

## WEA Council Terms of Reference

**Last Updated:** 10 January 2024

**Approval by Board of Trustees:** 10 July 2025

### Purpose of the Committee

WEA is an association of members<sup>1</sup>. The WEA Council is the Association's chief stakeholder body, and as such is responsible for channelling the voice of Association Members to the Board of Trustees. It shall promote the democratic involvement of all Association Members – including learners, volunteers, and staff – in the life of the Association.

### Membership and Attendance

The membership of the WEA Council shall include up to 28 members, comprised as follows:

- 3 Trustees (President, one other Association Officer, and one other Trustee) and the following individual selected by Association Members:
  - Up to 5 Branch/Local Association volunteers
  - Up to 5 LAP representatives
  - Up to 5 learners
  - Up to 3 teaching staff
  - Up to 3 non-teaching staff
- Up to 4 co-opted members representative of the wider charity and/or education sector, appointed on the recommendation of Governance and Nominations Committee

The Chair of the WEA Council shall be *ex officio* the President, as elected by the Association Membership and appointed as Trustee by the Board of Trustees. A Deputy President who is also appointed as a Trustee shall normally serve as Vice Chair of Council, but may be any other trustee.

The Chief Executive/General Secretary or their delegated representative will be required to attend meetings of the WEA Council. Other members of WEA's Leadership Team may be invited to attend meetings of the Council from time to time, as appropriate.

Observers at the Council may attend meetings in accordance with observer guidelines and at the discretion of the Chair.

Secretariat shall be provided by the Head of Governance or their nominated representative.

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<sup>1</sup> Article 26 of WEA's Articles of Association define Association Members as individuals who are admitted to the Association in accordance with Regulations. Regulation 2.1 defines Association Membership as learners on WEA courses and programmes, staff, volunteers, and members of the general public who support the Association, its object and activities. This definition of Association Membership is followed throughout this paper.

### The WEA

4 Luke Street, London, EC2A 4XW

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## Quorum

The quorum for a Council meeting shall be a simple majority of those Council members entitled to vote on the business of the meeting and including at least two Trustees.

## Frequency of Meetings and Notice

The Council will meet on a minimum of a termly basis (i.e., three times per year), though will consider, in agreement with the Chair, the necessity of meeting more often when required. The Council also meets annually with the Board of Trustees for the purposes of training and development, and in the interest of progressing discussion on matters of shared interest (e.g., the impact of regulatory change). These meetings will be coordinated with the Board and Committee calendar so that the Council's work can dovetail with that of the other Trustee Committees and the Board of Trustees.

Written notice of each meeting, an agenda and supporting papers shall normally be circulated no later than seven working days before the date of the meeting.

## Reporting

The Board of Trustees will receive minutes of Council meetings and will be notified of any key issues and recommendations through summary update reports to be delivered by the Chair of the WEA Council at meetings of the Board of Trustees from time to time. Summary reports, endorsed by the Chair of the Council, may also be shared with other WEA stakeholders via WEA communication channels to keep them regularly informed of Council business and impact.

## Responsibilities

### Association Membership

1. To promote the democratic involvement of all Association Members in accordance with the Articles.
2. To ensure the integrity of the Association Member register and the effective support and promotion of WEA Member rights and benefits.

### Learner voice

3. On the instruction of the Board of Trustees, to support the delivery of periodic Learner Voice events in each geographic region (as determined by the Board of Trustees from time to time)
4. To receive and consider any reports from Local Advisory Panels on WEA's response to learner need (as determined by funders), the quality of the learner experience, and opportunities for extending WEA's charitable reach.
5. To advocate with Leadership Team and the Board of Trustees protection for access to all aspects of lifelong learning (e.g., skills, ESOL, tailored learning etc.) whether publicly funded or otherwise.

### General views and interests of stakeholder groups

6. To receive the Annual Impact Report and oversee any campaigns or action planning arising from it.

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7. To propose campaign strategies for Board approval and otherwise make recommendations to the Board for any significant influencing campaigns.
8. To support interests of and effective communication within and between stakeholder groups across the Association (e.g., learners, staff, volunteers, etc.) to ensure their views on matters within the Council's remit are collected and understood.
9. To receive and consider reports from the Executive on feedback derived from multiple channels of communication with the Association Membership (e.g., from social media, satisfaction surveys, etc.).
10. To make recommendations to the Board of Trustees on matters arising from impact research, and/or feedback or communications with the Association Membership.
11. To make recommendations to the Board of Trustees on matters arising from Local Advisory Panel meetings.

#### WEA Conference

12. To oversee the delivery of the Association Conference, on behalf of the Board of Trustees. Council shall also have responsibility for the oversight of any Extraordinary Conferences which may be called by the Board of Trustees from time to time.
13. To consider any Motions to be put to any Association Conference for discussion and/or debate in accordance with the Standing Orders of Conference as updated from time to time.
14. To convene and oversee the work of a Standing Orders Committee who shall have responsibility for supervising the election of Association Officers and any formal business at Association Conference.

#### Elections for Council Members and Association Officers

15. To ensure the timely and transparent election of members of Council, and with the support of the Standing Orders Committee, the election of Association Officers.
16. To oversee the appointment of external scrutineers to carry out elections, and to approve the election timetable, which should allow sufficient time for ballots to be received and returned, electronically or by post.
17. To ensure the integrity of voter rolls to be used in any election.
18. To have due regard for the diversity profile of WEA stakeholders and, recognising the benefits of diversity across all areas of the Association and the Association's commitment to diversity generally, to recommend strategies to address any under-representation in the elected membership of the Council.

#### Other

19. To undertake any other tasks or functions as may be determined in the WEA Scheme of Delegation or by the Board of Trustees.

### **Review of the Terms of Reference**

The committee shall, at least once a year, and normally at the start of each cycle of business, review its own performance and Terms of Reference to ensure they remain relevant and appropriate.

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## Charity Governance Code

The practice of governing more visibly linked to the principles in the Charity Governance Code was highlighted by Stone King in their recent external governance review. The Board is responsible for all aspects of the Code but relies on its committees to guide and inform how we demonstrate our adherence to it. The Code's principles below link to this committee's work:

### **Principle 7 - [Openness and accountability](#):**

The board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

### **Council Purpose:**

The Association's chief stakeholder body, and as such is responsible for channeling the voice of Association Members to the Board of Trustees. It shall promote the democratic involvement of all Association Members – including learners, volunteers, and staff – in the life of the Association.

### **How the Councils Purpose reflects principle 7:**

This alignment with Principle 7 is evident in the Council's commitment to representing the diverse voices of Association Members to the Board of Trustees. By actively engaging learners, volunteers, and staff in the Association's decision-making processes, the Council supports an open and democratic culture. Through this channel, the Council enhances transparency and ensures that the Board remains accountable to the membership and its stakeholders, fostering trust and inclusivity across the Association and the Adult Education sector.

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