

TERMS OF REFERENCE

MEMBERSHIP COMMITTEE

A Board Committee, directly accountable to the Board, the Membership Committee's principal purpose is to promote member engagement and oversee the democratic processes of the Society, including the Branch structure.

In all its deliberations, the Membership Committee will consider the risk of business decisions leading to customer detriment (Conduct Risk).

1. **Membership**
 - 1.1 The Committee shall comprise at least four members, the majority of whom shall be Branch-nominated non-executives. Members of the Committee shall be appointed by the Board, on the recommendation of the Nominations Committee.
 - 1.2 The Committee shall be chaired by a non-executive member recommended by the Group Nominations & Remuneration Committee and agreed by the Board. In the absence of the Committee Chairman, members of the Committee may elect another Branch-nominated non-executive member to chair the meeting.
 - 1.3 The Society Secretary shall be invited to attend all meetings of the Membership Committee.
 - 1.4 Only members of the Committee have the right to attend meetings, however, others may be invited to attend all or part of any meeting as and when deemed appropriate and necessary by the Board or by the Membership Committee.
 - 1.5 Membership of the Committee will rotate from time to time in the event of any such recommendation from the Group Nominations & Remuneration Committee being agreed by the Board.
 - 1.6 If a member of the Committee is unable to act due to absence, illness or other cause, the Board Chairman may appoint another Board member to serve temporarily as an alternative member.
2. **Secretary**

The Company Secretary or his or her nominee shall act as the secretary of the Committee.
3. **Decision-Making & Quorum**
 - 3.1 All members of the Membership Committee shall have equal voting rights and the Chairman shall have a casting vote. Exceptionally, decisions may be taken by email between meetings.
 - 3.2 Three members shall constitute a quorum at any meeting of the Committee.
4. **Frequency of Meetings**

The Committee shall meet at least four times a year at appropriate times and as otherwise required. Meetings shall be held as dictated by the timing of the Society's Conference and proposition schedule, as set out in the annual governance calendar. Additional meetings will be convened by the secretary of the Committee at the request of any of its members or attendees.
5. **Notice of meetings**
 - 5.1 Unless otherwise agreed, the agenda and supporting papers shall be circulated (electronically where possible), to Committee members and to any other person required to attend, no later than 5 working days before the date of the meeting.

6. **Minutes of Meetings**

6.1 Minutes of meetings will be agreed by the Chairman of the Committee and distributed with the agenda and papers for the next Board meeting.

6.2 The Committee minutes will be formally approved at the start of the following meeting of the Committee.

7. **Annual General Meeting**

The Committee Chairman shall attend the annual general meeting to respond to questions from delegates on the Committee's activities.

8. **Duties**

The Committee shall:

8.1 Take the lead on engagement with Society members, ensuring effective channels of engagement are in place to communicate relevant and appropriate information (as laid out in these terms of reference and/or specified by the Board) to members and Branches.

8.2 Oversee the administration of the Society's Branch structure, approving, on the Board's behalf, the formation, closure and merging of Branches.

8.3 Lead debate, for Board approval, of proposals to make any changes to the democratic processes of the Society.

8.4 Monitor all Branch correspondence received by the Society Secretary, routing significant issues appropriately to the Society Executive, another Board Committee or direct to the Board.

8.5 Receive feedback from members, Branches and potential members, including from member surveys and focus groups, routing significant issues appropriately the Society Executive, another Board Committee or direct to the Board.

8.6 Agree the expulsion of members, or the refusal of benefits to members, within the circumstances defined in Rule 10, other than where the decision relates to an Officer of the Society or to a member of the Society Executive, in which cases the authority shall sit with the Board.

8.7 Oversee the delivery of all Branch training sessions.

8.8 Oversee arrangements for the Conferences of The Benenden Healthcare Society Limited, including, but not restricted to:

8.8.1 Proposing venues for Board agreement;

8.8.2 Dealing with invitations for Conference speakers and/or guests, including approving the Policy for Guests to Conference;

8.8.3 Oversight of the Conference agenda;

8.8.4 Distribution of Conference paperwork required under the Society's rules;

8.8.5 Receipt of Conference paperwork required under the Society's rules and liaison with Branch representatives in relation to Branch attendance at Conference;

8.8.6 Supported by the Corporate Governance Team, propose for Board approval in-principle amendments to the Rulebook for submission to Conference;

8.8.7 Supported by appropriate members of the Society Executive to co-ordinate, for Board approval, draft Board responses to Conference propositions;

- 8.8.8 Approval of updates on progress with propositions carried at Conference.
- 8.8.9 Approval of individual Conference motion progress reports.
- 8.8.10 Appointment of Standing Orders Committee member to fill a vacancy between elections in line with Rule 22.5.
- 8.9 Oversight of the following Society publications:
 - 8.9.1 Branch Handbook and Branch Treasurer's Handbook
 - 8.9.2 Branch Committee Bulletins and Branch Committee Circulars
 - 8.9.3 Verbatim Report of Conference
 - 8.9.4 Rulebook
 - 8.9.5 Branch meeting invitation letters to all members
- 8.10 Work and exchange information with all other Board Committees.

9. **Reporting Responsibilities**

- 9.1 The Committee shall provide, for discussion at the next Board meeting, a 1-page summary of each of its meetings, noting key decisions taken, along with any decision required of the Board.
- 9.2 All minutes of the Membership Committee shall be provided, for information, to the next available Board meeting.
- 9.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.4 The Committee shall produce a report of its activities to be included in the Society's annual report.

10. **Other Matters**

The Committee shall:

- 10.1 Have access to sufficient resources in order to carry out its duties, including access to the Branch Engagement Team for assistance as required;
- 10.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3 Give due consideration to laws and regulations, the provisions of the Annotated UK Corporate Governance Code and any other applicable rules, as appropriate;
- 10.4 Oversee any investigation of activities which are within its terms of reference;
- 10.5 At least once a year, review its own performance and its terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Board for approval.

11. **Authority**

The Committee is authorised through delegated authority from the Board:

- 11.1 To seek any information it requires from any employee or director of the Society in order to perform its duties;
- 11.2 To obtain, at Benenden's expense, external legal and other professional advice on any matter within its terms of reference where required;

- 11.3 To request the attendance of any employee at a meeting of the Committee as and when required.