

## **Terms of Reference: Chair of Portland Press Ltd Board**

### **Role of the Chair (5 year term of office)**

The Chair will lead the Board of Portland Press Limited (PPL), the Society's trading subsidiary, ensuring that the Board provides effective strategic direction, oversight and challenge. The Chair will lead the Board in promoting PPL's long-term success while safeguarding its contribution to the Society's charitable objectives, reputation and financial sustainability.

Working closely with PPL Board, Society staff and other relevant stakeholders, the Chair will ensure that the Board:

- sets and maintains a clear strategic direction for PPL, aligned with the Society's wider strategy and charitable purposes
- oversees PPL's financial and operational performance, resilience, risk management and long-term sustainability
- maintains effective governance and accountability with PPL's governing documents, applicable law and relevant Society policies
- ensures that the Board has the right balance of skills, experience, diversity and independence, and that members contribute effectively
- facilitates inclusive, focused and well-informed Board discussions, ensuring that all members can contribute and that decisions and actions are clear
- maintains effective communication and reporting between PPL Board, the Society's Council of Trustees and other relevant committees

### **Chair's Responsibilities**

- chair Board meetings effectively, agree agendas and ensure that papers support timely, evidence-based decisions
- promote constructive relationships, collective responsibility and an appropriate culture of openness, challenge and accountability
- ensure that decisions are recorded, actions are followed through and the Board remains focused on agreed priorities
- act as an ambassador for PPL and the Society, supporting relationships with key stakeholders where appropriate
- escalate material risks, concerns or opportunities through the appropriate governance channels and
- lead the Board's response during periods of significant change, uncertainty or organisational pressure

## Responsibilities as a Trustee and Committee Member

### As a Trustee of the Biochemical Society

The Chair will hold a seat on the Society's Council of Trustees and will therefore share collective responsibility for the governance of the Society. In this capacity, they will:

- ensure that the Society carries out its purposes for the public benefit
- comply with the Society's governing documents and the law
- act in the Society's best interests, managing conflicts of interest appropriately
- manage the Society's resources responsibly
- act with reasonable care, skill and diligence, exercising independent judgement
- ensure that the Society is accountable and complies with statutory accounting and reporting requirements and
- contribute fully to the Council's collective decision-making, drawing on their knowledge of PPL while maintaining their duties to the Society

### As a Member of the Audit and Finance Committee

The Chair will also hold a seat on the Society's Audit and Finance Committee and will:

- contribute to oversight of the financial strategy, performance, controls, risk management and long-term sustainability
- support scrutiny of budgets, forecasts, investments, reserves, audited accounts and other significant financial matters
- provide insight into PPL's financial performance, risks and opportunities where relevant to the Committee's responsibilities

### As a Member of the People, Remuneration and Nominations Committee

The Chair will also hold a seat on the Society's People, Remuneration and Nominations Committee and will:

- contribute to oversight of people strategy, organisational culture, senior remuneration and succession planning within the Committee's remit
- support fair, transparent and inclusive recruitment, appointment and remuneration practices
- provide relevant insight into PPL's leadership, workforce and succession requirements while respecting appropriate confidentiality and delegated authority
- contribute to nominations and succession discussions affecting the Society's and PPL's governance

## Skills and Experience

Candidates should bring senior-level leadership and governance experience gained in an academic, commercial, publishing, charity, learned society or mission-led environment. They will combine strategic judgement with commercial acumen and understand how a trading subsidiary can create sustainable value in support of a charitable mission.

They will be able to lead a high-performing Board, build consensus without suppressing constructive challenge, and assess complex financial, operational and strategic issues. They will understand the opportunities and risks arising from changes in scholarly communications, publishing models and technology.

## Essential

- eligibility to serve as a charity Trustee and company director
- a clear understanding of directors' legal duties and responsibilities
- substantial experience of chairing or contributing at Board level
- leadership experience in scholarly publishing, digital content, research communications or a related sector
- strong strategic vision, independent judgement and decision-making ability
- sound commercial and financial acumen, including experience of risk management and mitigation
- the ability to support, challenge and hold senior executives to account constructively
- a commitment to PPL's success and to the Society's charitable objectives and values
- a commitment to inclusive leadership and to equity, diversity and inclusion
- the integrity to identify and manage conflicts of interest appropriately and
- the capacity to dedicate the time necessary to fulfil the role effectively

## Desirable

- experience of business transformation, diversification or developing sustainable revenue models
- experience of balancing commercial objectives with mission, community value and reputation
- experience of operating at a senior level during periods of uncertainty or significant change
- an understanding of relationships between a charity and its trading subsidiary

## Meetings and Time Commitment

- The Chair is expected to attend and chair all scheduled PPL Board meetings (4 times a year) and any additional meetings called as required

- The Chair will also hold a seat on the Society's Council of Trustees (meets 4 times a year), the Audit and Finance Committee (meets 4 times a year), and the People, Remuneration and Nominations Committee (meets 4 times a year). All meetings are currently held online via Teams or Zoom
- The Chair will report on PPL matters to the Council of Trustees and relevant committees, and will support effective two-way communication, coordination and escalation across the Group's governance framework
- Reasonable travel and subsistence costs will be reimbursed in accordance with the Society's travel and subsistence policy