



Specific Terms of Reference of Governance Committee

To be read in conjunction with the Terms of Reference Applicable to all Committees

- Adopted by the Board of Trustees 22 September 2005
- Amended by the Board of Trustees 22 May 2008
- Amended by the Board of Trustees 15 May 2014
- Amended by the Board of Trustees 15 September 2016
- Amended by the Board of Trustees 12 September 2018
- Amended by the Board of Trustees 2 December 2022
- Amended by the Board of Trustees 12 June 2025

Constitution

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

Purpose

To keep under review the governance arrangements of the Trust, in the light of developments in charity governance and the needs of the Trust, and make recommendations to the Board of Trustees where necessary.

Membership

The chair of the committee shall not normally chair any another committee of the Trust, unless authorised by the Board of Trustees.

Meetings

The committee shall meet at least twice a year and at such other times as may be considered appropriate and/or necessary.

Duties

Projects

Undertake such projects related to ensuring good governance of the Trust as are delegated to it by the Board of Trustees.

Board Performance Review

Organise an appropriate Board performance review at least every three years.

Skills Gap Analysis

Annually review the structure, size and composition (including the skills, knowledge and experience) required of the Board in relation to the tasks it faces and, in the light of this evaluation prepare a description for the Board of the role and capabilities required by new Trustees.

Trustee Recruitment

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. 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; and
- Use appropriate means for evaluating nominees.

Trustee Co-option

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.

Honorary Officers and Committee composition

When required by the Chairperson 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.

Induction and CPD

Provide oversight to the induction and continuous professional development of Trustees.

Honorary Fellows

Oversee the process by which the Trustees appoint and renew the Honorary Fellows.

Reporting Procedures

In addition to the reporting procedures outlined in the Terms of Reference Applicable to all Committees, the committee's statement within the Trust's Annual Report shall include the process used to evaluate potential Trustees and/or make appointments.