

TERMS OF REFERENCE

Members Council

1. Objectives

The main objectives of the Members Council shall be:

- To oversee the content and delivery of the work programme including establishing appropriate Working Groups.
- To ensure that key concerns and priorities of members are heard by the Board.
- To resolve member conflict (where this is necessary).
- To consult on the strategic plan of the Partnership.
- To consult on policy or technical matters that require the opinion of the Members Council or any of its Working Groups.

2. Activities

The main activities of the Members Council shall be:

- To direct multi-sectoral activities that cut-across the activities of several Working Groups.
- To agree the appropriateness of new members and in-kind contributions (where this is necessary).
- To consult on the annual level of membership contributions.
- To oversee Zemo communication activities including the annual conference.
- To approve studies prior to their publication thereby ensuring that the outputs of individual Working Group activities reflect the broad range of opinions of Zemo stakeholders.
- To liaise as necessary with other Zemo Committee/Working Groups.
- The Members Council may form working groups to undertake consideration of particular technical or complex issues in furtherance only of the Objectives set out in 1 above and subject to

the provisions of section 4 regarding governance. Such working groups will report to the Members Council accordingly.

- The Members Council shall set annual objectives to focus efforts on topical issues to be agreed at the last meeting of the preceding year.

3. Frequency

The Members Council shall meet together at a frequency decided by the participants and at reasonable notice but shall meet no less than three times per year. Unless otherwise required due to the urgency of a particular matter, at least seven days' notice of meetings shall be given to all members of the Members Council. Meetings may be held virtually and papers may be circulated electronically.

4. Governance

- 4.1. The Members Council is established under the oversight of Zemo's Board in accordance with Zemo's procedures for establishment of Committees/Working Groups dated 11th April 2019.
- 4.2. In furtherance of the objectives above, the Members Council shall act in compliance with Zemo's "competition law policy and guide" and any advice on the same from time to time received from legal advisors. Participation in the Members Council shall not require any action by a party that any party considers to be in contravention of any applicable law.
- 4.3. Membership of the Members Council shall be drawn by nomination from Zemo Members. The Members Council may invite by agreement ad hoc participation of non-Zemo members in furtherance of the objectives of the Members Council. The quorum for Members Council meetings shall be six persons comprising representatives of at least three Stakeholder Groups.

The Members Council comprises:

- Chairs of Working Groups
- 3 elected representatives from each Working Group

- DfT as funding department and BEIS
 - Up to 5 additional members
- 4.4. Any widening of the scope of activities or remit of the Members Council beyond those outlined in 1 above must be agreed by the Zemo Partnership Board.
- 4.5. The Members Council shall appoint from amongst its membership a Chair to serve for such period as the Members Council shall determine. The Chair will have an ex-officio place on the Zemo Partnership Board. The secretary of the Members Council shall be a member of the Zemo Secretariat and no meetings of the Members Council shall be held without a member of the Zemo Secretariat in attendance.
- 4.6. The Chair will work towards achieving agreement and reflect differences of opinion where they exist.
- 4.7. Zemo will endeavour to provide suitable accommodation for the Members Council to meet but all core members should be prepared to provide accommodation from time to time.
- 4.8. Members Council members are responsible for their expenses in attending meetings or providing accommodation for meetings.
- 4.9. A written draft agenda shall be produced by the Chair and circulated to all members in good time to allow additions or amendments to be put forward by members. ***'Any other business' must not be included as an agenda item.*** In the event of any concerns about the subject matter to be included upon an agenda, appropriate legal advice should be sought.
- 4.10. A written note should be produced as soon as practicable after the meeting and **ideally** circulated within 5 days of the date of the meeting. The minutes should be agreed and signed at the next meeting and retained in a scanned electronic format and retained by Zemo in accordance with its records management policy.