



## **Terms of Reference ("ToR")**

### **Lincolnshire Co-op Member Engagement Committee**

**(as approved by the Board on 11 December 2023)**

#### **1. Purpose**

The role of the Committee is to oversee and 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 three (3) members, not more than one (1) of whom shall be an employee of the Society.

2.2 Only members of the Committee, and the Group Secretary & General Counsel (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 Executive 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.

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#### **3. Secretary**

The Group Secretary & General Counsel, or his or her nominee, shall act as the Secretary of the Committee.

#### **4. Quorum**

The quorum necessary for the transaction of business shall be three (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.

#### **5. Frequency of meetings**

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



## **6. Notice of meetings**

- 6.1 Meetings of the Committee shall be summoned by the Secretary of the Committee.
- 6.2 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.

## **7. Minutes of Meetings**

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

## **8. Annual General Meeting**

The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any member question on the Committee's activities.

## **9. Duties of the Committee**

The Committee shall consider and make recommendations to the Board in respect of:

- 9.1 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.
- 9.2 Oversee the development of Member Communications and Engagement Strategies.
- 9.3 Ensure that appropriate mechanisms are in place within the Society 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.
- 9.4 Review and evaluate member events and activities that have been undertaken and provide recommendation to management for continuous improvement.
- 9.5 Review the geographical location of the Annual and Half Year Members meetings to ensure equal access to, and representation at the events.



- 9.6 Ensure that the voting methods for Members Meetings are optimised to increase member participation.
- 9.7 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.

## **10. Reporting Responsibilities**

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

## **11. Other Matters**

- 11.1 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.