

FOODIES UNITE FORUM

Terms of Reference

1. ELIGIBILITY FOR MEMBERSHIP

1.1 Full Members

Any company or organisation which works in or advises the Food and Drink Manufacturing sector in the North of England is entitled to be a full member of the Forum.

1.2 Associate Members

Individuals who do not qualify for full membership can apply to be an associate member.

2. PURPOSE OF THE FORUM

The Forum will facilitate the sharing of best practice and expertise between persons working in and advising the Food and Drink Sector at member companies.

2.1 Acceptable Discussion Topics

Acceptable topics for discussion include:

2.1.1 Health and safety;

2.1.2 Industry-wide issues & best practice (e.g. allergy labelling);

2.1.3 Procurement methods (e.g. e-procurement);

2.1.4 Recruitment;

2.1.5 Training;

2.1.6 New legislation, Sector Guidance & Regulation;

2.1.7 Good or bad learning experiences in relation to:

(a) particular products, services or processes;

(b) particular suppliers and supply chain issues;

providing the information shared is not defamatory (i.e. it must be accurate and opinions should not be stated as fact).

2.2 Unacceptable Discussion Topics

The members are aware of their competition law obligations and will ensure that conversations do not occur in relation to:

2.2.1 Specific purchase or selling prices;

2.2.2 Commercial strategy;

2.2.3 Coordinated actions in relation to third parties (boycotts, agreed method of dealing etc.);

- 2.2.4 Commercially sensitive information, including in relation to intellectual property in development;
- 2.2.5 Joint purchasing (unless a lawyer is in attendance).

In addition, the members' conduct at the meeting and involvement with the Forum shall be in accordance with their respective employers' policies and procedures relating to competition law compliance.

3. **ORGANISATION OF THE FORUM**

3.1 **The Chairman**

The Forum will appoint a Chair who will be the member hosting the particular meeting. Where the host is unable to act as Chair, a Chair shall be appointed by the members present at the start of the meeting. The appointment will be until the next Forum meeting. The Chair will be responsible for:

- 3.1.1 Setting the agenda for the meetings in consultation with members;
- 3.1.2 Inviting associate members to join the Forum;
- 3.1.3 Efficient and orderly management of Forum meeting.

3.2 **Secretariat**

The Forum shall appoint a Secretariat who will be responsible for;

- 3.2.1 Arranging meetings of the Forum and communicating such arrangements to all members
- 3.2.2 Circulating any documentation relating to the Forum;
- 3.2.3 Taking and circulating minutes of the meetings of the Forum;
- 3.2.4 Maintaining an up to date list of members of the Forum;

3.3 **Meetings of the Forum**

3.3.1 **Frequency**

The Chair in conjunction with the Secretariat shall use reasonable endeavours to hold a meeting of the Forum once per quarter in each calendar year of the Forum's existence.

3.3.2 **Quorum**

The meetings of the Forum shall be quorate and capable of taking decisions on behalf of the Forum where at least 7 Full Members are in attendance. In the absence of a quorum discussions can take place but any decision would need to be subsequently ratified by the requisite majority (see paragraph 3.3.3).

3.3.3 **Decisions of the Forum**

Day to day decisions of the Forum shall be taken by simple majority of full members in attendance at a quorate meeting. The following decisions shall require an absolute majority (i.e. at least 50% of all full members responding must vote in favour):

- (a) Expulsion of a member;
- (b) Refusal of an application for membership;
- (c) Changes to these Terms of Reference;
- (d) The winding up of the Forum.

3.3.4 Capacity of the Forum

The Forum shall have no Capacity to:

- (a) Make contracts in its own name or on behalf of its members; or
- (b) Incur costs on behalf of its members,
- (c) Act as an agent for its members.