

Schedule of Matters Reserved to the Board

Except where determined by statute¹ or by its governing documents, the governance of the Science Council is vested in the Board of Trustees. Trustees remain responsible for the oversight and governance of the Science Council, although executive and management action is delegated to the Chief Executive.

General enabling provision

Subject to its governing document and relevant legislation, the Board of Trustees may delegate such matters as it considers appropriate.

General governance Powers

Matters reserved to the Board	Reference
Responsible for registering the charity and providing further information, as requested, to the Charity Commission and other bodies where appropriate, or to advise if the charity ceases to exist.	<p>Charities Act 2011</p> <ul style="list-style-type: none"> • Pt 35 '<i>Duties of Trustees in connection with registration</i>' • Pt 60 '<i>Occasions for applying property cy-pres</i>' • Pt 113 '<i>Petition for winding up charities under Insolvency Act</i>' <p>Royal Charter pt 12, 162</p>
Set the charity's strategic direction and objectives, including its vision, mission, goals and values.	Royal Charter pt 8 and Bylaw 37
Responsible for the overall management of the charity, ensuring compliance with the charity's objects and relevant legislation.	Royal Charter pt 8
Responsible, as per its governing documents, for the efficient and effective governance and management of the charity in a manner consistent with its values and approach, ensuring compliance with the charity's objects and relevant legislation.	Royal Charter pt. 8
Approve, in accordance with its governing documents, changes to the charity's structure.	Royal Charter pts 10-12
Approve changes to the charity's governing documents, subject to the approval of the Privy Council, Charity Commission and Member Bodies, where applicable.	<p>Charities Act 2011 pt. 197 '<i>Alterations of objects by bodies corporate and charitable status</i>'</p> <p>Royal Charter pts 10-12</p>
Approval of a schedule of matters reserved to the board and financial reporting for the regulation of its proceedings and business.	Bylaw 37
Approve proposals to alter or amend changes to the Charter and Bylaws.	Royal Charter pts 10-12
Ratify any urgent decisions taken by the Chair and Chief Executive, when necessary.	Bylaw 37

¹ <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3/the-essential-trustee-what-you-need-to-know-what-you-need-to-do#ensure-your-charity-is-carrying-out-its-purposes-for-the-public-benefit-1>

Establish/review/amend terms of reference and reporting arrangements of all committees of the board, including any ad hoc committees.	Bylaw 60
Receive reports from committees, and agree/amend/reject any recommendations presented to the board.	Bylaw 61
Approve a scheme of delegation of powers from the board to committees and their terms of reference.	Bylaw 60
Require and receive the declaration of trustee interests that may conflict with those of the charity and determining the manner in which such conflicts will be managed.	Bylaw 101
Where appropriate, require and receive the declaration of interests of staff members that may conflict with those of the charity.	Not covered in Charter or Bylaws, but on case-by-case basis.
Approve arrangements for dealing with complaints.	This refers to complaints against the Science Council
Adopt/review/amend the organisational, management and control structures, processes and procedures required to further the aims of the charity's objects.	Royal Charter pt. 8 and Bylaw 37
Authorise use of the seal.	Bylaw 67
Hold at least two General Meetings Member Bodies per year, of which one must be the Annual General Meeting.	Bylaw 51

Appointments/remuneration/discipline

Nominate and appoint trustees to serve in the positions of Chair, Vice-Chair and Treasurer, where appropriate.	Bylaw 36
Ensure open, transparent and formal recruitment and appointment process for the Chair and President.	Bylaws 15 and 32
Appoint and dismiss committees and individual members of committees that are accountable to the board.	Bylaws 59-61
Put in place effective procedures for the succession planning of the board.	Formal delegation to Nominations Committee, reporting to Board
Responsible for the recruitment, appointment and remuneration of the Chief Executive. Support, management and appraisal of the Chief Executive will be the responsibility of the Chair, reporting as appropriate to the Board.	Bylaws 69-71
Consider, approve/reject proposals regarding salary and benefits of the Chief Executive and other senior staff, where appropriate.	Bylaw 69

Agree procedures for the effective evaluation of the Chair, President, the Board and individual trustees, and committees.	Formal delegation to Governance Committee, reporting to Board
Consider and decide on any proposal to remunerate a trustee, subject to the restrictions of the charity's governing document and the requirements of the Charities Act.	Charities Act 2011 pt. 185 ' <i>Remuneration of charity trustee or trustees etc. providing services to charity</i> ' Royal Charter pt. 6
Approve/amend proposals for the delivery/cessation of delivery of programmes to further the charitable objects or changes to the charity's activities.	Royal Charter pt. 5
Apply charitable property to the furtherance of the charity's objects.	Royal Charter pt. 6 and Bylaw 65
Ensuring that trading and other activities do not compromise charitable status.	Charities Act 2011 Pt 39 ' <i>Statement required to be made in official publications etc</i> ' Pt 55 ' <i>Disclosure to Commission: Revenue and Customs information</i> ' Pt 60 ' <i>Supply of false or misleading information to Commission</i> ' Pt 164 ' <i>Charity trustees to prepare annual reports</i> '
Approve/amend the charity's policies and procedures for internal controls, the management of risk and protection of the charity's property (including insurance).	Close monitoring of internal controls and risk management formally delegated to Finance, Audit and Risk Committee, reporting to Board
Approve/amend proposals for capital investment or expenditure, including the spending of capital from an endowment fund.	The Roberts Lecture is partly funded through an endowment fund.
Approve/reject proposals for the acquisition/disposal of land/buildings, or change in its use, following the receipt and consideration of professional guidance.	Charities Act 2011 pt. 117 ' <i>Restrictions on disposal of land</i> ' Royal Charter pt. 5
Approve fundraising and income generation programmes, including funding applications, service delivery contracts and transfer of public collection certificates from one trustee to another.	The Charity Commission is responsible for issuing public collections certificates, which will be valid for up to five years. Once a charity has a public collections certificate it will be able to apply to a local authority for a permit to hold collections at certain times in certain places in that local authority area. A charity with a public collections certificate will be able to conduct door to door collections without permission from a local authority, but it must inform the local authority that the collection is taking place.
Agree and review investment strategy, in line with relevant policies.	Bylaw 65
Decide on the number, purpose and mandates of bank accounts and other deposit media.	Bylaw 38

Authorise delegated powers and limitations to the Chief Executive and other members of the senior management team, where appropriate.	Bylaws 69-71
Approve decisions relating to court proceedings against or on behalf of the charity.	Charities Act 2011 Pt 113 ' <i>Petitions for winding up the charity</i> ' Pt 114 ' <i>Proceedings by the Commission</i> ' Pt 115 ' <i>Proceedings by other persons</i> '
Approval and appointment of the charity's professional advisers and consultants and to determine their remuneration.	Not related to appointment of auditors, but to appointment of e.g. lawyers.
Approval of purchasing Trustee Indemnity Insurance from charity funds.	Charities Act 2011 pt. 189 ' <i>Indemnity insurance for charity trustee and trustees</i> ' Royal Charter pt. 9 and Bylaws 63-64
Approve the transfer of charity property to another charity with substantially similar objects, subject to requirements in the Charter and Bylaws.	Royal Charter pt. 5(i)
Agree changes to the charity's pension scheme and/or the management of its funds.	Not in the Charter or Bylaws. Monitoring delegated to Finance, Audit and Risk Committee, reporting to Board Under the Pensions Act 2008, every employer in the UK must put certain staff into a pension scheme and contribute towards it.

Policies

Holds ultimate responsibility for oversight and maintenance of high-level policy areas but delegates close scrutiny of policies to its subcommittees and operational responsibility to the Chief Executive. High-level policies include, but not limited to: Data Protection, Trustees' Code of Conduct, Trustee engagement/agreement to serve letter, Employment, Health and Safety, Environmental, Remuneration, Communications/PR, Investments, Reserves, Whistleblowing, Risk Management, Conflicts of Interest, and Equal Opportunities.

The policies listed are not exhaustive but cover some of the areas where the Board has responsibility.
Date protection is listed as the first high-level policy

Monitoring

Receive reports as the Board requires from committees and individuals, pertaining to activities within their delegation of authority.

Bylaws 59-61

Receive reports from the executive pertaining to the activities of the charity in furtherance of its charitable objects.

At the Board's discretion.

Receive reports from the Chief Executive and Honorary Treasurer on the financial performance of the charity against agreed budgets and strategy.	Bylaw 62
Receive reports from the Chief Executive pertaining to meeting the charity's goals as agreed in the strategic and business plans.	At the Board's discretion. CEO delegation of authority includes regular reporting to Board. CEO provides updates at every Board meeting Bylaws 69-71

Audit arrangements

Consideration of the external auditors, in line with legal requirements and those of the charity's governing document.	Bylaws 49, 62 and 72 Delegated to Finance, Audit and Risk Committee, reporting to Board.
Approval of remuneration of external auditors, their reappointment or removal, in line with legislation and the requirements of the charity's governing document.	Bylaws 49, 62 and 72 Delegated to Finance, Audit and Risk Committee, reporting to Board.
Receive and note the annual management letter from the external auditor and agree the proposed course of action, taking into consideration the recommendations of the Finance, Audit and Risk Committee, where appropriate.	Delegated to Finance, Audit and Risk Committee, reporting to Board

Financial reporting arrangements

Present the charity's annual report and accounts for receipt and consideration by Member Bodies.	Bylaw 49
File the annual report and accounts with the appropriate regulator(s), including the Charity Commission.	Charities Act 2011 Pt 169 ' <i>Annual returns by registered charities</i> '
Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices.	Charities Act 2011 Pt 130 ' <i>Accounting records</i> ' Pt 131 ' <i>Preservation of accounting records</i> ' Pt 134 ' <i>Preservation of statement of accounts or account of statement</i> ' Bylaw 62

Financial controls

Approve annual plans and budget projections, and monitor progress against these and approve any material changes, in excess of £30,000, as per the agreed Financial Procedures and Controls.	Royal Charter pt 9 Bylaw 65
Ensure that an ongoing risk assessment and management process is in place, and is monitored and reviewed frequently.	Monitoring delegated to Finance, Audit and Risk Committee, reporting to Board
Ensure the charity complies with any restrictions placed on the use of funds.	Monitoring delegated to Finance, Audit and Risk Committee, reporting to Board
Approve the write-off of any debts in excess of 1% of total income.	Monitoring delegated to Finance, Audit and Risk Committee, reporting to Board