

# THE MIDCOUNTRIES CO-OPERATIVE LIMITED

## MEMBERSHIP STRATEGY COMMITTEE

(the Committee)

### Terms of Reference

#### Constitution and Reporting Lines

The Committee was established by a resolution of the Board dated 4 July 2007 (minute 07/85). These terms of reference were approved by the Board on 8 March 2008 (minute 08/07.5.2). Updates have been approved by the Board on 29 July 2009 (minute 09/106), 6 March 2010 (minute 10/24.3.2), 3 July 2010 (minute 10/78.3) and 26 July 2010 (minute 10/88.3.3).

The Committee is a committee of the Board. It operates within the strategic policy direction established by the Board and is directly accountable to the Board.

#### 1. Membership

1.1. The Committee is made up of:

1.1.1. ten members of the Society, elected from amongst the entire membership;

1.1.2. two members of the Board, as appointed by the Board from time to time;

1.1.3. up to four members of the Society, co-opted by the Board, in order to ensure there are at least four members from the northern and southern areas of the Society represented on the Committee. Such co-opted members cannot be members of the Board;

1.1.4. no more than four members of the Committee can be employees of the Society at any one time.

1.2. in order to qualify to serve on the Committee members must have at least £1.00 share capital in the Society, and must have been members for at least 6 months prior to the close date for the relevant election.

1.3. the Group General Manager responsible for membership within the Society and the Society's colleague responsible for the management of membership shall have the right to attend meetings of the Committee.

- 1.4. terms of office for elected members shall be for up to 3 years, as determined by the Board from time to time. Terms of office for co-opted members shall be for 1 year.
- 1.5. should a member miss two or more consecutive meetings of the Committee the Board reserves the right to remove the said member from the Committee.
- 1.6. casual vacancies on the Committee shall not be filled until the next election.
- 1.7. there shall be no age rule for Committee members.

## **2. Chair**

- 2.1. the Committee shall elect a chair and vice-chair from amongst its number on an annual basis.
- 2.2. in the absence of the Chair or Vice-Chair from a meeting, the Committee shall appoint a chair from among its number for the meeting.
- 2.3. The chair of a meeting shall have a casting vote.

## **3. Secretary**

- 3.1 The Group General Manager responsible for membership (or their nominee) shall act as the secretary to the Committee.

## **4. Quorum**

- 4.1 The quorum shall be half the number of members on the Committee (rounded up to the nearest whole number where required), the majority of whom shall not also be employees of the Society. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **5. Frequency of Meetings**

- 5.1 The Committee will hold 6 scheduled meetings a year at appropriate times. Other meetings will be held as required.

## **6. Notice of Meetings**

- 6.1 The agenda and papers for each meeting will be circulated to each member of the Committee in line with the timescales for circulation of papers for the Board.

6.2 Meetings of the Committee will be summoned by the Secretary of the Committee (or their nominee).

## **7. Fees and expenses**

7.1 Members of the Committee will be paid fees as determined by members of the Society from time to time.

7.2 Reasonable expenses shall be reimbursed to Committee members.

## **8. Duties**

8.1 The Committee is responsible for the strategic direction of membership and is appointed by the Board to:

- a. review existing member activity and member research and feedback;
- b. develop proposals for the member development programme;
- c. present these proposals to the Board for approval;
- d. monitor and review the delivery of the programme.

8.2 The Committee will be responsible for the strategic direction of community support within the framework established by the Board.

## **9 Reporting Responsibilities**

9.1 The Board representatives on the Committee will report formally to the Board on the proceedings of any Committee meeting at the first Board meeting following.

9.2 The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit.

9.3 The Board shall ensure that any decisions it makes that impact upon the work of the Committee are reported back to the Committee.

## **10 Resources**

10.1 The Committee will be provided with sufficient resources in order to carry out its duties.

## **11. Review**

11.1 The Board will, at least once a year, review the performance of the Committee, and its constitution and terms of reference to ensure it is operating effectively.