

## Fellows' responses to the draft Royal Charter and Byelaws

NOTES ON THE TABULATION OF COMMENTS

1. Comments have been assigned comment numbers for reference purposes only and have no intrinsic significance.
2. Respondents have been assigned respondent numbers in order to retain anonymity.
3. Where a respondent voted not to approve the draft Royal Charter or Byelaws it has been noted in the appropriate column.
4. The responses from the Byelaws Review Group (final column) will be implemented in the next draft of the Royal Charter and Byelaws to be submitted to Fellows ahead of a Special General Meeting.

Comment no.	Respondent no. (numbered for anonymity)	Type of comment	Voted NO?	Clause	Comment	Response
1	35	CHARTER COMMENT	Voted NO to Byelaws	Preamble	The Society has long been inconsistent about its name, using both the Geological Society and the Geological Society of London names in a truly random fashion online and in documents, whilst the 'of London' wording has regularly been characterised by some as less than fully inclusive. Is this the time to resolve the ambiguity once and for all and drop 'of London'?	Noted. Agreed that how the Society presents itself is an important issue but this is not a matter for the Charter review which is focused on how the Society governs itself and not on matters of branding and communication.
2	7	CHARTER COMMENT		2 generally	No mention of the public good, which must surely be one of GSL's objectives as a charity. Need to demonstrate GSL's charitable objectives.	Noted. This is included in the proposed Byelaws (Clauses 1.2 and 3.2). Furthermore, there is a legal requirement that a charity's purposes must be for the "public benefit" which is known as the "public benefit requirement", and therefore this is implicit in both documents.
3	14	CHARTER COMMENT		2	Geology, geoscience, etc. shouldn't be capitalised unless part of a title. Society style guidance aims to remove capitalisation so suggest formal documents should use same format for consistency.	Agreed. An editorial check shall be completed.
4	35	CHARTER COMMENT	Voted NO to Byelaws	2 Objects	Statement of objects should be capable of publication without having to (in effect) apologise for narrow 19th century definitions. 2.1 is the original wording which now seems antiquatedly narrow and a poor statement of charity objects on the science side. Why not update it so we can state our objects in 21st century geoscience terms, not 19th century terms? Even the old Bye Laws has a better statement of Objects, albeit capable of improvement. 2.3 - coupled with the deletion of 3.3 - 'promote professional excellence' is rather narrow whilst 'ethical standards' is vague and 'responsible' has been preferred e.g. for society investment policy. Let's use this opportunity to state lasting objects which make sense to scientists and, critically, to the general public and wider stakeholders. Our objects were frankly embarrassing and somewhat meaningless when compared to those of other courtyard societies when we were documenting our societal value in discussions with HMG a few years ago. I don't recall any others being so obscure.	Thank you for your comments. Council have reviewed the Objects further and they are now as follows: THE GEOLOGICAL SOCIETY OF LONDON is instituted for the purpose of "advancing and sharing knowledge of planet Earth and beyond for the benefit of humanity". This remit is discharged by: 2.1. improving knowledge and understanding of the history, structure, constitution and dynamics of the Earth and its processes; 2.2. promoting all forms of education, awareness and understanding of the Earth and their practical applications for the benefit of the public globally; 2.3 and promoting professional excellence and ethical standards in geoscience for the public good.

5	28	CHARTER COMMENT	Voted NO to Royal Charter	2 Objects	I believe a fourth Objective should be stated i.e. 2.4(iv) in words that basically say that one of the Objectives of the Society is to protect the subject of Geology from misuse. This would equate to a 1.2(iv) in Section 1: STATUS & PURPOSE of the Byelaws. Reason. To bring the Charter up to date in an era when almost anything goes as far as unlicensed but influential organisations and lobby groups are concerned. The "Earth science", "Green", "Sustainable" and such like interests are primary sources for concern as they can embrace to the point of assimilation "geology" and systematically dilute it to the detriment of both the science and its scientists, and confusion of wider society including Government.	Noted. The Geological Society has a Code of Conduct to which all Fellows of the Society must adhere and it is considered that matters around the behaviour of members is best governed via such means. It is considered that the inclusion of the proposed additional Object would place an onerous task on the Society and is unlikely to guarantee protection of the subject of geology from misuse.
6	20	CHARTER COMMENT		2.1	I think a definition of 'Geoscience' is needed. It is not a word in common parlance. I simply suggest 'endeavour' without specifying research, industrial etc	Noted. "Geoscience" is a word that is in common use; however, to ensure that the word is understood it has been defined in the proposed Byelaws.
7	1	CHARTER COMMENT		2.1 Objects	Original mission statement around the "Mineral Structure" seems a little narrow. Could included reference to process, and possibly to organic and inorganic influences.	Thank you for your comments. Council have reviewed the Objects further and they are now as follows: THE GEOLOGICAL SOCIETY OF LONDON is instituted for the purpose of " advancing and sharing knowledge of planet Earth and beyond for the benefit of humanity ". This remit is discharged by: 2.1. improving knowledge and understanding of the history, structure, constitution and dynamics of the Earth and its processes; 2.2. promoting all forms of education, awareness and understanding of the Earth and their practical applications for the benefit of the public globally; 2.3 and promoting professional excellence and ethical standards in geoscience for the public good.

8	7	CHARTER COMMENT		2.1	Why say 'mineral structure'? It's not explicitly clear.	Thank your for your comments. Council have reviewed the Objects further and they are now as follows: THE GEOLOGICAL SOCIETY OF LONDON is instituted for the purpose of " advancing and sharing knowledge of planet Earth and beyond for the benefit of humanity ". This remit is discharged by: 2.1. improving knowledge and understanding of the history, structure, constitution and dynamics of the Earth and its processes; 2.2. promoting all forms of education, awareness and understanding of the Earth and their practical applications for the benefit of the public globally; 2.3 and promoting professional excellence and ethical standards in geoscience for the public good.
9	1	CHARTER COMMENT		3.13 Powers	Possibly add another power to explicitly make reference to inclusivity etc., as well as safeguarding the environment.	EDIA is a key focus for Society and Council has decided that it is more appropriately dealt with in more detail in documents other than the Charter.
10	20	CHARTER COMMENT		3.13	I feel 'the environment' is too vague; suggest "natural environment"	The environment and sustainability are of paramount importance to the Society, and Council has decided that it is more appropriately dealt with in more detail in documents other than the Charter.

11	7	CHARTER COMMENT		3.13	Safeguarding the environment is a significant addition. Is it a hostage to fortune? What do Fellows working in the oil & gas sector think? And what do Fellows working for a UK water sector think (e.g. as a hydrogeologist working for a water company that is not complying with regulations by discharging sewage into a river or the sea)?	The environment and sustainability are of paramount importance to the Society, and Council has decided that it is more appropriately dealt with in more detail in documents other than the Charter.
12	7	CHARTER COMMENT		3.2	The grammar does not match with Clause 3.1 or align with the preamble.	Agreed. The proposed edit shall be made.
13	31	CHARTER COMMENT		3.3?	ADD : Being a Fellow member of the Society entitles that class of member to use " Chartered Geologist " after his or her name . ( C.Geol not to be used . )	Noted. The current text has been proposed by our external advisor and supported by the Privy Council Office.
14	7	CHARTER COMMENT		3.5	CSci has been omitted here and is not mentioned anywhere in the draft Charter.	Noted. The Geological Society awards Chartered Scientist under license from the Science Council. Noting that this right could be revoked by a party that is not under the Society's control it is not appropriate to name Chartered Scientist in the Charter. Chartered Scientist is a professional qualification that the Society remains committed to awarding and the proposed wording of the Charter does not reflect a desire to stop doing so.
15	20	CHARTER COMMENT		3.6	typo	Noted, but capitalisation will not be adopted.
16	6	CHARTER COMMENT		3.8	substitute 'Any' for 'All'	Noted. Following discussion it has been agreed that the original text will not be edited.
17	24	CHARTER COMMENT		4	first version preferred	Noted. The Privy Council Office has confirmed their preference for the first option so this will be taken forwards.
18	14	CHARTER COMMENT		4	I prefer the first, more specific clause, however note the absence of reference to awards and prizes in this one.	Noted. The Privy Council Office has confirmed their preference for the first option so this will be taken forwards.  PCO advice is that reference to awards and prizes is not necessary here.

19	7	CHARTER COMMENT		4 (b) (i) and (ii)	'member' is mentioned twice. It is ambiguous. I support and prefer the Alternative Version as it is simpler and shorter, provided it is expanded to a little to include short statements derived from the Preferred Version: A. about investments and B. about income and property being for the promotion of GSL's objectives.	Noted. However the first version will be used as agreed by the Privy Council Office. The suggested wording is already included.
20	7	CHARTER COMMENT		5	Is the full stop before 'Provided' necessary? 'Provided is part of the preceding sentence.	Agreed. The proposed edit shall be made.
21	35	CHARTER COMMENT	Voted NO to Byelaws	6	This may not be needed to be defined in the charter and could be lower down the governance hierarchy, but 'General Meeting' definition needs to be structured so that fellows can vote online rather than only those present at a meeting being able to vote.	Agreed. Wording of text will be amended.
22	14	BYELAWS COMMENT		1.2	Note the same feedback RE: capitalisation of 'geoscience' or 'geology' and suggest we do not capitalise.	Following review and discussion, Clause 1.2 will be removed from the Byelaws as it is repetition from the Royal Charter.
23	1	BYELAWS COMMENT		2.9 (ii) Student members	This category of student membership seems potentially very broad, i.e. to include anyone taking general science subjects in secondary education, with only a possibly passing interest in geology. It seems very different from the spirit of "Candidacy" in the current bye-laws. Is this intentional?	We can confirm that Clause 2.9 has been drafted to make it easier for young people to join the Society and encourage wide participation in geoscience.
24	16	BYELAWS COMMENT		2.11	As the Chartership Officer for Geolsoc, I am pleased to see the proposed changes to this clause in that it transfers the details of eligibility (beyond the statements made) to the relevant Regulations instead.	Noted.

25	16	BYELAWS COMMENT		3	<p>Has there ever been any requirement for a proportion of the Council (the three Officers and any Trustees) to hold Chartered status? I don't see reference to it in the current Bye-laws (although may have missed it). Is this something that has been considered in the context of the phrase "Potential candidates with appropriate experience and skill sets" used in Clauses and 3.6 and 4.3? It is important to be able to advocate for our own professional qualifications by example in relation to both our Mission "To support.....the profession..." and our 2020 strategic objective to "support professional development...". Since the Council's responsibility is to direct and govern the Society, a working knowledge and commitment to Chartered status by a number of individuals on Council will be crucial to upholding its value and recognition. In addition, I am interested whether it has ever been discussed whether all members of the Council should be Fellows (for some minimum prescribed period) in advance of being nominated to reflect their commitment to Geolsoc's Strategy, Mission, Vision and Values over and above any personal or commercial motivators to use this platform in a way that it is not intended?</p>	<p>The current Byelaws do not require a proportion of Council members to hold Chartered status.</p> <p>Through the course of this project there have been discussions about the experience and skills that are required of potential Trustees. While we recognise the importance of Chartership, particularly for some Trustee roles in the Society, it has been considered potentially restrictive to mandate that a certain proportion of Council holds Chartered status and, because Chartership is taken up more by some of our communities than others, is unlikely to be an inclusive approach to the challenge described. We note that Trustees are elected and the decision around suitability for roles ultimately rests with Voting Members.</p> <p>We can confirm that a "minimum prescribed period" for membership before qualifying to stand for election to Council has been discussed. It was felt that this may not be an inclusive way of recruiting Trustees and would exclude good candidates who may not have held membership for a qualifying period for a variety of reasons.</p>
26	26	BYELAWS COMMENT		3.3	<p>I agree 23 is too many but 12 seems too few re. clauses 4.1 and 4.12. The outcome of the standing committee review is unknown at present. There are 6 standing committees at the moment plus 3 others. These proposals create a new nominations committee. I would have thought council need representation of all of these. Why not 15 ?</p>	<p>Noted. The proposed maximum of 12 Trustees aligns with the Charity Governance Code which is a tool to help charities develop high standards of governance. The Byelaws have been updated to state "Council shall in normal circumstances consist of a maximum of 12 Trustees, and in no circumstance be more than 14" to enable greater flexibility in Council operations</p>

27	1	BYELAWS COMMENT		3.3 Membership of Council, 3.14 Meetings of Council	The reduction from the current number of 23 to 12 Council Members/Trustees seems quite drastic, especially where a quorum is met by only 7 participants. Given the broad church of Government, Industry and Academic interests, and within this Energy, Resources, Environmental etc specialisms, it seems possible that interests and inputs may not always be fully represented.	<p>Noted. The proposed maximum of 12 Trustees aligns with the Charity Governance Code which is a tool to help charities develop high standards of governance. The Byelaws have been updated to state "Council shall in normal circumstances consist of a maximum of 12 Trustees, and in no circumstance be more than 14" to enable greater flexibility in Council operations.</p> <p>As stated by the Charity Commission for England and Wales, Trustees have "independent control over, and legal responsibility for, a charity's management and administration" therefore representation of constituent parts of a charity is not a primary objective of a Trustee.</p> <p>Representation of different parts of the Society will still be achieved through the committees that report to Council, as is currently the case. The proposal to allow Council the flexibility to establish an Advisory Panel has been introduced to enhance representation within the Society.</p>
28	35	BYELAWS COMMENT	Voted NO to Byelaws	3.4	Consider a limit on number of non elected and co-opted trustees.	It was agreed to set a maximum number of three cooped/appointed trustees.
29	35	BYELAWS COMMENT	Voted NO to Byelaws	3.6	It sounds like the Nominations Committee chooses who can stand as trustee. Needs to be clear that it is open to any eligible Fellow and the Nominations Committee will call for candidates as happens presently.	<p>Agreed.</p> <p>The following edits shall be implemented to provide clarity:</p> <p>Re-order such that the current Clause 3.6 becomes Clause 3.7 and the current Clause 3.7 becomes Clause 3.6.</p> <p>Clause 3.7 (new numbering): replace "shall be identified" with "may also be identified".</p>
30	1	BYELAWS COMMENT		3.6, 3.22 Nomination Committee	Given the apparent importance of the Nomination Committee in determining the make up of Council and of the Advisory Panel, I wonder whether a Bye-Law should be introduced to define its nature and make-up? This would expand on the text provided in the Definitions Table.	Noted. Council will determine the nature and make-up of Nominations Committee which will be defined in a Regulation.
31	20	BYELAWS COMMENT		3.6, 3.22, 4.3	skill sets' is awful jargon for either 'skills' or 'abilities'	<p>Agreed. The following edits shall be made:</p> <p>Clauses 3.6 and 4.3: replace "skills sets" with "skills".</p> <p>Clause 3.22: replace "experience and skills sets" with "attributes".</p>

32	26	BYELAWS COMMENT		3.6, 3.7	This could be clearer. Does it mean every voting member has the right to be identified by the Nominations Committee? I would suggest that if the Nominations committee is the only way to be proposed for election, then there are great diversity and 'London-centric' dangers in that approach. I believe the current open nominations approach should remain alongside the nominations committee approach	Noted. The following edits shall be implemented to provide clarity:  Re-order such that the current Clause 3.6 becomes Clause 3.7 and the current Clause 3.7 becomes Clause 3.6.  Clause 3.7 (new numbering): replace "shall be identified" with "may also be identified".
33	1	BYELAWS COMMENT		3.10 (x) (xi)	This is a quibble. The two paragraphs are subsections of 3.10 (ix) above , and so need renumbering accordingly.	Agreed and edit shall be made.
34	20	BYELAWS COMMENT		3.10 (xiii)	'ensure a pipeline' is ugly and sounds slightly industrial.	Noted. No amendment to be made.
35	35	BYELAWS COMMENT	Voted NO to Byelaws	3.11	Trustees, especially in a smaller trustee body, need to be capable of being removed if not attending.	Agreed. Wording to be amended.
36	1	BYELAWS COMMENT		3.19-3.24 Advisory Panel	Although the idea and constitution of the Advisory Panel is described in the preamble under Key Proposal 4, none of the detail is reflected in the draft Bye-Laws. This could include qualification, method of election and term.	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed.  One of the key tasks of the Byelaws Review has been to ensure that the appropriate level of detail is included in the Byelaws. With that in mind, further detail on the membership and responsibilities of the Advisory Panel will be defined by Council in a Regulation. This provides Council the greatest degree of flexibility to make changes to the Advisory Panel once it is established to ensure that it continues to meet the Society's needs.
37	14	BYELAWS COMMENT		3.19	I recognise the advisory panel is written in as optional, noting the use of 'may', but wonder if it is required to be written into the bylaws or if another way of trialling this system would be appropriate without locking us into this function until the next bylaws review. My sense is that bylaws should be reserved for 'musts' as opposed to 'mays' and worry that down the line this restricts the society's ability to draw on the expertise it needs to receive governance advice in a flexible way. I worry this new split governance system has the potential to create tension between the advisory panel (of primarily geoscientists), and the more operationally focused trustees. I'm not certain this solution improves efficiency, ease of contribution and diversity as was intended with the review of the council size.	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.



38	26	BYELAWS COMMENT		3.19 - 3.24	The meaning of 'election' is not clear. Who does the electing? There's a reference to the Regs but there are no regs for the advisory panel yet	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.
39	11	BYELAWS COMMENT		3.19 onwards	I sit on an advisory panel for another organisation and have observed both benefits and disadvantages. The primary benefit is a sense of engagement by a broader group of stakeholders but in reality it has limited purpose - it has to exist because it is in the bye-laws so we meet twice a year but it has little tangible benefit to the organisation, and as such isn't a particularly fulfilling group to be part of. It is also a lot of work for the staff of the organisation and if it is used to seek feedback then the quality of that is determined by the group dynamics on the day (which is often apathy, as it feels like a toothless group!). I know that the Chief Executive of that organisation would advise not to include anything in your governance documents that does not have a clear purpose or mechanism, or which might change in the future. As such, I would recommend removing definitive mention of an Advisory Panel and incorporate something along the lines of 'an Advisory Panel may be introduced'. That way it could be introduced if there is a clear imperative to do so, could flex in the future, or the focus could be on making the existing committee structure more effective.	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.
40	35	BYELAWS COMMENT	Voted NO to Byelaws	3.19-3.24	This clause lacks specificity. I understand that it is worded to allow flexibility to learn and evolve but as currently phrased it is much too loose. It needs definition of e.g. a range of potential sizes, frequency of meeting, ability to co-opt (e.g. per Council) or not, term (two years is too short). Given that it takes three years as trustee before people have a decent understanding of the society, a minimum number of recent former trustees would be a good idea, potentially even appointed by Council. Is membership open to all fellows via a public call? Presently, per Council, it sounds like Nominations Committee controls this process. See also general remarks later on.	Noted. One of the key tasks of the Byelaws Review has been to ensure that the appropriate level of detail is included in the Byelaws. With that in mind, 3.19 was updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.

41	16	BYELAWS COMMENT		3.19 - 3.24	I don't really understand the role or value of the Advisory Panel. Its purpose, as described in Clause 3.1 would appear to be met by those within the Committees. Key Proposal 4 on page 6 of the Bye-Laws Consultation Paper describes the Advisory Panel as having a more outward-looking focus on geoscience (with the committees more concerned about Society governance). I am not sure I agree with this. My personal experience on both the Professional and Chartership Committee and the Training Course Committee is that committees already make their governance-related decisions with due consideration given to relevant external geoscience drivers and context. My concerns are there could be a lack of clarity in decision-making pathways at Council level which could arise due to uncertainty in the responsibilities of either the relevant committee or the advisory panel.	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.
42	35	BYELAWS COMMENT	Voted NO to Byelaws	4.12	Unless I missed it there seems to be no scope to define Vice-Presidents other than as chairs (formerly Secretaries) of Standing Committees. It would probably be wise to have the scope to appoint 1 or 2 VP's without portfolio as has been the case to date.	Noted. For the past 20 years or so, practice has been to assign specific portfolios to Vice-Presidents (e.g. Regional Groups and, from 2023, Equity, Diversity, Inclusion and Accessibility), and not to appoint any Vice-Presidents without portfolio. The current proposal is that Vice-Presidents are defined only as Standing Committee chairs and are known collectively (with the President and Treasurer) as Officers. Other Trustees may be assigned a specific portfolio but would not be Vice-Presidents in the model proposed.
43	35	BYELAWS COMMENT	Voted NO to Byelaws	4.15	Pretty silly to have a Treasurer Elect and only have the possibility of he/she being invited to attend finance com - it should be clear that he/she IS a member of that committee.	Agreed. Wording to be amended.
44	35	BYELAWS COMMENT	Voted NO to Byelaws	5.5. and 5.10, 5.12, 5.13	Can we be clear in the Byelaws that voting is online, not by attendance in person. Presumably we will eliminate the charade where AGM attendees can potentially vote to overrule a wider vote of members. 5.12 and 5.13 - lets be clear in the Byelaws that 'papers' and 'written' means electronic correspondence, not physical issue of hard copy documents.	Noted. Details of voting, including proxy, in-person and online voting will be covered in a regulation. Results of election are <i>noted</i> only in meetings (see 5.11(vi) and (vii)); results of the electronic/postal ballot will be binding. The current right for Fellows to overrule a wider vote in a meeting has not been carried through to the proposed Byelaws for this reason - it has been withdrawn. The Regulation on voting and the processes for calling and conducting meetings will make clear that 'papers' and 'written' means predominantly electronic correspondence (retaining options for postal hard copy for those who do not use or have access to electronic comms) but we consider that this is too detailed for the Byelaws.

45	32	BYELAWS COMMENT		5.6	Previous wording was interpreted to mean agenda and papers *posted* to Fellows 21 days prior, which was difficult to achieve. I assume “shall be published” can mean delivering the papers and agenda in any format (i.e. digital, with agenda available online and sent via email etc.)	Yes, the assumption is correct. The current Byelaws stipulate the use of postal mail in multiple clauses.
46	32	BYELAWS COMMENT		5.11	The AGM also typically includes an Annual Report on Geoscientist by the Editor-in-Chief, as well as a vote (via show of hands) for the incoming Editor-in-Chief (every few years, as appropriate). Do those need formal inclusion here?	Noted. Clause 5.11 sets out a list of matters that must be included in an AGM and the business that it must transact. The report from the Editor in Chief of Geoscientist forms part of the Annual Report to the AGM alongside the reports of the President, Treasurer and Secretaries (Chairs of Standing Committees).
47	20	BYELAWS COMMENT		5.12 (iii)	Grammar	Agreed and edit shall be made.
48	35	BYELAWS COMMENT	Voted NO to Byelaws	7.1	Suggest that the CEO is also explicitly responsible for compliance with all relevant legislation and proposals to trustee body for approval are similarly compliant.	Noted. The matter of compliance is the responsibility of the trustees. The CEO's job description will include the matters of monitoring and advice.
49	35	BYELAWS COMMENT	Voted NO to Byelaws	7.1	Council needs to appoint a line manager for CEO - that is a 'must' not a 'may'.	Noted. Council decides how to manage its relationship with the CEO.
50	35	BYELAWS COMMENT	Voted NO to Byelaws	7.4	Not sure it is practically realistic to appoint auditors on a temporary basis as is proposed here. It's an unlikely situation but might be better to say that trustess will do all in their power to avoid unplanned vacancy of auditor role and if this happens will appoint for minimum viable period (unspecified) to enable 7.2 requirement to be fulfilled in due course.	Noted. The current wording of the proposed Byelaws is adequate to the task of appointing auditors.
51	26	BYELAWS COMMENT		7.6 to 7.8	This is impossible to comment on without knowledge of the trust deed. It should be on the website ! I'm an ex-pension trustee & have chaired trustee boards & I've always found it odd that you don't tell candidates for council what they are signing up for	Noted. Procedures have been introduced to ensure that candidates to Council have a clear understanding of the role and responsibilities of Trustees in a thorough induction process.
52	1	GENERAL COMMENT			Thank you for the opportunity to comment on the proposed texts. The overall changes being proposed, and their rationale are very clear, and I would support them.	Thank you for taking the time to review and comment on the proposals.
53	4	GENERAL COMMENT			I've read the Royal Charter and Byelaws changes and want to commend the teams working on this. I fully support the proposed changes and very much appreciate the work that went in to developing these proposals. This work, combined with the recent good news regarding the lease for Burlington House, puts the Society in a great position for the future. Many thanks	Thank you for taking the time to review and comment on the proposals.
54	5	GENERAL COMMENT			This has been a thorough and painstaking piece of work which is timely, and should improve both governance and strategic focus. I wholeheartedly support the proposed new Charter and Byelaws.	Thank you for taking the time to review and comment on the proposals.
55	6	GENERAL COMMENT			All the proposed changes seem eminently sensible and well considered.	Thank you for taking the time to review and comment on the proposals.

56	7	GENERAL COMMENT			<p>The text of proposed Charter demonstrates the need for an update of current Charter, and the working group should be thanked for their efforts. I have made a start on the By-laws, but have become somewhat bogged down in the detail. A good proportion of my comments relate to things that are related to copy-editing matters rather than matters of principle. So far, I have got to Article 2.4 and give four examples that may need attention: - Is the Treasurer a member of Council? - Who is a voting member? It needs to be stated early, instead of causing the reader to find out as he/she works through the document. - Senior Fellows are not defined. - Article 2.1 implies that there is a hierarchy of membership classes, with CGeol FGS (and CSci FGS) being a higher class than FGS alone. Is that what is intended?</p>	<p>Thank you for taking the time to review and comment on the proposals.</p> <p>Yes, Clause 3.3 states that the Treasurer is a member of Council.</p> <p>A definition of Voting Members has been included in the Definitions section.</p> <p>Clause 2.6 provides a definition of Senior Fellows.</p> <p>It is not the intention to set out a hierarchy of membership categories. Chartership is not a class of membership (not being listed in 2.1), but is a qualification recognising professional competence. We have amended Clause 2.12 to clarify this. Clause 2.12 gives the order of post nominal initials for those holding CGeol as CGeol FGS, which is the same as in the existing Byelaws Clause 3.3 and consistent with the requirements of the Byelaws of other professional institutions and of the Engineering Council (<a href="https://www.engc.org.uk/glossary-faqs/frequently-asked-questions/professional-registration/i-am-interested-in-applying-for-professional-registration/">https://www.engc.org.uk/glossary-faqs/frequently-asked-questions/professional-registration/i-am-interested-in-applying-for-professional-registration/</a>).</p>
57	9	GENERAL COMMENT			<p>No comments other than that, as a member of the working group, I fully support the proposed changes.</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>
58	11	GENERAL COMMENT			<p>Thank you for all of this work that will be beneficial to the Society.</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>
59	13	GENERAL COMMENT			<p>Excellent work by the Review Group</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>
60	15	GENERAL COMMENT			<p>A very useful update, providing an up-to-date organisational structure, while retaining many of the traditional features of the Society. Though not part of this review, I am very pleased that the question of the Burlington House lease has now been satisfactorily resolved.</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>
61	16	GENERAL COMMENT			<p>Thank you for considering my feedback.</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>

62	17	GENERAL COMMENT		<p>Your process may seek to have a “final” version of revised documents ready for a vote, but you cannot circumvent the ability of five fellows to move amendments, should they so wish. It would be nice to avoid such a situation this time round. I note that there is no coverage of a mechanism for update or change to the Byelaws in the new proposal. This is unacceptable and, in my opinion, is not in accordance with best practice in charity governance. While the current Byelaws are arcane with regard to changes, they rightly place the power to revise with a general meeting. At the very least, any new Byelaws should do the same, possibly leaving the process to Regulations so long as the Fellows approve the Regulations at a General Meeting (to prevent capture of the process of change by trustees). Articles of Association or charity governing documents can generally only be changed by Special Resolution requiring a 75% affirmative vote. Does this apply to voting for any change under the current Byelaws and should it be required under the revised proposals? Thank you for the opportunity to comment, and thank you also for the considerable effort that has gone in to getting this far in the modernisation process.</p>	<p>The process for proposing amendments to the Byelaws will be as set out in the current Byelaws in order to ensure compliance with our current articles of governance; this includes provision for Fellows to propose amendments, which would also be put to the vote (Clause 9.19 in the current Byelaws).</p> <p>The mechanism for amending the Byelaws is covered under Clause 6 of the proposed amended Royal Charter, and in Clauses 5.12 to 5.15 of the proposed amended Byelaws (relating to Extraordinary General Meetings). Some amendments have been made in this section for clarity.</p> <p>As set out in the proposed amendment to the Royal Charter, we are proposing a 2/3 majority (of those voting) is required in any General Meeting vote on amendments to the Charter or Byelaws (Clauses 5 and 6 of the proposed Royal Charter).</p> <p>Thank you for taking the time to review and comment on the proposals.</p>
63	18	GENERAL COMMENT		<p>I like the idea of the Advisory Panel (probably what a lot of folk who are currently on Council are more interested in anyway I suspect). Also, many thanks to the Working Group for doing the hard work to prepare these updates.</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>

64	20	GENERAL COMMENT			<p>I think that the membership of Council specified in section 3.4 will baffle some Fellows because although the maximum number is 12 the Council has the power to co-opt or appoint other trustees, so that when it comes to voting for the council how many are we going to vote for? Ten, in order to leave a couple of vacant spaces for appointees, or 7 to ensure an elected majority? Also would the non-fellow co-opted trustees be voting members of the council?</p>	<p>Noted. The proposed maximum of 12 Trustees aligns with the Charity Governance Code which is a tool to help charities develop high standards of governance. The Byelaws have been updated to state "Council shall in normal circumstances consist of a maximum of 12 Trustees, and in no circumstance be more than 14" to enable greater flexibility in Council operations.</p> <p>Clause 3.4 specifies that elected Trustees shall be in the majority, and it is expected that Council membership turnover will be staggered, much as it is at present, so in normal circumstances around four Trustees will need to be elected each year.</p> <p>Co-option and appointment will be by exception only to meet specific needs, typically if specific expertise is required on Council, if vacancies arise for some reason mid-term, or where there are insufficient candidates standing for election. Whether elected, appointed, or co-opted all Trustees will be voting members of Council. Please note it has since been agreed to set a maximum number of three <u>cooped/appointed</u> trustees.</p>
65	22	GENERAL COMMENT			<p>Good work. I particularly like the fact that you are proposing to establish an advisory panel. This is a sensible and streamlined way to achieve the Society's objectives?</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>
66	23	GENERAL COMMENT			<p>I very much welcome these changes and revisions to the Charter and Bylaws. It is imperative that the Governance of the Geological Society represents best practice and aligns with Charity Commission rules. The volunteers who serve on Committees need to have the full protection of Governance from all legal challenge and utter confidence that the GS is 100% compliant with every aspect of being a Learned Society in 2024 and going forwards leading the Geoscience Community through ever-changing times in the 21st Century. My journey with the GS began in the late 1980s and as I approach 40 years of membership I applaud the GS for being as relevant to the new crop of young geoscientists as it was to me when I first applied and was accepted as a graduate member.</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>
67	24	GENERAL COMMENT			<p>All those who have put in many hours of work deserve our thanks and congratulations for their labours! I am happy to accept these revisions together with the recommended option in the wording of S.4.</p>	<p>Thank you for taking the time to review and comment on the proposals.</p>

68	25	GENERAL COMMENT	Voted NO to Byelaws		I think the criteria for Fellowship are too restrictive, and do not think I would have satisfied them when I joined the Society. My first degree is an honours degree in Physics, which contained no material that was relevant to any part of the Earth Sciences. My only formal qualification in Geology comes from a course in my first year as an undergraduate at Cambridge in 1960 , when I also took courses in Mathematics, Physics and Chemistry. The Geology course was dull and largely depended on memory. I abandoned the subject thereafter. I cannot see that my Physics course would have satisfied your criteria. My background is in no way unusual for people whose main interest is in Geophysics. I hope it is not the purpose of the Byelaws to exclude such people. Though I hesitate to propose a wording, I personally think that anyone who is interested in Geology and in joining the Society should be able to do so, and that restrictions should only be imposed on those wishing to become chartered geologists, where I strongly support them.	Noted. Clause 2.4 states that in order to be eligible to join as a Fellow a person must hold a degree, or an equivalent qualification, in Geoscience or a <i>related subject</i> or have demonstrated experience in Geoscience or a <i>related subject</i> . The eligibility criteria have been modified from the current Byelaws in order to be more inclusive and provide greater access to membership of the Society as a Fellow. The proposed Byelaws make provision for those people with no academic qualification or experience in Geoscience or a related subject to join the Society as a non-voting member - this is currently available to all as the membership category "Friend".
69	28	GENERAL COMMENT	Voted NO to Royal Charter		Would like to see some formal provision for periodically assessing the satisfactory performance of the Advisory Panel, in particular the working relationship that is expected/develops/proves useful between the Panel and Council. Authority is being diluted, for practical reasons, but where would Fellows take a grievance? An Advisory Panel can become "long grass".	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.
70	30	GENERAL COMMENT			I have no comments, except to observe that this appears to have been a thorough and complete review, a job well done by all. Reduction from 23 to 12 seems well in line with 21st century practice.	Thank you for taking the time to review and comment on the proposals.

71	32	GENERAL COMMENT			Advisory Panel 23 Council members does seem excessive and reducing to ~12 should be more effective and efficient. However, I'm undecided as to whether the creation of an Advisory Panel will be a help or hinderance, and am a little confused as to it's role. Given the number of committees and subcommittees (composed of experts in specific areas relevant to Society business), adding another level seems unnecessarily bureaucratic. Will this delay decision making? Is there potential for the Advisory Panel to overrule decisions made in specialist committees before they are even put to Council? Also, geoscience is a relatively small community and having large numbers of trustees and committee members puts a large burden on our (already stretched) volunteers. Will adding another layer of volunteer input mean we rapidly burn through our pool of volunteers and struggle to recruit new members? I may have misunderstood, but what does the Advisory Panel add (in terms of expertise) that the specialist committees (and Council) can't already cover? When specialist advice on strategy is needed (that can't be covered by Council and/or expert Committee members), could Council simply convene a specialist working/advisory group to address specific issues, as needed?	Flexibility has been introduced in the Byelaws through Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.
72	33	GENERAL COMMENT			The proposed changes overall are sensible, indeed overdue. Reducing the size of Council should strengthen its ability to function efficiently and effectively, allowing meaningful and productive discussions at Council meetings to lead to effective plans and actions.	Thank you for taking the time to review and comment on the proposals.
73	34	GENERAL COMMENT	Voted NO to Byelaws		At present I can vote for 23 Members of Council; the proposed changes mean that I will only be able to vote for 12 Members in future.	Yes, this is correct and is a result of the reduction of the size of Council. However, under the current proposal, you will also be able to nominate and vote for members of the Advisory Panel.
74	34	GENERAL COMMENT	Voted NO to Byelaws		Who elects the members of the "Nomination Committee"? Where does that Committee lie on the organigram?	The terms of reference for the Nominations Committee and the process by which members will be elected or appointed will be set out in the appropriate Regulation. This allows Council the flexibility that may be required to modify the structure and operation of the Committee as it evolves. Nominations Committee will report to Council and will replace the current Elections Committee.



75	34	GENERAL COMMENT	Voted NO to Byelaws		Will Fellows NOT be able to actually vote for the 6 members of the "Advisory Panel"? Will the system be: Fellows propose then the NC chooses?	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.
76	34	GENERAL COMMENT	Voted NO to Byelaws		I understand the wish to have a group of experts ("Advisory Panel") to assist the reduced Council but could not an organizational link be created to the chairs of the ~20 specialist geoscience groups of the GSL? Also, would it be possible to let Fellows vote on which of those chairpersons could have an extra task of sitting on an "Advisory Panel" to help Council?	The Advisory Panel will be configured so as to draw on a wide range of expertise. We do not envisage limiting this to chairs of the Professional and Scientific Interest Groups, and the full details will be as laid out in the appropriate Regulation.
77	35	GENERAL COMMENT			I support the Advisory Panel concept, but not as proposed. The strength of a large Council is its diversity and range of skills, as you acknowledge. The weaknesses are the unwieldy nature, the formulaic, rigid Council process which can impair wide-ranging discussion or thinking, and, less obvious to new trustees, the duration it takes for trustees to develop a real understanding of the Geological Society. As a previous President used to say "after 3 years you feel you are starting to understand the Society". After 7 years on Council, including a spell deputising in the absence of an Executive Secretary, I felt I understood the Society better than, and somewhat differently from, many trustees. An advisory body needs skills and geoscience sectoral diversity which is not possible with a membership of 7, it needs relatively flexible meeting agendas to allow wider thinking, boundary scanning, proper discussion of concerns, evolving trends, etc, etc. All of this needs people who understand the Society. So I believe this body needs to be larger - e.g. comparable to the new Council size and with ready movement between it and Council (i.e. as a stepping stone to Council - so Council should give itself scope to directly appoint, or at least recommend to Fellows, some members as they end their advisory term and similarly a power to appoint some retiring trustees to the advisory body). Term needs to be longer - more comparable to Council and renewable if felt appropriate by the body - and maybe even once a year the two groups come together in a fashion comparable to the Council awayday. I see the proposal as structured as unable to deliver the benefits of diverse skills/outlook or depth of understanding.	Noted. 3.19 has been updated to "Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in the Regulations". Other related clauses are removed. Further detail on the membership and responsibilities of the Advisory Panel can be defined by Council in a Regulation providing greater flexibility to make changes to the Advisory Panel to meet the Society's needs.

78	35	GENERAL COMMENT			<p>Many clauses have been dropped out of the existing ByeLaws in the new ByeLaws (although you have not made any commentary on the logic for these). I can see the logic for streamlining the Bye Laws and giving yourself more space to move but you are not making clear to Fellows which of those removed clauses are being permanently removed (i.e. will not be in the regs) versus which are planned for inclusion, possibly in amended form, in the Regs. Without that knowledge, I think you are not giving Fellows sufficient info to understand your intentions so more transparent disclosure is needed here</p>	<p>Noted. Where matters are (or will be) dealt with in Regulations, we have said so in the proposed Byelaws.</p>
79	35	GENERAL COMMENT			<p>I appreciate you have spoken to Standing Commtte Secretaries but in my experience they haven't spoken to their Committees. It might be sensible to ask the Committees to consider what works and what doesn't under the present governance arrangement and each provide a short paper giving you feedback. If chairs are new in role, they may not fully understand the strengths and weaknesses of the committee they chair.</p>	<p>We agree, that these matters are in need of a comprehensive review to create revisions to existing Regulations and/or new Regulations that provide the best overall governance structure for the future. A separate Standing Committee review will follow, and is planned for the near future, but this work is not within the scope of this Royal Charter and Byelaws review.</p> <p>On the basis of consultation with Council, and the chairs and members of the current Standing Committees and the staff that support them, we have taken care not to be prescriptive about the number, names, membership or terms of reference of Standing Committees in these proposed new Byelaws.</p>
80	35	GENERAL COMMENT			<p>Do we need any governance changes to make it possible to better manage our restricted funds e.g. power to combine small residual funds or to borrow from restricted funds? I am unsure if this is a matter for Bye Laws or Regs but it looks like old/new Bye Laws are silent on this. It needs specialist advice but we should explore this topic before finalising the governance outcomes. We have a number of small residual restricted funds for example and might conceivably find it advantageous at some point to borrow from a larger restricted fund, such as the Fermor.</p>	<p>We do not consider that there is anything in the proposed new Byelaws that would prevent changes in the way that we manage our restricted funds, subject to appropriate legal and specialist advice and that is also true of the current Byelaws. The Council is already empowered and obliged (under the existing and proposed new Byelaws) to manage investments and funds in the best interests of the Society and therefore we do not think that this is an appropriate matter for the Byelaws, but for a carefully thought out regulation, based on specialist advice, specifically setting out how these funds should be managed, updated and rationalised, whilst safeguarding their purpose and taking account of legal restrictions.</p> <p>We agree that this matter needs attention and are aware that discussions have already taken place at Council and at the Finance and Planning Committee with a view to initiating the detailed work required.</p>

81	35	GENERAL COMMENT			Do we need Bye Laws wording to enable appointment of non Fellows to certain committees? Some committees may benefit from, eg, specialist business and commercial expertise.	This is too much detail for the Byelaws. However, as drafted, they do not preclude non-Fellows from joining Committees. This is a matter to be considered as part of the forthcoming review of Standing Committees and associated changes to Regulations.
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