

# IWFM Members' Council Terms of Reference

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## 1. Purpose

To be a strategic sounding board to the IWFM Board and Executive, ensuring that IWFM strategy is informed by its members and that its research and insight agenda is informed by members with direct expertise and experience of workplace and facilities management.

To help to ensure good two-way communication between the Board and Executive and the Regions, Networks and Special Interest Groups.

To play an ambassadorial role with IWFM members, ensuring that where there is an opportunity to interact with active volunteers as well as the wider membership this is used to promote the value that IWFM creates as well as the activities the organisation undertakes on their behalf.

To help IWFM to manage organisational risk effectively by providing insight and perspective on the workplace and facilities management agenda that helps ensure that IWFM is on top of sector challenges and opportunities and can anticipate and respond to change.

## 2. General regulation

Members' Council is accountable to the Board. It will provide a report to the Board and/or minutes after each meeting.

The Council shall meet at least four times per year including at least one dedicated strategy meeting where the objective will be to do a deep dive into an area of policy, training and development, commercial endeavour, or member engagement.

Members' Council shall have a Chair, elected by its members. They will stand down as Chair of their Region, Network or Special Interest Group and serve for two years. After a two-year tenure the Chair must stand down from Members' Council and is only eligible to return to Members' Council after a period of twelve months, subject to being a Chair of a Region/Network/SIG Chair.

Members' Council shall have a Deputy Chair, elected by its members. They will be appointed for two years and can be re-elected and serve for further terms of two years, subject to a maximum of three terms in total, and only in so far as they remain Chair of a Region, Network or Special Interest Group.

The Chair and Deputy Chair must be individual members of the IWFM of Certified grade or above.

The Quorum of Members' Council will be as stated in the Bylaws. [Bylaw 6.4]

The Company Secretary or their designate will be the secretariat to Members' Council.

Members' Council shall cause minutes to be made of all proceedings at meetings, including the names of the members present at each meeting.

Meetings of Members' Council may be convened by either the Chair or the Deputy Chair of Members' Council, or by the Company Secretary or their designate. At least 14 days' notice of the meeting shall be given.

In the event of the need for a vote, it will be by voting of those members of Members' Council present only whether physically or virtually.

Meetings of Members' Council may be held by teleconference, videoconferencing or any other means that enable its members to participate at the same time.

Any potential conflict of interest must be declared to Members' Council Chair and to the Company Secretary or their designate, prior to the start of the meeting or when the member is first aware of a potential conflict arising.

Expenses can be claimed for necessary travel within the UK, in line with the IWFM Expense Policy. All international expenses must be pre-authorized by the IWFM Chief Executive Officer or their designate.

The Chair of Members' Council shall cease to be such if they fail to attend three consecutive meetings of Members' Council without the prior consent of the IWFM Chair or the Company Secretary, or if they offer their resignation from Members' Council.

### **3. Composition**

Members' Council will consist of all current Chairs of Regions, Networks and Special Interest Groups. Chairs of Working Groups may be invited to participate in Members' Council meetings.

In the event of the removal of a Chair from a Region, Network or Special Interest Group committee, or Working Group, the Deputy Chair of that committee or Working Group will take their place on Member's Council, until a new Chair is elected from within their committee.

The Deputy Chair, or in extremis another designated committee member of a Region, Network or Special Interest Group can deputise for their Chairs at Members' Council meetings. The expectation is that the Chair of each group should attend all meetings unless there are compelling reasons why they are unable to attend. Deputies can only vote with the express written instructions of the member of Members' Council for whom they are deputising.

The IWFM Chair and the IWFM Deputy Chair have a right to attend and speak at Members' Council meetings.

Non-executive Board Directors and the Chair of Constitution and Ethics have a standing invitation to attend Members' Council meetings, but they have no vote. At their discretion, the Member's Council Chair or Member's Council Deputy Chair may exclude them from part of a meeting if in their opinion it will enhance Member's Council impartial discussions on any particular agenda item.

The IWFM Chief Executive Officer and members of the IWFM senior management team have a right to attend, as do staff with a specific interest in matters under discussion where their perspective or knowledge may be required to inform the discussion.

#### 4. Functions

Members' Council will provide:

A forum for communication among and between Regions, Networks and Special Interest Groups, and report issues or concerns to the Board via Members' Council minutes and through the Members' Council Chair's position on the Board.

A forum that will help inform and drive IWFM's research and insight agenda.

A focus for engagement and mutual support.

A mechanism to understand, focus and share the views of the membership.

A means for IWFM to achieve some of its objectives through the mobilisation of active members, and to ensure that the views and concerns of members are understood by the Board and the Executive.

A formal plan of activities and outputs annually with associated budgets and sponsorship.

To inform the Board via Members' Council minutes, of customer needs in the area of membership, via the feedback of the Region, Network and Special Interest Group committees, and to support IWFM in creating products to respond to those needs.

To inform and report to the Board whether the education and learning expectations of members are being met; based on feedback received via Regions, Networks and Special Interest Groups or from IWFM members directly.

To make recommendations to the Board in conjunction with the Executive on the number, scope and composition of Regions, Networks and Special Interest Groups that it believes are viable and which best advance the interests of IWFM.

To make recommendations to the Board in conjunction with the Executive on the membership fee structure.

## **5. Powers**

Members' Council has a responsibility to advise the IWFM Board on matters that it believes will help IWFM deliver its strategy, increase member value, improve its operations, or advance the workplace and facilities management profession.

In all matters the role of Members' Council shall be advisory unless a specific delegation of power is made by the IWFM Board.

The IWFM Board is under no obligation to accept the advice or recommendations of Members Council and has the right to veto any decision and to rescind the delegation of any activity, or power if it considers it necessary or prudent to do so. In such cases the Board will provide an explanation of its reasoning for doing so and give Members' Council the right to respond.

## **6. Reporting**

Minutes of Members' Council meetings shall be circulated to all members of Members' Council, the IWFM Executive and the IWFM Board.

A summary report of Members' Council's deliberations shall be made annually to the Board by the Chair of Members' Council.

Papers requesting constitutional changes that need approval or a request for a direction from the Board shall be presented to the Board in the appropriate format and according to the timelines required for Board submissions.