

MEMBERSHIP

Terms of Reference

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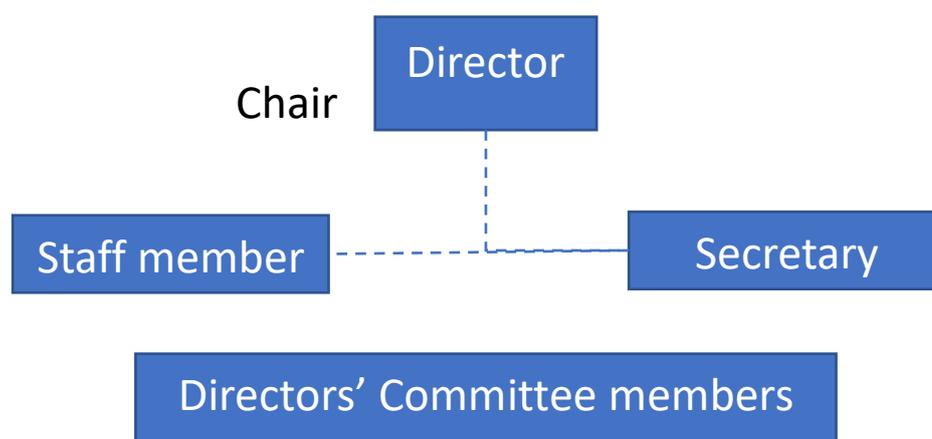
WES

General

1. Background

In 2020 WES changed its governance structure. The new structure is constructed of four Directors Committees (Events, Membership, Communications and Finance/Governance). Each Directors Committee is chaired by a director and has a member of staff with responsibilities for the particular area.

2. Composition



Directors Committees are composed of:

Chair: Director responsible for the DC. Where more than 1 director is allocated to the DC they will decide between them which is responsible and which is the deputy. If this cannot be agreed then they can go to a vote within the DC.

The Chairs role is to: Chair the meetings of the DC. Be responsible for ensuring that the DC is following the objectives set for it. Hold the final say in votes where there is a tie. Facilitate reporting of activities to the Board on a quarterly basis, and to the All DC's meeting when held. Prior to the annual election for DC members each year, ask current DC members if they wish to continue their term and act accordingly to remove and open up a new DC place.

WES staff member with responsibility for the work area of the DC.

The role of the staff member is to: Be supported by the DC in their working area. Support the reporting from the DC. Work with the DC to ensure that WES objectives are being met.

Secretary: Appointed by the director(s) in consultation with the DC members. This can be by vote if needed.

The role of the secretary is to scheduling meetings, collating agenda items, writing and distributing minutes.

Directors Committee members: Up to 8 member volunteers from WES, who have been appointed onto the DC. See section on becoming a DC member.

All paid-up Members of WES are eligible to apply to be appointed onto a DC.

Elections to the DC's should take place annually in January.

Members are elected for a term of 3 years but can choose to step down during their term.

Members are encouraged to step down from the DC after a maximum of two consecutive terms.

Those who are at the end of their first term will need to re-apply for a second term.

Should any vacancies arise during the year the DC can invite applications from the WES Member, and add a member until the next election date.

The DC election process requires that the DC advertise through the DC page on the Website providing the DC's TOR, the current DC objectives, current DC activities, an ideal skill set for all DC members and any specific skills currently required for particular project, and a standard DC application form. The completed DC application form should all be submitted to the Chair of the DC prior to the date given in the election process.

The role of the DC members is to support the Chair and the member of staff to achieve the objectives of the DC. It is recognised that this is a voluntary role, however acceptance of a position on a DC is an implicit commitment of time and effort to ensure we progress our action plan. It is expected that members will commit a few hours a month to progress their agreed actions in between and over and above the meetings (attending the meetings alone is a not sufficient commitment). If a member's circumstances change such that they are no longer able to fulfil the commitment for a consistently long period of time, that member has a responsibility to discuss their situation with the Chair so that the situation can be managed in the short term, or so that the position can be relinquished and opened up as an opportunity for another WES member.

Co-opted DC members: If there is a requirement for a particular skill set on the DC the director is able to co-opt a WES member to fill that requirement. The co-opting of a member will be initially until the next annual DC refresh date (Jan). After which they can either put themselves up for election on the DC or if still required be co-opted again, up to the maximum of 3 years.

3. Meetings - Cadence and quorum.

As a minimum DC meeting will take place once every 3 months. Meetings outside of these main quarterly ones in order to support the working topics are encouraged, but only need the members involved in the working topics.

Where possible, meetings should be conducted virtually to minimise spend on travel, however at least one meeting should be organised in person per year if possible. This meeting could be tied in with an event at which several of the DC's are present. Members can claim reasonable and pre-approved travel expenses for attending meetings according to the WES expense policy which can be found online at www.wes.org.uk/policies

No Quorum is required for meetings.

A register of attendance must be kept.

Apologies must be sent when non-attendance is expected.

Minutes must be kept, and it is the task of the Secretary to provide these to the DC. If the Secretary is not present, then a DC member will act in their place.

DC members may be asked to step down from the DC at the discretion of the Chair for non-attendance at three consecutive meetings or for non-participation in DC projects.

Decisions from the meeting are to be clearly highlighted in the minutes, as with actions. An action tracker will be utilised to ensure the status of all actions allocated.

Any actions allocated to any member of the DC not present at the meeting, will be subject to agreement of that member. In the case where this is the WES staff member, this is also subject to the actions being agreed as part of their normal remit.

4. Communication

Members must be mindful of the way they communicate to each other, so that they don't undermine others' opinions and ideas.

The main method of communication will be email. With the use of messaging apps such as Whatsapp being limited to that of urgent communications. WhatsApp is ideal for arranging logistics, but members should refrain from using it to communicate ideas and comment on other people's ideas, as the tone can easily be mis-interpreted. Any formal decisions will be made in meetings and communicated out by email.

5. DC Objectives

Objectives must be set once a year and reviewed annually. They will normally be based on the objectives set by the board for the area. They must be deemed achievable using the available resources (taking into account staff time, WES systems and Members' available time)

The group must remain focussed on the objectives set. Should other ideas for projects be proposed, these will be noted within the Risk and opportunities register. Using the process set up for that register, to prioritise that opportunity and convert it into a proposal for the board.

6. Confidentiality

Confidentiality should be observed at all times.

Members should be mindful of potential commercially sensitive information received through their position on the DC.

All Members will complete a Register of Interest document, annually. i/n the event of changes during the year, it is the responsibility of the member to update this document.

This is to ensure that any conflicts of interest are clear. Where there is a conflict of interest between the DC member and the topic being discussed the DC member must declare it to the Chair and remove themselves from the conversation / decision making process.

The completed register of interest documents are kept on the DC share point site and are shared by the Director with the company secretary.

GDPR. It is the responsibility of the DC to ensure that any data it keeps is GDPR compliant. If there is any doubt to this then WES data protection officer should be consulted. Training documentation on GDPR and its compliance and reporting is available on request.

All members should at all times comply with the Code of Conduct for Members found at www.wes.org.uk/policies

DC Specific

7. Membership

The membership DC has an oversight of activities from other WES groups focused on membership such as the Diversity & Inclusion Special Interest Group.