

TERMS OF REFERENCE

MEMBERSHIP COMMITTEE

A Board Committee, directly accountable to the Board, the Membership Committee's principal purpose is: to promote member engagement, oversee the democratic processes of the Society, including the democratic structure and to provide oversight of outcomes in relation to customer service and member information needs

In all its deliberations, the Membership Committee will consider the risk of business decisions leading to customer detriment (Conduct Risk).

1. **Membership**
 - 1.1 The Committee shall comprise at least four members, the majority of whom shall be Member-nominated non-executives. Members of the Committee shall be appointed by the Board, on the recommendation of the Group Nominations & Remuneration Committee.
 - 1.2 The Committee shall be chaired by a non-executive member recommended by the Group Nominations & Remuneration Committee and agreed by the Board. In the absence of the Committee Chair, members of the Committee may elect another non-executive member to chair the meeting.
 - 1.3 The Society Secretary shall be invited to attend all meetings of the Membership Committee.
 - 1.4 Only members of the Committee have the right to attend meetings, however, others may be invited to attend all or part of any meeting as and when deemed appropriate and necessary by the Board or by the Membership Committee.
 - 1.5 Membership of the Committee will rotate from time to time in the event of any such recommendation from the Group Nominations & Remuneration Committee being agreed by the Board.
 - 1.6 If a member of the Committee is unable to act due to absence, illness or other cause, the Board Chair may appoint another Board member to serve temporarily as an alternative member.
2. **Secretary**

The Company Secretary or their nominee shall act as the secretary of the Committee.
3. **Decision-Making & Quorum**
 - 3.1 All members of the Membership Committee shall have equal voting rights and the Chair shall have a casting vote. Exceptionally, decisions may be taken by email between meetings.
 - 3.2 Three members shall constitute a quorum at any meeting of the Committee.
4. **Frequency of Meetings**

The Committee shall meet at least four times a year at appropriate times and as otherwise required. Meetings shall be held as dictated by the timing of the Society's Conference and proposition schedule, as set out in the annual governance calendar. Additional meetings will be convened by the secretary of the Committee at the request of any of its members or attendees.
5. **Notice of meetings**
 - 5.1 Unless otherwise agreed, the agenda and supporting papers shall be circulated (electronically where possible), to Committee members and to any other person required to attend, no later than 5 working days before the date of the meeting.

6. **Minutes of Meetings**

6.1 Minutes of meetings will be agreed by the Chair of the Committee and distributed with the agenda and papers for the next Board meeting.

6.2 The Committee minutes will be formally approved at the start of the following meeting of the Committee.

7. **Conference**

The Committee Chair shall attend the Society's Conference to respond to questions on the Committee's activities.

8. **Duties**

The Committee shall:

8.1 Oversee engagement with Society members, ensuring effective channels of engagement are in place to communicate relevant and appropriate information (as laid out in these terms of reference and/or specified by the Board) to members.

8.2 Oversee the administration of the Society's democratic and engagement structure.

8.3 Lead debate, for Board approval, of proposals to make any changes to the democratic processes of the Society.

8.4 Approve changes to the boundaries of Benenden Health Communities, having sought the views of the Member Council.

8.5 Monitor all member correspondence received by the Society Secretary, routing significant issues appropriately to the Society Executive, another Board Committee or direct to the Member Council and the Board.

8.6 Receive feedback from members, Benenden Health Communities and potential members, including from member surveys and focus groups, routing significant issues appropriately to the Society Executive, another Board Committee or direct to the Member Council and the Board.

8.7 Review six-monthly reports in respect of complaints to the Society.

8.8 Monitor and assess performance against the Consumer Duty requirements in relation to consumer understanding and support (product performance and member experience), providing assurance to the Board that compliance is being achieved.

8.9 Agree the expulsion of members, or the refusal of benefits to members, within the circumstances defined in Rule 10, other than where the decision relates to an Officer of the Society or to a member of the Society Executive, in which cases the authority shall sit with the Board.

8.10 Oversee arrangements for the Society's Conferences, including, but not restricted to:

8.10.1 Proposing venues for Board agreement.

8.10.2 Oversight of the process for Conference discussion sessions working with the Member Council and the Conference Facilitation Panel.

8.10.3 Oversight of the Conference agenda.

8.10.4 Distribution of Conference paperwork required under the Society's rules.

8.10.5 Receipt of Conference paperwork required under the Society's rules and liaison with Benenden Health Community Groups in relation to attendance at Conference.

- 8.10.6 Supported by the Corporate Governance Team, propose for Board approval in-principle amendments to the Rulebook for submission to Conference.
- 8.10.7 Supported by appropriate members of the Society Executive to coordinate, for Board approval, draft Board responses to Conference propositions.
- 8.10.8 Approval of updates on progress with propositions carried at Conference.
- 8.10.9 Propose changes to the Democratic Handbook for approval by the Board and the Member Council.
- 8.11 Oversight at a strategic level of communications to members about how they can have their say in the Society's democratic process
- 8.12 Work and exchange information with all other Board Committees.
- 9. **Reporting Responsibilities**
- 9.1 The Committee shall provide, for discussion at the next Board meeting, a 1-page summary of each of its meetings, noting key decisions taken, along with any decision required of the Board.
- 9.2 All minutes of the Membership Committee shall be provided, for information, to the next available Board meeting.
- 9.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.4 The Committee shall produce a report of its activities to be included in the Society's annual report.
- 10. **Other Matters**
- The Committee shall:
- 10.1 Have access to sufficient resources in order to carry out its duties, including access to the Member Engagement Team for assistance as required.
- 10.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 10.3 Give due consideration to laws and regulations, the provisions of the AFM Corporate Governance Code and any other applicable rules, as appropriate.
- 10.4 Oversee any investigation of activities which are within its terms of reference.
- 10.5 At least once a year, review its own performance and its terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Board for approval.
- 11. **Authority**
- The Committee is authorised through delegated authority from the Board:
- 11.1 To seek any information it requires from any employee or director of the Society in order to perform its duties.
- 11.2 To obtain, at the Society's expense, external legal and other professional advice on any matter within its terms of reference where required.
- 11.3 To request the attendance of any employee at a meeting of the Committee as and when required.