

## The Corporate IT Forum (the 'Forum')

### Terms of Reference of the Membership Council

1. This document defines the Terms of Reference of The Membership Council (MC) and its modus operandi.

### Purpose of the Membership Council

2. The role of the MC is to, in conjunction with the Corporate IT Forum Service (Service), deliver the "Aims of the Membership Council" set out below, on behalf of subscriber organisations.

### Membership of the Membership Council

3. MC membership will be limited to 10 and will aim to represent a balanced cross-section of the membership and the geographical remit of Forum membership.
4. MC members will normally, but not exclusively, be at or near CIO level within subscriber organisations.
5. Individuals will be nominated on the basis of their high reputation, professional thought leadership, passion for the Forum's mission and vision, performance, skill and knowledge level, and previous engagement with the Forum. Nominations can be made by the Service, by other MC members or directly from any member organisation of the Forum at any time although appointment is subject to an appointment vacancy. Nominations should be sent to the CEO of the Service.
6. MC membership nomination(s) are elected by a simple majority vote by members of the MC. In the event of one of more nominations having equal vote (and there not being enough vacancies on the MC), the MC Chair will have the casting vote. Each MC member will have a single vote and voting will be by Secret Ballot.

### Aims of the Membership Council

7. To ensure that the Forum has a focused and maintained programme that is relevant to its membership and attractive and easy to access to new members.
8. To ensure that the profile and value proposition of the Forum is recognised by current and prospective members.
9. To ensure that there is a transparent, maintained and auditable governance model across the Membership Council and Delivery Groups.

### Terms of Appointment

10. The MC will play a key leadership role in supporting and maintaining the vision, values and culture of the Forum. Full and active participation in MC and Forum activities is expected by all members.
11. MC members will be appointed for periods of 3 years and will then be considered for re-election subject to a simple majority of MC members votes.
12. The MC Chair and MC Deputy Chair appointments will be staggered and each appointment will be for a maximum period of 3 years. The Chair will serve as the leader of the MC team, work in partnership with the CEO to propose specific goals and expected outcomes for the year, preside at meetings and lead conference calls of the MC, be a strong advocate for the interests of the MC and assist with succession planning.
13. The MC Chair is elected by a simple majority vote by members of the MC. Candidates for MC Chair can be nominated or self-nominated using the agreed nomination form. Candidates will normally be existing MC members. In the event that there is a lack of candidates from within the MC, nominations will be considered from active participants of the Delivery groups (Special Interest Group/Steering Groups) taking into account clause 3. In the event of one of more candidates having equal vote the MC Chair will have the casting vote. Each MC member will have a single vote and voting will be by Secret Ballot. Nominations for the appointment of MC Chair will be invited 3 months prior to the expiry of the existing appointment.

14. The MC Deputy Chair is elected by a simple majority vote by members of the MC. Candidates for MC Deputy Chair can be nominated or self-nominated using the agreed nomination form. Candidates will normally be existing MC members. In the event that there is a lack of candidates from within the MC, nominations will be considered from active participants of the Delivery groups (Special Interest Group/Steering Groups). In the event of two or more candidates having equal votes, the MC Chair will have the casting vote. Each MC member will have a single vote and voting will be by Secret Ballot. Nominations for the appointment of MC Deputy Chair will be invited 3 months prior to the expiry of the existing appointment.
15. If a MC Member leaves his/her subscribing organisation and ceases to be a member, they will be given a maximum of a 6 month grace period to declare their status within the MC. This grace period is at the discretion of the MC Chair.
16. MC membership is voluntary and un-paid.

## Meeting Arrangements and Frequency

17. The MC will sit 4-6 times a year. This will be a mixture of physical/virtual and virtual meetings as agreed by the MC members.
18. MC members are required to attend a minimum of three (3) meetings in any one calendar year.
19. A quorum of 5 is required for any meeting to take place. Absentees' votes will be held by the meeting Chair for discretionary use.
20. Apologies should be sent to the record keeper one (1) week ahead of any planned meeting.
21. The MC Chair, supported by the Deputy Chair where required and the Executive Director of Service will meet regularly (minimum 4 times in each calendar year) to consider Forum matters that may be of interest to the Membership Council and to lead the preparation of meetings and engagement throughout the year."

## Modus Operandi

22. Appointees will provide guidance, motivation and support to the Forum and generate collaboration among Members of the MC and the wider membership. MC members will attend a number of Forum events each year and be available to be approached by existing and prospect subscribers.
23. MC meetings will be structured and recorded. Discussions in these meetings may result in actions being taken on by members. Members are expected to carry out the actions assigned to them and to update the MC at the following meeting, or before, if appropriate.
24. The CEO of the Service will ensure that the group has suitable administrative and professional support to accomplish its objectives, will assist to identify appropriate talent to serve on the MC, will collaborate with the MC Chair to establish meeting/call agendas, objectives and activities, will ensure effective communications with MC members, including updates on levels of engagement and members feedback and will collaborate with other staff to ensure effective communication and collaboration across all Delivery groups.
25. In order to aid in the aim of the MC to be transparent to subscribers, MC meeting dates and a summary version of MC meeting minutes will be made accessible to Forum subscribers via the Forum website within two weeks of each meeting.
26. In the event of conflict, within the MC, due to a capacity constraint within the Service, in the execution of the Aim described in (7), the MC Chair and Service CEO have the rights to decide on the re-prioritising of resourcing. This could include, for example, ceasing a less-active Delivery group, and/or starting a new Delivery group.