

## Future governance: principles and recommendations

### I. Summary

1. The [Visual guide to the proposed structures](#) gives an overview of the future governance structures proposed by the governance review working group. It is a useful starting point to understand the proposals at a high level, including the recommendation that the RSS establish (see Visual guide: slide 2):
  - A Board of nine trustees who have overall responsibility for the Society, and make sure it is doing what it was set up to do
  - A Council (made up of the nine Board trustees, nine representatives of Society activities (for example our sections and local groups, and our content) and four general members (who explicitly represent the membership of the Society)) who ensure a connection with members and activities, provide advice, resolve issues and approve awards.
2. Further detail of these proposals is included in the principles and recommendations below.
3. A summary of current RSS committees and groups is included in Appendix 1 for information. This is not shown as a diagram as the terms of reference of many RSS groups do not contain sufficient information to enable this mapping.

### II. The role of trustees

#### ***What should RSS trustees do?***

4. The [Charity Commission](#) gives us a useful starting point for overarching principles relating to trustees.

RSS trustees have overall responsibility for the Society and for making sure it's doing what it was set up to do. They:

- Ensure the RSS is carrying out its purposes for public benefit
- Comply with the RSS Charter and Bylaws and the law
- Act in the RSS's best interests
- Manage the RSS's resources responsibly
- Act with reasonable care and skill
- Ensure the RSS is accountable

The NCVO, the National Council of Voluntary Organisations, expand on these [legal duties of trustees](#).

***What responsibilities and powers should sit with all trustees and what should be delegated to sub-committees or staff?***

5. The functions of trustees, both individually and collectively, should be formally recorded, including role descriptions that define responsibilities for all trustees and differentiate clearly those of the Chair and other officer / volunteer positions (trustees and non-trustees) and outline how these roles relate to staff. Trustees working collectively should form the RSS Board.
6. The Board should be responsible for the activities set out in the RSS Bylaws, including:
  - Creation and amendment of RSS's regulations, the subsidiary rules for the conduct of the business of the Society
  - Determining annual subscription rates for all categories of membership and registration
  - Custody of the Common Seal
  - Convening formal meetings of the Society (e.g. the AGM).
7. Trustees should collectively exercise the powers of delegation to senior managers, committees or individual trustees, staff or volunteers. Trustees are non-executive – they do not engage in the day-to-day management of the Society. A comprehensive and detailed description of the responsibilities and powers of trustees, volunteers, committees and staff should be provided through the Scheme of Delegation and include sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. The Board should regularly review which matters are reserved, and which can be delegated, updating the scheme accordingly.

Systems should be in place to monitor and oversee how delegations are exercised.

***How should trustees be involved in strategy development?***

8. Trustees should lead the development of, and agree, a strategy or plan that aims to achieve the organisation's charitable purposes and is clear about the desired outputs, outcomes and impacts.

**III. Proposed future structures**

9. The RSS should have:

**Trustees: A Board of an appropriate size with the skills and experience required for effective governance, who have overall responsibility for the Society and making sure it's doing what it was set up to do.**

***What skills and experience does the RSS need in our trustees for effective governance?***

***Should certain roles and responsibilities align with the goals of our strategy?***

10. RSS trustees should regularly consider the mix of skills, knowledge and experience needed to govern, lead and deliver the charity's purposes effectively. These should be reflected in RSS trustee appointments, balancing the need for continuity with the need to refresh the Board. A register of skills should be used to capture this information, which should be updated on an annual basis.
11. Skills and experience should be prioritised, based on the challenges that the RSS faces in the next 5-10 years. Effective structures and engagement should be in place to ensure that advice from different segments of the membership can be effectively sought.

***12. Recommendation:***

Given the nature of the RSS's work, the Board should include trustees with knowledge and experience of statistics and data, who can provide strategic input to the Board on statistical matters. To ensure sufficient breadth and currency, there should be an alignment between these roles and the RSS strategy (see Visual guide: slide 3).

***13. Recommendation:***

Trustees should include:

***14. The President and Chair of the Board and Council (1):***

- Plans and runs Board meetings and Council meetings, with support from RSS staff
- Takes the lead on ensuring that meetings are properly run and recorded
- Has a second or casting vote if a vote on a trustees' decision is tied
- Acts as an appointed spokesperson, and can give authorisation for others to speak on behalf of the society
- Acts as a link between trustees and staff
- Line manages the chief executive on behalf of the trustees
- Has knowledge and experience of the discipline and must be a member of the Society.

***15. Vice Presidents (4):***

The responsibilities of the Vice Presidents should align with the RSS strategy and be reviewed and updated when the strategy changes.

In alignment with the 2025-29 strategy there should be Vice Presidents for:

- The profession
- The discipline
- Public statistics
- Public understanding, engagement and education.

***16. The Vice Presidents:***

- Provide strategic input to the Board on statistical matters
- May chair a strategy and delivery group to ensure a connection with relevant volunteers and the wider membership and feed this advice into the Board of trustees; the Vice President for the Profession should chair the Professional Affairs Committee
- Have knowledge and experience of relevant issues within the discipline and must be a member of the Society.

#### 17. *Skills-based trustees*

The Board should include skills-based trustees, recruited for their transferable knowledge and experience (see Visual guide: slide 4):

#### 18. *Treasurer (1):*

- Recruited for knowledge and experience of finance, audit and risk
- Does not need to be a member of the Society
- Oversees the keeping of compliant, audited accounts
- Reviews the charity's financial performance
- Reviews policies for finance and investment
- Ensures that robust and effective financial controls are in place
- Liaises with finance staff and with the independent auditor
- Reports on financial matters to the members
- Brings experience of financial management
- Chairs the Finance, Audit and Risk Committee, or Finance Committee if these are separate.

#### 19. *Governance (1):*

- Recruited for knowledge and experience of charity governance, law, good practice and ethics
- Does not need to be a member of the Society
- Takes the lead on ensuring that trustees comply with their duties and the charity is well governed.

#### 20. *Other skills-based trustees (2):*

- Bring (non-statistical) knowledge and experience that is required to support the governance of the organisation, informed by skills audit to ensure maximum value.

At the current time it is recommended that skills-based trustees are recruited for knowledge and experience of:

- People (including expertise in human resource management and other people issues including EDI). The People trustee should chair the EDI strategy and delivery group
- Communications and advocacy.

#### 21. All trustees should:

- Have an understanding of the role of statistics in society, and be actively engaged in the broad range of activities across the society, for example the annual conference
- Be a team player and willing to support majority decisions

- Have integrity and a commitment to the organisation
- Have available time to undertake the role.

The following skills are desirable:

- Leadership.

The following experience is desirable:

- Legal
- Cyber security and technology.

***Are there particular skills and experience that should be brought by RSS members vs independent trustees, and is there a preferential level of representation/proportional split between RSS members and independent trustees?***

22. The majority of trustees should have knowledge and experience of the discipline and be drawn from the membership. At least one trustee should be independent (not drawn from the membership) to provide an external perspective and challenge.
23. Specialist skills (such as governance, finance, comms and advocacy, and people) should be sought through open advertisement, with membership of the society promoted as a highly desirable criteria for appointment. If it is necessary to go outside the membership for certain specialist areas of expertise, then this is acceptable, and explicitly sought in the case of the independent trustee.

***What input does the RSS need from trustees and other active members to support strategic development and the delivery of our work?***

***What roles and responsibilities should be held by trustees versus non-trustees, and by staff?***

***What mechanisms are needed to ensure trustees have a good connection with any non-trustee roles and the wider membership?***

24. As a membership society, the RSS has a significant need for input from our expert members, in addition to needs around governance. The role of trustees should be focused on governance, and responsibilities for work that supports the operation of the Society should not be conflated. Similarly, the executive function of senior staff in leading and managing the organisation should be clearly delineated.

***What are the risks and benefits of the RSS President and Chair of trustees being combined in the same role, and should this continue?***

25. The Chair role is currently performed by the RSS President, who is also the figurehead for the Society. There is a risk that leadership skills and experience of governance will vary as a new President is elected every two years. Risk is currently mitigated through:
  - Consideration of leadership skills during the election process

- The President's Handbook setting out detailed role and responsibilities.
26. Other risks noted by the group included disagreements or power struggles between the President and Chair if the role is split, and the time commitment required to perform the combined role.

27. Recommendation

The RSS President should chair the Board of trustees. A Vice Chair should also be appointed, who would chair the Board of trustees in the President's absence.

The governance trustee should take the lead on ensuring that trustees comply with their duties and that the charity is well governed. They should be appointed based on their experience of charity governance and would not need to be a member of the Society. They would provide support to the President on governance matters, ensuring that any risks in relation to the skills and experience of the President are mitigated and enable the President to focus on strategy and their role as figure head of the RSS.

28. **President-elect / past president:**

Currently, the President-elect becomes a member of Council and the Executive Committee when they formally take up their role. The Past President sits on Council for a year after they step down from the Presidency.

To retain balance on the Board and support transition, in future it is recommended that:

- The President-elect sits on Council but does not sit on the Board as a trustee until they formally take up their role
- The President-elect may attend Board meetings during their time as President-elect, participating fully in discussion but not having a formal vote
- The Past President continues to sit on Council for a year after they step down as a trustee.

***What is recommended practice in terms of number of trustees and tenure and how might that be applied in the RSS's context?***

***Should the recommended tenure of senior trustee roles (e.g. President, Vice President, Chair) align with the recommended tenure of regular trustees, or be different?***

29. The Board should be big enough that the RSS's work can be carried out and changes to the Board's composition managed without too much disruption. A Board of at least five, but no more than twelve, trustees is typically considered good practice and should be adopted.
30. Trustees should be appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election.
31. Tenure should continue to ensure a minority of trustees are replaced each year and none usually serves for more than six years consecutively. Length of tenure for different roles

should vary to bring continuity while acknowledging the significant time commitment required of the President.

32. Recommendation

The RSS should have a Board of nine trustees, and the tenure of trustees should be as follows:

The President and Chair of trustees (1)	2 years
Vice Presidents (4)	3 years
Skills-based trustees (4)	3 years

33. **Reappointment:**

To ensure an appropriate level of turn over and avoid a reliance on particular individuals, trustee roles should be open to re-appointment only once, for up to an additional 3 years. At the end of a second term, roles should be open to extension in exceptional circumstances (for example to complete oversight of a particular project / provide continuity in a period of high trustee turn over or inability to recruit to a particular skill set) for no more than two years. The role of President is not open to re-appointment but could be extended in exceptional circumstances (for example if an alternative candidate is not available, or if transition arrangements are disrupted).

***How should diversity considerations be reflected in the design of our trustee body?***

34. With a smaller board of trustees, inclusivity should be achieved by ensuring that members of the Board are adequately representing and tapping into the opinion of members – the needs and views of different segments of the membership can be explicitly and effectively recognised through Council, engagement groups, surveys and other mechanisms.
35. The search for new trustees should be carried out, and appointments or nominations for election made, on merit against objective criteria and considering the benefits of diversity on the Board. Regular skills audits should inform the search process.

***What frequency and content of trustee meetings is required for effective governance?***

36. The Chair, working with trustees and staff, plans the Board's programme of work and its meetings, making sure trustees have the necessary information, time and space to explore key issues and reach well-considered decisions, so that Board time is well-used.

37. Recommendation

RSS trustees should meet at least four times a year to provide regular oversight. Together with meetings of the proposed Finance Committee (see below), this frequency is similar to the combined schedule of current Council and Executive meetings.

**Executive Directors: A management team of paid senior staff who provide leadership and are responsible for the organisation's administration and financial management**

38. Executive Directors should include:

*Chief Executive*

- Leads and manages the organisation
- Acts as an appointed spokesperson and can give authorisation for others to speak on behalf of the society.

*Finance Director*

- Oversees day-to-day finance functions
- Responsible for the sustainable financial management of the Society
- Contributes to finance strategy development.

Executive Directors should attend Board meetings but do not have voting rights.

**A Council that ensures the Board has a good connection with the members and work of the Society, identifies and discusses issues, provides advice, and makes recommendations on RSS awards**

39. The RSS should have a Council with responsibility for:

- Debating statistical issues and providing advice to the Board, volunteers, and staff
- Monitoring and evaluating the activities of the Society, via representatives of Society activities
- Identifying and discussing issues, and providing advice to the Board
- Escalating issues to the Board for decision where necessary
- Ensuring a connection with and understanding of the needs of RSS members, via professional engagement groups
- Ensuring a connection with and providing direction to the RSS's communities (sections and local groups)
- Contributing to the development of the RSS's long term strategy relating to statistics and data science
- Providing a route for accountability for the RSS's operational activities, including publications, special content, member engagement and the work of time-limited taskforces and project groups
- Confirming RSS honours and awards, as recommended by the Honours and Awards Committee, for final approval by the Board.

*40. Recommendation*

Membership of Council should include the President and Vice Presidents (5), President-Elect or Past President (1), skills-based trustees (4) (attendance would be optional depending on the agenda) and representatives of Society activities (8). Four members of Council should be general members, elected by the fellowship of the Society to ensure the membership are represented, and to bring in new ideas. At least one of the 4 general members should be based outside of the UK to represent the RSS's international

membership (see Visual guide: slide 5). Executive Directors should attend Council meetings but do not have voting rights.

Council should meet at least twice a year to ensure an appropriate regularity of updates and provision of advice. The process for nominations, appointments and elections – including the role of the membership in the process – is set out below.

41. Representatives of society activities should include:

- Professional engagement (3)
- Community (2 – one for sections and one for local groups)
- Special content (covering discussion meetings, journal webinars, obituaries)
- Conferences and events
- Member engagement.

42. The role of Council members should be specified in role descriptions. Council members should be appointed on a four-year term which is not extendable.

**A committee structure with clarity of powers, direction and appropriate reporting that enables:**

- **Appropriate assurance**
- **Operational activities to function efficiently and effectively**
- **Advice to be captured and communicated representing the needs and views of different segments of the membership**

43. There should be a hierarchical arrangement of groups, and the number and structure should be flexible (including provision for time-limited groups). The structure should be reviewed on an annual basis by trustees.

***What is the recommended number and scope of subcommittees that should be in place appropriate to the RSS' size, operations, statutory requirements, strategy, and risk management?***

#### **44. Sub committees**

The RSS should have subcommittees of the Board that perform a required governance or statutory function and oversee the delivery of activities of significant strategic importance. Subcommittees are appointed by, make recommendations to, and formally report to, the Board (see Visual guide: slide 6).

#### **45. Professional affairs**

The RSS should have a subcommittee of Professional Affairs with delegated authority to act as the registration authority for our chartered titles including conferral of professional status and oversight of standards. The committee should also oversee the accreditation of

university courses, continuing professional development and the RSS Code of Conduct. The committee should be chaired by the Vice President for the Profession.

#### **46. Finance and Audit and risk**

There are a range of statutory and regulatory functions in relation to RSS finances and audit and risk that ensure we comply with all aspects of the law, relevant regulations and good practice. Best practice is to separate the oversight of audit and risk from finance: at present, the RSS has an Audit and Risk Committee, and the delegated finance functions are performed by the Executive Committee.

47. In future, the RSS should have flexibility to operate either combined or separate committees for finance and audit and risk. Initially the structure should include:

A single subcommittee of Finance, Audit and Risk with responsibility for:

- Audit – nature and scope
- Risk management
- Internal controls
- Recommending the financial strategy of the organisation to the Board including scrutiny of the annual budget
- Reviewing financial performance Cashflow and reserves including investment management
- Receiving updates from staff and making recommendations on activities that generate significant revenue for the organisation, including conferences, events and RSS publications
- Recommending statutory accounts and trustee annual report to trustees

The Treasurer should chair the Finance, Audit and Risk Committee, and the Committee membership should include at least one other trustee. The Committee should also include at least one independent member (not a trustee) with recent and relevant experience appointed for a 4-year term (with ability to extend in exceptional circumstances). The committee should meet 4 times a year. If separate committees are operated, the chair of the audit and risk committee should be independent (as detailed above) and the Treasurer should chair the finance committee.

48. If two separate Committees are operated, the RSS should have:

A subcommittee of audit and risk with responsibility for:

- Audit – nature and scope
- Risk management
- Internal controls
- Recommendation of statutory accounts and trustee annual report to trustees

The committee should also receive updates on investment management.

The Chair should be independent (not a trustee), have recent and relevant financial experience and should be appointed for a 4-year term (with ability to extend in exceptional circumstances). The committee should include the Treasurer and at least one other trustee and should meet at least twice a year.

49. A subcommittee of finance with responsibility for:
- Recommending the financial strategy of the organisation to the Board including scrutiny of the annual budget
  - Reviewing financial performance
  - Receiving updates from staff and making recommendations on activities that generate significant revenue for the organisation, including conferences, events and RSS publications
  - Cashflow and reserves including investment management.

50. The Committee should meet quarterly and be chaired by the Treasurer.

### **51. Nominations and appointments**

Current groups include the President Nominating Committee, Officer Search Committee and Editor Search Committees. These groups use their networks and knowledge of RSS members to augment the open advertisement of roles and encourage individuals to apply; they consider nominations and applications and make a recommendation on appointments.

52. A single RSS Nominations and Appointments Committee should operate as a sub-committee of the Board. It should oversee the process for nominations and appointments, establishing sub-committees as required for search and appointments for individual, or sets of, roles. The committee should ensure that EDI is embedded through all associated processes. At least one member of the Nominations and Appointments Committee must be a General Member of Council.

### **53. Strategy and delivery groups**

The RSS should have groups that report into the Board that support the direct discharge of our charitable objectives<sup>1</sup> in line with the relevant goals of the RSS strategy (currently three and four). They should develop sub-strategies in alignment with the overall strategy and support the planning and delivery of activities to support them, establishing project groups and linking with other RSS groups as required.

54. Chaired by the relevant Vice President, the following strategy and delivery groups are recommended (see Visual guide: slide 7):

- Public statistics
- Public understanding, engagement and education.

55. A strategy and delivery group for Equity, Diversity and Inclusion is also recommended, to provide a mechanism for identifying where EDI could be improved throughout the RSS's activities (not including staffing), advising how these can be addressed and delivering on these activities. The group should be chaired by the People trustee.

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<sup>1</sup> The objects for which the Society is constituted are for the benefit of the public: the advancement of the science of statistics and its applications, and the promotion of the appropriate use and awareness of statistics.

56. The RSS currently has a Campaigns Advisory Group that identifies and prioritises campaigning activities across the RSS and aims to increase the influence of the Society in public policy and debate. In future it is recommended that the Board fulfils this responsibility.

### **57. Council oversight**

The RSS should have the following groups with accountability to Council to ensure a connection with the membership, our communities and activities. Each group or set of activities will be represented on Council via a designated Council member.

### **58. Professional engagement groups**

The RSS should have a set of groups that provide formal recognition for statisticians and other data professionals working within the main segments of our membership. They should ensure that the views and priorities of our members are understood and provide a mechanism to understand whether and how needs are being met by the RSS.

59. The current Academic Affairs Advisory Group provides formal recognition within the RSS of statisticians working within UK universities and gives guidance and support for the Society's activities relating to this community. The group plays an important role in ensuring engagement with the academic community, and the terms of reference are distinct from the other 'advisory' groups in the current structure. It is recommended that this model is used as the basis for engagement groups with other segments of RSS membership. The inclusion of a Vice President for the Discipline in the future structure is designed to ensure that the RSS's interests that are aligned with the second goal of our strategy (and of particular importance to the academic community) are specifically represented on the Board.

60. The following professional engagement groups are recommended to ensure a connection with the main segments of RSS membership (see Visual guide: slide 8):

- Academic
- Industry
- Public sector.

Each group should be chaired by a Council member.

61. Mechanisms of engagement with the third sector also need to be developed, and the appropriate mechanism for this will be considered in later stages of the review.

### **62. Community groups**

The RSS should continue to support a range of sections and special interest groups to promote particular branches and applications of statistics. In addition, RSS local groups should continue to organise talks, events and social activities in specific geographic areas (see Visual guide: slide 9).

### **63. Operational delivery**

The RSS should have a range of activity-focused committees that support the delivery of the RSS strategy by overseeing and undertaking specific tasks. These groups will be accountable to Council to ensure direction and issues resolution where required. These groups will not be required to formally report regularly to Council but will be represented via an appointed Council member (see Visual guide: slide 10-13).

#### **64. Taskforces and project groups**

The RSS should establish taskforces to harness the expertise of RSS members to generate impact on topical issues that are likely to be time bound. Project task and finish and steering groups should also be used where appropriate. Terms of reference should specify an initial period of operation, after which the impact of the group and need for continued operation should be reviewed by trustees. These groups should be accountable to Council, via a nominated Council member who should be identified in the terms of reference when the group is established (see Visual guide: slide 14).

#### **65. Honours committee**

The RSS should have an Honours Committee, chaired by the RSS President, responsible for making recommendations to the Council concerning the award of medals and prizes. Council will be responsible for ratifying the honours and awards recommended by the committee, with final approval resting with the Board to ensure appropriate management of potential sensitivity and risk (see Visual guide: slide 15).

#### ***What should the terms of reference and reporting arrangements be for subcommittees and other committees?***

66. All committees should have suitable terms of reference and membership. Terms should be reviewed and committee membership refreshed regularly, with committees not relying too much on particular members.

#### **A strong network of volunteers who, with appropriate support and direction from staff, undertake operational activities**

67. The RSS's need for volunteers will change from time to time, and roles should be fully scoped by staff, with input from a relevant trustee or Council member where appropriate, and appointed to a full role description that confirms:

- The purpose and responsibilities of the role
- The time commitment expected
- Support provided by staff.

68. The need for the role should be reviewed and reconfirmed, and the role description updated each time the role is reappointed.

69. The term of appointment for volunteers should be appropriate to the responsibilities and time commitment involved.

70. Not all volunteers will be members of the Council, and responsibilities relating to Council will be detailed separately (as above).

#### **IV. Nominations and appointments**

***How should candidates for RSS roles be identified and selected?***

***What are the risks and benefits of appointment by nomination vs application, and the use of search committees, in the appointment of trustees and non-trustees?***

Roles should be specified through detailed role descriptions, drawing on skills audit and needs analysis. Nomination processes and eligibility should be dependent on the role:

##### *71. The President*

Only members of the Society should be considered for this role, which should be advertised to the membership via newsletters, sections and local groups, and social media.

- Candidates must be nominated by another member of the Society; they cannot self-nominate, but must confirm willingness to stand
- The process should be overseen by the Nominations and Appointments Committee, with a subcommittee convened for Presidential appointment. The Committee / sub-Committee should:
  - review nominations against clear criteria
  - undertake a search for candidates if required
  - create a shortlist of candidates
  - identify a preferred candidate and
  - undertake an informal interview to confirm suitability and willingness.
- The final recommended candidate should be shared with Council for ratification, with final approval of the Council-ratified candidate lying with the Board of Trustees.

##### *72. Vice-Presidents*

Only members of the Society should be considered for Vice President roles – these should be advertised to members via email, newsletters, sections and local groups, and social media.

- Candidates must apply indicating how their skills and experience align with the role description, and their previous service to the society. The process should include a step to seek support for applications from at least two members.
- The process should be overseen by the RSS Nomination and Appointments Committee. The committee will:

- undertake a search for candidates if required
  - create a shortlist of candidates
  - identify a preferred candidate and
  - undertake an informal interview to confirm suitability and willingness
- The recommended candidate should be shared with the Council for ratification, with final approval of Council-ratified candidates lying with the Board of Trustees.

### *73. Skills-based trustees*

These roles should be open to both members and non-members and advertised openly on external job boards and via specialist agencies.

- Candidates must apply indicating how their skills and experience align with the role description
- The process should be overseen by the RSS Nomination and Appointments Committee. The committee will:
  - undertake a search for candidates if required,
  - create a shortlist of candidates,
  - identify a preferred candidate and
  - undertake an informal interview to confirm suitability and willingness
- The final recommended candidates should be shared with Council for ratification, with final approval of the Council-ratified candidates lying with the Board of Trustees.

### *74. Council members*

These roles should be open to members of the Society only. General Council roles will be open to all members, while other roles may specify that particular experience (e.g. past service as a section chair for community Council representative) is essential.

- Candidates can be nominated by another member of the Society or self-nominate and must confirm willingness to stand and provide details of service to the Society
- The process should be overseen by the RSS Nomination and Appointments Committee. The committee will:
  - undertake a search for candidates if required and
  - create a shortlist of candidates; for Council representatives this must include at least one candidate; for General member roles there must be more candidates than roles available to ensure a contested election
  - ensure that each candidate is only put forward for one position.
- The shortlist should be approved by the Board of Trustees

- Members should vote to select a preferred candidate where there is more than one candidate for Council representative roles, and for every General member role
- The Board should confirm that the election process has been undertaken in accordance with relevant rules before appointments are announced.

## 75. Controls

The Bylaws and Regulations should continue to provide an appropriate process for removing Trustees and Council members.

## Appendix 1

### Current RSS committees and groups

The following committees and groups are currently in operation. There is a lack of consistency in the terms of reference across groups with a particular lack of clarity on powers and reporting.

### Council and Executive

**Council:** as the main governing body of the Society, the Council manages income, funds, property and activities, and sets the overall strategic direction of the Society. As charity trustees, the Council are also legally responsible for ensuring the Society remains in line with charity law. At present, Council is made up of 24 ordinary members, plus Honorary Officers, Vice Presidents and the President.

**Executive committee:** works with the Senior Management Team on the operational aspects of delivering the overall strategy set by Council. The committee establishes sections, study groups, local groups, working groups and the membership of RSS committees – they represent the Society on external bodies, have overall control of publications, and are responsible for both the international strategy and the formulation and amendment of the Society's regulations. At present, the committee comprises the President, President-Elect (where applicable) and the four Vice Presidents.

### Sub-committees

**Professional affairs committee:** delegated authority to act as the registration authority for our chartered titles including conferral of professional status and oversight of standards. The committee also oversees the accreditation of university courses, continuing professional development and the RSS code of conduct.

**Audit and risk committee:** focuses on assurance arrangements over: governance, financial reporting, annual reports and accounts and ensuring there is an adequate and effective risk management and assurance framework in place.

## **Advisory**

**Equity, diversity and inclusion:** responsible for identifying where EDI could be improved across RSS activities, proposing changes and preparing and delivering a programme of projects to deliver change. The group provides support and guidance on EDI issues across the RSS, including to Council. The group does not cover EDI issues relating to RSS staff issues – this is the responsibility of SMT.

**Public statistics advisory group:** responsible for developing, promoting and building support for RSS policy on UK official statistics matters.

**Campaigns advisory group:** identifies and prioritises campaigning activities across the RSS. Aims to increase the influence of the Society in public policy and debate while ensuring a balance between reactive and proactive work.

**Education policy advisory group:** responsible for development of a coherent and proactive work/campaign programme in the area of statistical literacy and education and contribute expertise to relevant activities. Advises the VP, Teaching Stats section and CAG on relevant developments in education policy, liaises with external organisations.

**Academic affairs:** the group provides formal recognition within the RSS of statisticians working within UK universities and gives guidance and support for the Society's activities relating to this community.

## **Content-related committees and groups**

**Discussion meetings committee:** responsible for all aspects of the society's programme of Discussion meetings<sup>2</sup>.

**Journals webinar advisory group:** recommends papers from the RSS journal series as potential webinar presentations.

**Editorial panels – series A, B, C and Data science & AI:** report to the senior joint editor and chair.

**Obituaries commissioning panel:** responsible for commissioning obituaries (for publication in series A) for selected RSS members and honorary fellows past and present prior to their death.

**Significance and Real world data science editorial boards:** help shape and steer the editorial content of Significance Magazine and its website and the RWDS platform

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<sup>2</sup> Discussion meetings were previously ordinary meetings and are listed in the Bylaws as a type of meeting, and in the regulations. The discussion meetings committee is listed in the current scheme of delegation.

## Other committees and groups

**Conference and events programme board:** responsible for the strategic direction of the RSS conferences and events and development of the scientific programme of individual events including the annual RSS conference.

**Honours committee:** responsible for making recommendations to Council concerning the award of medals and prizes.

**Statisticians for society scoping and review panels:** responsible for scoping S4S projects and reviewing work undertaken to ensure high standards.

**Nominations and appointments:** current groups include the President nominating committee, officer search committee and editor search committees. These groups use their networks and knowledge of RSS members to augment the open advertisement of roles and encourage individuals to apply; they consider nominations and applications and make a recommendation on appointments.

## Taskforces and project groups

**AI Task Force:** brings together a representative set of views on AI – allowing us to strategically plan our work in this area, develop policy positions, effectively communicate a statistical perspective on the public debate around AI and convene members to support delivery.

**Climate Change and Net Zero Task Force:** brings together collective RSS expertise on climate change and environmental issues to increase public understanding of statistical issues linked to climate change and net zero and support the use of statistics in the field.

## Exceptions

### RSS Services

RSS (Services) Limited is the trading arm of the RSS and a separate legal entity. Only Directors of RSS Services may take statutory decisions under company law, and a committee of the parent charity has no authority to act as the company board.

Maintaining separation between the RSS Board and the RSS (Services) Board:

- Maintains the ring-fencing of commercial risk;
- Enables directors to meet their statutory duties;
- Avoids pervasive conflicts of interest;
- Supports VAT and Gift Aid compliance;
- Provides clear and auditable decision-making;
- Maintains legal separation.

RSS services should therefore continue to operate with autonomy and independence. Although it is not a statutory requirement, best practice guidance is often interpreted to

suggest that trading subsidiary boards should not consist solely of charity trustees or executives, even if the board itself is maintained as a separate entity. This does not prevent the Finance Committee taking a more active role in working with and scrutinising the RSS (Services) Limited board. Or, (a) member(s) of the RSS Finance Committee or future Board being appointed to the RSS (Services) Limited board.

### ***External honours***

The External honours panel is responsible for making recommendations on who the RSS should nominate for civil honours from the UK government, and for authoring nominations. Due to the sensitive and confidential nature of this work the committee makes recommendations to the RSS President, and the panel membership is decided by the President. This panel does not report to Council.

### ***Staff pension***

The RSS staff pension scheme is an independent legal entity overseen by the pension trustees and not included in the RSS committee structure.