



## TERMS OF REFERENCE

### **Club Governance**

So far as governance of the Club is concerned, the Board of the Royal Automobile Club Limited and The Committee (of the Club) are the same body (Rules 7-12). Thus the Board, which is elected by the membership, exercises sole authority over all aspects of the Club's affairs. The Board delegates authority for day-to-day management of the Club and implementation of Club Strategy to the Secretary and his management team.

The Club's four Standing Committees (Pall Mall, Woodcote Park, Elections, Motoring) and Activity Committees are established by the Board. The Board appoints members of Standing Committees and also appoints chairmen of Activity Committees. The purpose of these committees is to act as a sounding board representing the interests of all members, and to provide advice and recommendations to the Board and the management team.

## PALL MALL COMMITTEE

### **Composition of the Pall Mall Committee**

1. The committee will be drawn from the chairmen of the activity committees and other involved members
2. There will not be more than 10 members
3. The Chairman of the Pall Mall Committee will be a member of the Board of the Club
4. The Chairman and members of the Pall Mall Committee will be appointed by the Board of the Club

### **Term on Committee**

A term of three years, reviewable thereafter by the Chairman of the Pall Mall Committee, who may invite service for a further three-year term, and a 3<sup>rd</sup> term for up to three years, only exceptionally, and with approval from the Board. Thereafter the Chairman may seek approval from the Board to offer further terms of one year each. There will be no limit on the number of one-year terms that may be served, but all such agreements will be reviewed and approved annually by the Board.

### **Quorum**

Four

## **Frequency of meetings**

Normally monthly, with a minimum of 10 in any year. The Secretary and Chief Operations Officer will normally be available to attend meetings of the Pall Mall Committee and will attend the whole or part of such meetings as the Pall Mall Committee will from time to time resolve. The Chief Finance Officer will attend as requested.

## **Resolutions**

Each member of the Pall Mall Committee will have one vote. Resolutions will be passed by majority vote. Where an equal number of votes are cast for and against a resolution, the Chairman will have a casting vote. The Chairman's decision as to whether or not a resolution has been carried will be final.

## **Procedures**

Save as set out in these terms of reference, the Pall Mall Committee shall decide on its own procedures.

## **Objective**

The objective of the Pall Mall Committee is to represent the best interests of all members in relation to the maintenance and development of the service and facilities provided at the Pall Mall clubhouse, to the standard deemed appropriate by the Board, for a club of the standing of the Royal Automobile Club

## **Powers and responsibilities**

In order to fulfil its objective, the Pall Mall Committee shall have the following powers and responsibilities, subject always to the ultimate authority of the Board:

1. With management, to ensure the highest standards of member service, and the fabric, furnishings, assets and equipment of the Pall Mall clubhouse
2. To recommend to the Board the necessary capital expenditure for the refurbishment and improvement of every part of the Pall Mall clubhouse, that has been agreed with management
3. With management, to appoint a Chairman and members of a Working Party for any major capital or other project, to which management shall report in relation to the planning and consultation with members. Subsequent implementation of the project approved by the Board shall be in the hands of management and monitored by the House Committee in accordance with the Project Management paper
4. To agree with management the annual trading budget prepared by management for the operation of the clubhouse
5. To monitor the monthly trading performance of Pall Mall against the budget, and to ensure that The Board is alerted to trends in the trading results which could adversely affect the clubhouse's financial performance
6. To receive monthly reports from management on human resources, and provide feedback on staff performance

7. To encourage a high level of communication and consultation with members in all matters relating to their interests
8. To see and approve the recommendations of the Elections Committee to the Board on proposed new members of the Club
9. To consider and, if thought fit, approve applications for use of the Pall Mall clubhouse by non-member bodies for the benefit of the wider membership
10. To approve the appointment of all individual members to activity sub-committees at Pall Mall and to recommend to the Board, nominations for Chairmen of those sub-committees
11. To participate in the development of the Club's strategy, as it affects the clubhouse, and make comments to the Board

*Approved by Board 16 Sept 2010*