

Member Governance Committee Guidance Note for Members on Proposals to the Committee

At Which? we are committed to transparency in how we are run and engaging with our members on our governance arrangements. We value input on how Which? is governed.

We established the Member Governance Committee (the Committee) in early 2018, following feedback from members. The Committee is a way for ordinary members to have a formal route to raise governance proposals or concerns outside of the AGM process for submitting resolutions, recognising that the aim is to encourage early and meaningful two-way discussion in relation to governance concerns.

The Committee is a committee of Council of the Consumers' Association, the trustee board of our charity. Our members are three Council trustees plus an independent member. We expect to meet two times a year and publish meeting dates and dates for the deadline for submission of proposals by ordinary members on www.which.co.uk/about-which/company-info/2385/member-governance-committee

This note is a summary of the most important points for ordinary members who are considering submitting proposals to the Committee. For full details of the rules, please read the Committee's Terms of Reference www.which.co.uk/about-which/company-info/2385/member-governance-committee

What proposals will the Committee look at?

The Committee will consider proposals which relate to changes to our existing governance framework or a matter that would normally be an item of business at the AGM. Examples include: amendments to the Consumers' Association Articles of Association or the duties of a Council committee within Which?

How do I submit a proposal?

Any ordinary member can put forward up to four proposals on governance issues each financial year to the Committee.

In order to submit a proposal, the ordinary member (the Proposer) must submit their matter in writing to the Company Secretary three weeks prior to the Committee meeting. Sample Form A should be used when submitting a proposal.

The Committee will only consider substantively the same topic or issue once every three years. There will be summaries of the conclusions from each meeting available on the website, so members can review the matters previously considered by the Committee.

What support do I need for a proposal?

For the proposal to be considered by the Committee, you must have the support of five other ordinary members.

An ordinary member is a person whose name appears on the register of ordinary members.

You may wish to use the online membership forum (Which? Conversation) which has a section dedicated to governance, to circulate your proposal to other members.

With your proposal you should submit evidence of their support, which must include:

- a copy of the proposal signed by the supporting ordinary members
- name, address and / or membership number of the supporting ordinary members

See *Sample Form B*.

We will then use these details to validate the support for each proposal.

If a proposal is rejected, for example it is a repeat of a previous proposal, then you will be informed of this.

What happens next?

Each proposal, which has been validated, will generally be considered by the Committee at its next meeting.

If the discussion on a proposal needs to be deferred until a future meeting, then the Proposer will be informed of this.

The Chair of the Committee may invite the Proposer to participate at the meeting, if it is felt this would be helpful for the matter to be considered.

The Committee will decide whether to recommend the proposal, with or without amendments, to the Council of Trustees or refer on to another group committee or sub group for consideration. If the proposal subject matter falls within the remit of another group committee or sub group, the Committee will only have the authority to decide whether there is sufficient merit to refer the proposal or not. The Committee will not make explicit recommendations on matters which are for another committee or sub group.

What happens after the meeting?

Within four weeks of the Committee meeting, the Proposer will receive an explanatory statement of the current status of the proposal and any expected next steps.

If the proposal is referred to the Council of Trustees and/ or another group committee or sub group for consideration, then the Proposer will be provided with an update on the implementation or otherwise of that proposal, the timing of which will depend on when that group committee or sub group next meets.

How do I know if I'm an ordinary member?

If you are unsure whether you are an ordinary member of Which? please contact our Customer Service centre on 02922 670 000. Please have your membership number to hand.

To become an ordinary member you just need to fill in the ordinary membership form and post it to us. www.which.co.uk/about-which/get-involved/become-a-voting-member. The Council of Trustees is in charge of approving applications, and, once it's approved yours, we'll get in touch to tell you that you're officially an ordinary member.

All correspondence for the Company Secretary should be sent

By post:

2 Marylebone Road, London, NW1 4DF

By email:

ordinarymembers@which.co.uk

Terms of reference of the Member Governance Committee

www.which.co.uk/about-which/company-info/2385/member-governance-committee

SAMPLE FORM A**CONSUMERS' ASSOCIATION
MEMBER GOVERNANCE COMMITTEE
ORDINARY MEMBER PROPOSAL**

This form should be used by Ordinary Members of the Consumers' Association (being those persons whose name appears on the Consumers' Association's register of Ordinary Members).

In accordance with the terms of reference of the Member Governance Committee (the 'Committee'), I/we hereby request the Committee to consider the proposal below.

Outline: Outline of the overall proposal. (For example. A proposal on the membership of a committee of Council.).

Detail: The details of your proposal should be set out, including the issues for consideration, the rationale for the proposal, what impact the change would have (both internal and external) and any possible risks. (For example, why the membership of the Committee should be reviewed, what benefits new membership would bring, who should be on the Committee, the risk of implementing the change or not implementing etc.).

The detail of the proposal should be no longer than 500 words.

Signed

Name

Address

Membership number

SAMPLE FORM B**CONSUMERS' ASSOCIATION
MEMBER GOVERNANCE COMMITTEE
SUPPORTERS STATEMENT**

This form should be used by Ordinary Members of the Consumers' Association (being those persons whose name appears on the Consumers' Association's register of Ordinary Members).

In accordance with the terms of reference of the Member Governance Committee (the 'Committee'), I hereby confirm that I support the proposal [set out below/attached].

Proposal: Outline and detail included

Signed

Name

Address

Membership number
