



**Specific Terms of Reference of Governance Committee –
to be read in conjunction with Terms of Reference applicable to all Committees**

**(Adopted by the Board of Trustees 22nd September 2005)
(Amended by the Board of Trustees 22nd May 2008)
(Amended by the Board of Trustees 15th May 2014)
(Amended by the Board of Trustees 15th September 2016)**

Membership

One member will not be a Trustee and will be referred to as the independent member. There may be up to two independent members. The Chair of the Governance Committee would not normally chair another committee, but this can be allowed with the agreement of the Board of Trustees.

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.

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 and, in the light of this evaluation prepare a description of the role and capabilities required by new Trustees.
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. 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.
5. 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.
6. 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.
7. Provide oversight to the induction and continuous professional development of Trustees.
8. Oversee the process by which the Trustees appoint and renew the Honorary Fellows.

Reporting Procedures

The statement in the Annual Report will include the process used to evaluate potential Trustees or make appointments.