

## Committee Terms of Reference

### HF Holidays Limited (the “Society”)

<b>Committee/ Board approval:</b>	<b>Board</b>
<b>Approved:</b>	<b>10 April 2026</b>
<b>Revised</b>	<b>April 2023, June 2023, Sept 2024, Nov 2024, February 2025, May 2025</b>
<b>Next review date:</b>	<b>April 2027</b>

Associated documentation	
<b>Director Code of Conduct</b>	<b>Approved 16.09.2023</b>
<b>Rules</b>	<b>Approved 05.04.2025 Registered: 19.05.2025</b>

**Contents**

<b>INTRODUCTION</b> .....	<b>3</b>
<b>SECTION ONE – GENERAL TERMS</b> .....	<b>3</b>
1. Introduction .....	3
2. Committee and Sub-committee Composition .....	3
3. Frequency & Duration of Meetings .....	4
4. Attendance, Conduct and Voting .....	4
5. Reporting to the Board of Directors.....	5
6. Term of Office .....	5
7. Evaluation of Committee Performance .....	5
<b>SECTION TWO – SPECIFIC TERMS OF REFERENCE FOR EACH OF THE COMMITTEES</b> .....	<b>6</b>
<b>A. PEOPLE COMMITTEE (INCLUDING REMUNERATION)</b> .....	<b>6</b>
1. Purpose .....	6
2. Functions.....	7
<b>B. Product Committee</b> .....	<b>8</b>
1. Purpose .....	8
2. Functions.....	8
<b>C. Performance Committee</b> .....	<b>9</b>
1. Purpose .....	9
2. Functions.....	9
<b>D. Audit and Risk</b> .....	<b>11</b>
1. Purpose .....	11
2. Functions.....	11
<b>E. Governance &amp; Membership Committee</b> .....	<b>12</b>
1. Purpose .....	12
2. Functions.....	12
<b>F. Chairs’ Committee</b> .....	<b>14</b>
1. Purpose .....	14
2. Function .....	14
3. Composition .....	14

## INTRODUCTION

Defined terms have the meaning given in the Definitions section.

The Society has the following Committees, which support and report to the Board:

- A. People and Remuneration
- B. Product
- C. Performance
- D. Audit and Risk
- E. Governance & Membership
- F. Chairs'

The Society's membership, the Board, its Committees and any Sub-committees that the Board establishes, together, provide the basis for the effective governance of the Society.

In this document:

- **SECTION ONE** sets out general terms of reference applicable to all Committees.
- **SECTION TWO** sets out the specific terms of reference applicable to each of the Committees.
- **SECTION THREE** sets out the terms of reference applicable to any Sub-committee which may be established from time to time.

## SECTION ONE – GENERAL TERMS

### 1. Introduction

The Board determines the scope of activity and terms of reference for Committees and Sub-committees.

Members are appointed to a particular committee because they have skills, experience, and qualities that facilitate good decision-making and help ensure the Committee can successfully discharge its responsibilities. Committee members will have the ability to perform an advisory 'critical friend' role with respect to all matters within the committee's remit, including making recommendations to the ELT and Board.

Committees do not have standing delegated authority from the Board.

All recommendations from the Committees require Board approval before implementation.

### 2. Committee and Sub-committee Composition

2.1 Committees and Sub-committees may comprise Directors and Society members.

2.2 The Board will confirm each year at the first meeting after the AGM what Committees and Sub-Committees are required.

2.3 There must always be at least two Directors on each Committee or Sub-Committee. The chair of the Board will ex officio be a member of any committee except for the Audit and Risk Committee.

2.4. There is no maximum number of committee members on each committee.

2.5 At least one Director member of the Performance Committee must also be a member of the Audit and Risk Committee.

2.6 The Society Secretary will attend all committee and sub-committee meetings.

2.7 The Board will appoint the Chair of each Committee or Sub-Committee. Each Committee or Sub-committee shall appoint their own Vice-Chair.

2.8 The Board will make appointments of Directors and, where appropriate, Society members to each Committee as soon as the outcome of the Board elections is known. The Chair of the Board, based on the recommendation of the Society Secretary, will facilitate this process based on the skills required for each committee.

2.9 Attendance at a committee meeting is at the discretion of the Chair, with the advice of the CEO. Each Committee will be supported by the CEO or by a relevant ELT member designated by the CEO. Other ELT or staff members, auditors or other advisors may be invited to attend a committee meeting as necessary. Staff members are not committee members and do not have voting rights.

2.10 Committees and Sub-committees may procure specialist advice at the expense of the Society on an ad-hoc basis to support them in relation to particular pieces of Committee or Sub-committee business. The Committee Chair shall request Board authority to incur expenses for each such piece of specialist advice. Such authority may be requested by email in accordance with clause 4.9 (decisions via email). Any independent professional advice will be obtained through the Society Secretary.

2.11 The Society is inclusive and strives to have diverse Committee and Sub-committee membership with a broad range of relevant skills, expertise and experience, in accordance with the Equity, Diversity and Inclusion Policy.

2.12 Society members must share and demonstrate the Society's commitment to the vision, purpose, mission and values.

### **3. Frequency & Duration of Meetings**

Committees and Sub-committees will meet as often as necessary to fulfil their role properly, before the Board meetings. Additional meetings of a Committee shall be convened by the Society Secretary at the request of at least two of its members or at the request of a member of the ELT with the consent of the Chair. Committee Meetings should normally be scheduled for no more than 2.5 hours.

### **4. Attendance, Conduct and Voting**

4.1 Committee Members are expected to attend at least 75% of Meetings.

4.2 Committee Members must observe the relevant provisions of the Board Code of Conduct.

4.3. For a meeting to be quorate, at least two directors must be present.

4.4 Papers for Meetings should, where possible, be circulated to all committee members for consideration at least five business days in advance of the relevant Meeting and minutes should, where possible and after approval by the Chair, be circulated to members and ELT within ten business days of such Meeting.

4.5 The Governance app Convene will be used for the circulation of committee papers. The Minutes will be approved at the next Committee meeting.

4.6 Remote participation in Meetings (including securely, by telephone, video conference or via an internet enabled means of communication, e.g. Teams) is permitted.

4.7 Decision-making is by consensus and the Committee Chair will work to ensure that consensus is reached. If consensus cannot be reached, the Committee Chair may direct that a matter be put to a vote. For matters put to a vote, each committee member has one vote, and a simple majority will prevail. Decisions may be made via email, and all members eligible to make such decision are invited to respond by the Chair or the Society Secretary with their decision by a stated date and time. Where consensus is not reached, each member's email decision constitutes one vote and a simple majority will prevail. In the event of deadlock, the Chair may

either exercise a casting vote or postpone the decision and request additional information, with the matter and a vote then coming back to a subsequent Meeting. Where a committee member who is eligible to vote has not responded by the stated time, the Chair may request such member to vote, consider them ineligible to vote or postpone the decision to a subsequent meeting.

4.8 Each Committee Chair will liaise with the Society Secretary to agree the agenda items for each meeting in accordance with these Terms of Reference.

4.9 In the absence of the Chair or Vice-chair, the remaining members of a Committee or Sub-committee shall elect one of their number as Chair for the meeting.

## **5. Reporting to the Board of Directors**

5.1 After each Committee meeting, the relevant ELT member/Committee Chair/Society Secretary will provide a one-page summary report to the Chairs Committee and to the Board at the subsequent Board meeting. The report will outline the discussions, recommendations for approval by the Board, and concerns raised at the Committee meeting. Each agenda item will be presented by the relevant Executive Leadership Team (ELT) member, with support from the Committee Chair.

5.2 Committees (and any Sub-Committees) will thoroughly consider and scrutinise all matters covered by their Terms of Reference at each meeting.

5.3 Each Committee Chair, in conjunction with the Society Secretary, shall prepare a 12-months schedule of work/planner to be used in the committees' agenda settings. The Committee Chair will make an annual report to the Board (usually at the board meeting held before the AGM).

5.4 Advice and administrative support shall be provided by the Society Secretary (and other Society staff as necessary), including but not limited to acting as Secretary to each Committee and Sub-Committee, to support the preparation of meetings, papers, minutes and meeting notes.

## **6. Term of Office**

6.1 Committee tenure for a Director is one year from the date of appointment to that Committee, with the option to extend for further periods of one year.

6.2 Committee membership of a Director will cease at the point that they cease to be a Director, unless the Board approval is given that such Director shall be invited to remain on a Committee or Sub-committee as a co-opted member.

## **7. Evaluation of Committee Performance**

7.1 Committee performance will be evaluated annually through an evaluation process, in line with an approach agreed by the Board, following consideration by the Governance & Membership Committee.

7.2 The Chair of the Board will evaluate each committee chair's performance, taking into account relevant information, including the views of the relevant members and others.

7.3 The composition of each Committee will be reviewed by the Governance & Membership Committee and the Society Secretary annually (to ensure that the skills, experience and expertise mix is right) and this will usually take place in the spring. The Society Secretary and the Governance & Membership Committee will report and make recommendations to the Board.

7.4 These Terms of Reference will be reviewed annually by each Committee before the AGM.

## **A different Process has been agreed for the Product Committee, as follows:**

The meetings will align with key dates in the Product cycle, to reduce the frequency and the formality of the Product Committee meetings, and to have fewer standing items, optimising the use of the committee meetings and helping us transition away from conducting mini boards, towards a more agile, less formal approach.

### Structure for meetings

*Before* - relevant papers and agendas will continue to be uploaded onto Convene. There will be no need for comments and annotations prior to meetings unless requested. Any committee member is encouraged to contact another member via email for example, if they have a critical point they wish to discuss or clarify informally prior to the meeting.

*During* - no need to continue to record minutes of meetings formally. Any new actions will be added to the action tracker by the Chief Commercial Officer.

*After* - Updated action tracker to be circulated via email to members of the committee and Society Secretary. Outputs from each meeting including key insights and discussion points from the Product committee will form basis of the Product update report for the Board which will be available on Convene, prior to the Board meeting.

In between meetings, the Chair will have bi-monthly informal catch-ups with CCO on Product matters. The Chair will email any updates following each catch-up to the committee members and the Society Secretary. The CCO will produce a Product update paper for the board and review it with the Chair before submitting.

## **SECTION TWO – SPECIFIC TERMS OF REFERENCE FOR EACH OF THE COMMITTEES**

Set out in this section are the specific Terms of Reference for each of the Committees in the following order:

- A. People (including Remuneration)
- B. Product
- C. Performance
- D. Audit and Risk
- E. Governance & Membership
- F. Chairs'

Specific Terms of Reference for each Committee are set out under the following headings:

1. Purpose
2. Functions, as per the Strategic Objectives
3. Skills and Experience

### **A. PEOPLE COMMITTEE (INCLUDING REMUNERATION)**

#### **1. Purpose**

To discuss, agree and track the progress of all aspects of the People and Volunteer Walk Leader elements of the Society's strategy and to understand in-year performance in those

areas, particularly in relation to strategic risk and to report on such matters and recommend any changes to the Board.

## **2. Functions**

2.1 Review, agree and propose to the Board changes to the People and Culture and Volunteer Walk Leader elements of the HF Holidays strategy.

2.2 Ensure there are effective appraisal, succession, learning and development and resource planning and acquisition processes in place.

2.3 To give full consideration to succession planning for the ELT and CEO and keep under review the leadership needs of the organisation and the Society's ability to compete for talent effectively in the marketplace.

2.4 Ensure that the ELT are building and sustaining an appropriate culture across HF Holidays and that the HF Values are being upheld.

2.5. Agree (based on ELT recommendations) the target risk appetite score for each risk allocated to that committee's oversight, and (2) to agree (based on ELT recommendations) the actual pre and post mitigation risk scores for each of the committee's risks.

## **Remuneration**

The People Committee will also constitute itself as the "Remuneration Committee" with the addition of the Chair of the Board. The Chair of the Remuneration Committee will normally be the chair of the People Committee, who, may invite members of the ELT to attend, as appropriate, but may also designate any part of a Remuneration Committee meeting as a director only session.

It is envisaged that a Remuneration Committee meeting will take place two times each year, but the Chair of the People Committee may designate other occasions as appropriate.

### **The Remuneration Committee's purpose is to:**

2.1 develop, in conjunction with the ELT, the remuneration principles for HF Holidays;

2.2 recommend to the Board the overall percentage salary increase for colleagues.

2.3 be involved in the recruitment of the (i) CEO; (ii) Society Secretary; (iii) Head of Finance; and (iv) any person to be recruited in the future to perform a deputy CEO role.

2.4. Recommend to the Board the terms and conditions of employment, incentive arrangements and benefits (including pensions) relating to the CEO, Society Secretary and ELT. Provide oversight of the appraisal process for the CEO and ELT. Recommend the financial targets for the CEO and ELT and the CEO's personal objectives for approval by the Board; and recommend the proposed outcomes for any incentive arrangements prior to final Board approval. Consider any proposals for discretion to be exercised in relation to incentive outcomes and make recommendations to the Board.

2.5 Recommend for approval and payment relating to loss of office for the CEO and Society Secretary and have an overview of any compensation payments for loss of office, relating to the ELT, including: redundancy payments, compromise agreements, other payments made on termination of employment.

2.6 review any major changes in employee benefits or employment arrangements (e.g. pension provision) throughout the Society.

2.7 review the annual gender pay gap report, consider the management plan to reduce any gap on a year-by-year basis and agree the reporting for inclusion in the annual report.

2.8 recommend a remuneration section for the annual report, taking into account applicable regulations and the Co-Operative Corporate Governance Code, whilst also giving due consideration to balancing transparency with individual privacy.

### **3. Skills and Experience**

Identified collective skills and experience:

- the ability to provide oversight on human resources initiatives, organisational and governance structure and management processes.
- human resources expertise.

## **Product Committee**

### **1. Purpose**

To contribute to the ongoing development of the Product strategy, to monitor progress with the delivery of the strategy and ensure the product range and volume delivers the agreed surplus within the timeframe set. To report to the Board and advise on matters relating to the Product Strategy and recommend changes.

### **2. Functions**

Monitor the delivery of the improvements, as outlined in the Product Strategy. Through open debate and by acting as a sounding board and critical friend, the committee will sense check any matters (achievements, issues or concerns) relating to Product in accordance with the strategic themes below:

2.1 Cost and price (target cost, achieve price) - drive value through improvements in cost control and pricing in regard to Products. Ensure a strategic approach to pricing with consistency across all product lines. Ensure new and existing products are competitively priced and profitable.

2.2 Differentiation (consistently different) - ensure the development of a strong, consistent Product proposition that clearly identifies what sets HF apart from our competitors (our brand and USP), reflects what our customers and members value now and in the future and is proactively responsive to changes in market trends.

2.3 Contract governance (discipline and deal making) - ensure meticulous planning and contracting with the right contracting standards and protocols in place.

2.4 Innovation (product led, market driven) - drive a relentless focus on product innovation and the development of a portfolio that builds on the range and choice of products. Ensure our country houses become the personification of our brand and purpose and volunteer walk leader and tour manager roles are clarified within new product development. Review product plan well in advance of launch and ensure existing and new experiences are expertly crafted and at the right volume and range.

2.5 Business Process Improvements - ensure any business process improvements identified for Product are delivered including adoption of simpler processes, embracing opportunities for automation and making better use of data to inform decision making.

2.6 Sustainability - ensure the development of sustainable and socially responsible Products. Review and make recommendations to the board concerning all aspects of society policies and approach in relation to social responsibility, sustainability and the environment, including maintenance of B Corp accreditation.

2.7 Risks - to continue to review strategic risks relating to Product and recommend changes to the Audit and Risk committee. To agree (based on ELT recommendations) the target risk appetite score for each risk allocated to that committee's oversight, and (2) to agree (based on ELT recommendations) the actual pre and post mitigation risk scores for each of the committee's risks.

### 3. Skills and Experience

- Identified collective skills and experience desired by committee members:
  - Experience of product development in travel industry
  - Experience of product development in hospitality sector
  - Experience of brand development, sales and marketing
  - Experience of innovation in service / product delivery
  - Experience of co-operative movement and membership societies

## B. Performance Committee

### 1. Purpose

To optimise all aspects of the Performance element of the Society's strategy to ensure that the budgeted profitability and EBITDA is achieved or exceeded. This will include regular scrutiny, monitoring, and discussion of the key financial levers and measures and agreeing on the necessary actions to rectify any underperformance.

To regularly review and discuss the estate, IT and transformation, membership income, cash flow and Capex.

To review and refine all reports for the Board, ensuring that they include appropriate levels of detail in view of the Board's strategic oversight function.

To consider for approval expenditure proposals from the Pathways Fund exceeding £10k.

### 2. Functions

#### **Optimise Financial Performance**

2.1 Develop and keep under review the financial strategy and monitor performance against its KPIs.

2.2 Regularly review profitability and EBITDA against both the budget and forecast to include sales, margins and costs.

2.3 Regularly review and discuss the cash flow forecast and working capital.

2.4 Scrutinise the annual financial budget including Capex and once agreed recommend for approval to the Board.

2.5 Review and monitor Capex against budget.

2.6 Monitor any financial and banking covenants that are currently in force to ensure they are not exceeded.

2.7 Ensure ELT Identify and discuss with the committee opportunities for efficiency savings.

2.8 Agree (based on ELT recommendations) the target risk appetite score for each risk allocated to that committee's oversight, and (2) to agree (based on ELT recommendations) the actual pre and post mitigation risk scores for each of the committee's risks.

2.9 In conjunction with the Head of Finance, the Committee Chair will report to every Board meeting on the Society's financial performance, highlighting what's going well, our concerns, and any mitigating actions to overcome these concerns.

2.10 Discuss major procurement contracts such as utilities and Capex to ensure that the agreed benefits are realised.

2.11 To foster a culture of continuous improvement and return on investment.

2.12 To advise on the financial reporting of the society and ensure that it is focused and consistent and facilitates the financial sustainability duties of the Board.

### **Invest in our Estate**

2.13 Agree and recommend to the Board the Investment policy (as required).

2.14 Secure reassurance from the ELT that the Society complies with relevant financial, legal and tax regulations.

2.15 Review and discuss the maintenance requirements and condition of the Society's assets, including relevant reports from the estate manager, which includes the estate plan.

2.16 Review the risk report at every meeting and recommend any risk-level amendments to the Board.

2.17 Discuss, monitor and recommend major asset sales and purchases (such as properties) to the Board, including lease considerations.

2.18 Monitor net member investment and recommend interest rate levels.

### **Simplify Process**

2.19 Discuss and monitor the key aspects of digital transformation, including the digital strategy, return on investment, capex requirements/expenditures, and implementation programmes, to measurably improve the society's efficiency.

2.20 Have oversight of significant business change processes and make recommendations to the Board.

2.21 To identify opportunities to improve committee efficiency.

2.22 The meeting will be collaborative, supportive, challenging and high energy.

## **3. Skills and Experience**

Identified collective skills and experience:

- strategic planning in a complex financial environment
- knowledge of IT and business processes
- financial leadership, ideally in a sector of relevance to the Society
- statutory reporting and accounts
- financial regulations and tax environment
- experience of managing a business or involvement in a commercial enterprise
- experience of change management
- ability to oversee performance management and monitor KPIs
- legal and contract experience
- property and estate experience

- at least one Director or Society member of the Committee must be a finance expert (qualified accountant with a registered and recognised body) with relevant financial experience and competence in accounting.

## C. Audit and Risk

### 1. Purpose

The purpose of the Audit & Risk Committee is to provide oversight of the Society's systems of internal control, risk management and financial reporting on behalf of the Board including but not limited to ensuring the Society complies with the law, relevant regulations and accounting standards and good practice and reporting on such issues to the Board as necessary.

### 2. Functions

The Functions of the Audit & Risk Committee comprise on behalf of the Board of:

- 2.1. Oversight of the structures, processes and procedures the Society has put in place to enable the effective management and oversight of its business;
- 2.2. Oversight of the development, operation and effective use of the Society's risk management system and its associated risk registers used to manage the risks to the Society's strategic objectives including reviewing any changes to risks (addition, removal or rescoring) recommended by other committees before such changes are submitted to the Board.
- 2.3 Review of the annual report and accounts and, if appropriate recommend them to the Board for approval;
- 2.4. Oversight of the appointment of the Society's external auditor (including retendering the audit contract at least every 10 years), the rotation of its audit partner (at least every five years), the terms of their engagement, the development of their annual audit plan and their remuneration and an annual review of their performance and team independence as well as, if appropriate, termination of the external audit contract;
- 2.5. In the event of the resignation of the Society's External Auditor, leading investigations into the reasons for such resignation reporting the findings and any proposed actions to the Board;
- 2.6. Liaison with the External Auditor including as a minimum after the audit at the reporting stage and, at least once a year, without the presence of any member of the Society's Executive Leadership Team, to discuss the Auditor's remit and any issues arising from the audit; and, where considered appropriate, a meeting at the pre-planning stage before the annual audit of the Society's accounts.
- 2.7. Review of the External Auditor's annual audit letter and the response of the Society's Senior Management Team and Board to any findings and recommendations made;
- 2.8. Consideration of the need for independent review or audit of any function, process or activity undertaken by the Society to manage a particular risk, oversight of the appointment, if considered necessary, of external specialists undertake such review and review and approval of any related report and recommendation before their submission to the Board;
- 2.9. Oversight of the implementation of any recommendations made by the External Auditor or as an output from any independent review;
- 2.10. Oversight of the adequacy of the Society's arrangements for ensuring regulatory compliance, and its procedures for deterring, detecting, preventing and investigating fraud, bribery and financial crime
- 2.11. Oversight of the Society's arrangements for its employees and members of the Society to raise concerns in confidence about wrongdoing within the Society and where necessary ensuring such wrongdoing is thoroughly investigated and appropriate actions taken.

2.12. To agree (based on ELT recommendations) the target risk appetite score for each risk allocated to that committee's oversight, and (2) to agree (based on ELT recommendations) the actual pre and post mitigation risk scores for each of the committee's risks.

### **3. Skills and Experience**

Identified collective skills and experience:

- experience of risk management and the control environment, including an ability to keep oversight of key strategic/audit partnerships.
- an ability to interrogate the elements of the annual report and ensure it aligns with the published accounts.
- understanding of the regulatory framework relevant to the Society.
- an understanding of good financial management disciplines.
- relevant legal experience.
- it is recommended that at least one Director or Society member of the Committee has audit or financial experience to enable them to scrutinise the audit process effectively.
- It is preferable for one member to be a qualified accountant.

## **D. Governance & Membership Committee**

### **1. Purpose**

The Governance & Membership Committee (G&MC) is responsible for making recommendations to the Board for approval on matters related to the rules around Society Membership, the Membership Strategy, Society Governance and those relating to Board Membership.

### **2. Functions**

The Committee will oversee all matters relating to membership and society's governance and make recommendations to the Board.

## **A). Membership Matters Most**

### **2.1. Membership Rules & Criteria**

- Reviewing membership criteria and categories, including those related to corporate/unincorporated bodies and previously expelled individuals.
- Recommending maximum shareholdings, interest levels, and associated member benefits for each membership level.

### **2.2. Applications & Processes**

- Reviewing the membership application processes, forms of application, and communication channels.
- Ensuring clarity, fairness, and consistency in the processes by which:
  - Individuals become members and purchase shares
  - members may terminate their membership and / or withdraw share capital

### **2.3. Membership Strategy & Targets**

- Overseeing the membership strategy, including approaches to recruitment, retention, and growing member investment.

### **2.4. Setting and monitoring membership and shareholding targets.**

- Membership Register & Share Capital
- Overseeing the accuracy of the membership register and methods used to achieve this
- Monitoring shareholding values, costs, and interest allocations across membership levels.

## **B). Society Governance.**

2.5. Ensuring the Society Rules remain compatible with the evolution of the Cooperative UK Code of Governance, legislation & organisational best practice.

2.6. Recommending changes to the Rules when considered necessary and oversight of the processes for approving such changes and their subsequent implementation.

2.7. Agreeing on the production of the Annual Report & Accounts & general arrangements for the AGM.

2.8. ELT will present items and timetables to various committees and the Board.

## **C). Board Membership.**

2.13. Oversight of all matters relating to the appointment of directors, including but not limited to:

- Training
- Support arrangements to enable them to undertake the role effectively
- Appraisal and annual 1:1 meetings with the Board Chair.

## **D). General.**

2.14. Agree (based on ELT recommendations) the target risk appetite score for each risk allocated to that committee's oversight, and (2) to agree (based on ELT recommendations) the actual pre and post mitigation risk scores for each of the committee's risks.

2.15. Any other tasks allocated by the board.

## **3. Skills and Experience**

Ideally, the collective skills and experience of the Committee membership should include:

- Oversight of organisational governance.
- Management / administration of a membership-based organisation, ideally a cooperative.
- Governance processes particular to a cooperative society.
- Experience of working with volunteers & membership in HF & understanding of the motivators for taking part.

## **F. Chairs' Committee**

### **1. Purpose**

To ensure collaboration between Committees so that all relevant matters are covered by Committee remit and escalated appropriately to the Board.

### **2. Function**

2.1 To support the effective governance of the Society by providing a forum for bringing all Committee representatives together in order to ensure that all strategic matters are appropriately brought to the Board for consideration and decision.

### **3. Composition**

The Chairs' Committee shall comprise the Chair and Vice-chair of the Board and the Chairs of each of the Committees, provided that if the Chair of any Committee is unavailable, the vice-chair of such Committee may deputise.