

## **TERMS OF REFERENCE – THE SEARCH AND MEMBERSHIP COMMITTEE**

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### **1. Purpose**

1.1 The role of the Committee is to:

- Ensure that the Board is of an appropriate size and has an appropriate balance of knowledge, skills and experience to lead the business. In so doing it will oversee succession planning at Board and senior management level.
- Promote active engagement with the Society's members.

### **2. Membership**

2.1 Members of the Committee shall be appointed by the Board and shall be made up of at least 4 elected members, not more than two of whom shall be an employee of the Society.

2.2 Only members of the Committee, and the Secretary (or the person nominated to service the Committee) have the right to attend meetings of the Committee. However, other individuals such as members of the Senior Leadership Team, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 The Board shall appoint the Committee chair. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

2.4 The Society's Secretary, or their nominee, shall act as the Secretary of the Committee.

### **3. Quorum**

3.1 The quorum necessary for the transaction of business shall be 3 of which one member may be an employee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### **4. Frequency of Meetings**

4.1 The Committee shall meet at least four times a year or on a more frequent basis as agreed by the Chair of the Committee.

### **5. Notice of Meetings**

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee.

5.2 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, any other person required to attend and all other directors, as soon as

practicable in advance of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **6. Minutes of Meetings**

- 6.1 The Secretary, or nominee, shall minute the proceedings and resolutions of all Committee meetings including the names of those persons in attendance.
- 6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the board unless a conflict of interest exists.

## **7. Annual General Meeting**

- 7.1 The Chair of the Committee, or a nominated deputy, shall attend the Annual General Meeting and be prepared to respond to any member questions on the Committee's activities.

## **8. Duties**

- 8.1 The Committee shall consider and make recommendations to the Board in respect of:
  - 8.1.1 The structure, size and composition (including the skills, knowledge and experience) of the Board.
  - 8.1.2 Succession planning for Board members (including appointed directors) and members of the Senior Leadership team taking into account the challenges and opportunities facing the Society and what skills and expertise are expected to be needed by the Board in the future.
  - 8.1.3 Identifying and nominating candidates to fill Board vacancies including appointed director vacancies as and when they arise having evaluated the balance of skills, knowledge and experience on the Board. In light of this evaluation the Committee will prepare a description of the role and capabilities required for a particular appointment.
  - 8.1.4 In identifying suitable candidates the Committee may:
    - 8.1.4.1 use open advertising or the services of external advisers to facilitate the search, including those recommended by Co-operatives<sup>UK</sup>;and must:
    - 8.1.4.2 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.
  - 8.1.5 The diversity of the Board.

8.1.6 The nomination of the Society's Chair.

- 8.2 Keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- 8.3 Keep under review and monitor whether Board members are able to devote enough time to adequately fulfil their duties.
- 8.4 Oversee the development of the Society's membership base making recommendations to the Board in connection with suggestions to expand the membership base, promote and encourage active member participation.
- 8.5 Oversee the development of Member Communications and Engagement Strategies.
- 8.6 Ensure that appropriate mechanisms are in place within the business to assess and understand member priorities and to make appropriate recommendations to the Board as to how to add to the value of being a member of the Society.
- 8.7 Obtain at the Society's expense, external legal or other professional advice on any matters within its terms of reference deemed necessary to fulfil its obligations.

## **9. Reporting Responsibilities**

- 9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall make a statement in the annual report about its activities and the process used to make appointments of non-elected directors.

## **10. Other**

- 10.1 The Committee shall, regularly review its own performance and terms of reference, to ensure it is operating at maximum effectiveness. This evaluation should recommend any changes it considers necessary to the Board for approval.