



## COMMITTEE TERMS OF REFERENCE version 0.1

This policy will be reviewed annually by the Trustees.

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**Minute reference 023/24**

**Signed:**

**Chair: AHindhaugh**

**Secretary: CEGwilliam**

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### 1. Background

1.1 RSR Motorsport Safety has resolved to form a management Committee.

1.2 Whilst responsibility and final decision making remains with the Trustees, the Trustees have delegated their powers and/or function to the management Committee as detailed in Cluse 14 of the Constitution . The management Committee will be responsible for the day to day running of the Charity as detailed in section 3.

### 2. Name

2.1 “The RSR Motorsport Safety Committee”. Known as The Committee.

### **3. Purpose and Committee Member Roles**

3.1 To assist The Trustees in the day to day running of the Charity, including but not exclusively:

3.1.1 Develop policies and documentation to inform The Trustees of future development of the Charity.

3.1.2 Identify and developed marketing and promotional opportunities.

3.1.3 Identify and develop sources of funding.

3.1.4 Develop and maintain a social media presence.

3.1.5 Report back regularly to The Trustees on progress, significant issues and budgetary implications.

3.1.6 Liaise with, and direct the work of, working groups, consultants and specialists engaged to further the Charities objective as appropriate.

3.2 Gather the views and opinions of the Charity members, feeding back to The Trustees.

3.3 Provide administration.

3.4 Asset Management.

3.5 Present recommendations to The Trustees for the implementation of the Chrity objectives.

### **4. Membership and Conduct**

4.1 The Committee shall be formed from no less than 1 Trustee and no more than 5 other Charity members.

4.2 The Committee may co-opt additional support to carry out specific tasks for as short periods as necessary.

4.3 Membership is voluntary, but appointment is subject to Trustee meeting resolution as detailed in clause 13 of the Constitution .

4.4 All members of the Committee must declare any personal interest that may be perceived as being relevant to the decisions or recommendations made by it. This may include membership of an organisation, ownership of interest in land or business or any other matter likely to be relevant to the work undertaken by the Committee.

4.5 A person shall cease to be a member of the Committee upon notifying the Chair in writing of their wish to resign.

4.6 The Chair of the Committee will be appointed the Committee at its first meeting.

4.7 In the absence of the Chair the Committee will elect a Chair from the members present at the meeting.

## 5. Supporting Officers and Administration

5.1 Administrative support for the group will be provided by the Charities Secretary. In the absence of the Secretary the Committee will elect a member present at the meeting to take and distribute the minutes as detailed in section 6.4.

5.2 Agendas and minutes shall be prepared and submitted in accordance with sections 6 and 8 of this document.

## 6. Meetings

6.1 The Committee shall arrange its own meeting schedule and shall meet as required. 1 weeks notice of a meeting will be given to Committee members by email and such notice shall detail the agenda of matters to be discussed. Shorter notice for urgent matters may be given if agreed by a majority of Committee members.

6.1.2 Items for the agenda should be submitted to the Secretary no later than 72 hours prior to a scheduled meeting at which point a final agenda will be circulated. Agenda item requests should preferably be submitted in writing.

6.2 Matters requiring a vote shall be decided by a simple majority of votes of the Committee members present. The Chair of the meeting has a casting vote.

6.3 The Committee is quorate provided the following apply:

6.3.1 a minimum of 3 members are present.

6.3.2 the meeting has been properly convened.

6.4 The Secretary shall keep a record of attendance for all meetings and keep all agendas, minutes and other documentation relevant to all meetings.

6.5 The Committee meetings and activities shall follow good practice. The Committee may seek, and shall follow, the guidance of the Trustees in regard to any procedural matters.

6.6 The Committee may recommend to the Trustees any formation of sub-Committees and/or working parties as appropriate.

6.7 Trustee meetings will be held in accordance with clause 15 of the Constitution including electronic meeting as detailed in clause 15.4 of the Constitution .

6.7.1 In addition, 1 week's notice shall be given to call a Trustees meeting unless an urgent meeting is required and can be called within 24 hours if agreed by the majority of Trustees.

6.7.2 Any Trustee or committee member can request items to be included in the Trustees agenda no later than 24 hours prior to the meeting. Agenda item requests should preferably be submitted in writing.

6.8 Any general meeting of members shall be called and held in accordance with Clause 19 of the Constitution and procedure as set out in clause 15 of the Constitution shall be followed.

## **7. Interests and Contributions**

7.1 All Committee members must declare any pecuniary interest that may be perceived as being relevant to a decision of the Committee as detailed in clause 7 of the Constitution . This may include membership of an organisation, ownership of a business, or any other matter that may be considered to be relevant. Such declarations are to be recorded. Having declared an interest, that member shall not take part in a discussion or vote on the related issue. In the event of disagreement, the decision of the Chair shall be binding.

7.3 Organisations and businesses may assist the Charity and may contribute to the cost of assistance. Details of any donations or assistance must be recorded and must not influence the recommendations of The Committee.

## **8. Reporting and Communication**

8.1 The Committee is established having full-delegated authority from The Charity to deliver objectives and functions. The Committee will report each meeting minutes to each meeting of The Trustees setting out progress on its work.

8.2 The decision process remains in the control of The Trustees. All publications and community engagement exercises will be undertaken by or on behalf of RSR Motorsport Safety with appropriate recognition of The Trustees position given in all communications associated with the activity.

8.3 Trustee meeting agenda will be finalised and circulated no less that 24 hours prior to the meeting to include any reports and/or required actions resulting from the Committee meetings.

8.4 Notice of decisions made other than in meetings shall be clearly listed in the minutes of the next Trustees and/or Committee meeting under Any Other Business.

## **9. Finance**

9.1 The Committee shall not have its own bank account. The Trustees shall be responsible for all budgetary matters, expenditure, monitoring, and reporting.

9.2 All items of expenditure shall be referred to The Trustees for approval and action.

## **10. Changes to these Terms of Reference**

10.1 Should any amendments be required to these Terms of Reference, the changes must be ratified by The Trustees.

## 11. Dissolution of the Committee

11.1 The Committee shall continue to operate for two years, and/or until the Trustees resolve dissolution is appropriate.

11.2 Upon dissolution of the Committee, any remaining resources will be passed to the Trustees.

## 12. Appendix

7. Conflicts of interest and conflicts of loyalty A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

13. Taking of decisions by charity trustees Any decision may be taken either:

- (1) at a meeting of the charity trustees; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that;
  - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - (b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

14. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

(c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## 15. Meetings of charity trustees

### (1) Calling meetings

(a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### (3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to two thirds of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

### (4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## 19. General meetings of members

(1) Calling of general meetings of members The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 18 (Decisions which must be made by the members of the CIO).

### (2) Notice of general meetings of members

(a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.

(b) Except where a specified period of notice is strictly required by another clause in this Constitution , by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.