



Representing Drainage Water Level & Flood Risk Management Authorities

Advisory Committee

Terms of Reference

As approved by the Association of Drainage Authorities Board of Directors on:

05 March 2024

1. CONSTITUTION

1.1 The Association of Drainage Authorities (ADA) Board of Directors (the Board) has established a committee, known as the Advisory Committee, with terms of reference as set out below.

1.2 Article 55 of ADA's Articles of Association (the Articles) entitles the Board to appoint such committees as it may deem necessary in pursuance of ADA's objectives as set by the Association's constitution.

1.3 The Board shall delegate such of its powers to the Committee as shall from time to time be within the terms of reference of the Committee.

1.4 As instructed by the Articles the Board must specify in writing the terms of reference (including such conditions and amendments as they see fit) of each committee in accordance with the Articles.

1.5 The proceedings of a Committee shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

1.6 The Board may revoke or alter a delegation in whole or part, or alter its terms and conditions.

1.7 No rule, policy or terms of reference will be inconsistent with anything contained in the Articles, but in the event of any inconsistency, the Articles will prevail.

2. PURPOSE

2.1 The purpose of the Committee is to guide the Board on the management and finances of ADA.

2.2 The Committee will support the Board in setting the strategic direction of ADA.

2.3 The Committee will guide the Board to order, regulate and supervise ADA's finances, monitoring the overall financial performance of the budget; to settle and keep under review the format and presentation of the ADA's budgets and the financial parts of the annual report; recommend the annual budget to deliver the strategic objectives; propose subscription fee levels; to recommend the appointment of external auditors, to secure the implementation of any measures recommended by the external auditor.

2.4 The Committee will guide the Board to ensure that ADA's corporate governance framework reflects good practice and sound running,

2.5 The Committee will guide the Board in the remuneration and conditions of service for employees of ADA.

2.6 The Committee will guide the Board on the organisation, running, and finances of events held by ADA.

3. AUTHORITY

The Committee is authorised by the Board to:

3.1 meet for despatch of its business, adjourn and otherwise regulate its meetings as it sees fit including approving items of business by written resolution; and

3.2 delegate any of its duties as is appropriate to such persons or person as it thinks fit, such as, but not limited to: ADA Branches, ADA Forums, or working groups.

3.3 create working groups in pursuance of its duties. Any working group formed by the Committee should prepare and submit a paper defining the working group's purpose for approval by the Committee.

3.4 obtain at the expense of ADA external legal or independent professional advice from such advisers as the Committee select, so long as resources permit and permission has been granted by the Chief Executive. Such advisers may at the invitation of the Committee attend meetings as necessary.

4. DUTIES

The Board authorises the Committee to:

4.1 Periodically develop and update a Business Plan for ADA as instructed by the Board, for approval by the Board.

4.1 Develop an annual work program, which is aligned with the ADA Business Plan and within the committee purpose and duties, for approval by the Board.

4.2 Provide guidance, recommendations, and support to the Board and ADA members on matters related to Committee's purpose.

4.3 Consider any other topics referred to it by the Board from time to time.

5. COMMITTEE COMPOSITION

5.1 As instructed by the Articles the Committee shall consist of such Directors and other persons as the Board may think fit.

5.2 Membership of the Committee will be ratified annually by the Board.

5.3 Skills of the Committee's members should match with the purpose of the Committee.

5.4 Committee members must be prepared to assist with the drafting and writing of briefing notes and reports, help with the preparation of responses to consultations on behalf of ADA's members, and represent ADA members at relevant external meetings.

5.5 Committee members will be appointed for a three-year term, but are able to resign from the Committee earlier if they so wish. Members may stand for re-nomination at the end of a three-year term up to a maximum number of three consecutive terms.

5.6 As instructed by the Articles the Chairperson and Chief Executive shall be ex-officio members of the Committee.

5.7 The Company Secretary and any Vice Chairs of ADA shall be ex-officio members of the Committee.

5.8 In addition to the ex-officio members, the Committee membership will consist of:

- a. up to a maximum of five representatives from ADA members with relevant knowledge and expertise, comprising of:
 - i. The Committee Chair,
 - ii. One representatives from an internal drainage board,
 - iii. One representative from the Environment Agency (EA),
 - iv. One representative from a local authority,
 - v. One representative from an Associate Member.
- b. up to a maximum of one representative from an independent advisor with relevant knowledge and expertise.

6 COMMITTEE CHAIR

6.1 The Committee Chair will ensure that the proper running of meetings in a timely, fair, transparent, and inclusive manner.

6.2 The Committee Chair will have the final say on setting the agenda and committee direction.

6.3 The Committee Chair will be appointed for a two-year term, and may stand for re-nomination for up to a maximum number of three consecutive terms.

6.4 The Committee Chair shall be appointed as the Committee's Director on the Board in accordance with Article 50 of the Articles.

7. MEETING PROCEDURES

7.1 Decisions will be made by consensus, but if that is not possible the chair of the meeting will make the final decision.

7.2 In the absence of the Committee Chair, the remaining members present can elect one of themselves to chair the meeting.

7.3 No member of the Committee or person in attendance at a meeting will be present or will participate when matters relating to their own remuneration or terms and conditions of service are discussed.

7.4 Committee members are expected to attend, and apologies should be given in advance where possible.

7.5 Committee members are encouraged to suggest items for the agenda and to facilitate such items.

8. ATTENDANCE AT MEETINGS

8.1 Members should make every effort to attend all meetings of the Committee and inform ADA staff if their circumstances make future attendance challenging.

8.2 If a member fails to attend three consecutive meetings, the Chair of the Committee will consider whether that member should vacate the Committee.

8.3 Other Directors, and ADA staff and advisers may attend any meeting of the Committee.

8.4 The Committee Chair and ex-officio members of the Committee may invite persons to attend and participate in meetings as they deem appropriate to matters for discussion on the agenda.

9. FREQUENCY OF MEETINGS

9.1 Meetings are to be held not less than thrice annually and at such other times as required.

10. NOTICE OF MEETINGS

10.1 Meetings of the Committee are called by ADA staff at the request of the Committee Chair.

10.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, are to be forwarded to each member of the Committee, any other person required to attend, no later than five working days before the meeting. Supporting papers are to be sent to Committee members and to other attendees as appropriate, at the same time.

11. MINUTES OF MEETINGS

11.1 ADA staff will ensure that a formal record of committee proceedings and resolutions is maintained.

11.2 Following approval of the minutes by the Committee Chair they are to be circulated to all members of the Committee and published on the ADA website.

12. REVIEW

12.1 The Committee will periodically review its performance at least every five years, to ensure that it is provided with sufficient resources to undertake its duties and recommend any changes it considers necessary to the Board for approval.

12.2 These terms of reference will be reviewed and, where necessary updated, at least every five years.

13. REPORTING PROCEDURES

13.1 The Committee Chair is responsible for reporting to the Board.

13.2 The approved minutes of all meetings and resolutions of the Committee are to be circulated to all the Directors after every meeting.

13.3 ADA staff will retain copies of the minutes and the papers.

13.4 The Committee will disclose on the ADA website its terms of reference, including any duties delegated by the Board.

13.5 The Committee will provide an annual report to members on its activities.

13.6 The Committee Chair or other designated member of the Committee is expected to attend the Annual General Meeting and answer any questions on the Committee's activities and responsibilities.