

Terms of Reference

Executive Management Committee

1. Duties

- Evaluate and direct the activities of the Biochemical Society in accordance with the strategy determined by the Council of Trustees, and under their delegated authority
- Make recommendations to the Council of Trustees, in particular in relation to the Society's finances pursuant to the Biochemical Society Delegated Financial Authority
- Make recommendations to the Council of Trustees regarding amendments to the Society's *Articles of Association*, Terms of Reference, or other governing documents
- To receive reports on Society finances making related decisions or passing recommendations to Council of Trustees in line with delegated authority
- Set and approve staff salaries and budgets, in line with Society policies
- Act as Arbiter for all appeals made in line with the human resources policy of the Committee

2. Membership

i. Number of members

The Executive Management Committee will be comprised of five (5) members.

ii. Composition

- Chair of Executive Management Committee*
- Honorary Treasurer*
- Chair, Portland Press Limited*
- 'Lay Member' – a member not otherwise appointed on a committee of the Biochemical Society, but of sufficient seniority and experience to enable effective decision making in line with the skills required for this Committee.
- Chief Executive Officer, Biochemical Society

Those members marked with an * will be Trustees and hold a seat on the Council of Trustees.

iii. Election of members

Members of this Committee, where not *ex officio*, will be elected from the Biochemical Society Membership.

Members will be elected in line with standard *Biochemical Society Election Procedures* as far as possible.

iv. Conduct

Members are required to adhere to the governance code of conduct, as found in the Biochemical Society Governance Handbook.

3. Meetings

i. Frequency of meetings

The Committee will meet on average ten (10) times a year, where practicable and required.

The minimum number of meetings a year is five (5).

The Chair may convene additional meetings as required and/or requested by members of the Committee.

ii. Format of meetings

Meetings of the Executive Management Committee may be attended in person or via telephone/video conference, however members are encouraged to attend at least half of the meetings in person.

iii. Quorum

A quorum shall be three (3) members.

iv. Agenda and papers

An agenda, along with documentation/information/reports supporting the items under discussion will be circulated to members of the Committee, by email, a minimum of seven (7) calendar days before a meeting.

In the absence of return communication outlining errors in the delivery of email, the agenda and papers will be considered received by all parties unless otherwise notified.

It is essential that all papers are read and considered in advance of the meeting.

iv. Minutes

Formal minutes recording the proceedings of these meetings will be taken and distributed to the Chair for review within seven (7) days of the meeting taking place.

Final minutes will be circulated to all Committee members, and others in attendance, as close to two (2) calendar weeks after the meeting takes place as is practicable.

v. Decision Making

Where possible a general consensus identified by the Chair (or a Director stepping in as Chair for a meeting at which the Chair is absent) will be sufficient to consider a matter passed, rejected or deferred.

Where consensus is not possible, all decisions will be made by a vote, with each member holding one (1) vote. Where an equity of votes occurs, the Chair may cast an additional vote to finalise the decision, or may defer the decision for later action.

4. Reporting

i. General

The Executive Management Committee will provide a report on the operational governance of the Society at each meeting of the Council of Trustees.

ii. Annual General Meeting

The Chair of the Executive Management Committee is to attend the Annual General Meeting held in June/July of each year. If this is not possible, a further member of the Committee may be nominated to stand in their stead.

5. Ownership of Terms of Reference

These Terms of Reference are owned by the Council of Trustees and may be amended under their authority without further recourse to the Membership via General Meeting unless these amendments are contrary to the *Articles of Association* or related relevant external regulation.

These Terms of Reference are incorporated in the *By-Laws* of the Society.