

Terms of Reference

ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE [ESRCom]

Committee Name

The committee shall be named the “Environmental and Social Responsibility Committee” and abbreviated to “ESRCom.”

Type

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

Purpose

The general purpose of ESRCom shall be to comment, advise and make recommendations to Trustees with the aim of enhancing the *environmental and social responsibility* (see definition below) of all aspects of the Society’s activity.

Definition

For the purpose of these Terms of Reference, “*environmental and social responsibility*” means the responsibility of an organisation and individuals for the impacts of its decisions and activities on society and the environment. This includes:

- (1) eliminating or at least minimising direct or indirect harm to the environment, including but not limited to, exacerbation of climate change and species diversity loss and harm to wildlife and habitats;
- (2) acting over and above any legal obligations towards society and the environment
- (3) not directly or indirectly promoting or benefiting from inhumane or exploitative treatment of individuals or groups of individuals;
- (4) operating in ways which are not deliberately or inadvertently discriminatory towards any groups or individuals on the grounds of race, ethnicity, sex, age, disability, gender, sexuality, marital status, or religion;
- (5) being a good employer and relating to people (staff, volunteers, members of the society and members of the public) in ways which are legal, decent, honest and respectful;
- (6) acting in accordance with generally accepted good business ethics;
- (7) not directly or indirectly participating in or benefiting from relationships with individuals, groups, organisations or companies exhibiting material unethical practice.

Scope

ESRCom 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

ESRCom shall have authority delegated by the Board of Trustees to undertake those purposes detailed above. Under provision of By Law 19.2 ESRCom may, with the approval of the Board of Trustees, create and administer one or more sub-committees, reporting directly to ESRCom. Under provision of By Law 19.4, the Board of Trustees may dissolve a Committee at any time.

Membership

The members of ESRCom shall be:

- (1) Up to five members of the RPS who shall have experience or knowledge of matters of environmental and/or social responsibility issues and practices, one of whom shall act as Chair of ESRCom (appointed following the procedure described in "RPS Regulations for the Appointment of Committee Chairs");
- (2) RPS President & Chair of Trustees (or other Trustee as nominated by the Board of Trustees);
- (3) RPS Chief Executive (or other member of the RPS Senior Leadership Team as nominated by the Chief Executive Officer);
- (4) Representative of the staff team (usually the Volunteer Manager) by agreement with the Chair of ESRCom and CEO;
- (5) Expert advisers by special invitation on an ad-hoc or temporary basis (non-voting).

Persons serving on ESRCom under (1) 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 may serve in this capacity save that they must be re-appointed at three year intervals.

Persons serving on ESRCom 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 ESRCom, 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

ESRCom shall meet [number] times per year, unless otherwise agreed by a simple majority of the members of ESRCom and, in any event, a minimum of 14 days notice shall be required for the calling of a meeting of ESRCom.

Meetings of ESRCom 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

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

Deliverables

ESRCom shall deliver to the Chair of Trustees, as soon as practically possible, a report on any matter that has been considered by ESRCom detailing any opinion or recommendations that ESRCom 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 ESRCom, 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 ESRCom, 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, ESRCom 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 ESRCom 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.
