



**Terms of Reference Applicable to all Committees
(Adopted by the Board of Trustees 15th September 2016)**

Constitution

Each committee listed in these Procedures is formally constituted as a committee of the Board of Trustees and the Board of Trustees has approved its terms of reference.

Membership

The Board of Trustees shall appoint the Committee's members. At least two members of the Committee, including the Chair of the Committee, must be trustees. The Board of Trustees may co-opt additional members, either Trustees or non-Trustees, to the Committee as required.

Independent members of the Committee shall be appointed for a three-year term, renewable for a further three years. Independent members shall not receive remuneration, but may claim their reasonable expenses.

Attendance at Meetings

Each committee may invite anyone considered appropriate to attend all or part of its meetings.

Quorum

The quorum necessary for the transaction of business in any meeting of a committee shall be two members, of which one must be a trustee, and neither must have a conflict of interest with the business of the meeting. A duly convened meeting of any committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested or exercisable by that committee.

Notice of Meetings

Meetings of the any committee shall be summoned by the Chair of that committee at the request of any member thereof. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed shall be forwarded to each member of the committee and any other person required to attend, no fewer than three working days prior to the date of the meeting.

Minutes of meetings

The Chair of a committee shall ensure the proceedings and resolutions of all committee meetings are minuted, including the names of those present and in attendance. Minutes of committee meetings shall be available to any member of the Board on request and a copy will be lodged with the record of Board minutes. Minutes of a committee meeting shall be approved at the next subsequent committee meeting whenever practical.

Authority

Each committee is authorised by the Board of Trustees to enquire in to any activity within its terms of reference. It is authorized to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by a committee.

The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Reporting Procedures

The Chair of each committee will report as appropriate to the Board of Trustees on its proceedings. Any committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will make a statement in the Annual Report describing its purpose and composition and giving a brief summary of its activities over the past year.

Annual General Meeting

The Chair of each committee or another member of that committee appointed by the Chair will attend the Annual General Meeting and be prepared to respond to any questions on that committee's activities.