

Terms of Reference

EQUALITY DIVERSITY & INCLUSION COMMITTEE [EDICom]

Committee Name

The committee shall be named the "Equality Diversity and Inclusion Committee" and abbreviated to "EDICom."

Type

EDICom shall be a Standing Committee by authority of the Board of Trustees under the provisions of RPS By Law 19.

Purpose

The Royal Photographic Society is committed to being a welcoming and inclusive organisation; encouraging good practice through its areas of influence; and ensuring that no discrimination on the grounds of Protected Characteristics takes place within its own activities.

The general purpose of EDICom shall be to provide a representative body for all EDI activities and interests that underpin the RPS strategy and bring about improvements and consistency across the Society. EDICom shall provide expertise, advice and recommendations to the Board of Trustees for the following specific purposes:

- (1) to ensure the Society meets its strategic objective for inclusion that states "we will ensure that everyone can take part in photography regardless of their ethnicity, their sexual and gender identity, age or any aspect of their identity, background or circumstance".
- (2) to eradicate prejudice and discrimination on the basis of an individual's or group of individuals' 'Protected Characteristics).
- (3) propose programmes of EDI work including policies, strategies, targets, action plans, and innovative projects;
- (4) monitor performance and share best practice across all areas of operation;
- (5) provide expert direction on the setting of Critical Success Factors (CSFs) and/or Key Performance Indicators (KPIs) that will enable the Society to measure the impact of EDI activities;
- (6) to provide a forum for debate and discussion on all matters concerning EDI that may affect the Society.

Scope

EDICom shall undertake only those "Purposes" stated above unless further purposes are otherwise instructed, from time to time, in writing, by the Board of Trustees and only then for such time as may be prescribed by the Board of Trustees for those further purposes in that written instruction.

Authority

EDICom shall have authority to review, debate, discuss and formulate opinion and/or recommendations on matters that shall be brought to EDICom by any of the formal members of EDICom or by any Officer (President or Honorary Treasurer) or by a Trustee or member of the Senior Staff of the RPS (CEO, Director-level or Manager-level).

Membership

The members of EDICom shall be:

- (1) Two members of the Board of Trustees (one of whom shall act as Chair, the other shall act as Deputy Chair, as described in the "RPS Regulations for the Appointment of Committee Chairs");
- (2) By agreement of the Board of Trustees, representatives of diversity and protected characteristics in the wider population who appear to be especially qualified, and who need not be Members of the Society.
- (3) The Chief Executive Officer (non-voting);
- (4) Representative of the staff team (non-voting) by agreement with the Chair and CEO;
- (5) Expert advisers by special invitation on an ad-hoc or temporary basis (non-voting).

Persons serving on EDICom under (2) above, shall serve for a period of three years. Upon completion of a three year period of service, they may be re-appointed to serve for further periods of three years if so agreed by the Board of Trustees. There is no maximum number of years that a member of EDICom may serve in this capacity save that they must be re-appointed at three year intervals.

Persons serving on EDICom under (5) above, shall serve for a period of one year (or less if the invitation of the Committee is withdrawn prior to completion of their one year). Upon completion of their year of service on EDICom, any such person may be re-appointed to serve for a further year if so invited by the Committee. There is no maximum number of years that a member may serve in this capacity save that they must be re-appointed annually.

Meeting arrangements

EDICom shall meet at least four times per year, or more frequently if so agreed by a simple majority of the members of EDICom and, in any event, a minimum of 14 days notice shall be required for the calling of a meeting of EDICom. Meetings of EDICom shall be conducted under whatever mechanism is deemed appropriate for the effective and efficient execution of its purposes.

The proceedings of all meetings shall be minuted using conventional committee procedure. The approved minutes of meetings shall be deposited with the Chief Executive Officer for filing.

Quorum

The quorum shall be any three members of the Committee or half of the members of the Committee (rounded up to a whole number), whichever is the greater.

Reporting

EDICom shall provide a copy of Minutes of all meetings to the Board of Trustees via the Chair of Trustees or, if the Chair of Trustees has a conflict of interest, then via the Deputy Chair of Trustees. In the event that both the Chair and Deputy Chair of Trustees having conflict of interest, then via the Chief Executive. All Minutes and Reports (see under Deliverables, below) to be formally lodged with the records of Board of Trustee meetings.

Resources and budget

All EDICom members and advisers are volunteers and no fees shall be paid in any circumstance. EDICom shall conduct its business via online video conferencing. In the event that the members of EDICom decide that a face-to-face meeting would be beneficial, then normal RPS expense approval and reimbursement procedures will apply.

Deliverables

EDICom shall deliver to the Chair of Trustees, as soon as practically possible, a report on any matter that has been considered by EDICom detailing any opinion or recommendations that EDICom feels should be presented to the Board of Trustees or is requested by the Board of Trustees.

Review

These Terms of Reference shall become effective only upon approval of the Board of Trustees and they may be revised, amended or otherwise altered by the Board of Trustees. Any revision, amendment or alteration shall be notified in writing to the Chair of EDICom, or in absence of the Chair to the Deputy Chair, or in the absence of both Chair and Deputy Chair to another formal member of EDICom, at least 28 days prior to the date upon which such revision, amendment or other alteration shall take effect.

Upon periodic review of these Terms of Reference, EDICom may petition the Board of Trustees, in writing to the Chair of Trustees, for a revision, amendment or other alteration to these Terms of Reference. The Board of Trustees shall be obliged to consider such petition as soon as practicable but, in any event, not more than 56 days from receipt of such petition by the Chair of Trustees. After consideration of the petition, the Chair of Trustees shall notify EDICom of the decision and confirm the detail of any revision, amendment or other alteration to these Terms of Reference.

Governing Authority

In the event of any error, omission or ambiguity in these Terms of Reference, or in the event of any dispute over the interpretation of these Terms of Reference, the Board of Trustees shall have full and final authority.
