



Terms of Reference for the Annual Plan & Marketing Committee

1. Role

The Committee shall be responsible for:

- Creating a 5 year Strategy for the board to agree every 5 years.
- Ensuring the 5 year Strategy is met by producing an annual plan or OGSPK (Objectives, Goals, Strategies, Plans and KPI's) for approval by the board.
- The Committee will coordinate with the Finance and Remuneration committee and support the F&R Committee in producing the annual budget as a consequence of producing the agreed annual plan.
- The committee will provide rationale to the board, in order that board can make an informed decision when agreeing the annual plan and budget.
- Every quarter, the committee will report back to the board on the delivery of the annual plan against the OGPSK.

2. Amendments to Terms of Reference

- These Terms of Reference may only be amended by the Board, at a formal meeting.

3. Membership

- The Committee shall comprise at least 4 members and a maximum of 7.
- The Committee shall be comprised of:
 - The CEO
 - The Marketing Director
 - The Digital Marketing Manager
 - Communications and Partnership Manager
 - The Finance Director
 - A Director chosen from amongst one of the Discipline or Trainer's Directors at the discretion of the Chair/CEO
 - And 1 other Director at the discretion of the Chair/CEO
- The Chairperson will be elected by the Committee. He / She may appoint a deputy Chairperson in their absence.
- One member of the Committee may be appointed to act as the secretary of the Committee and to ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues and discussion topics

presented. Alternatively the Committee may appoint an external person to act in this capacity;

- Any BASI full member may be requested by the chair to join the group and all or part of a meeting with the approval of the Committee as a non voting member. They can be asked to leave at any stage as required by the Committee (for example if commercially sensitive discussions are about to occur). The intent is to enable members with specific expertise to support the work of the committee in delivering the annual plan and strategy for a limited period.

4. Quorum

- The quorum necessary for the transaction of business shall be 3 Committee members.

5. Meetings and Attendance

- The Committee shall meet at least four times a year, in time to create a report to present at the quarterly board meeting. Ideally this will be 1 month prior to the quarterly Board Meeting, and otherwise as required;
- The Committee Chairperson will report back to the Board after each meeting.
- Any member of the Committee may participate in a meeting of the Committee by way of telephone, computer or any other electronic means of communication provided that each member participating in the meeting is able to hear and speak. A member participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote.

6. Notice of Meetings

- Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chairman;
- Notice of meeting dates will be at least one month before the meeting.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Board Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7. Minutes of Meetings

- The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance;
- Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board;

8. Voting

- Decisions of the Committee shall be made by majority vote. In the case of an equality of votes, the chairperson has a casting vote.

9. Duties and Responsibilities

The Committee is responsible for:

- Delivering the overall BASI vision via the creation of a clear and defined 5 year Strategy for the Board to approve.
- Delivering the overall BASI vision and 5 year Strategy via the creation of a clear and defined Annual Plan for the Board to approve.
- Proposing strategies to help with the implementation of the Annual Plan
- Monitoring the delivery of the Annual Plan and reporting back to the board at each board meeting

In respect of all matters, the Committee shall:

- Report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee Chair is responsible for report production;
- Work and liaise as necessary with all other company committees;
- List members of the Committee in the company's annual report;
- Ensure the Chair of the Committee responds to questions raised about the Committee's remit at annual general meetings;
- Carry out such additional duties as may be delegated by the Board including the power to make decisions on specific issues.

10. Authority

The Committee:

- Has delegated authority from the Board in respect of the functions and powers set out within these Terms of Reference;

11. Other Matters

The Committee shall:

- Give due consideration to laws, regulations and any published guidelines or recommendations regarding marketing activity;
- Have access to sufficient resources, in line with the budget, in order to carry out its duties;

- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- Arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Document control

Draft Version: 0.5

Date: 08/12/17

Prepared by: Jaz Lamb & James Arnold

Annual Plan and Marketing Committee

To be authorised by: Board of Directors

Date: