

# MEMBERSHIP COUNCIL - Terms of Reference

## Table of Contents

<b><i>Purpose</i></b> .....	<b>2</b>
<b><i>Accountabilities</i></b> .....	<b>2</b>
<b><i>Responsibilities</i></b> .....	<b>2</b>
<b><i>Membership</i></b> .....	<b>3</b>
<b><i>Quorum</i></b> .....	<b>4</b>
<b><i>ukactive Executive Owner</i></b> .....	<b>4</b>
<b><i>Frequency and Timing</i></b> .....	<b>5</b>

## Purpose

The purpose of the Membership Council is to provide the direct voice of ukactive members up to Board, and to share key updates from ukactive out to members. Board will ask for Membership Council opinion on matters relating to the industry.

The Chair of the Membership Council will sit on the ukactive Board and help provide this conduit between the groups.

The terms of reference for the Membership Council shall be determined by the Board and reviewed and updated from time to time. The Board may choose to delegate further responsibilities to the Membership Council. These additional delegations can be removed at any time by the Board.

## Accountabilities

The Membership Council reports directly to the Board, and will be reported into from;

- Supplier Council
- Private CEO Forum
- Public Sector CEO Forum
- Independent Council
- Wider Activity Forum

The ukactive Board, in consultation with the Membership Council, shall determine the selection criteria for these groups. The Board may also choose to form additional advisory groups as required.

The Board may, in consultation with the Membership Council, establish Working Parties consisting of those persons whom the Board (in consultation with the Membership Council) decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.

## Responsibilities

The Membership Council holds the following duties:

- To help inform the Board on all matters of material and direct impact on the operation of businesses in the physical activity sector such as policy development, licencing, pan sector campaigns and the evolution of the ukactive membership service.
- To support the ukactive Board in its broader decision making on specific member related projects.

- Provide advice on proposals from the ukactive Executive team based on their sector channel and key challenges faced.

Discussions or recommendations made at Membership Council should be reported up to Board for approval and sign-off.

Membership Council members will be asked to bring outside experience and perspectives for the segment of the market that they represent and provide a short update to the Council of current activity within this segment of the market, rather than their own organisation, at each meeting.

The Membership Council has no financial authority in respect to approving work on behalf of ukactive, unless this is confirmed in advance by the Board.

The Chair of the Membership Council holds a seat on the ukactive Board, and the terms for this appointment are set by the Board within the organisations Memorandum and Articles of Association. This role has the responsibility of feeding in to the ukactive Board all relevant outcomes of the meeting and equally updating the Membership council members of relevant Board discussions. If the Chair of the Membership Council is unable to attend a board meeting, the Vice Chair of the Membership Council will only attend the board meeting after an invitation from the Board.

## **Membership**

The Membership Council shall be elected by ukactive members in accordance with the procedure determined by the Board. All roles on the Membership Council are voluntary and not remunerated by ukactive.

In order to be eligible to be on the Membership Council, individuals need to work for a ukactive member. Should members of the Membership Council stop working for a ukactive member then they will be required to resign from their Council position.

Members will be appointed on an initial 3-year term, with the opportunity to be re-elected for a second 3-year term. Members can remain on the Council for a maximum of 6 years' continuous service, after which time a period of 3 continuous years needs to spent off the Council before members are eligible for re-election.

Once the Membership Council is formed, the Chair of Membership Council and Vice Chair will be elected by the members of the group. The Chair and Vice Chair will be appointed by the ukactive Membership Council and ratified by Board (via the Nominations Committee). Members are elected to one of the roles shown below based on the segment of the market of the organisation that they are employed by. Should Council members change employment (e.g. from Public to Private sector) then they will be required to resign from the Membership Council, unless there is an appropriate vacancy elsewhere on the Membership Council.

The breakdown of the 14 seats on the Membership Council are shown below: -

Public Sector Representation, based on market/site volume.

- Leisure Trust
- Management provider
- Director or Head of Service for in house
- Further education/Higher Education Director

Private Sector Representation, based on market/site volume

- Low cost operator
- Mid-Market/Franchise
- Premium operator
- Boutique (Multi Site) or Group Exercise based provision
- Spa/Hotel provision

Independent Representation

- Independent (which will become Chair of the Independent Council)

Wider Activity

- Outdoor Recreation/ National Governing body
- Wider Corporate / Children's Activity Provider

Supplier Council

- 2 x Supplier (which will become Chair and Vice Chair of the Supplier Council)

Additional observers may be invited to attend Membership Council Meetings on the terms decided by the Membership Council.

### **Quorum**

In order for decisions to be passed there must be a majority in favour, with a minimum quorum of 5 (4 members plus the Chair). Should the Chair not be able to attend the meeting, he or she should nominate a suitable delegate to Chair the meeting and should approve the proposed decision within 48 hours electronically.

### **ukactive Executive Owner**

Steven Scales - Director of Membership and Sector Development

The ukactive secretariat for the Membership Council is Head of Member Experience. The secretariat should be responsible for ensuring that the agenda is put together, signed off by the Chair and distributed with any accompanying papers at least one working week in advance of each meeting. He or she should take minutes at each meeting and ensure they are signed off by the Chair and distributed to all Membership Council members within 7 working days of each meeting.

A progress report, providing members with a status on progress against previous actions, key milestones owned by the council and risks and issues owned by the council should be put together by the secretariat and distributed with the agenda for each meeting.

### Frequency and Timing

The frequency and timing of the Membership Council would be on a quarterly basis. The timing of the meeting will be in the subsequent month following the agreed dates of the Board.

Figure 1 – Group Structure

