

# Terms of Reference

## Membership and Nominations Committee

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### 1. Duties

- Through its discussion of matters relating directly to the operational and strategic progression of the Society's membership, the Membership and Nominations Committee maximises opportunities for member engagement with the governance of the society, and the implementation of its strategy through member and public facing activities.
- The Committee will discuss and propose changes to, where appropriate, Society Membership Fees
- This Committee will discuss and propose the portfolio of Member Benefits
- The Committee will address engagement strategy and activities
- The Committee will have oversight of the Local Ambassador scheme
- The Committee will have oversight of the Student Ambassador scheme
- The Committee will review nominations from the membership and propose potential candidates for vacant committee, sub-committee and Trustee level positions, in line with the nominations and elections procedure

### 2. Membership

#### i. Number of Members

The Committee will have nine (9) members, including the Chair. Upon discussion of nominations, the Committee may have as much as twelve (12) members.

#### ii. Composition

The Committee will be composed as below:

- One member representing each category of the Biochemical Society Membership:
  - Full
  - Undergraduate
  - Postgraduate
  - Early Career
  - Emeritus
  - Associate
- One Local Ambassador Representative
- One member from Industry
- A minimum of three members of the Council of Trustees will sit upon the Committee during agenda items related directly to Nominations, including the President or Chair. Attendance via teleconference is acceptable.

Each position will carry a term of office of three (3) years unless the membership term of a representative will come to an end during this period. Where this is the case, the term of office will be up to, and including, the final date of their membership within the applicable category.

Meetings of the Committee will be attended by members of Biochemical Society staff as appropriate, including the Head of Member Engagement and Acting Chief Operating Officer.

#### iii. Chair

The Honorary Membership Secretary shall act as Chair of the Membership and Nominations Committee.

#### **v. Election of members**

Members of this Committee will be elected from the Biochemical Society Membership, and from external parties if the skills and other requirements defined for this Committee are not met.

Members will be elected in line with standard *Biochemical Society Election Procedures* as far as possible.

#### **vi. Conduct**

Members are required to adhere to the governance code of conduct, as found in the Biochemical Society Governance Handbook.

### **3. Meetings**

#### **i. Frequency of meetings**

The Membership and Nominations Committee will meet a minimum of two (2) times per year, with additional business carried out electronically as far as possible. The Chairperson may convene additional meetings as s/he deems necessary. Attendance via telephone and/or video conferencing services is possible at the discretion of the Chair.

Members who are absent from two meetings in a row, may be asked by the Chair to reconsider their availability to serve on the Committee. Members who are absent from three meetings in a row, may be asked by the Chair to resign their position.

#### **ii. Quorum**

A quorum shall be five (5) members.

#### **iii. Agenda and papers**

An agenda, along with documentation/information/reports supporting the items under discussion will be circulated to members of the Committee, by email, a minimum of seven (7) calendar days before a meeting.

In the absence of return communication outlining errors in the delivery of email, the agenda and papers will be considered received by all parties unless otherwise notified.

It is essential that all papers are read and considered in advance of the meeting.

#### **iv. Minutes**

Formal minutes recording the proceedings of these meetings will be taken and distributed to the Chair for review within seven (7) days of the meeting taking place.

Final minutes will be circulated to all Committee members, and others in attendance, as close to three (3) calendar weeks after the meeting takes place as is practicable.

## **v. Decision Making**

Where possible a general consensus identified by the Chair of the Committee will be sufficient to consider a matter passed, rejected or deferred.

Where consensus is not possible, all decisions will be made by a vote, with each Committee member holding one (1) vote. Where an equity of votes occurs, the Chair may cast an additional vote to finalise the decision, or may defer the decision for later action.

## **4. Reporting**

### **i. Council of Trustees**

This Committee is required to report to the Council of Trustees, both through its Chair and related Senior Staff.

### **iii. Annual General Meeting**

The Chair of this Committee is to attend the Annual General Meeting held in June/July of each year to represent this Committee. If this is not possible, a further member of the Committee may be nominated to stand in their stead.

## **5. Ownership of Terms of Reference**

These Terms of Reference are owned by the Council of Trustees and Membership and Nominations Committee. Any changes must be authorised by the Trustees.

Last updated: 5 April 2017