

THE CIVIL SERVICE MOTORING ASSOCIATION LTD

TERMS OF REFERENCE OF: THE GOVERNORS

Definitions

1. In this document:

“Articles”	means the Articles of Association of the Association
“the Association”	means the Civil Service Motoring Association Ltd
“the Board”	means the Board of Directors of the Association
“Director”	means a person who is a Director of the Association
“Governor”	means a person who is a Governor of the Association

Responsibilities and other matters

2. The Governors have the responsibilities set out in the Appendix to these Terms of Reference, which have been approved by the Board and the Governors.
3. The Governors shall make whatever recommendations to the Board they deem appropriate on any area within their remit where action or improvement is needed. The Board shall make adequate time available for discussion of such matters.
4. When making a decision or recommendation the Governors shall have due regard to the ethos, values and traditions of the Association.
5. The Governors shall:
 - (a) As necessary, review the Governors’ terms of reference to ensure they are operating at maximum effectiveness and recommend any changes they consider necessary to the Board.
 - (b) Liaise with the Board through the Chair or Vice-Chair.
 - (c) Liaise with senior management through the Chief Executive.
 - (d) Liaise with the Club Council through the Club Leader.
 - (e) Meet with members of the Board on at least one occasion annually.
6. The Association shall reimburse the costs and expenses the Governors reasonably incur in fulfilment of their responsibilities, in accordance with and subject to compliance with the Association’s expenses policy.

Authorities and Powers

7. A Governor may request an invitation to attend a meeting of the Club Council. Such a request shall not be unreasonably declined.
8. A Governor may request an invitation to visit any properties owned or occupied by the Association. Such a request shall not be unreasonably declined.
9. The Governors collectively (but not individually) may initiate enquiries as they reasonably deem appropriate in order to discharge their responsibilities.
10. The Governors collectively (but not individually) may request such information from the Board and/or from the Chief Executive as the Governors reasonably deem necessary in order to discharge their responsibilities.
11. Under the Articles, the Governors have the power to require the Company Secretary to convene an Extraordinary General Meeting of the Association on receipt of a written resolution signed by at least three quarters of the Governors.

Appointment and removal of Governors

12. As stated in the Articles, the Chair of the Association has the power (on the recommendation of the Club Council and with the approval of the Board):
 - (a) to appoint a member of the Association as a Governor;
 - (b) to decide the term of office of any Governor; and
 - (c) to remove any Governor from office.

People attending meetings of the Governors

13. Only members of the Governors have the right to attend meetings of the Governors. However, other individuals (including employees of the Association and external advisers) may be invited by Governors to attend meetings for all or part of any meeting (as and when the Governors collectively deem appropriate).

Meetings of the Governors

14. As stated in the Articles:
 - (a) Subject to the Articles, the Governors shall regulate their meetings as they see fit.
 - (b) The Governors shall meet not less than twice a calendar year.
 - (c) A notice convening a meeting of the Governors need not be in writing.
 - (d) It shall not be necessary to give notice of a meeting of the Governors to a Governor who is absent from the United Kingdom.
 - (e) A quorum for meetings of the Governors shall be one half of their current number (rounded up to the nearest whole number).

- (f) The Governors present at a meeting of the Governors shall elect one of themselves to chair the meeting.
- (g) A Governor may participate in a meeting of the Governors (or any committee thereof) by means of a video or audio conference call or other electronic facility which allows all persons participating in the meeting to hear one another. Such a participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- (h) Questions arising at a meeting of the Governors shall be decided by a majority of votes. In the case of an equality of votes, the Governor chairing the meeting shall have a casting vote.
- (i) A resolution in writing signed or electronically confirmed by not less than three quarters of the Governors entitled to receive notice of a meeting of the Governors or of a committee of the Governors shall be as valid and effectual as if it had been passed at a meeting of the Governors or (as the case may be) a committee of the Governors duly convened and held and may consist of several documents in the like form each signed or electronically confirmed by one or more of the Governors.

Agenda for meetings

- 15. Governors establish their own agenda for their meetings.

Minutes

- 16. The Head of Member Communities shall minute or arrange for the minuting of the proceedings of all Governors' meetings, including recording the names of those present and in attendance. Minutes of a Governors' meetings shall be circulated to all Governors.

Date approved by the Board:

2023

THE APPENDIX

RESPONSIBILITIES OF THE GOVERNORS

As stated in the Articles, the Governors' role is to be the guardians of the Association's ethos, to monitor the activities and management of the Association and the Club Council and to assess whether the Association operates in a manner that is consistent with its Memorandum and Articles of Association and in the collective interests of its members. The Governors shall also monitor strategy, policy, nominations and appointments.

The Governors shall:

1. Protect and preserve the ethos of the Association, as embodied in its Memorandum and Articles of Association, in its established customs and in the best collective interest of members.
2. Monitor the management of the Association and the activities of the Board, the Club Council, Governors and other formally established bodies involved in that management.
3. Review in relation to the Association's ethos and customs all proposed amendments to the Memorandum and Articles of the Association or other elements of governance. Member communications relating to Article changes may be considered for openness and clarity in line with the Association ethos.
4. Assess whether the Association operates in a manner that is consistent with the Memorandum and Articles of Association and the collective interest of members.
5. Monitor the processes used to establish and perform strategy, policy and Board appointments.
6. Consider matters referred to them by the Board or Club Council to confirm that correct process has been followed in accordance with the ethos of the Association.
7. Present a report at each Annual General Meeting of the Association.
8. Hear appeals by any Member of the Association who is removed from office, trusteeship or other position of authority within the Association and/or expelled from the Association by the Board and/or found guilty of a serious breach of the Association's Code of Conduct (Articles B28 and B29). The decision of the Governors shall be binding.

[In addition, the Governors may consider concerns raised with them by individual members of the Association pertaining to conformity with the Association's ethos where: (a) the member has no other recourse within the Association; (b) there are reasonable grounds for thinking that the concerns may be well-founded; and (c) the Governors believe the concerns have significant, wider implications for the membership.]

[Note from Katy: Wording in existing TOR says the Governors "consider concerns raised with them by individual members of the Association pertaining to conformity with the ethos where it is clear that all other avenues have been exhausted]