



## Code Committee: Terms of Reference

### Purpose

1. The IMPRESS Code Committee ('the Committee') exists to advise the Board of IMPRESS ('the Board') on the development of the IMPRESS standards code ('the Code') and any guidance on that Code to be issued for the benefit of the public and/or for the use of the Board or Complaints Committee or complaints-handling officials when determining complaints under the Code.

### Powers

2. The Committee does not have the power to make decisions which bind the Board in any way, although the Board may delegate such powers to the Committee from time to time.

### Membership

3. Membership of the Committee shall be wholly at the discretion of the Board and the Board may appoint or remove Committee members at any time.
4. At all times, the Board shall endeavour to ensure that the Committee includes members with exceptional experience and understanding of the following areas:
  - Working Journalists
  - Media ethics
  - Media law
  - Equalities and human rights
  - The public interest
  - Digital media
5. There should always be serving or former journalists and serving or former editors on the Committee but the number of serving editors on the Committee shall never exceed one-third of the total number of members of the Committee at that time.
6. At all times, the Chair of IMPRESS and at least two Board members (to be selected by the Board from among existing Board members) shall be *ex officio* members of the Committee.
7. At any time, the Committee shall include no fewer than 7 members and no more than 11 members in total, including *ex officio* members.

8. Members of the Committee may be appointed on the basis of their professional experience within a particular industry or sector. However, they shall not be expected to represent the interests of that industry or sector in their capacity as Committee members and shall at all times make decisions based entirely on their individual and honest opinion.

### **Terms**

9. Members of the Committee shall serve a term of three years, which may be renewed.
10. Membership of the Committee shall be unremunerated. However, Committee members' reasonable travel expenses shall be repaid by IMPRESS.

### **Procedures**

11. The Committee shall appoint a Chair from among its members, subject to the ratification of this appointment by the Board.
12. A quorum shall be half the total number of members of the Committee at that time, or the nearest whole number to that number, rounded up.
13. Meetings may be held in person or electronically, subject entirely to the agreement of the Committee.
14. Meetings shall be called by the Chair of the Committee with at least 14 calendar days' notice.
15. Papers shall be provided to Committee members at least 7 calendar days in advance of each meeting.
16. Where the Committee lacks relevant experience and understanding, or where it wants to consult on the future of the Code and the guidance on the Code, it may consider – with the approval of the Board – convening a broader group of stakeholders for this purpose.
17. All proceedings and papers of the Committee shall remain confidential. However, agreed minutes of Committee meetings may be published.

### **Variation**

18. These Terms of Reference shall be reviewed every three years by the Board and may be amended by the Board at any time, although the Committee shall always be consulted before any changes are made by the Board.