

## **Terms of Reference for Governance Group**

### **Composition**

Stewart Palmer	Chair
Wendy Thorne	Deputy Chair
Richard Stow	Branch Representative
Chris Bates	Company Data Controller
Jerry Alderson	Specialist Advisor (As required)

Reports to:	Railfuture Board
Quorum:	3 members including the Chair or Deputy Chair
Meeting frequency:	As required, but not less than 2 times per year

### **Objectives**

- To ensure that Railfuture operates ethically and complies with its legal obligations.
- To ensure that statutory documents, standing orders, policies and procedures are in place, approved, fit for purpose and kept under periodic review. This is to ensure that Railfuture operates as a disciplined, professional and democratic body, where members clearly understand their roles and responsibilities and how the organisation functions.
- To identify best practice from Group and Branch activity and spread this across the organisation.
- To oversee the resolution of any grievance or disciplinary cases which arise.

### **Key areas of business**

- To develop, promulgate and monitor Railfuture policies and procedures to ensure they are legally compliant and conform to good practice.
- To identify and respond to changes in legislation and other external developments to ensure that Railfuture remains compliant in respect of Governance issues.
- To advise the Board on matters relating to the Governance of Railfuture and to recommend changes to policies and procedures as necessary.
- To act as a source of information and advice to the Board, Groups and Branches on matters relating to good Governance.
- Keep the Members Handbook under review and update as necessary.
- To keep the Board Election Procedures and Voting Procedures periodically under review and to make recommendations to the Board for adjustment or alteration as necessary.
- To consider conduct issues arising under the Directors Code of Conduct.
- To oversee the proper application of the Members Code of Conduct and Dealing with Problems procedures.
- To make recommendations to the Board concerning the appointment of Presidents and Vice Presidents having assessed potential candidates against the agreed suitability criteria.

## Responsibilities

- To further Railfuture's vision, mission and strategic aims (given below)
- To set and review Group priorities on an annual basis for approval by the Board
- To make recommendations to the Board in respect of annual budget proposals
- To ensure effective and efficient use of the resources allocated by the Board
- To identify, monitor and review the risks associated with achieving Group objectives
- To ensure that communications by Group members both within Railfuture and externally are in accordance with Railfuture policy
- To identify, be aware of and respond as appropriate to relevant external developments that may affect the work of Railfuture
- To be proactive in identifying and evaluating new opportunities for the advancement and development of Railfuture
- To consider the marketing opportunities of Railfuture's policies
- To consider the international implications of Group policies
- To consider the impact actions taken in conducting its main responsibilities have on members
- To review annually the terms of reference of the Group and make recommendations to the Board for changes as required
- To produce an update report for consideration at each Board meeting

## Railfuture's guiding principles

### **Our Vision:**

An independent organisation whose views are respected by the rail industry, to which decision-makers come for advice and which rail users are proud to join

### **Our Mission:**

To be the number one advocate for rail users and the rail industry

### **Our Vision for the railways:**

- Deliver a better service to rail users
- Deliver a bigger rail system
- Transfer more freight from road to rail

### **Our Strategic Aims:**

- Influence and recognition – increase the status and recognition of Railfuture and its membership
- Growth – increase and retain our membership
- Sense of belonging – create a feeling of identity, common interest and mutual support among our membership
- Service and support – strive to improve the standard of service and support to stakeholders
- New Technology – exploit developments in information and communications technology to both members and stakeholder
- Risk Assessment – identify, control and manage risks

Reviewed 5.12.20