

WHPC Terms of Reference

Document version	2.1
Approved By	WHPC Executive Board (EB) and WHPC Steering Committee (SC)
Approval Date	
Review date	
Owner	WHPC Chair

Terms of Reference and Constitution of Women in High Performance Computing (WHPC)

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GENERAL

Type of Organisation

- 1 Women in High Performance Computing, 'the Organisation', is a volunteer led international initiative under the stewardship of the University of Edinburgh.

Scottish principal office

- 2 The principal office of the Organisation is at the University of Edinburgh in Scotland. The full postal address is:
EPCC, The University of Edinburgh, James Clerk Maxwell Building, Peter Guthrie Tait Road, Edinburgh, EH9 3FD, UK.

Name

- 3 The name of the Organisation is Women in High Performance Computing, also know as WHPC and Women in HPC

Purposes

- 4 The Organisation's purpose is:
 - 4.1 To promote, build and leverage a diverse and inclusive HPC workforce by enabling and energising those in the HPC community to increase the participation of women and to highlight their contribution to the success of supercomputing. To ensure that women are treated fairly and have equal opportunities to succeed in their chosen HPC career. To ensure everyone understands the benefits of promoting and achieving inclusivity. Specifically WHPC will:
 - 4.1.1 Raise awareness of the under-representation of women and of the impact of this under-representation on women, the community and research outputs and progress.
 - 4.1.2 Highlight diversity and inclusion initiatives, actions and their positive results to key stakeholders in the supercomputing community.
 - 4.1.3 Establish a body of evidence on the demographics of the HPC community.
 - 4.1.4 Raise the visibility of women role models in HPC.
 - 4.1.5 Provide women with the opportunities to develop their individual professional networks.
 - 4.1.6 Inspire key stakeholders in the supercomputing community to embrace diversity and inclusion initiatives.

Powers

- 5 The Organisation has power to do anything which is anticipated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the Organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the Organisation's existence or on dissolution - except where this is done in direct furtherance of the Organisation's charitable purposes.

General structure

- 7 The structure of the Organisation consists of:-
 - 7.1 the MEMBERS - who have the right to attend members' meetings if any are held and receive membership newsletters;
 - 7.2 the EXECUTIVE BOARD - who hold regular meetings, and control the activities of WHPC; for example, the board is responsible for monitoring and controlling the financial position of the Organisation.
 - 7.3 the STEERING COMMITTEE – who hold at least one annual meeting, provide advice and guidance on the activities of WHPC to fulfil the objectives of the Organisation and approve the WHPC budget.
 - 7.4 the CHAPTERS COMMITTEE – who hold regular meetings, sharing advice, expertise and experience to all chapters and affiliates of WHPC on achieving WHPC's objectives, process applications and provide recommendations on approving membership applications to the Executive Board.

MEMBERS

Qualifications for membership

- 8 Membership of WHPC is available under three categories: Individuals, Affiliates and Chapters.
 - 8.1 *Individual membership* is open to any individual aged 16 or over.
 - 8.1.1 Employees of the Organisation (as defined in clause 1) are eligible for individual membership but must not make up more than 1% of the membership.
 - 8.2 *Affiliate Membership* is awarded at the discretion of the Executive Board to Organisations, institutions or groups that have applied for affiliate status and have demonstrated that they:
 - 8.2.1 Subscribe to WHPC's vision, mission and goals (<http://www.womeninhpc.org/about-us/mission/>)

- 8.2.2 Have a distinct framework and vision for Affiliate status, specifically relevant to supporting women working with HPC within their organisation, institution or group.
 - 8.2.3 Engages with HPC or has a clear roadmap for engaging with HPC/the HPC community.
 - 8.2.4 Names two representatives for the Affiliate group, who are also Individual Members of WHPC.
- 8.3 *Chapters Membership* is awarded at the discretion of the Executive Board to an organisation, institution or group which has applied for Chapter status and have demonstrated that they:
- 8.3.1 Subscribe to WHPC's vision, mission and goals (<http://www.womeninhpc.org/about-us/mission/>)
 - 8.3.2 Have a distinct framework and vision specifically relevant to supporting women working with HPC within the organisation, institution or group that will form the chapter.
 - 8.3.3 Have (or will have) an active programme to support the advancement of women in HPC within their organisation, institution or group.
 - 8.3.4 Already engaged with the HPC community.
 - 8.3.5 Names two representatives for the Chapter, who are also Individual Members of WHPC.

Application for membership

- 9 *Individual Membership*: any person who wishes to become an individual member must complete an application for membership, either via an online form, or as a written application for membership; the application will then be processed within 2 weeks.
- 9.1 Once the application for individual membership is approved, membership is for life unless the member withdraws their membership, they fail to re-register when requested (as per clauses 25-27) or the member is expelled (clause 28) or has previously been expelled.
- 10 *Affiliate membership*: A group applying for Affiliate membership must submit an application to the Membership Secretary who shall process all applications in accordance with published WHPC policies. The application must adequately show the group's ability to meet all requirements stated in section 8.2 of these bylaws.
- 11 *Chapter membership*: A group applying for Chapter membership must submit an application to the Membership Secretary who shall process all applications in accordance with published WHPC policies. The application must adequately show the group's ability to meet all requirements stated in section 8.3 of these bylaws.
- 12 *Review of applications*: Affiliate and Chapter membership applications will be reviewed by three members of the WHPC Chapters Committee. If the reviewers are not in agreement a

vote will be taken by the WHPC Chapters Committee within 10 days of the reviews being completed.

- 12.1 The outcome of the review will be submitted as a recommendation to the Executive Board who will consider the application at the next board meeting.
- 12.2 A communication containing the outcome of the application and any pertinent discussion shall be generated by the Director of Chapters and sent to the applying group.
- 12.3 *Term of membership.* Affiliate and Chapter membership is valid for two years from the date of notification of acceptance from WHPC.
- 12.4 *Renewal of Affiliate and Chapter Membership*
 - 12.4.1 Affiliate membership is generally limited to one two year period (no renewals) from the date of notification by the Membership secretary that Affiliate Status has been granted.
 - 12.4.2 Renewal of Affiliate and Chapter applications can be made at any time while the current membership is still valid. To maintain continuity of membership, the renewal application must be approved before the expiration date of the current membership status. Please allow a minimum of 42 days to process renewal applications.
- 13 *Use of information:* WHPC reserves the right to use the information provided in applications for individual, affiliate and Chapter membership status to forward the goals and objectives of WHPC. The Organisation will not share information, except in aggregate, anonymised format, with any other organisation.

Membership subscription

- 14 *Individual Membership* - No subscription for Individual membership will be payable.
- 15 *Affiliate* - No subscription for Affiliate membership will be payable.
- 16 *Chapter* - No subscription for Chapter membership will be payable.

Register of members

- 17 The board must keep a register of members in a secure location, setting out
 - 17.1 for each current individual member:
 - 17.1.1 their full name and email address; and
 - 17.1.2 the date on which he/she was registered as a member of the Organisation;
 - 17.2 for each current Affiliate member:
 - 17.2.1 full name and email address of two named representatives for the group; and

- 17.2.2 the date on which the group was first registered as an Affiliate member of the Organisation, and all subsequent renewal dates;
- 17.2.3 the date of last renewal of the Affiliates membership;
- 17.3 for each current Chapter member:
 - 17.3.1 full name and email address of two named representatives for the group; and
 - 17.3.2 the date on which the group was first registered as an Affiliate and/or subsequently Chapter member of the Organisation, including all renewal dates; and
 - 17.3.3 the date of last renewal of the Chapter's membership;
- 17.4 for each former member - for at least six years from the date the individual or group ceased to be a member:
 - 17.4.1 his/her name or name of point of contact;
 - 17.4.2 type of membership; and
 - 17.4.3 the date on which membership ceased.
- 18 The Executive Board must ensure that the Organisation's register of members is updated within 28 days of any change:
 - 18.1 which arises from a resolution of the Executive Board; or
 - 18.2 about which the Organisation is notified.

Requirements for Affiliate and Chapter Membership

- 19 *Naming of representatives.* Applicants must name two representatives. These representatives will be the point of contact for all communications concerning WHPC business.
 - 19.1 The representatives must be personally active in the group's WHPC related activities and authorized to make decisions on behalf of the group.
 - 19.2 Both of the representatives must be a current Individual Member.
 - 19.3 *Chapter Representatives:* At least one of the representatives agree to sit on the WHPC Membership committee.
- 20 *Point of contact for online queries.* Within 30 days of receiving notification that a group has achieved Affiliate or Chapter status, the group must provide contact details that can be published on the public WHPC website. The contact details do not have to be a personal email address, but must be regularly accessed by at least one of the group's members.
- 21 Membership Responsibilities

- 21.1 Each Affiliate or Chapter member must abide by all rules and terms of reference in force at the current time.
- 21.2 Chapter members agree to make a good faith effort to attend meetings of the Chapters Committee.
- 21.3 Each Affiliate or Chapter should submit an annual report to the WHPC Chapters committee on their WHPC related activities following guidance given by the Chapters Committee.

22 Individual Membership of WHPC for WHPC Chapter participants

- 22.1 Individuals that are members of WHPC Chapters must also join WHPC as individual members.
- 22.2 Membership of all registered Chapters is open to all Individual Members of WHPC.
- 22.3 WHPC will provide Chapters with a monthly update of their Chapter Membership list.
 - 22.3.1 Only the Named Representatives should have access to the information provided in the Chapter Membership list unless written permission is obtained from WHPC.
 - 22.3.2 Within 30 days of receiving a Chapter Membership List update from WHPC the Chapter is required to delete data about individuals no longer on the Chapter Membership list within 30 days of receiving the update.
- 22.4 WHPC Chapters are required to adhere to the WHPC Privacy Policy with regards to the Membership List.
- 22.5 After the date of notification of acceptance of Chapter Status, a new Chapters is required to:
 - 22.5.1 Notify all individuals involved in the Chapter that they need to join WHPC to remain Chapter members within 30 days.
 - 22.5.2 Adopt the usage of the membership list provided by WHPC for contacting Chapter members within 60 days.
 - 22.5.3 Remove personal information and contact details of individuals from any local Chapter database for individuals if they are not on the Chapter membership list provided by WHPC within 60 days.

Withdrawal from membership

- 23 Any individual who wants to withdraw from membership must provide a written or electronic notice of withdrawal to the Organisation; he/she will cease to be a member as from the time when the notice is received by the Organisation.
- 24 Any Affiliate or Chapter that wants to withdraw from membership must provide a written or electronic notice of withdrawal to the Organisation, signed by both named representatives for

the group as named on the Affiliate/Chapter register; the group will cease to be a member as from the time when the notice is received by the Organisation.

Transfer of membership

- 25 The membership of Individuals, Affiliates and Chapter in the Organisation may not be transferred to a different member or Organisation.

Re-registration of individual members

- 26 The Executive Board may, at any time, issue notices to individual members requiring them to confirm that they wish to remain as members of the Organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 27 If an individual member fails to provide confirmation to the Executive Board (in writing, by electronic form or by email) that they wish to remain as a member of the Organisation before the expiry of the 28-day period referred to in clause 25, the board may expel him/her from membership.
- 28 A notice under clause 26 will not be valid unless it refers specifically to the consequences (under clause 26) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 29 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at an Executive Board meeting, providing the following procedures have been observed:-
- 29.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 29.2 the member concerned will be entitled to be heard on the resolution at the Executive Board meeting at which the resolution is proposed.

Termination of Membership

- 30 Individual Membership of the Organisation will terminate on death.
- 31 Affiliate and Chapter memberships will be terminated at the end of the limited two year membership period if no successful application for renewal/progression is received.
- 32 In the event of either a voluntary or involuntary termination, the terminated Member has no claim to any assets held by WHPC. All WHPC branding must be removed from the website(s) of Affiliate or Chapter members in the event of membership termination.

ORGANISATION STRUCTURE

Executive Board

- 33 Officers. The maximum number of Executive Board members is 7:
- 33.1 Eight officers shall be appointed to the Executive Board as per the process outlined in clauses 52-54.
 - 33.2 Officers will be appointed to the roles of Chair, Vice Chair, Director of Business Development, Director of Chapters, Director of Communications and Outreach, Director of Research, Treasurer and General Secretary.
 - 33.3 A single person can hold no more than two officer positions, with the exception of the following:
 - 33.3.1 the offices of the Chair and Vice Chair can not be held by the same individuals.
 - 33.3.2 the offices of the Chair and Treasurer can not be held by the same individuals.
 - 33.4 The term of office for an officer shall be three (3) years. Officers may serve consecutive terms.
 - 33.5 Each Term of Office shall begin January 1 unless otherwise designated.
 - 33.6 The minimum number of officers is 4.
 - 33.7 All officers are expected to help in the execution of activities in the furtherance of WHPC's vision and mission.
- 34 Responsibilities of the Chair:
- 34.1 The Chair shall be responsible for arranging and presiding over all general business meetings.
 - 34.2 The Chair shall act as an official representative of WHPC.
 - 34.3 The Chair shall represent the view of the Executive Board at Steering Committee meetings.
 - 34.4 The Chair has overall responsibility for the execution of activities to further WHPC's vision and mission.
- 35 Responsibilities of the Vice Chair.
- 35.1 The Vice Chair shall substitute for the Chair in his or her absence.
 - 35.2 The Vice Chair shall assist the chair in running WHPC.
- 36 Responsibilities of the Director of Business Development:

- 36.1 The Director of Business Development shall be responsible for recruitment of business relations and developing revenue/fundraising for the Organisation.
- 36.2 The Director Business Development may organise and chair a working committee to assist in the activities of this role.
- 37 Responsibilities of the Director of Chapters.
- 37.1 The Director of Chapters shall be responsible for the recruitment of Institutes, organisations and groups for Affiliate and Chapter membership of WHPC.
- 37.2 The Director of Chapters shall run regular meetings of the Chapters Committee and report minutes of these meetings to the Executive Board.
- 37.3 The Director of Chapters shall be responsible for ensuring that the Chapters and Affiliates program is run according to the rules laid out for the Chapters and Affiliates programmes.
- 38 Responsibilities of the Director of Communications and Outreach.
- 38.1 The Director of Communications and Outreach shall be responsible for developing and executing a marketing and communications strategy for WHPC.
- 38.2 The Director of Communications and Outreach shall be responsible for WHPC's public presence including on social media, website, newsletter and other communications.
- 39 Responsibilities of the Treasurer.
- 39.1 The Treasurer shall maintain financial records, distribute funds properly authorized by WHPC and assure compliance with terms and conditions of any outside funding.
- 39.2 The Treasurer shall co-sign with the Chair all financial and contractual obligations.
- 39.3 Jointly with the Chair, the Treasurer is responsible for the treasury.
- 40 Responsibilities of the Director of Research:
- 40.1 The Director of Research shall be responsible for directing the research direction and strategy for WHPC research activities and reporting this back to the membership.
- 41 Responsibilities of the General Secretary.
- 41.1 The General Secretary shall take and report minutes of all general business meetings.
- 41.2 The General Secretary shall ensure that the Constitution and Terms of Reference are followed.
- 41.3 The Secretary shall oversee all elections.

Chapters Committee

- 42 All Chapters, as defined in clause 8, are expected to participate in the Chapters Committee.
- 43 Each Chapter should contribute a minimum of one Chapters Committee member, and no more than two Chapters Committee members.
- 44 **Chapters Committee officers.**
- 44.1 The Director of Chapters is the Chair of the Chapters Committee.
- 44.2 Up to three additional officers may be appointed by election of the Chapters Committee and shall include a Vice Chair who will act on behalf of the Director of Chapters in his/her absence.
- 44.3 The term of office for an elected Chapters Committee officer shall be two (2) years. Officers may serve consecutive terms.
- 44.4 Each Term of Office shall begin January 1 unless **otherwise designated.**
- 44.5 Officers must be members of the Chapters Committee, while upholding section 43 limits on representation from any individual Chapter.
- 45 Responsibilities of the Chapters Committee:
- 45.1 Discuss and disseminate shared best practice with other chapters.
- 45.2 Run the application process for new and renewed Affiliate and Chapter members including:
- 45.2.1 maintain the application forms and guidance and undertake a review of the application on at least a bi-annual basis;
- 45.2.2 review new and renewal applications;
- 45.2.3 provide a recommendation for each application to the Executive Board;
- 45.2.4 **review annual reports from Affiliate and Chapter, and where appropriate include feedback and guidance;**
- 45.2.5 **provide the Executive Board with a summary of the activities of the Chapters at least twice per year.**

Steering Committee

- 46 **Steering Committee.** The maximum number of Steering Committee members is 9:
- 46.1 Up to 9 members shall be appointed to the Steering Committee as per the process outline in clauses 52-54. The membership of the Steering Committee must include:
- 46.1.1 the Chair of the Executive Board;

- 46.1.2 a representative of the Chapters Committee (but must not be the Chapters Committee Chair) who is elected by the Chapters Committee;
- 46.1.3 a representative of the University of Edinburgh, as stewards of the Organisation, appointed by the University.
- 46.1.4 up to 7 additional members.
- 46.2 The term of office for an appointed Steering Committee member shall be 2 (two) years. Steering Committee members may serve consecutive terms.
- 46.3 Each Term of Office shall begin 1st of January unless otherwise designated.
- 46.4 The minimum number of Steering Committee members is 5.
- 47 Steering Committee officers
 - 47.1 Steering Committee Chair:
 - 47.1.1 is appointed from the current Steering Committee membership at the first meeting where this position is vacant;
 - 47.1.2 appointment is by agreement of the Steering Committee members using the decision making process defined in clauses 75-85;
 - 47.1.3 the appointment is for the period of 1 year;
 - 47.1.4 must not be the Chair the of Executive Board;
 - 47.1.5 is responsible for chairing and reporting on the activities of the steering committee;
 - 47.1.6 can be held by the same individual for multiple years subject to successful re-election by the Steering Committee.
- 48 Responsibilities of the Steering Committee:
 - 48.1 Hold at least one meeting per annum.
 - 48.2 Approve the annual budget and financial forecast as provided by the Executive Board.
 - 48.3 Recommend strategies for long range planning of the Organisation, forming ad-hoc committees as necessary.

General Responsibilities

- 49 In addition to the responsibilities outlined in clauses 33-40, 44, 47 each of the offices of the Executive Board and the Chapters Committee and all members of the Steering Committee, has a duty, in exercising their role within the Organisation, to act in the interests of the Organisation; and, in particular, must:

- 49.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
- 49.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 49.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:
 - 49.3.1 put the interests of the Organisation before that of the other party;
 - 49.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any deliberation or decision of the other committee members with regard to the matter in question;
 - 49.3.3 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Organisation should enter into the arrangement - an officer will not be debarred from entering into an arrangement with the Organisation in which he/she has a personal interest; and he/she may retain any personal benefit which arises from that arrangement.
- 49.4 ensure that the Organisation complies with any direction, requirement, notice or duty imposed;
- 49.5 take such steps as are reasonably practicable for the purpose of ensuring:
 - 49.5.1 that any breach of any of those duties by an officer is corrected by the officer concerned and not repeated; and
 - 49.5.2 that any officer who has been in serious and persistent breach of those duties is removed from the Executive Board, Steering Committee or Chapters Committee as defined in clause 55 and 56.
- 50 The Executive Board officers may receive remuneration on agreement by a majority of the Executive Board as being beneficial to the Organisation, and may be paid travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct

- 51 Each of the officers and Steering Committee members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Executive Board from time to time.

Eligibility

- 52 A person shall not be eligible for appointment to the Executive Board or Steering Committee unless he/she is an individual member of the Organisation.

Nomination, appointment, retiral, re-appointment, removal

53 *Nominations for the Executive Board Officers and Steering Committee members*

53.1 Nominations for the Executive Board officers and Steering Committee members will be managed by the Nominating Committee.

53.1.1 The Nominating Committee should have a minimum of three members and up to a maximum of 5. The Nominating Committee should include at least one member of the current Executive Board and one member of the current Steering Committee. Additional members must be individual members of WHPC.

53.1.2 Appointments to the Nominating Committee are made by the Executive Board and shall be for a period of up to six months, which may be extended for further periods of up to six months.

53.1.3 The Nominating Committee is responsible for obtaining nominations for and making suggestions to the Executive Board.

53.1.4 Once the nomination cycle for which the Nominating Committee was formed has been completed, the Nominating Committee will be dissolved.

53.2 All individual members of the Organisation shall be eligible to make nominations.

53.3 Nominations shall open on or before 15th September for positions opening 1st January of the following year.

53.4 Nominations must be submitted electronically or by other written means to the Nominating Committee.

53.5 Nominations shall close on 3rd October, at which time the Nominating Committee shall present to the Executive Board a slate of at least one nominee for each vacant position and/or office and shall at that time call for additional nominations. The call for additional nominations shall end on 8th October.

54 *Appointment to the Executive Board and Steering Committee*

54.1 The current Executive Board may appoint any member to be an officer on the Executive Board unless he/she is debarred from the position under clause 51.

54.2 The current Executive Board may appoint any member of the Organisation to be a member of the Steering Committee unless he/she is debarred from membership under clause 51.

54.3 The Executive Board is responsible for ensuring that the composition of the Executive Board and Steering Committee fulfils the current needs and skills requirements to fulfil the mission and vision of WHPC.

55 *Retiral and re-appointment*

- 55.1 At the end of the appointment period Executive Board officers and Steering Committee members shall retire from office – but shall then be eligible for re-appointment.

Termination of office

- 56 An Executive Board Officer, Steering Committee member or Chapters Committee member will cease to hold office in any of the following four situations: -
- 56.1 he/she becomes incapable for medical reasons of carrying out his/her duties as an officer - but only if that has continued (or is expected to continue) for a period of more than six months;
- 56.2 he/she gives the Organisation a notice of resignation, signed by him/her;
- 56.3 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
- 56.4 he/she is removed from office by a resolution of the Executive Board passed at an Executive Board meeting.
- 57 A resolution under clause 55.3 and 55.4 shall be valid only if: -
- 57.1 the officer who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- 57.2 the officer concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 57.3 (in the case of a resolution under clause 55.3 and 55.4) at least two thirds (to the nearest round number) of the Executive Board officers then in office, but excluding the officer subject to the resolution, vote in favour of the resolution.

Register of Officers and Steering Committee Members

- 58 The board must keep a register of Executive Board Officers and Steering Committee members, setting out
- 58.1 for each current Executive Board officer/Steering Committee member:
- 58.1.1 his/her full name and email address;
- 58.1.2 the date on which he/she was appointed; and
- 58.1.3 any office held by him/her in the Organisation;
- 58.2 for each former Executive Board officer/Steering Committee member - for at least 6 years from the date on which he/she ceased to be a Executive Board officer/Steering Committee member:

58.2.1 his/her full name;

58.2.2 the date on which he/she was appointed and to which office; and

58.2.3 the date on which he/she ceased to be an Executive Board officer/Steering Committee member.

- 59 The board must ensure that the register of officers is updated within 28 days of any change:
- 59.1 which arises from a resolution of the board or a resolution passed by the members of the Organisation; or
 - 59.2 which is notified to the Organisation.
- 60 If any person requests a copy of the register of Executive Board officers or Steering Committee members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not an officer of the Organisation, the board may provide a copy which has the email addresses blanked out - if the Board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

DECISION-MAKING BY THE EXECUTIVE BOARD

Notice of board meetings

- 61 Any officer may call a meeting of the board or ask the General Secretary to call a meeting of the board.
- 62 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting and with agreement with either the Executive Board Chair or Vice Chair) there is a degree of urgency which makes that inappropriate.

Procedure at Executive Board meetings

- 63 No valid decisions can be taken at an Executive Board meeting unless a quorum is present; the quorum for Executive Board meetings is 4 of the Executive Board members.
- 64 If at any time the number of Executive Board members in office falls below the number stated as the quorum in clause 62, the remaining Executive Board member(s) will have power to fill the vacancies - but will not be able to take any other valid decisions.
- 65 The Chair of the Executive Board will act as chairperson of each Executive Board meeting.
- 66 If the Executive Board Chair is not present within 15 minutes after the time at which the meeting was due to start (or is unable to act as chairperson), the Executive Board Vice Chair will act as chairperson of that meeting.
- 67 If the Executive Board Chair and Vice Chair are both absent within 15 minutes after the time at which the meeting was due to start (or both are unable to act as chairperson), the meeting must be rescheduled.

- 68 Every board member has one vote, which must be given personally.
- 69 All decisions at Executive Board meetings will be made by majority vote.
- 70 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 71 The Executive Board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not an officer - but on the basis that he/she must not participate in decision-making.
- 72 An officer must not vote at an Executive Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 73 For the purposes of clause 71:
- 73.1 an officer will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 74 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 75 The minutes to be kept under clause 73 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

DECISION-MAKING BY THE STEERING COMMITTEE

Notice of Steering Committee meetings

- 76 Any member of the Steering Committee may call a meeting of the Steering Committee or ask the General Secretary to call a meeting of the Steering Committee.
- 77 At least 7 days' notice must be given of each Steering Committee meeting, unless (in the opinion of the person calling the meeting, in agreement with the Steering Committee Chair) there is a degree of urgency which makes that inappropriate.

Procedure at Steering Committee meetings

- 78 No valid decisions can be taken at a Steering Committee meeting unless a quorum is present; the quorum for Steering Committee meetings is 5 of the Committee members.
- 79 If at any time the number of Steering Committee members in office falls below the number stated as the quorum in clause 77, the Executive Board will have power to fill the vacancies, but no valid decisions can be made until the minimum number stated as quorum in clause 77 has been met.

- 80 If the Steering Committee Chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Steering Committee will appoint a chair for one meeting.
- 81 Every Steering Committee member has one vote, which must be given personally.
- 82 All decisions at Steering Committee meetings will be made by majority vote with the exception of changes to the Terms of Reference which require a two thirds majority, as outlined in clause 101.
- 83 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 84 The Steering Committee and Executive Board may, at their discretion, allow any person to attend and speak at a Steering Committee meeting notwithstanding that he/she is not an officer - but on the basis that he/she must not participate in decision-making.
- 85 An officer must not vote at a Steering Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 86 For the purposes of clause 84: -
- 86.1 an officer will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 87 The Steering Committee must ensure that proper minutes are kept in relation to all Steering Committee meetings and meetings of sub-committees.
- 88 The minutes to be kept under clause 86 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 89 The Executive Board may delegate any of their powers to sub-committees; a sub-committee must include at least one Executive Board officer, but other members of a sub-committee need not be officers.
- 90 The Steering Committee may delegate any of their powers to sub-committees; a sub-committee must include at least one Steering Committee member, but other members of a sub-committee need not be members of the Steering Committee.

- 91 When delegating powers under clauses 88-89, the Executive Board (under clauses 88) or Steering Committee (under clauses 89) must set out appropriate conditions (which must include an obligation to report regularly to the Executive Board board or Steering Committee).
- 92 Any delegation of powers under clauses 88-89 may be revoked or altered by the board at any time.
- 93 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Executive Board (under clause 88) or the Steering Committee (under clause 89).

Operation of accounts

- 94 The Treasurer shall make arrangements to cause a depository of funds to be maintained in the name of WHPC. This will exist at the University of Edinburgh for as long as the University of Edinburgh is the sole-underwriter of the Organisation.
- 95 Subject to clause 93, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the accounts held by the Organisation; at least one out of the two signatures must be the signature of an Executive Board officer.
- 96 Where the Organisation uses electronic facilities for the operation of any accounts, the authorisations required for operations on that account must be consistent with the approach reflected in clause 94.
- 97 The Treasurer shall provide the Executive Board and Steering Committee, at least once per year, an accounting of the receipts and payments made to/from the WHPC accounts.

Accounting records and annual accounts

- 98 The Executive Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 99 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board considers that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 100 If the Organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out by the University of Edinburgh as steward Organisation.
- 101 Any surplus assets available to the Organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Organisation as set out in this document.

Alterations to the Terms of Reference

- 102 This Terms of Reference may be altered by resolution of the Executive Board passed at a Steering Committee meeting (subject to achieving a two thirds majority).