

TERMS OF REFERENCE

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Relevant documentation to read in conjunction:	Governance Manual and appendices Standards of Business Conduct Policy Conflicts of Interest Policy Fit & Proper Persons SOP Risk Policy, Risk Strategy and SOP

MEMBERSHIP COMMITTEE

TERMS OF REFERENCE

1. Constitution and Authority

- 1.1. The Committee is constituted as a Standing Committee of the Council of Governors (the “CoG”) of Torbay and South Devon NHS Foundation Trust (the “Trust”). Its constitution and terms of reference are subject to amendment by the CoG, to which it remains accountable.
- 1.2. These terms of reference may only be changed with the approval of the CoG.
- 1.3. The Committee shall embody the principles of the NHS Constitution and the Trust’s values, at all times.
- 1.4. The Committee shall have the ability to delegate and establish Sub-Committees or other groups as and when required, with ultimate discretion to disband such groups, in accordance with this provision.
- 1.5. These Terms of Reference shall be published on the Trust’s website.

2. Purpose

- 2.1. 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.
- 2.2. The Committee will provide assurance to the Council of Governors of the achievement of its objectives aligned to its workplan
- 2.3. The Committee will promote local level responsibility and accountability.
- 2.4. This is a Tier 1 Committee, in accordance with the Trust’s governance framework.

3. Duties

- 3.1. In pursuance of its purpose, the duties delegated to the Committee are to:
 - 3.1.1. Propose actions to ensure the Council of Governor’s statutory duty in relation to engagement is met.
 - 3.1.2. 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.
 - 3.1.3. Ensure effective production of membership communications.

3.1.4. Ensure membership is representative of the population served by the Trust.

3.1.5. In order to achieve these aims, the Committee will:

3.1.5.1. Regularly review the Trust's membership data by receiving and analysing reports from the Trust's membership database.

3.1.5.2. Support the production of the Trust's '*Healthy Futures*' magazine and be involved in reviewing content relating to Governors.

3.1.5.3. 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

3.1.5.4. Develop mechanisms by which Governors can provide feedback to the Trust.

3.1.5.5. Any other relevant matter as may arise from time to time.

4. Powers

4.1. In accordance with the delegated authority outlined above, the Committee is authorised to seek any information it requires from any member of staff, who shall be under a positive obligation to co-operate with any request made by the Committee.

4.2. The Committee may request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary in the best interests of the Trust.

4.3. The Committee derives its power from the Board and has no powers, other than those specifically delegated in these terms of reference.

5. Membership and Attendance

5.1. The Membership shall be defined by the Board under direction of the Chair; for avoidance of doubt membership shall always include public, staff and appointed governors, who will self-nominate to join.

5.2. Whilst not mandatory, membership should ideally include a Public Governor from each public constituency.

5.3. 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.

5.4. The following shall be invited to attend meetings of the Committee:

- Trust Secretary
- Corporate Governance Manager
- Membership Manager
- Patient Safety Specialist, Feedback and Engagement
- Diversity and Inclusion Representative
- Representative from the Communications Team.

5.5. Other members/attendees may be co-opted or requested to attend as considered appropriate.

5.6. 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.

5.7. Unless otherwise determined by the Council of Governors, the duration of appointments to this Committee shall be for a continuous term, with annual review; for the avoidance of doubt, no member may continue to attend if they cease to be a governor.

6. Meeting Administration, Record Keeping and Decision-Making

6.1. The Committee shall be supported by a Committee Secretary, or their nominee, who shall be appointed by the Chair.

6.2. The duties of the Committee Secretary shall include, the:

6.2.1. creation and maintenance of a work plan and reporting schedule;

6.2.2. collation of papers and drafting of the agendas;

6.2.3. record of proceedings and decisions taken by the Committee; including decisions taken in writing outside of the meeting; with such record presented at the following meeting for approval; and

6.2.4. where the Committee have met, virtually or otherwise a record of those present and in attendance should be maintained;

6.3. Items for the agenda must be sent to the Committee Secretary a minimum of seven (7) working days prior to the meeting. Urgent items may be raised under any other business.

6.4. A decision is taken in accordance with these Terms of Reference when a quorate majority of the members indicate to each other, by any means, that they share a common view on a matter; with each Member holding one vote.

6.5. In the event of equality of votes (however communicated) in relation to a specific matter the Chair may exercise a casting vote.

7. Quorum

- 7.1. The quorum necessary for the transaction of business shall be four (4) members; including the Chair, or their nominated deputy. At least three (3) governors need to be in attendance to ensure quoracy.
- 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. Deputies shall count towards the quorum.

8. Frequency of Meetings & notice

- 8.1. The Committee shall meet on a quarterly basis as a minimum. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair or any of its members.
- 8.2. 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 (5) working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

9. Conduct of Meetings and Conflicts of Interest

- 9.1. Except as outlined above, meetings shall be conducted in accordance with the provisions of the Trust's Standing Orders.
- 9.2. As per the Trust's Standards of Business Conduct Policy and Conflicts of Interest Policy, any potential, actual or perceived conflict of interest shall be declared and managed through the Trust's declaration procedure; noting the enhanced obligations of Executive Officers in accordance with the Trust's Fit and Proper Persons Regulations SOP.
- 9.3. At the commencement of any meeting, or should any potential, actual or perceived conflict arise during a meeting, the relevant Committee member must declare this and recuse themselves from any relevant decision; this shall be formally noted in the minutes of the meeting.

10. Review and Monitoring Effectiveness

- 10.1. As part of the Trust's committee effectiveness review process, the Committee shall review its collective performance annually. The purpose of this review is to be assured that the Committee 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 Board.
- 10.2. The Committee shall review its Terms of Reference and membership annually.