

Schedule 1

Committees Terms of Reference

These Terms of Reference shall apply to all Committees.

1 Scope

- 1.1 Each Committee will act as directed by the Board to ensure that the interests of the Society are protected.
 - 1.1.1 All policy and strategic decisions must be approved by the Board, other than where the Board grants Committees the authority to make decisions on its behalf on specific items, any such decisions to be reported to the Board.
 - 1.1.2 A Committee on reviewing a Policy makes minor changes, such changes to be reported to the Board but proposed major changes shall be put to the Board for approval.
- 1.2 Each Committee is authorised by the Board to:-
 - 1.2.1 investigate any activity within its responsibility and have such direct access to the resources of the Society as it may reasonably require;
 - 1.2.2 seek any information that it requires from the staff team or volunteers who are instructed to co-operate with any reasonable request made by the Committee; and
 - 1.2.3 engage outside legal or other independent professional advisers, reporting such engagement to the Board.
- 1.3 Where the Committee is not satisfied with any aspect of its activities it shall report the position to the Board. In the event of a disagreement between the Committee members and the rest of the Board, it will be resolved by the Board.
- 1.4 Subject to prior Board approval, the Committee may delegate all or any of its responsibilities to an individual or a sub-committee.

2 Membership, Chair and Attendance

- 2.1 All Committees shall have a majority of Trustee members unless the Board shall otherwise decide.
- 2.2 All Committees shall have no fewer than three members and the quorum shall be two, one of whom must be a Trustee.
- 2.3 Members of the Committee shall be appointed by the Board on the recommendation of the Nominations and Remuneration Committee in consultation with the Committee. The Society supports the principle of non-trustees becoming members of Committees to help ensure a range of skills and experience.
- 2.4 Non-trustee members of Committees shall be entitled to vote.
- 2.5 The Chair of the Committee shall be appointed by the Board following the recommendation of the Nominations and Remuneration Committee, other than the Finance, Audit and Risk Committee whose Chair shall be the Honorary Treasurer.

- 2.6 All Committee Chairs must be a Trustee. In the Chair's absence, one of the trustee Committee members elected by those members of the Committee present will act as Chair.
- 2.7 The Chair's primary responsibility is chairing and overseeing the performance of the Committee. The Chair's other responsibilities include:-
 - 2.7.1 fostering an open discussion and consulting with the Chief Executive and other members of the staff team;
 - 2.7.2 ensuring that the Committee devotes sufficient time and attention to the matters within its remit;
 - 2.7.3 helping to ensure that the Committee has the information necessary to perform its tasks;
 - 2.7.4 helping to ensure that the Committee members have the skills necessary to perform their tasks;
 - 2.7.5 reporting to the Board on the Committee's activities; and
 - 2.7.6 ensuring oversight by the Committee of decisions made by the staff team on matters within its remit.
- 2.8 Only members of the Committee, the Chair of the Society, the Honorary Treasurer and the Committee Secretary have the right to attend meetings. Others may attend at the discretion of the Committee Chair.

3 Committee Management

- 3.1 The Secretary of the Committee will be appointed by the Committee members, either from its own members or a member of the staff team.
- 3.2 The Committee Secretary will support the Chair in managing the business of the Committee, including planning the Committee's work, drawing up meeting agendas, preparing minutes, drafting material about its activities for the annual report, collecting and distributing information and providing practical support.
- 3.3 The agenda and papers may be in paper or electronic format and will be circulated to all members of the Committee at least seven days before the meeting.
- 3.4 The Committee Secretary shall minute the proceedings of all meetings, including recording the names of those present. These will be circulated promptly to all members of the Committee.
- 3.5 The minutes of each meeting will be a separate document and will set out the issues discussed, any potential conflict and any action to be taken on that.
- 3.6 Each committee will review its effectiveness every year.