



**Royal Society of New South Wales
Executive Committee**

Terms of Reference

1. Introduction

1.1 Background

The Royal Society of NSW (the Society, RSNSW) traces its origins to the Philosophical Society of Australasia, which was established on 27 June 1821. The Society received Royal Assent in 1866 and was incorporated by an Act of the NSW Parliament in 1881.

Today, the Society is an inclusive learned institution that aims to enrich lives through knowledge and inquiry. It encompasses a diverse group of people who are dedicated to ideas that matter and contributing to a just, secure, and sustainable society by:

- Mobilising the multidisciplinary expertise of Society members
- Providing authentic and authoritative information
- Addressing national and global challenges
- Recognising and promoting excellence.

1.2 Organisational Structure

The Council is responsible for delivering the initiatives of the 2021-23 Strategic Plan.

The organisational structure of the Society has been conceived as a collection of programs that is designed and implemented by Council and its Committees. The Committees will undertake the detailed work of the Society, providing reports and advice to Council on the present and future conduct of the programs.

This document sets out the roles and responsibilities of the RSNSW Executive Committee, in accordance with the Society's Rules, Values, Strategic Plan, Policies, Programs, and Council Handbook.

2. Role and Responsibilities

As specified in Rule 17 of the Rules of the Society, the purpose of this Committee is to deal with any matters referred to it by the Council and with any matters which concern the Council with regard to which action should not, in the opinion of the Executive Committee, be postponed until the next meeting of the Council. Council has given the responsibility for Foundational Partnerships, Council Performance and Branch Expansion to the Executive Committee.

2.1 Program

The Committee will undertake the following activities:

2.1.1 Council Performance and Review

- Clarify the functions of Councillors and Committee members as part of a Committee membership review
- Implement information sessions for potential Councillors and Committee members
- Implement induction sessions for new Councillors and Committee members
- Develop and maintain the Council handbook
- Implement the annual performance review of Council

2.1.2 Branches

2.1.2.1 Existing Branches

- Undertake ongoing relationship management with existing Branches to enhance the cohesion of the Society

2.1.2.2 Establishment of New Branches

- Formulate criteria for the establishment of a new branch
- Recommend to Council the establishment of new Branches in targeted regions
- Provide executive support to a new branch in its establishment phase

2.1.3 Marketing and Communications Strategy

- Lead the development and coordination of the Marketing and Communications (M&C) Framework for the Society.
- Within the M&C Framework, work with other committees, as appropriate, to ensure that the following are developed and implemented:
 - Social Media Policy
 - Consistent Brand Strategy and templates
 - Approved Style Guides
 - Communication policy and guidelines for Branches, all relevant Committees, Fundraising material, Publications and website.

2.1.4 Foundational Partnerships

- Clarify ministerial responsibility for the RSN Act, and engagement with the relevant Minister
- Build upon and broaden the mutually valued relationship with our Patron and Government House.
- Engage effectively with State and Federal Governments (e.g., NSW Department of Planning, Industry & Environment, Office of the NSW Chief Scientist and Engineer, relevant Commonwealth Government Departments).
- Strengthen existing foundational partnerships (State Library of NSW, University of Sydney and University of New England) and establish additional relationships with strategic partners (SMSA, learned Academies, universities, Inspiring Australia/NSW, Industry, charities/non-for-profits).

2.2 Policies and Guidelines

The Society has several documents that govern the processes for each Committee:

- Diversity and Inclusion Policy
- Conflict of Interest Policy
- Fundraising Guidelines
- Council Handbook.

These documents will be made available to the Committee by the Secretary of the Society.

3. Committee Composition

3.1 Members

3.1.1 As per Rule 17:

- (a) The Executive Committee consists of the President, Vice-President, immediate Past President, if available, for the first year after leaving the role of President, Secretary, Treasurer and one Council member appointed by resolution of the Council.
- (b) When the immediate Past President is not available, or a year has elapsed since that person left the role of President, another Council member shall be elected by the Council.

3.1.2 Committee members are appointed for a two-year term from the Annual General Meeting by Council resolution at a Council meeting immediately following the AGM or earlier should circumstances require it.

3.2 Chair

3.2.1 The Chair of the committee is the Society's President.

3.2.2 The Chair has the responsibility for:

- Making committee membership recommendations to Council for approval
- Ensuring that the Committee develops and maintains a work plan that includes Foundational Partnerships, Council Performance, Branch Expansion and Marketing and Communications Strategy.
- Developing, with assistance from the Committee Secretary, agendas for formal business meetings of the Committee
- Reporting on the Executive Committee Program work plan activities and any other matters referred to it by Council at each Council meeting using the standard reporting template.
- Ensuring effective communication and engagement, as appropriate, with other Council Committees, Office-bearers, key Society appointees, Branches, and relevant partner organisations (including service providers) for the conduct of the business of the committee
- Ensuring that Executive Committee activities comply with Policies and Council Handbook requirements.

3.3 Secretary

3.3.1 The Committee Secretary is the Society's Secretary.

3.3.2 The Secretary has the responsibility for:

- Working with the Chair to develop the meeting agenda and preparing it with the standard agenda template
- Circulating draft minutes including actions of any meeting to all Committee members within one week of each meeting, writing meeting minutes using the standard template, and with the Chair's approval, circulating the minutes to Committee members within two weeks of each meeting
- Tracking subsequent actions from meetings

- In advance of each Council Meeting, obtain the Chair-approved report on the Executive Program and any other matters referred to it by Council using the standard Council reporting template
- Ensuring that the agendas, minutes, actions and any other relevant material are stored in the Executive Committee collaborative space and are accessible to all Committee members
- Liaising with the Society's Webmaster to ensure that the Committee's decisions are reflected on the website, as appropriate.

4. Expert Advisors

- 4.1 The Committee may engage suitable advisors who are not necessarily members of the Society to provide the Committee with expert, independent advice.
- 4.2 The Committee is not bound by the independent advice it receives, but it is responsible for advice it provides to Council.

5. Meetings

5.1 Formal Meetings

- 5.1.1 The Committee conducts its business by formal meetings, the dates being determined annually in advance to facilitate reporting to Council meetings.
- 5.1.2 An agenda for each formal meeting, prepared using the standard template, and any relevant supporting documents will be forwarded to each Committee member at least seven (7) days prior to the date of the meeting, unless otherwise agreed by all Committee members.
- 5.1.3 The quorum for Committee meetings shall be the number which exceeds one half of the Committee members provided that at least one of those present is the Committee Chair or Vice President.
- 5.1.4 The Committee Chair has a deliberative and a casting vote.
- 5.1.5 In the Chair's absence, the Vice President will chair the meeting.
- 5.1.6 An additional meeting of the Committee may be called at the written request of two or more Committee members.

5.2 Informal Meetings

- 5.2.1 The Committee may conduct routine business by appropriate means, provided that all Committee members are apprised of the decisions in writing and that a record of those decisions is included in the Executive Committee collaborative space and in the Committee's report to Council.
- 5.2.2 Informal meetings may take place as frequently as required.

6. Key Dates

Date Originated	March 2021 (Council Approval)
Date of last review	N/A
Date of next planned review	Jan 2023 by the Executive Committee for submission to Council
Designated Owner	Executive Committee Chair