

NQSC Management Committee

Terms of Reference

1) Purpose:

To set out arrangements for the efficient running of the Management Committee of NQSC as defined by the NQSC Constitution

Membership

The committee will include three Officers (Chair, Secretary, Treasurer) and up to 8 additional Members, elected at the Company's AGM.

2) Meetings:

a) Frequency and dates:

Meetings are held once every two months, (for example the second Wednesday of alternate months)

Dates for the coming 12 months are to be finalised by the end of December of the preceding year

The chair is responsible for booking the meeting venues after consulting with other members of the Committee.

The secretary is responsible for informing all members of the dates of the Committee meeting which any paid-up member is entitled to attend. In addition, the dates will be posted on the NQSC Website.

b) Attendance at meetings

Meetings will normally be held in-person, however, where this is not possible, meetings can be held online or as a hybrid meeting with some attendees online. Any committee member that needs to attend online must inform the Secretary or Chair at least 24 hours prior to the meeting so that appropriate arrangements can be made.

Normal rules regarding when the committee is quorate [the constitution says 3 members or 50% of committee, whichever is greater] will apply to online and hybrid meetings

A Committee member that cannot attend, either in person or online should provide apologies to the Secretary in advance of the meeting.

Any paid-up member of NQSC shall be entitled to attend all or part of the Management Committee meeting in person but will not have voting rights.

c) Agenda and papers for meetings

The secretary will ask all members for agenda items at least 10 days before the meeting and provide the deadline for any papers or items being submitted to the committee for decision. This includes production proposal forms from directors.

The agenda will be agreed by the chair so that it can be circulated to all attendees at least 7 days before the meeting along with minutes of the previous meeting and any papers relating to items on the agenda

d) Decisions at meetings

Management committee members have collective responsibility for the decisions made at meetings. So far as possible, decisions will be made by consensus. Exceptionally, decisions may be put to a formal vote. The chair will have the casting vote in the event of a tie. Any Committee member is entitled to request that their objection to a decision is noted in the minutes of the meeting, which will not absolve them of collective responsibility.

Exceptionally decisions may be required to be taken by Committee members between meetings. In these cases, the chair will ask the secretary will circulate any necessary papers and request a reply from members within 7 days. Failure to respond may be taken as consent to a proposal.

e) Minutes of meetings

Minutes will be prepared by the secretary and provided to the chair for approval before being circulated to all attendees. Minutes of the meeting will be formally approved by the Committee at their next meeting when they will be confirmed as a true record.

3) Appointment of Committee Members

a) Reappointment of existing Committee members

All Officers and Members of the Committee are eligible for re-election at the next AGM provided that:

- They are still willing to serve
- Their annual fees are paid prior to the AGM
- They have attended at least 50% of meetings since their last appointment

Existing committee members should confirm to the Secretary their intention to stand for reappointment no later than 6 weeks before the AGM.

b) Appointment of new Committee members

Approved by the Committee 8 March 2023

At least 4 weeks before the AGM the Secretary should ask all members whether they wish to put themselves forward for appointment and provide them with the deadline for submission of the name of their proposer and seconder.

All members are eligible provided that they have paid their membership fee prior to the AGM and they have not been removed as a Committee member under d) below.

c) Election of Committee members

The NQSC constitution sets out the minimum and maximum number of committee members (currently 11, including three Officers). Should there be more candidates than committee places, then appointments will be made by ballot of members at the AGM. Those members unable to attend the AGM may submit a proxy vote to the Chair.

d) Removal of Committee members

Committee members will be deemed to have resigned should they fail to attend two meetings without tendering apologies, or three meetings with apologies during their term of office.

4) Confidentiality

Any papers prepared for discussion at the committee meeting and any correspondence between committee members in advance of or between meetings, shall be confidential and shall not be shared more widely.

Minutes of the meetings are available to members on request except that any information within them which is held to be confidential shall be redacted before they are supplied (for example any information pertaining to an identifiable individual or which has commercial sensitivity.)

5) Communication with members

Any issues discussed at the committee meetings which needs to be drawn to the attention of the membership will be included in the next members newsletter.

Appendix:

2023 meeting dates: Management Committee:

Tuesday 10 January

Wednesday 8th March

Wednesday 10th May

Wednesday 12 July

Wednesday 13 September

Wednesday 8th November

AGM: TBC by 12 July 2023