



# Member Council

## Member Council Terms of Reference

### 1. Purpose

A consultative group comprising of West Brom members whose purpose is to articulate their views as a member of the Society back to the Society's Board and Senior Leadership Team on specific Board and Society matters.

### 2. Duties

The Council's duties include the following:

- Assisting the West Brom's Board by providing insight and perspective on specific Board and Society matters;
- Giving Senior Leadership the opportunity to understand and consider members opinions and respond;
- Providing feedback on key business proposals from a member perspective.

### 3. Members

The Council comprises:

- Between 12 and 15 participants who are members of the West Brom in addition, one Executive Director; and a Non-Executive Director. The Chairperson shall be the Executive Director in attendance.
- Other members of West Brom staff may attend from time to time; they will not formally become members of the Council.

### 4. Meetings – frequency, notice and attendance

- The Council will meet a minimum of once every three months.
- Details of each meeting including: venue, time, date and agenda will be provided to members in advance.
- Each meeting must be attended by at least 9 Council members; and an Executive Director.

### 5. Agenda

Regular items to be discussed will comprise:

- Minutes and actions of the previous meetings; Chairman's introduction and update; update on previous items discussed following the Board presentation; Matters for discussion; upcoming member events, Member Management Information, plus any other business.

### 6. Minutes

The Council Secretary shall:

- Minute each meeting, record attendees and circulate draft minutes to members within 7 working days of each meeting.

### 7. Reporting

The Chairman of the Council shall:

- Report proceedings to the West Brom Board (to include the minutes of each meeting);
- Where required, prepare a report to the wider membership on its activities;
- Report to the Executive Committee awareness or discussion of any comments made by the Council if required.

### 8. Other Matters

- The Council shall review its own performance from time to time and report to the Society's Board; and shall implement and/or recommend any necessary changes.
- Council members may be required to sign a Non-Disclosure Agreement (NDA).
- These Terms of Reference will be used in conjunction with the Member Council Code of Conduct.

### 9. Approval and Review dates

These Terms of Reference will be reviewed annually and presented to Executive Committee and the Board for approval.

### 10. Version Control and Change History

Each change to these Terms of Reference shall be recorded.