

# **Institute of Workplace and Facilities Management**

**Members Council Terms of Reference  
Approved Dec 2019**

## 1. Purpose

- 1.1 To help to direct, engage with and ensure good communications with and between IWFM's Region and SIGs and to help inform IWFM's research agenda.

## 2. General regulation

- 1.2 The Council is accountable to the Board. It will provide a report to the Board, and/or minutes, after each meeting.
- 1.3 The Council shall meet at least 4 times per year.
- 1.4 The Council shall have a Chair, elected by the Council members. S/he will stand down as Chair of their Region or SIG and serve for 2 years. After a 2-year tenure the Chair must stand down from the Council and is eligible to return to a Council position after 12 months.
- 1.5 The Council shall have a Deputy Chair, elected by the Council members. S/he will be appointed for 2 years (though s/he can be re-elected and serve longer max 6 years), and only in so far as they remain Chairs of their SIG or Region.
- 1.6 The Quorum of the Council will be as stated in the Bylaws. [Bylaw 6.4]
- 1.7 The Company Secretary or his/her nominee will be the secretary to the Council.
- 1.8 The Council shall cause minutes to be made of all proceedings at meetings, including the names of the members present at each meeting.
- 1.9 Meetings of the Council may be convened by either the Chair or the Deputy Chair of Members Council or the Company Secretary. At least 14 days' notice of the meeting shall be given.
- 1.10 In the event of the need for a vote, it will be by voting of those representatives present only.
- 1.11 Meetings of the Council may be held by teleconference, videoconferencing or any other means that enable its members to participate at the same time.
- 1.12 Any potential conflict of interest must be declared to the Chair and Secretary prior to the start of the meeting or when the member is first aware of a potential conflict arising.
- 1.13 Expenses can be claimed for necessary travel within the UK, in line with the IWFM Expense Policy. All International expenses to be pre-authorised by IWFM Head Office.

- 1.14 A Chair of the Council shall cease to be such if:
- 2.13.1 s/he fails to attend three consecutive meetings of the Council without the prior consent of IWFM Head Office
  - 2.13.2 s/he offers their resignation from the Council.

### **3. Composition**

- 3.1 Members Council will consist of all current Chairs of SIGs and Regions.
- 3.2 In the event of Chair removal from a Regional or SIG Committee, or Working Group, the Deputy Chair of that committee / group will take their place on the Council, until a new Chair is elected.
- 3.3 Other Members of Regions or SIG Committees can deputise for their Chairs at Council meetings.
- 3.4 Two from the Board; The Chair and the Board Deputy Chair have a right to attend.
- 3.5 Non-executive Board Directors and the Chair of Constitution and Ethics have a standing invitation to attend Council meetings. At their discretion, the Council Chair and Deputy Chair may exclude them from part of a meeting if in their opinion it will enhance the Councils impartial discussions on any particular agenda item. They will have no vote.
- 3.6 The Executive Directors have a right to attend.

### **4. Functions**

Members' Council will provide:

- 4.2 a forum for communication among and between the Regions and SIGs, and report issues or concerns upwards to the Board via the council minutes
- 4.3 a forum that will help inform and prioritise IWFM's research agenda
- 4.4 a focus for engagement and mutual support
- 4.5 a mechanism to understand and focus the views of the membership
- 4.6 a means for IWFM to achieve some of its objectives through the mobilisation of the Volunteer Network, and for the Network to ensure that its views and concerns are understood by Head Office
- 4.7 to provide IWFM head office with a formal plan of group activities & outputs annually with associated budgets and sponsorship



- 4.8 to inform the Board via the Council minutes, of customer needs in the area of membership, via the feedback of the Sigs & Regional committees, and to support IWFM in creating services to respond to those needs.
- 4.9 To inform and report to the Board whether the education and learning expectations of members are being met; based on feedback received via SIGs Regions or Members directly
- 4.10 to work with Head office staff to review and present modifications / suggested amendments to the annual membership fee structure, for the consideration of the Board.

## **5. Powers**

- 5.1 In all matters the role of the Council shall be advisory unless a specific delegation of power is made by the Board.
- 5.2 The board also has the right to veto any decision and to rescind the delegation of any activity, or power, the group holds if necessary or prudent to do so.

## **6. Reporting**

- 6.1 Minutes of the Council shall be circulated to all council members, the IWFM Executive and the IWFM Board
- 6.2 A summary report of the Council's deliberations shall be made annually to the Board. Papers requesting constitutional changes that need approval or a request for Board direction/steer shall be presented to the Board as and when required.