

**Management Committee Terms of reference**

Name PNFS Managing Committee

Membership and Appointment

Members of the Managing Committee are elected at each AGM. In between AGM's the Managing Committee may appoint any member who is willing to act, to be a member of the Committee and is not disqualified from membership of it by clause 29 of the constitution.

The minimum number of members of the Managing Committee is three, maximum fifteen¹
Members of the Managing Committee are the trustees.

Chair

The AGM designates one of the elected members of the Managing Committee to be the Chair of the Society and of the Managing Committee. If the elected chair is not present for the meeting, members of the Managing Committee may appoint one of their numbers to chair the meeting. This will normally be the vice-chair

In the case of equality of voting, the member of the Managing Committee chairing the meeting shall have a second or casting vote.

Frequency of meetings

The Managing Committee meets on the last Friday of the month if there is sufficient business to warrant discussion. The Committee does not meet in December.

Quorum

The quorum shall be the nearest to one-third of the total number of the members of the Managing Committee, or two members of the Managing Committee, whichever number is the greater.

Record of meetings

Minutes must be kept of all meetings² of the Managing Committee. The minutes must include as a minimum

- the names of the members of the Managing Committee present at the meeting
- the names of those in attendance (if any) at the meeting and, if not in attendance for the whole of the meeting, record the times or agenda items for which they were present.
- The decisions made at the meetings
- Where appropriate the reasons for the decision

It may also record discussions at the meetings.

Functions

The overall responsibility of the Managing Committee is to provide direction and stewardship for the benefit of current and future members, by:

- Setting the vision, mission, values, and strategic direction of the charity.
- Monitoring and communicating performance against the strategy, its impact, and its organisational behaviour.
- Acting as the guardians of the charity's assets, both tangible and intangible, taking all due care over their security, deployment, and proper application.
- Ensuring that the charity complies with all constitutional, legal, and regulatory requirements.
- Ensuring that the charity's governance is of the highest possible standard.

Further details about these functions are set out in the appendix 1.

¹The constitution permits the maximum number to be determined by resolution at a GM. The default maximum is 15

²The Society uses the services of a professional minute secretary to record its managing committee meetings- Torplan Ltd

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Appendix 1

Strategic direction

The trustees ensure that:

- The constitution and rules that govern the charity remain fit for purpose (reviewed at least every three years).
- There is regular review of strategic plans and priorities.
- The charity has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees and volunteers.
- Annual and operational plans and budgets support the vision, mission, and strategy.
- The views of current volunteers and members are regularly sought and considered in developing strategy and that efforts are made to identify and seek views of possible future members.
- There is regular review of the external environment for changes that might affect the charity (environmental, political, financial, competitive, partnerships, alliances).

Performance management

The trustees are responsible for the performance of the charity, for its impact, and for its organisational behaviour by:

- Agreeing the mechanisms for measuring the charity's impact and progress towards its vision, mission and strategic objectives, business plans and annual budgets, and regularly considering reports on the charity's performance.
- Ensuring that there are policies to direct key areas of the charity's business.
- Ensuring that the major risks to the charity are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.
- Ensuring that there are complaint systems in place, for users and supporters.
- Ensuring that there are processes for trustees and other volunteers to report activity which might compromise the effectiveness of the charity.
- Ensuring that the charity has effective policies and processes in place, to recruit, train and develop trustees and other volunteers.

Finance and assets (including investments)

The trustees act as the guardians of the charity's finances and other assets by:

- Ensuring that the charity's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- Acting reasonably and prudently in all matters relating to the charity and always in the interests of the charity.
- Ensuring that investments are managed in the best interests of the society, with professional advice as appropriate, and in accordance with charity commission guidance³.
- Being accountable for the solvency of the charity.
- Ensuring that intangible assets such as organisational knowledge and expertise, intellectual property, the charity's brand, good name, and reputation are recognized, used, and safeguarded.

³ CC14



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Compliance

The trustees must:

- Ensure, with professional advice as appropriate, that the charity complies with all constitutional, legal, regulatory, and statutory requirements.
- Ensure the charity complies with health and safety standards as regards its volunteers and when putting on events.
- Understand and comply with the constitution and regulations that govern the charity.

Governance

The trustees aim for the highest possible standard of governance by ensuring that:

- The charity has a governance framework that is appropriate to a charity of its size/ complexity, and its charitable objects. That this framework is regularly reviewed, along with the trustee board performance.
- The trustee's board has the mix of skills and experience it requires to govern the charity well, and that the trustees have access to, and consider, relevant external professional advice and expertise.
- Major decisions and policies are made by the trustees acting collectively, and that trustee decisions are recorded in writing by means of minutes.
- There is a systematic, open, and fair procedure for recruitment of trustees.
- All trustees receive appropriate induction on their appointment and that they continue to receive appropriate advice, information, and training (both individual and collective).
- Procedures are in place to regularly review the performance and effectiveness of the trustees, and to ensure that there is a clear code of conduct for the trustees to follow
- In carrying out the above duties, professional advice is taken when necessary, and the advice received is recorded.



Version Control

Document	Version	Created / Updated	Owner
Terms of Reference for Management Committee	1	Created & Adopted 26 th November 2021	Jenny Allen
	1	Reviewed September 2022 no updates required. Next review due 31 st November 2024	