

Core Terms of Reference for Council Governance Committees

The following core provisions are incorporated into the Terms of Reference for the Audit & Risk Committee, Nominations Committee, Remuneration Committee, Inclusion & Diversity Committee, Finance & Investment Committee and Professional Development and Accreditation Committee. These shall apply except where there is provision to the contrary in the detailed Terms of Reference for each of those committees.

1. Membership

- 1.1 Including the Chair, the Committee shall comprise at least five and no more than eight members.
- 1.2 Members of the Committee, including the Committee Chair, shall be appointed by Council, and (except in the case of the appointment of the Chair) in consultation with the Chair of the Committee. The diversity of the Committee shall be considered, and an open and transparent process followed, when making any appointments to the Committee.
- 1.3 Appointments shall be for a period of up to four years, which may be extended for up to a further four years. It is not a requirement to be a trustee or an IOP member to be a member of the Committee but, unless otherwise agreed by Council, any member of the Committee who is a trustee shall cease to be such a member when they cease to be a trustee.
- 1.4 Any members of the Committee who are external advisors may remain on the Committee for such period as they are appointed as external advisors, up to a maximum period of five years.
- 1.5 Only members of the Committee have the right to attend Committee meetings. However, the detailed Terms of Reference for individual committees may provide for identified people to be invited to attend meetings of a committee on a regular basis. Other individuals may be invited to attend all or part of any meeting as and when appropriate.
- 1.6 Where the President is not a member of a specific committee, they may still attend any meeting of that committee and will be counted for the purposes of a quorum for that meeting but shall not be included when determining the number of members of that committee for the purposes of paragraph 1.1 above.
- 1.7 Any ex officio members will not have a vote, will not count towards the quorum and will not be included in the number of members for the purposes of paragraph 1.1. above.
- 1.8 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

2. Diversity and Inclusion and Values

The Committee, and all members of it, shall at all times act in accordance with the IOP's values and its vision for diversity and inclusion; working towards an inclusive, sustainable, diverse and vibrant physics community and enabling all members to participate fully in all its activities.

3. Conflicts of Interest

Every member of the Committee must, at the earliest opportunity, declare to the Chair, or to the secretary of the Committee, any actual or potential conflict of interest in any matter which may come before the Committee.

4. Secretary

Except in the case of the Remuneration Committee, the Head of Governance & Compliance, or their nominee, shall act as the secretary of the Committee.

5. Quorum

The quorum necessary for the transaction of business shall be three members.

6. Frequency of meetings

The Committee shall meet at least two times per year at appropriate intervals to enable the Committee to carry out its role and duties.

7. Notice of meetings

Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.

8. Minutes of meetings

The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance. Minutes shall be retained in accordance with the IOP document retention policy.

9 Reporting responsibilities

Each Committee shall report to the next meeting of Council on its proceedings and shall also report to Council on how it has discharged its responsibilities. Each Committee shall make whatever recommendations to Council it deems appropriate on any area within its remit where action or improvement is needed.

10 Other matters

10.1 Except where otherwise expressly provided in the detailed Terms of Reference for the specific committee, members of the committees shall not be entitled to any remuneration for being a member of a committee save for the reimbursement of reasonable costs and expenses in accordance with agreed procedures.

10.2 Each Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the IOP Governance Team for advice and assistance as required;
- (b) give due consideration to all relevant laws and regulations, the provisions of the Charity Governance Code and any other applicable rules, as appropriate; and
- (c) ensure that a periodic evaluation of the Committee's performance is carried out.

11 Authority

Each Committee is authorised, in agreement with the CEO or CFO, to obtain, at the IOP's expense (within such budgets as Council may allocate), independent legal, accounting or other professional advice on any matter if it believes it necessary to do so.