

## ● Terms of reference

### Introduction

This paper was approved unanimously by the Council at its meeting on 9 December 2019.

It sets out the scope of the Executive Committee's authority, its membership, requirements of its meetings and provides for how its decisions will be reported to the Council.

### The Executive Committee of Council

1. The government of the Society is entrusted to the Council, subject to the provisions of the Charter and Bye Laws
2. The Council recognises the need, between Council meetings:
  - a. For decisions to be taken by the trustees; and
  - b. For the Society's Director and Senior Management, to have regular access to trustees who are able to take decisions regarding the government of the Society.
3. The Society's Bye Laws provide that there may be working committees of the Council, to be arranged as necessary by the Council.
4. The Council designates the Executive Committee as a working committee of the Council within the meaning of the Bye Laws.
5. The purpose and authority of the Executive Committee, which shall be made up of the most senior trustees and the Director of the Society, shall be:
  - a. To take decisions on behalf of the Council between Council meetings; and
  - b. To provide on-going support to the Director and Senior Management of the Society.
6. Decisions taken by the Executive Committee will be decisions taken on behalf of, and with the authority of, the Council.
7. Prior to taking any decision on behalf of the Council, the Executive Committee shall consider whether that decision should properly be deferred to the next Council Meeting. The Executive Committee shall only take such a decision where, either because of its nature or timing, they consider it is appropriate for them to do so.

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## **The membership of the Executive Committee**

8. The members of the Executive Committee shall be:
  - a. The President;
  - b. Each of the three Vice Presidents;
  - c. The Treasurer; and
  - d. The Director, subject to the provisions below that the Executive Committee may meet in the absence of the Director.
9. The Director, who is not a trustee of the Society, shall not be permitted to vote.
10. The Executive Committee may meet in the absence of the Director.
11. The Executive Committee may invite other persons, including members of the Society's Senior Management Team, to attend and participate in meetings (in whole or in part) but those persons shall not be permitted to vote.

## **Meetings of the Executive Committee**

12. The Executive Committee will meet regularly in order to fulfil its role, including at least prior to each meeting of the Council, though the precise number, timing and format of such meetings will be at the discretion of the Executive Committee.
13. Any member of the Executive Committee may request that a meeting is held. Notice of such a meeting must be sent to all members and must be reasonable in the circumstances.
14. The Executive Committee may meet in the absence of the Director where the trustee members of the Executive Committee consider it appropriate to do so. In such a case notice of the meeting is not required to be given to the Director.
15. The quorum for a meeting will be three, including at least one of the President, the Treasurer or the Director.
16. The President shall chair meetings of the Executive Committee, or in the absence of the President, the longest serving trustee shall chair the meeting.
17. Meetings may be held, in whatever form the Executive Committee deem fit, including in person, by telephone and by email.
18. Decisions will be taken by majority vote. In the event of a tie, the President shall have the casting vote. In the event of a tie, and the absence of the President, the longest service trustee present shall have the casting vote.

## **The recording and reporting of decisions taken by the Executive Committee**

19. The Executive Committee shall maintain a permanent record of its decisions.
20. The Executive Committee shall provide a report to the Council, at the next Council Meeting, setting out its activities and informing the Council of each of its decisions. That report may be made in writing or orally and shall be given by the President or another trustee nominated by the President.



**Term of this Authority**

- 21. This paper is approved by the Council for a period of three years after which it will automatically lapse unless renewed by the Council.
  
- 22. In any event, the Council may, by ordinary resolution, revoke or amend this authority as it deems fit.