

Terms of Reference of Governance Committee
(Adopted by the Board of Trustees 22nd September 2005)
(Amended by the Board of Trustees 22nd May 2008)

Constitution

The Governance Committee is formally constituted as a committee of the Board of Trustees. The terms of reference are approved by the Board of Trustees.

Membership

The Committee will be appointed by the Board of Trustees. At least two members of the Committee including the Chairman will be Trustees. One member will not be a Trustee and will be referred to as the independent member. The Chairman will not chair any other committee. The Board of Trustees may co-opt additional members, either Trustees or non-Trustees, to the Committee as required.

Frequency of Meetings

The Committee will meet at least twice a year and at such other times as the Chairman of the Committee will require.

Attendance of Meetings

The Committee may invite anyone considered appropriate to attend all or part of its meetings.

Quorum

The quorum necessary for the transaction of business shall be two members, of which one must be a Trustee, who have no conflict of interest with the business of the meeting. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

Notice of Meetings

Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any member thereof. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no fewer than three working days prior to the date of the meeting.

Minutes of Meetings

The Chairman shall ensure the proceedings and resolutions of all Committee meetings are minuted, including the names of those present and in attendance. Minutes of Committee meetings shall be available to any member of the Board on request and a copy will be lodged with the record of Board minutes.

Minutes shall be approved at the next subsequent meeting whenever practical.

Authority

The Committee is authorised by the Board of Trustees to enquire into any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Purpose

The Committee will, in the light of developments in charity governance and the needs of the Trust, keep under review the governance arrangements of the Trust and make recommendations to the Board of Trustees as needed.

Duties

To undertake whatever actions the Committee feels appropriate to achieve its Purpose, but in particular to:

1. Organise an appropriate review of the performance of the Board at least every two years.
2. Annually review the structure, size and composition (including the skills, knowledge and experience) required of the Board in relation to the tasks it faces.
3. Be responsible for seeking and evaluating prospective Trustees for the Board and to make recommendations in line with the Rules and the procedures set out for the election of Trustees in the Governance Procedures.
4. Before publicising the opportunity for people to nominate themselves as Trustees, evaluate the balance of skills and attributes on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required by new Trustees.

5. In identifying suitable Trustees the Committee will:
 - Consider nominees from a wide range of backgrounds
 - Consider nominees on merit and against objective criteria agreed by the Board, taking care that they have enough time available to devote to the position
 - Use appropriate means for evaluating nominees.
6. Following the AGM determine the need for any co-opted Trustees and if required, identify suitable candidates and propose them to the Board in line with the Rules.
7. When required by the Chairman and in line with the Governance Procedures, recommend Honorary Officers and Trustees to serve on Committees, and other persons to perform non-executive roles for the Trust.
8. Provide oversight to the induction and continuous professional development of Trustees.
9. Oversee the process by which the Trustees appoint and renew the President and Honorary Fellows.

Reporting Procedures

The Committee Chairman will report, as appropriate, to the Board on its proceedings after each Committee meeting. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will make a statement in the Annual Report describing its purpose and composition and giving a brief summary of its activities over the past year, which will include the process used to evaluate potential Trustees or make appointments.

Annual General Meeting

The Chairman of the Committee or another member of the Committee appointed by the Chair will attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.