



TERMS OF REFERENCE

MEMBERSHIP COMMITTEE

Version:	3.0
Approved by:	Membership Committee
Date approved:	13 October 2022
Approved by:	Council of Governors
Date approved:	02 November 2022
Date issued:	02 November 2022
Review date:	November 2023

TORBAY AND SOUTH DEVON NHS FOUNDATION TRUST

MEMBERSHIP COMMITTEE TERMS OF REFERENCE

1. Constitution

- 1.1 The Membership Committee ('the Committee') is formally established as a Committee of the Council of Governors of Torbay and South Devon NHS Foundation Trust.
- 1.2 The Committee will adhere to, and be cognisant of the Trust values at all times.

2. Authority

- 2.1 The Committee is constituted as a Standing Committee of the Trust's Council of Governors. Its constitution and terms of reference are subject to amendment by the Council of Governors.
- 2.2 The Committee derives its power from the Council of Governors and has no powers, other than those specifically delegated in these terms of reference.
- 2.3 These Terms of Reference, which should be published on the Trust's website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Council of Governors.

3. Purpose

- 3.1 The purpose of the Committee is to support Governors in fulfilling their statutory duty to represent the interests of Foundation Trust Members and the public, specifically in relation to feeding back information about the Trust, its vision and its performance to members and the public and the stakeholder organisations that either elected or appointed them.
- 3.2 The Committee will provide assurance to the Council of Governors of the achievement of the objectives currently set out in the summary Membership Development Plan (MDP) Plan on a Page 22/23.

4. Powers

- 4.1 The Committee is authorised by the Council of Governors to investigate any activity within its terms of reference.
- 4.2 The Committee is accountable to the Council of Governors and any changes to these terms of reference must be approved by the Council of Governors.

5. Duties and Responsibilities

5.1 The main aims of the Committee are:

- 5.1.1 Review the summary Membership Development Plan on behalf of the Council of Governors.
- 5.1.2 Propose actions to ensure the Council of Governor's statutory duty in relation to engagement is met.
- 5.1.3 In line with Regulator guidance, the Trust's Provider Licence and the Trust's Constitution, ensure efficient mechanisms are in place for Governors to gain member and public views and feedback to the Trust.
- 5.1.4 Ensure effective production of membership communications.
- 5.1.5 Ensure membership is representative of the population served by the Trust.

5.2 In order to achieve these aims, the Committee will:

- 5.2.1 Ensure Governors' involvement in the implementation of the Trust's summary Membership Development Plan.
- 5.2.2 Regularly review the Trust's membership data by receiving and analysing reports from the Trust's membership database.
- 5.2.3 Support the production of the Trust's '*Healthy Futures*' magazine and be involved in reviewing content relating to Governors.
- 5.2.4 Work with the Membership Office to ensure Governors have the opportunity to engage with members and the public, for example:
 - Surveys
 - Website and social media
 - Events covering relevant topics ('*medicine for members*')
 - Links with GP Surgery Patient Participation Groups
 - External hosted events
- 5.2.5 Develop mechanisms by which Governors can provide feedback to the Trust, particularly in light of Covid-19 considerations.

6. Membership

- 6.1 Membership of the Committee shall consist of public, staff and appointed Governors, who will self-nominate to join.
- 6.2 Whilst not mandatory, membership should ideally include a Public Governor from each public constituency.

- 6.3 A Governor shall act as Committee Chair. In their absence, one of the other Governors present shall be nominated and appointed as acting Chair for the meeting. Currently a Deputy Chair has been appointed.
- 6.4 The following shall be invited to attend meetings of the Committee:
- Director of Corporate Governance and Trust Secretary
 - Corporate Governance Manager
 - Membership Manager
 - Diversity and Inclusion Representative
 - Representative from the Communications Team
- 6.5 Other members/attendees may be co-opted or requested to attend as considered appropriate.
- 6.6 If any member of the Committee has been disqualified from participating on an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

7. Quorum

- 7.1 The quorum necessary for the transaction of business shall be three Governors, plus either the Director of Corporate Governance and Trust Secretary or Corporate Governance Manager.
- 7.2 A duly convened meeting 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.
- 7.3 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
- 7.3 Deputies can attend, but will not count towards the quorum.

8. Decision-Making and Voting

- 8.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible, the Chair may call a vote.
- 8.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 8.3 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote,
- 8.4 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

9. Administration

9.1 The Committee shall be supported by the Corporate Governance team whose duties in this respect will include:

- In consultation with the Committee Chair and Director of Corporate Governance and Trust Secretary develop and maintain the Committee workplan.
- Collation of papers and drafting of the agenda for agreement by the Chair of the Committee.
- Taking the minutes and keeping a record of matters arising and issues to be carried forward.
- Advising the group of scheduled agenda items.
- Agreeing the action schedule with the Chair and ensuring circulation.

10. Meetings

10.1 Meetings will be held on the following basis:

- Meetings will be held at least quarterly, with additional meetings held when necessary.
- The Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.
- Meeting duration will be no longer than two hours.
- Items for the agenda should be sent to the Committee Secretary a minimum of 7 days prior to the meeting. Urgent items may be raised under 'any other business'.
- The agenda will be issued to the Committee members and attendees, one week prior to the meeting date, together with the action schedule and other associated papers.

11. Conduct of Meetings

11.1 Members will be expected to conduct business in line with the Trust's values and objectives.

11.2 Members must demonstrably consider the equality and diversity implications of decisions they make.

12. Reporting

12.1 The Committee will provide a Chair precis report to the Council of Governors in support of its work on engagement with members and the public. The report shall include matters requiring to be drawn to the attention of the Council of Governors.

12.2 The Committee will receive reports in accordance with the work plan.

13. Review of Terms of Reference

- 13.1 In order that the Committee can be assured that it is operating at maximum effectiveness in discharging its responsibilities as set out in these terms of reference and, if necessary, to recommend any changes to the Council of Governors, the Terms of Reference shall be reviewed on an annual basis and approved by the Council of Governors.