**Equality, Diversity, Equity and Inclusion (EDEI) Committee**

**Terms of Reference**

**Approved by Council: 20.11.23**

**Introduction**

1.1 The Rules which govern Association for Nutrition (approved by AfN Council on 26 May 2016) give AfN Council responsibility for forming and approving the terms of reference and reporting arrangements for main committees, and method for selecting members for appointment to main committees.

1.2 Terms of reference for EDEI, a main committee of AfN Council were approved by AfN Council at its meeting on 20th November 2023. They comply with provisions in the Rules which describe how main committees are formed, how meetings of conducted and the appointment and term of office main committees chairs and members.

1.3 Main committee terms of reference can be determined, amended or rescinded by a simple majority vote of Council and are subsidiary to the Rules and Articles of Association. If the operation of these terms of reference contradict the Rules or Articles of Association in any way, the Rules and Articles of Associationtake precedence.

1.4 The EDEI shall be appointed for an initial period of two years, at the end of which Council will review the effectiveness of the committee in meeting its remit and determine the most appropriate means of overseeing EDEI work going forward.

**EDEI Committee: Purpose**

2.1 EDEI Committee is a main committee of AfN Council. Its purpose is to provide advice to Council on matters of equality, diversity, equity and inclusion, overseeing the implementation of the recommendations of AfN’s EDEI review and reviewing proposals made to Council in order to advise on EDEI impact.

**EDEI Committee: Reporting Requirements**

3.1 the EDEI Committee reports to AfN Council. It shall make recommendations to Council on matters within its authority and has a duty to co-operate with other main committees to ensure the charity’s objectives and associated business plans are met.

3.2 The EDEI Committee has delegated authority to make decisions on matters within its terms of reference and in accordance with standards, policies and procedures agreed from time to time by Council.

3.3 The Committee shall report to Council after each meeting. Council may instruct, enquire or request action by the EDEI Committee on any matter within the committee’s terms of reference and in accordance with standards, policies and procedures agreed from time to time by Council.

**EDEI Committee: Responsibility**

4.1 The EDEI Committee is responsible for;

* 1. Monitoring progress in implementing the recommendations of the EDEI Review Report
  2. To review proposals to Council for strategic projects and activities, to ensure that EDEI principles have been adequately considered and embedded within the proposals
  3. To advise on newly developed or revised documentation to ensure that EDEI principles have been adequately followed and embedded
  4. To advise Council on EDEI considerations related to the work of AfN

**EDEI Committee: Membership**

5.1 Members ofthe EDEI Committee will be appointed by Council according to Rules 11.1-11.16.

5.2 In accordance with Rule 11.3, membership of committees shall be least three and will consist of at least one member of AfN Council and two members of the Association (one of whom may also be the member of Council). Employees of the Association may not serve as members of a main committee. Council will seek to ensure that membership of the committee has sufficiently diverse expertise to ensure that various EDEI factors are considered. Generally, the EDEI Committee should have at least four members and a maximum of 12 members.

5.3 Members of the Committee may be members of the Association for Nutrition and other such independent persons/ lay representatives as appointed by Council. The maximum number of independent members allowed under the Rules is no more than 50% of the total number of the Committee agreed by Council, minus one. Eligibility for independent members/ lay representatives will be restricted to persons who are not or have never been a member of the Association, are not eligible for membership of the Association, are not disqualified or declared unfit from being a trustee or company director or disqualified under clause 43 of AfN Articles of Association.

5.4 In accordance with Rule 11.2, members of of the Committee shall be appointed by Council. Council, in making the appointment, will apply the method for selecting members for appointment to main committees as agreed by Council and may consult with the chair and members of the main committee, working groups or sub-panels, and may, at its discretion, open a call for nominations to the whole membership. If no method is agreed by Council, appointment shall be by open advertisement to all members, (sent electronically or by post) and submission of a CV by interested members for consideration by the main committee and appointed by Council on recommendation of the main committee.

5.5 In accordance with Rule 11.10, the term of service for appointments to the EDEI Committee is normally three years except for members of Council appointed by Council to serve on a main Committee as necessary to comply with item 45 in the AfN Articles of Association, (in that one third of the membership of Council shall retire each year; and members of Council to retire shall be those who have been longest since their last election or appointment).

5.6 Members of the EDEI Committee (excluding the Chair) shall be eligible for re-appointment for two subsequent terms (or a total of nine years) and then for subsequent terms provided that at least one year shall have elapsed between the expiry of three consecutive terms and the beginning of the fourth.

5.7 There is no limit on the number of times an independent person may be appointed to the EDEI Committee, subject to the term of service, re-election and reappointment rules that apply to all Committee members.

5.8 Members of the EDEI Committee will not be eligible to serve if they are disqualified or declared unfit from being a trustee or company director; and/or is disqualified under clause 43 of AfN Articles of Association; and/or if they are a current member of the Association, whose membership has expired, is voluntarily suspended, or is not of good standing, or is an employee of the Association.

5.6 All members of the Committee are expected to abide by all AfN policies as agreed by Council from time to time, including, but not limited to;

a. Payment of Expenses

b. Equal Opportunities

c. Health and Safety

d. Register of Interests and Declaration & Management of Conflicts

e. Code of Conduct and volunteer agreements for Council Members, Committee members, assessors & volunteers

f. Handling confidential information & use of personal data

5.7 A member of the Committee breaching one or more of the AfN policies as agreed by Council may be removed from the committee by a majority vote of the Committee. The Managing Interests policy will apply in the consideration of breaches of AfN policy by a member of a main committee.

5.8 A member of the Committee who is absent from three or more meetings in one calendar year (if less than three meetings were held, then all meetings in one calendar year) or acts in any way that adversely affects procedures, policies or governance of the profession or the charity may be removed from the Committee by a majority vote of the committee.

5.9 A member of the EDEI Committee may resign at any time by giving notice in writing to the Chair.

**EDEI Committee**: **Chair**

6.1 AfN Council shall appoint a chair of the EDEI Committee. Council, in making the appointment, may consult with the members of main committees, working groups or sub-panels. If the appointment is contested, the appointment shall be by a ballot of all members of Council, including elected and appointed members.

6.2 The term of appointment for chair of the EDEI Committee is three years. The chair of the Committee shall be eligible for reappointment for one subsequent terms (or a total of six years) and then for subsequent terms provided that at least one year shall have elapsed between the expiry of six consecutive terms and the beginning of the seventh, except as necessary to comply with clause 45 in the AfN Articles of Association, rotation of Council members.

6.3 If a member appointed as chair of the EDEI Committee is not already a member of Council, then they will be automatically appointed to Council and will remain on Council for as long as they are the appointed chair, subject to the normal limits of terms of service of Council. If a serving member of Council is appointed by Council as a chair of a main committee, then that member’s elected term will run concurrently with their *ex officio* membership of Council.

6.4 The EDEI Committee may also appoint one or more deputy chairs from among the members of the committee. The term of appointment of the deputy chair shall be up to three years, and shall be eligible for reappointment for up to two subsequent terms.

6.5 The chair and deputy chair shall have authority to make decisions and take action between each meeting of the committee on matters in respect of which the committee has delegated such authority. Such decisions shall be reported to the next meeting of the committee.

**Meetings of the EDEI Committee**

7.1 Rule 11.4 states the quorum for main committees will be two members of the committee, at least one of whom will be a Council member. If a quorum is not reached, or if during a meeting the number of members present (not counting those debarred by reason of a declared interest) falls below the required number, the meeting shall be adjourned and any unfinished business shall be transacted at the next meeting or on such other day as the Chair of the Committee may decide.

7.2 Each member of the committee shall have one vote. In the event of a tied vote, the chair of the meeting shall have a second and casting vote.

7.3 At each meeting of the committee the business shall be to:

a. Approve the minutes of the previous meeting

b. Consider matters arising from the minutes of the previous meeting

c. Consider and approve matters for decision

d. Consider matters for discussion

e. Receive reports, accounts, minutes of sub-ccommittees, panels and working groups, reports from the chair and Chief Executive

f. Consider any other business notified to the meeting on the agenda in writing to the chair at least three working days in advance of the meeting.

7.4 The committee secretary shall be appointed by the Chief Executive and shall be responsible for the recording of the minutes of the proceedings of the committee, ‘the committee secretary’ and, in consultation with the chair, organising the agenda and associated papers.

7.5 There will normally be three committee meetings a year held by teleconference or videoconference. Meetings will be called by the chair in conjunction with the committee secretary. The date, location and time of committee meetings will be published as far in advance as possible, and as a minimum two months’ notice is to be given to all committee members; ideally six. Date, location and time of committee meetings will normally be arranged by the committee secretary, ideally between two and six weeks prior to each AfN Council meeting. With the agreement of the Chief Executive, additional meetings can be held provided at least two weeks’ notice (14 calendar days) is given to all committee members.

7.6 The committee may invite members of the Association, and other such people, including guests, as decided by the committee to attend its meeting as observers, and may speak to the meeting if invited to do so by the chair, but may not vote. All observers are expected to abide by all AfN policies as agreed by Council from time to time.

Ends

**Additional Notes**

Conflict of interest disclosure

In accordance with the *Register of Interests Gifts Hospitality and Managing Interests Policy* Committee members must submit an annual declaration and must declare conflicts of interest prior to the discussion of individual files or at any time a conflict of interest (actual or potentially perceived) arises within committee meetings or activities. Committee members applying for paid employment within AfN must resign in writing to the chair their committee membership prior to submitting their application for employment.

Confidentiality

Each Committee member must sign a Confidentiality Agreement at the time of each appointment indicating their agreement to maintain the confidentiality, security and integrity of all materials during and after their term in the committee.

Remuneration

Members of the Committee receive no fees for their services. However, members shall be reimbursed for travel and other expenses properly and reasonably incurred in the discharge of their duties as members of the Committee, in accordance with the *AfN Payment of Expenses Policy*.