

4.10 Board of Governors – Terms of Reference

Introduction

(The responsibility for setting these Terms of Reference rests solely with the Governors. The Terms of Reference and other operating procedures used by the Governors are subject to ratification by the Board. The Terms of Reference are to be reviewed annually by the Governors.)

General

Established under the Articles of Association Part E.

Composition

The individual Governors are appointed by the Chairman of the Association, on the recommendation of the Club Council and with the approval of the Board, under Clause E9 of the Articles of the Association.

Responsibilities

1. To protect and preserve the ethos of the Association, as embodied in its Memorandum and Articles, in its established customs and in the best collective interest of members.
2. To monitor the management of the Association and the activities of the Board, Club Council, committees and other formally established bodies involved in that management.
3. To 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. To 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. To monitor the processes used to establish and perform strategy, policy and Board appointments.
6. To 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. To present a report at each Annual General Meeting of the Association.
8. To hear appeals by any Member of the Association expelled or removed from office, trusteeship or other position of authority within the Association and

any ordinary member expelled from the Association by the Board in accordance with Articles B30 & B31. The decision of the Governors shall be binding.

9. To 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.

Authorities

1. One or more Governor shall be entitled to seek, and shall not unreasonably be refused, an invitation to attend as an observer the Club Council or any committee, sub-committee, panel, conference or other formally convened meeting in order to discharge Responsibility 2 above.
2. To attend, by invitation, business meetings of the Association.
3. To visit, by invitation, any properties owned or occupied by the Association.
4. To initiate enquiries as appropriate in order to discharge responsibilities.
5. To meet for private discussions not less than twice a year and to establish their own agenda for such meetings.
6. To require the 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.
7. To liaise with the Board through the Chairman or Vice-Chairman; the Executive through the Chairman or Vice-Chairman; the Club Council through the Club Leader; and by those means to raise matters of concern with the Board or Club Council.
8. The Governors will meet with representatives of the Board on at least one occasion annually and shall receive written reports as required by the Governors to discharge their TORs.
9. To prepare an annual budget to allow them to fulfil their terms of reference effectively.

Accountability

1. To the Board of Directors.