

Enc 7

## Council of governors

### Membership strategy committee terms of reference

#### 1. Introduction

1.1. The membership strategy committee is established as a committee of the council of governors. Its purpose is to lead the development and implementation of the trust's membership, communication and engagement strategy.

#### 2. Membership

2.1 Membership of the committee will be comprised of the following members:

- The chair of the trust (or nominated non-executive director)
- All public governors
- All staff governors
- All co-opted governors.

2.2 Only members of the committee have a right to attend meetings. However, other members of the board of directors and officers of the trust may be invited to attend when appropriate. It is expected that the following individuals may attend on a regular basis:

- a) Executive director of communications and corporate affairs
- b) A member of the foundation team
- c) A member of the patient experience team
- d) Non-executive directors.

2.3 The chair of the trust shall be appointed as the chair of the committee. In the absence of the chair, a non-executive director will chair meetings of the committee. If both are absent then the members of the committee will elect one of their number to chair the meeting.

#### 3. Secretary

3.1 The trust secretary, a member of the foundation team or their nominee shall act as secretary to the committee.

#### 4. Quorum

4.1 The quorum necessary for the transaction of business shall be the chair of the trust (or nominated deputy) and five governors. A duly convened committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretions vested in or exercisable by the committee.

## **5. Frequency of meeting**

5.1 The committee shall meet at least four times a year at locations across the trust as the committee may determine or virtually. Meetings will take place otherwise as required.

## **6. Notice of meetings**

6.1 Meetings of the committee shall be called by the secretary in accordance with the annual schedule of business agreed by members or as determined by the chair of the trust.

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 and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and other attendees as appropriate at the same time.

## **7. Minutes of meetings**

7.1 The secretary (or nominated deputy) shall minute the proceedings and resolutions of all meetings of the committee, including the names of those present and in attendance.

7.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

7.3 Draft minutes of committee meetings will be circulated to all members of the committee prior to the following membership strategy committee meeting where approval of the minutes will be sought.

7.4 In the meantime, a summary of the committee meeting will be included on the agenda of the next general meeting of the council of governors following the membership strategy committee as an item for information.

## **8. Duties**

8.1 The committee will carry out the duties below:

8.1.1 Lead the development and implementation of the trust's membership communications and engagement strategy.

8.1.2 Evaluate progress towards achieving the objectives of the strategy and make recommendations to the board and council of governors.

8.1.3 Lead the development of effective recruitment mechanisms that recognise the particular issues of recruiting from 'hard to reach' groups and which facilitate a fully representative membership.

8.1.4 Provide ideas for, and contribute to, member recruitment activities, including relationship-building with existing groups

8.1.5 Lead the development of strategies to ensure two way communications between governors and members.

8.1.6 Ensure that appropriate mechanisms are in place to record all membership engagement activity and member initiated contacts.

- 8.1.7 Receive a report on the process for and outcome of the periodic election of governors and make recommendations to the council of governors and the board.
- 8.1.8 Ensure that the trust's membership activities comply with all relevant legislation and make recommendations to the council of governors where appropriate.
- 8.1.9 Approve a report of the committee's activities during the year, including progress towards achieving the objectives of the membership strategy, for submission to the council of governors and inclusion in the annual report.
- 8.1.10 Approve an annual schedule of business for the activities of the committee in line with these terms of reference during each financial year.
- 8.1.11 Consider, on a quarterly basis, the risks within the Trust's Board Assurance Framework (BAF) which are identified as being under the responsibility of the Membership Strategy Committee. Consider which issues, if any, require escalation to the Trust Board via the combined BAF.

8.2 Unless otherwise agreed, items for ratification by the council of governors will be presented to it at the first available general meeting following the meeting of the committee.

## **9. Authority**

9.1 The committee is authorised by the board and council of governors to act within its terms of reference and:

- 9.1.1 To seek any information that it requires from an organisation, employee or member of the trust in order to perform its duties.
- 9.1.2 To require any employee to attend a meeting of the committee to present information or answer questions on a matter under discussion.
- 9.1.3 Develop policies, procedures and guidelines, on matters concerning its duties, for approval by the board and council of governors.

9.2 Any proposal by the committee to seek information of a personal nature from members must have the approval of the information governance manager before it is implemented.

## **10. Review and revision**

10.1 These terms of reference will be reviewed every two years. Proposed variations will require the approval of the council of governors.

**Last reviewed July 2021**