

Terms of Reference

Membership Committee

Committee name	Membership Committee
Staff lead	Membership Manager
Date approved by the Board	12 September 2023
Date last reviewed	6 May 2026
Date of next review	May 2029

1. Purpose

To oversee matters relating to the acquisition, engagement and retention of members of ITI, working towards maintaining and expanding ITI's membership of qualified and dedicated individuals who align with ITI's goals and values.

The Membership Committee is an advisory body. It makes recommendations to the Board and can only act on the authority of the Board.

2. Responsibilities

The committee is responsible for:

- working with the Membership Team to develop strategies and initiatives to grow membership numbers across all categories
- reviewing membership categories and entry requirements, and proposing changes to the Board
- reviewing the effectiveness and appropriateness of ITI's assessment procedures for Qualified Membership (both translator and interpreter) and the procedures for assessor training, and making recommendations to the Board
- encouraging development of the membership experience to increase member engagement and career progression
- reviewing recruitment and retention rates and the causes of membership attrition, and proposing initiatives to address these
- monitoring trends in the membership sector, assessing their impact on ITI, and proposing solutions to the Board
- proposing amendments to ITI's Bylaws to the Board where appropriate.

3. Authority

The committee is authorised by the Board to:

- investigate any activity within its terms of reference
- make recommendations to the Board on any matter within its terms of reference.

Any matter that falls outside these terms of reference must be referred to the Board.

The Board may from time to time ask the committee to undertake specific tasks or projects. The scope and timetable for any such work will be agreed with the committee chair.

4. Committee composition

The committee shall consist of a minimum of seven and a maximum of 15 members, including the chair.

4.1 Chair

- The chair is appointed by the Board in accordance with the ITI committee recruitment process.
- The term of office for the chair is three years. The chair may be reappointed for one further term of three years. The maximum consecutive term of office is six years.
- If the chair is absent from a meeting, the members present shall appoint one of their number to chair that meeting.
- The Board may end the appointment of the chair at any time.

4.2 Members

- Members are appointed by the Board in accordance with the ITI committee recruitment process.
- All committee members must be current ITI members in any category.
- The majority of committee members must be Qualified Members (voting members of ITI).
- The committee must include at least one representative of a Corporate member.
- The Board may invite a Board member to serve on the committee.
- The term of office for committee members is three years. Members may be reappointed for one further term of three years. The maximum consecutive term of office is six years.
- The Board may end the appointment of any committee member at any time.

4.3 Staff support

The Membership Manager is the staff lead for this committee and is responsible for the administrative support described in these terms of reference. Members of the Membership Team may attend all meetings and contribute to discussions but are not voting members of the committee and do not count towards the quorum.

5. Quorum

Committees must operate in accordance with ITI's Articles of Association and Bylaws. The quorum is one-third of the current membership of the committee. The quorum must be met for official business to proceed.

Staff members and observers do not count towards the quorum.

6. Meetings

The committee will meet formally at least twice per financial year.

- The staff lead will agree the meeting dates for the financial year with the chair in advance and will issue these dates to all committee members at the start of each financial year.
- The staff lead is responsible for setting up meetings online (via Zoom or equivalent) and sending calendar invitations to all committee members.
- Additional meetings or shorter working discussions may be arranged as required, following the same process.
- All meetings will ordinarily be held online. In-person meetings may be arranged where appropriate and agreed by the chair and staff lead.
- The agenda and any papers for a formal meeting will be circulated to all committee members at least five calendar days before the meeting.

7. Voting

- All committee members have one vote each on matters before the committee.
- Decisions are made by a simple majority of votes cast.
- In the event of a tied vote, the chair has the casting vote.
- In accordance with ITI's Articles of Association and Bylaws, a committee member must not vote on any matter in which they have a conflict of interest. If they are unable to vote for this reason, they will not be counted in the quorum for that item.
- If a quorum is present at a working discussion, valid resolutions may be passed. If a quorum is not present, any resolution reached must be put to a quorum of the committee for approval, which may be done by email.
- A resolution circulated to, and agreed in writing by, all members of the committee shall be as effective as a resolution passed at a duly convened meeting.

8. Conflicts of interest

Committee members must declare any actual or potential conflict of interest before any relevant discussion takes place. A member who has a conflict of interest in relation to a matter must withdraw from the discussion and the vote on that matter.

Conflicts of interest should be declared to the chair in advance of the meeting where possible. The chair is responsible for ensuring that any conflicts declared are recorded in the minutes.

9. Confidentiality

Members of the committee must treat as confidential all matters discussed in meetings or by correspondence, unless the committee or the Board has agreed that information may be shared more widely. Members must comply with ITI's privacy policy and all applicable data protection legislation.

10. Minutes and reporting

10.1 Minutes

- The staff lead is responsible for producing a written record of each formal meeting and working discussion.
- Draft minutes will be circulated to all committee members promptly after each meeting and approved either at the next meeting or by email.
- Approved minutes will be retained as a permanent record of the committee's proceedings.

10.2 Board reports

- Ahead of each Board meeting, the chair and staff lead will prepare a brief report summarising the minutes of any committee meetings held since the previous Board meeting, together with any decisions made or recommendations for the Board's consideration.
- The Chief Executive will inform the committee of any Board decisions that affect its work.

10.3 Annual impact report

The chair, supported by the staff lead, will prepare an annual impact report using the template at Appendix 1. This report must be submitted to the Chief Executive by 20 April each year, covering the financial year ending 30 April.

11. Code of conduct

All committee members are expected to conduct themselves in accordance with ITI's [Code of Conduct for Board and Committee Members](#) and the [Code of Conduct for Meetings](#). Copies of both documents are held by the staff lead and are available on request.

12. Review

These terms of reference will be reviewed every three years. The next review is due in May 2026.

Amendments to these terms of reference may be made at any time by the Board.

Appendix 1: Annual Impact Report Template

Membership Committee

To be completed by the committee chair and staff lead and submitted to the Chief Executive by **20 April** each year, covering the financial year 1 May – 30 April.

Section	Guidance / content
Committee name	Membership Committee
Reporting period	State the financial year covered by this report (1 May – 30 April).
Chair	Name of the current chair.
Staff lead	Role title of the staff lead.
Membership	List current committee members, their membership category, and the date their term began.
Meetings held	State the number of formal meetings and working discussions held during the year, with dates.
Key activities	Summarise the main areas of work undertaken during the year, with reference to the committee’s terms of reference.
Decisions made	List the significant decisions taken by the committee during the year (for decision-making committees). Enter ‘N/A’ if advisory.
Recommendations to the Board	Summarise the recommendations made to the Board during the year and note the Board’s response to each.
Challenges and risks	Note any significant challenges encountered and how they were addressed, or any risks identified for the Board’s attention.
Priorities for the coming year	Set out the committee’s planned priorities for the next financial year.
Chair’s signature	Signed: _____ Date: _____

Please send the completed report to the Chief Executive by email. The report will be included in the Board papers for the following meeting.