

## Terms of Reference

### REPRESENTATIVES' COMMITTEE (RepCom)

#### Committee Name

The committee shall be named the "Representatives' Committee" and abbreviated to "RepCom."

#### Type

RepCom shall be a Standing Committee by authority of the Board of Trustees under the provisions of RPS By Law 22.

#### Purpose

The general purpose of RepCom shall be to provide:

- (1) a forum for debate and discussion on all matters concerning the implementation of the Objects of the Society, and it may make recommendations to and for consideration by the Board of Trustees.

Furthermore, RepCom shall have the following specific purposes under provision enabled by By Law 22.1:

- (2) to review, debate, discuss and formulate opinion and/or recommendations on matters that shall be brought to RepCom by any of the formal members of RepCom 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).

#### Scope

RepCom 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

RepCom shall have authority to review, debate, discuss and formulate opinion and/or recommendations on matters that shall be brought to RepCom by any of the formal members of RepCom 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 Chair of RepCom shall be held *ex officio* by the Deputy Chair of The Board of Trustees (or if agreed by a majority of the Members of RepCom, by another Trustee proposed by the Board of Trustees).

The Members of RepCom shall be as prescribed under By Law 22.2 and shall comprise the following individuals:

- (1) the Chairs of Committees constituted under By-Law 19;
- (2) three representatives from the Members' Committee, one representing Special Interest Groups, one representing Regions, and one representing the International membership;
- (3) two members of the Board of Trustees one of whom shall act as the Chair of the Representatives' Committee (determined by the procedure described in "RPS Regulations for the Appointment of Committee Chairs");
- (4) by agreement of the Board of Trustees, any additional persons, who need not be Members of the Society, who appear to be especially qualified to serve as members of the Representatives' Committee;
- (5) the Chief Executive Officer as a non-voting observer; and
- (6) a representative of the Photographic Alliance of Great Britain (PAGB) [or its successor in title], when invited by the Representatives' Committee, as a non-voting observer.

Representatives of the Members' Committee serving on the Representatives' Committee under (2) above, shall serve for a period of three years whilst ever they remain the duly appointed representative of the Members' Committee. Upon completion of a three year period of service on the Representatives' Committee, any Representative of the Members' Committee may be re-appointed to serve for a further period of three years if they are so appointed by the Members' Committee. There is no maximum number of years that a member may serve in this capacity save that they must be re-appointed at three year intervals.

Persons serving on the Representatives' Committee under (4) above, shall serve for a period of one year or unless the agreement of the Board of Trustees is withdrawn. Upon completion of their year of service on the Representatives' Committee, any such person may be re-appointed to serve for a further year if so agreed by the Board of Trustees. 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**

RepCom shall meet three times per year, unless otherwise agreed by a simple majority of the members of RepCom and, in any event, a minimum of 14 days notice shall be required for the calling of a meeting of RepCom. Meetings of RepCom shall be scheduled, wherever possible, to take place on the day prior to a Board of Trustees meeting; this being to facilitate prompt reporting to Trustees on matters that may have some urgency.

Meetings of RepCom 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**

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

### **Deliverables**

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

### **Review**

These Terms of Reference 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 RepCom, or in absence of the Chair to another formal member of RepCom, 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, RepCom 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 RepCom 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.

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