

Consumers' Association Member Governance Committee

Terms of Reference (adopted 5 February 2019)

Summary of aims

The main aims of the Member Governance Committee (the **Committee**) are to:

- provide a forum for considering governance issues raised by ordinary members (**ordinary members**), as required by Article 10.5 of the Articles of Association
- provide a method by which an ordinary member can (with the support of five other ordinary members) formally raise proposals with Council
- make recommendations to Council and/or other group committees or groups (as appropriate) where it agrees that the adoption of a proposal will enhance the existing governance framework
- report to ordinary members on its activities throughout the year
- review its own effectiveness so as to consider whether it is meeting the purpose for which it was established

The aim of the Committee is to focus on governance issues and it is not a forum for considering the day to day management of the organisation.

1. Constitution

- 1.1 At the Consumers' Association's (the **Association**) Annual General Meeting held on 15 November 2017, a resolution was passed with effect from 6 February 2018 that replaced Article 10.5 of the Articles of Association. Article 10.5 now stipulates that Council must provide a way for it to consider governance issues raised by ordinary members other than at the AGM and report back on its conclusions to all ordinary members in such a manner as it sees fit.
- 1.2 At a meeting of the Council of the Association held on 6 February 2018, Council formally constituted the Consumers' Association Member Governance Committee to be the forum for considering these governance issues and approved these Terms of Reference at the meeting.

2. Membership

- 2.1 The Committee shall be comprised of at least three Council members and a member independent of the Association.
- 2.2 All members of the Committee shall be appointed by Council, on the recommendation of the Nominations Committee.
- 2.3 The Committee shall nominate one of its members to act as Chair of the Committee. In the absence of the Chair, the Committee shall nominate one of its members to act

as Chair for the duration of the meeting.

2.4 Council shall determine the term of each Committee member which, for Council members, shall not exceed their term as a Council member, and for the independent member, shall initially be one year. No Committee member may serve more than three terms on the Committee.

2.5 The Company Secretary of the Association or his/her nominee will act as Secretary of the Committee.

3. Quorum

3.1 The quorum necessary for the transaction of the business shall be any three members of the Committee.

4. Notice of meetings

4.1 Meetings of the Committee shall be called by the Committee Secretary at the request of the Chair.

4.2 Meetings shall be held at least two times a year but no more than four times a year and where appropriate should coincide with key dates in the Association's calendar including the AGM. Meeting dates will be published on the Association's website.

4.3 The Chair (or, in their absence, their nominated Committee member) is responsible for determining the agenda for each meeting and may, at their discretion, defer consideration of any valid Proposals (as defined below) to future meetings.

4.4 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, in general five working days before the date of the meeting and, in any event, as far in advance of the meeting as is reasonably practicable. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

4.5 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

5. Attendance at Meetings

5.1 The Committee Secretary will usually attend Committee meetings. The Chief Executive Officer and/or other members of the Which? Executive team may be required to attend at the request of the Chair.

5.2 At the discretion of the Chair, an ordinary member of the Association who has put forward a Proposal to be considered at a meeting may be invited to present that Proposal by participating in a Committee meeting.

5.3 Should an ordinary member attend a Committee meeting in person, reasonable travel and accommodation expenses will be reimbursed in accordance with the Which? Expenses Policy for Council members as revised from time to time.

6. Voting

- 6.1 Committee members will make decisions by simple majority voting, with each member in attendance having a single vote.
- 6.2 In the event of a voting deadlock, the Chair will have the casting vote.
- 6.3 The Committee may take decisions outside meetings if those Committee members who form a quorum for a meeting indicate to each other by written means (including by email from a nominated email address) that they share a common view on a matter.

7. Duties

- 7.1 The Committee will consider, and make recommendations in relation to, valid Proposals. A valid Proposal is a proposal (a **Proposal**) by any ordinary member which the Committee determines:
 - (i) relates to changes to the existing governance framework or is a matter which would properly form an item of business on the AGM Notice, including any proposal to amend the Articles of Association; and
 - (ii) complies with the other provisions of these Terms of Reference (including, in particular, paragraphs 8.1 and 8.2).
- 7.2 The Committee will decide whether to recommend a Proposal, with or without amendments, for consideration by Council and/or other group committees or sub groups (as appropriate).
- 7.3 If a Proposal is raised and its subject matter falls within the remit of another group committee or sub group of the Association, the Committee will only have the authority to decide whether there is sufficient merit to refer the Proposal on or not. It will be for the other committee or sub group to which the matter has been referred to progress it as it sees fit, subject to reporting back to the Committee.
- 7.4 The Committee will not be obliged to consider a Proposal relating to the same or similar issue raised in another Proposal more than once every three years.

8. Process for putting a Proposal to the Committee

- 8.1 Where an ordinary member wishes the Committee to consider a Proposal, they must provide the Company Secretary with details of the Proposal and its rationale, together with relevant particulars of the five other ordinary members who support it in such manner and written form as the Company Secretary may publish from time to time on the Association's website.
- 8.2 An ordinary member may put forward up to four Proposals per financial year for consideration by the Committee.
- 8.3 Committee meeting dates will be published on the Association's website. Proposals for consideration at a meeting will be accepted up to three weeks prior to the date of the Committee meeting.

- 8.4 The Association may undertake a process to verify the membership status of a Proposer and the supporters of a Proposal and contact them as required.
- 8.5 A summary of Proposal(s) received will be published in the next financial report with a link to the relevant website page where fuller detail of the Proposal(s) will be made available, and a telephone number to call to obtain a hard copy if required.

9. Accountability

- 9.1 Where a Proposal is considered by the Committee, the Committee will, within four weeks of the date of the relevant Committee meeting, provide a statement of the conclusions of the Committee (**Explanatory Statement**) in relation to the Proposal to the ordinary member who submitted it. If, after initial consideration by the Committee, a Proposal is referred to Council and/or another group committee or sub group for consideration, then the ordinary member who submitted the Proposal will be updated on the outcome of that further review. The timing for these updates will depend on when the relevant group governance body meets and reaches a conclusion in relation to the Proposal.
- 9.2 Where consideration of a Proposal is rejected by or on behalf of the Committee, or its consideration is deferred, the Committee will notify the ordinary member who submitted the Proposal together with reasons.
- 9.3 Within four weeks of receipt of the Explanatory Statement by the ordinary member who put forward the Proposal, that ordinary member may respond to the Explanatory Statement for consideration by the Committee at its next scheduled meeting. The Chair of the Committee may refer to Council for a decision at any time.

10. Authority

- 10.1 The Committee is authorised to investigate any activity within its Terms of Reference. It is authorised to call upon Council members or other stakeholders to provide the Committee with any information it reasonably requires.
- 10.2 The Committee may establish processes and procedures to supplement these Terms of Reference which facilitate the process for submission of Proposals to the Company Secretary and the consideration of valid Proposals by the Committee.
- 10.3 The Committee is authorised to determine the validity of any Proposal and any related issues.
- 10.4 The Committee is authorised to obtain outside legal or other independent professional advice through the Committee Secretary.
- 10.5 The Committee may at any time form a sub-committee for any purpose within the scope of the Committee and may appoint its membership and may delegate to it any of its powers and responsibilities.



11. Reporting

- 11.1 The Secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of Council and such other group committee or groups (as appropriate), with the consent of the Committee Chair.
- 11.2 The Explanatory Statement will be made available on the website as soon as possible after the ordinary member has been notified.
- 11.3 The Committee will report annually on its activities and the outcome of Proposals it considers, in such manner as Council agrees (such as in the Annual Report or on a relevant area on the Association's website).
- 11.4 The Committee members shall conduct an annual review of the effectiveness of their work and these Terms of Reference and make recommendations to the members of Council and/or Council committees.