] members, seeking information that will ultimately enhance the value in becoming and remaining a member of SCI[®].
- Reviewing the information gathered from members and informing and advising the Board of Trustees accordingly.
- Subject to agreement by the Board of Trustees and the availability of necessary resources, researching and developing particular ideas or issues emanating from member interactions to be able to fully inform any subsequent decisions by the Board.
- Working with the Executive to organise annual calls for nominations for the Lampitt Medal and Distinguished Service Awards, short-listing and selecting candidates to receive these awards.

3. REPORTING

Minutes of the committee will be presented to the Board of Trustees within three weeks after each meeting, within reason. Additional oral and written reports will be given as necessary. The Membership Committee may help organise events or work with the Executive team to publish documents for wider SCI[®] circulation to showcase SCI[®] aims, achievements or activities when appropriate.

WHERE SCIENCE MEETS BUSINESS

SCI[®] BOARD of TRUSTEES CAREERS COMMITTEE

Terms of Reference

1. ROLE

The role of the SCI[®] Careers Committee will be to coordinate, support and accelerate the activities of SCI[®] in the area of careers. The group will co-ordinate activities but it is not intended to direct and replace all career activities in SCI[®].

2. COMPOSITION

The CC will be composed of up to 12 members, including the chair, as follows:

- appointed chair (appointed by BoT)
- chairs of careers groups (careers only groups), specifically:
 - chair of Mid Careers
 - chair of AgriFood Early Careers
 - chair of Materials Early Careers
 - chair of YCP (although it should be noted that YCP is actually a technical interest group, with a direct line to FCG and it strongly recommended that this structure is not altered).
- a representative from the following communities:
 - a SCI[®] Scholar
 - a SCI[®] Ambassador
- the Principal or patron or committee member from the College of Scholars
- up to 4 co-opted or elected members.

3. TERMS

The chair will be appointed for a 3-year term and may run for a maximum of 2 terms.

All other committee members are expected to serve for a maximum of 3 years to ensure rotation of members.

4. ADVISORY ROLE

The Careers Committee will advise the Board of Trustees (BoT) on:

- Administering the SCI® Ambassadors Programme;
- Administering the SCI® Mentoring Scheme;
- Running Days of Science and Careers;
- Supporting the College of Scholars;
- Preparing budgets for the above activities for submission to and approval by FIAC and BoT.

5. COLLEGE OF SCHOLARS (COS)

The College of Scholars will operate as a separate committee reporting into the Careers Committee and it will have the following delegated responsibilities:

- Administering the College of Scholars and its activities including appointing new members to the CoS committee;
- Administering the SCI® Travel Bursary Scheme;
- Administering the SCI® Scholarship and Fellowship Schemes;
- Appointing the Honorary Principal of the SCI® College of Scholars, subject to Board of Trustees ratification;
- Preparing budgets for the awards for submission to and approval by FIAC and BoT.

6. REPORTING

Minutes of each meeting will be presented to BoT as soon as possible after each meeting, with a deadline of four weeks. (It is acknowledged that there may be occasions when a four-week deadline cannot be achieved because of close proximity of meetings or because of public holidays). Additional written and verbal reports will be given as necessary.

WHERE SCIENCE MEETS BUSINESS

SCI[®] BOARD of TRUSTEES NOMINATIONS COMMITTEE

Terms of Reference

1. INTRODUCTION

The Nominations Committee (“the Committee”) of SCI (“the Charity”) is established by the Trustees in accordance their power under Article [] of the Charity’s Articles of Association. Capitalised terms used in these Terms of Reference have the meaning given to them in the Charity’s Articles of Association.

2. PURPOSE

The Committee exercises general oversight of the structure, composition and effectiveness of the Charity’s Board of Trustees (BoT) and its Committees, as well as the appointment process of the chair and vice chair of BoT and its Trustees. Recommendations from the Nominations Committee relating to all the tasks mentioned below, as applicable, are made to the Board of Trustees for ratification, nomination or approval, as the case may be.

3. MEMBERSHIP

The Committee’s membership is between [four and seven] members, comprising of representatives from the Board of Trustees (BoT), the Presidents Council, SCI[®] Members, the Executive and other experts.

The Committee’s membership shall contain [one] Trustee of the Charity, the SCI[®] President and a maximum of [one] other member from the Presidents Council, one SCI[®] member (not a Trustee), the Chief Executive and up to [two] independent experts who are not Trustees, Executives or Members of the Charity.

The Nominations Committee shall be chaired by the SCI[®] President.
Subject to paragraph 3.1:

- a) the Charity’s Board of Trustees shall appoint one trustee to be a member of the Committee, and one SCI[®] member (non-trustee) to be a member of the Committee.
- b) the Committee will appoint the other members of the Committee.

Experts will be selected to bring specific knowledge or experience.

The Committee may invite advisers who are not members of the Committee, to attend a meeting of the Committee and participate in discussions, although not to vote.

The Committee shall always meet at least once a year within the six months prior to the AGM. [A minimum of 51% of] the voting members of the Committee constitutes a quorum.

Members of the Nominations Committee shall serve for a term of [three years] and may serve a maximum of [two] terms. Experts may serve terms as decided by the Committee, but with a maximum of [two] three-year terms.

4. TASKS

The remit of the Committee covers the following issues:

Appointment of the Chair and Vice Chair of BoT

- To provide a suitable candidate as chair and vice chair of BoT with the right skills and experience, to assist the Charity to develop and deliver its strategies and business plans.
- To ensure that the role of the chair/vice chair of the Board of Trustees has a Job Description and a suitable Skills and Competencies Matrix in place.
- To identify prospective chairs to fill vacancies as and when the chair retires.
- To run an effective process to ensure suitable candidates are identified, approached and interviewed. This process will recruit internally and may recruit externally, as required.

Appointment of Trustees

- To oversee the election process for trustees.
- To provide suitable candidates as co-opted trustees of BoT with the right skills and experience, to assist the Charity to develop and deliver its strategies and business plans.
- To identify prospective candidates to fill vacancies as required.
- To run an effective process to ensure suitable candidates are identified, approached and interviewed.

Other Matters

- The work of the Nominations Committee will be transparent and open.
- The Committee will ensure the BoT is kept apprised of the work of the Committee.
- The Committee may carry out reviews of the composition and skills of the Board of Trustees as a whole, to ensure appropriate candidates are sought.
- The BoT will have final approval of the candidates proposed as chair/vice chair of BoT and as co-opted trustees.

WHERE SCIENCE MEETS BUSINESS

SCI[®] BOARD of TRUSTEES SENIOR APPOINTMENTS & REMUNERATION COMMITTEE

Terms of Reference

1. RESPONSIBILITIES

The Senior Appointments and Remuneration Committee (SARC) is a sub-committee responding to the Board of Trustees (BoT).

RSAC has the following responsibilities:

- Recommending all aspects of the recruitment, appointment, contract of employment and remuneration of the Chief Executive to BoT.
- Agreeing the CEO's objectives against which performance will be determined and adjustments to remuneration will be recommended to BoT.
- Ensuring that a suitable salary structure and performance appraisal and rewards system for SCI[®] staff is in place and operating to an annual cycle.
- Recommending the annual staff pay award to BoT following discussion of the CEO's report proposing annual increments.
- Agreeing service contracts involving any trustee.
- Consulting with the Finance and Investment Advisory Committee on the annual budget and any financial implications of recommendations.

2. MEMBERSHIP

The Chair of BoT will chair the committee, also comprising the Honorary Treasurer and up to three other members appointed by BoT. The CEO will be invited to SARC meetings.

3. REPORTING

SARC will meet twice a year.

Minutes of each meeting will be sent to BoT within three weeks, and additional oral and written reports and consultations will be made as necessary.

SCI/XX240

SCI NOMINATIONS COMMITTEE

SOCIETY OF CHEMICAL INDUSTRY (SCI) - JOB DESCRIPTION

Role Title:	Chair, Board of Trustees
Role Purpose:	Lead SCI's Board of Trustees to ensure operation of the Board to the highest standards of governance, enabling the creation and overseeing the delivery of a strategy to meet the needs of SCI's members and stakeholders, so realising SCI's ambition to be the place 'where Science meets Business'.
Accountabilities:	<ul style="list-style-type: none"> ▪ BoT Leadership - Lead the Board of Trustees, ensuring the effectiveness of this body and its meetings by attention to Trustee composition, engagement, behaviours, and contribution, guided by a focused, relevant agenda and effective meeting management. ▪ Governance – Ensure the highest standards of governance and compliance are practiced by the BoT, as well as assuring these standards are reflected in the operation of the SCI Executive and across the organisation, consistent with SCI's obligations to its Royal Charter, By Laws and Rules and the Charities Commission, alongside the wider range of legal duties (e.g. employment, financial, health & safety law). ▪ Relationship with CEO - Ensure an effective and balanced relationship with the SCI's CEO, so that the Board of Trustees is able to engage, advise and provide appropriate oversight, support and challenge to the SCI's operational activities and that the CEO is supported to run the operations of the organization effectively. ▪ Leading the Board of Trustees to deliver the following: <ul style="list-style-type: none"> ▪ Strategy – Ensure the development and periodic review of SCI's strategy, so that with the support of the SCI Executive, it delivers on SCI's strapline to be the organization <i>Where Science Meets Business</i>, providing a unique and valued connection for innovation between industry and academia. ▪ Financial oversight – Ensure the BoT's engagement with the <i>Finance & Investments Advisory Committee</i>, so that SCI's financial assets, investment strategy and forward expenditure are aligned with SCI's strategy, resources and long term of sustainability. ▪ Membership – Ensure the BoT's engagement with the <i>Membership Committee</i>, so that the interests and needs of membership are understood, are reflected in SCI's strategy and deliver an engagement with an informed, active and diverse population within the academic and industrial chemical science community, who then support the delivery of SCI's innovation agenda (via TIGs, RIGs or events).

SCI/XX240: Nominations
 Committee Chair/Trustees Job
 Description | 1

	<ul style="list-style-type: none"> ▪ Publications – Ensure that through the CEO and through the <i>Publications Committee</i>, the value of the Society’s physical and journal/brand assets are managed and exploited to realise the necessary value for SCI. ▪ Engagement – As one of the three key public faces of SCI, alongside President and CEO, engage with key stakeholders in industry, academia and government, with members and with HQ staff to promote SCI’s values and ambitions, and to assure the understanding and delivery of strategy throughout SCI’s ‘value chain’. ▪ Remuneration, Recruitment of CEO – in partnership with the Board of Trustees and SCI President recruit, reward and retain a person who can fulfil the CEO role. ▪ Recruitment and Succession planning for Chair/Vice Chair role - in partnership with the Board of Trustees, President and CEO, ensure (a) effective recruitment of (b) appropriate succession plan for and (c) mentoring of the future Chair. Support the process for identification and recruitment of co-opted Trustees in line with Purpose and Strategy.
<p>Competencies:</p>	<ul style="list-style-type: none"> ▪ Highly developed personal integrity and professionalism ▪ People and organisation development focus, allied to a strong respect for diversity. ▪ Ability to drive consensus and collaboration to maximise the strengths and skills of teams and individuals. ▪ Achievement orientation, driven by results and outcomes, consistent with the highest standards of compliance and governance. ▪ Highly developed strategic thinking skills, strategy development and ability to translate strategy into action. ▪ Strategic influencing, networking and relationship building skills within and across a range of organisations and environments (e.g. academic, corporate, government). ▪ Highly resilient, self-managing and self-assured, with clear and independent thinking, but when needed able to balance with flexibility, empathy and listening. ▪ Ability to manage ambiguity and greyness. ▪ Well respected by peers.
<p>Experience & Knowledge:</p>	<ul style="list-style-type: none"> ▪ Proven experience of leading a significant board (e.g. medium or large company, charity, or association). ▪ Awareness of and commitment to governance principles and practice. ▪ Appreciation of the difference in roles of trustees and the executive, and able to develop strong working relationships with the CEO and professorial advisors. ▪ Previous experience of working within a scientific / innovation organization or charity, or previous experience of working at a senior level at the interface between academia and industry. ▪ Previous experience of managing finances/business/budget.



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science with
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