



# Governance and Nominations Committee

## Governing Board Committee

### Terms of Reference

The Articles of Association provide the Governing Board with the power to appoint Board Committees (Sub-Committees), and to delegate to these Committees authority to undertake duties or functions as required. Non-members of the Governing Board may be invited to participate in accordance with the role and remit of the relevant Committee but Trustees shall always form the majority.

Sub-Committees must consist of three or more members of the Governing Board and all proceedings should be reported to the Governing Board promptly. The Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee.

The Governing Board retains ultimate responsibility and accountability for all decisions that are made by Committees.

Committee	Governance and Nominations Committee
<b>Purpose</b>	The Governance and Nominations Committee is responsible for ongoing review of the role of the Board and makes recommendations that enhance the quality and effectiveness of the Board. It oversees the appointment (and reappointment) of elected and appointed members of the Governing Board.
<b>Membership</b>	Not more than 5 members including the Chair of the Governing Board. The Chair of the Governing Board will not chair the Committee.  Members of the Committee are: <ul style="list-style-type: none"><li>• Tamara Kredo – Chair of the Committee (from March 2023)</li><li>• Gillian Leng (from March 2023)</li><li>• Wendy Levinson (from March 2023)</li><li>• Jordi Pardo Pardo (to July 2024)</li><li>• Susan Phillips (from July 2024)</li></ul> In attendance from the Central Executive Team <ul style="list-style-type: none"><li>• Chief Executive Officer</li><li>• Head of Governance</li><li>• Governance Officer</li></ul>
<b>Remit</b>	The remit of the Governance and Nominations Committee covers four principal areas:  <b>1. Board Role and Responsibilities</b>

	<ul style="list-style-type: none"> <li>• Leads the Board in regularly reviewing its roles and areas of responsibility to ensure that the Board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.</li> <li>• Ensures the Board continues to adhere to good governance practices as set out in the Charity Governance Code: <a href="https://www.charitygovernancecode.org/en">https://www.charitygovernancecode.org/en</a>.</li> <li>• Maintains and updates the Board Charter, Code of Conduct and Skills Matrix.</li> </ul> <p><b>2. Board Composition and Leadership</b></p> <ul style="list-style-type: none"> <li>• Leads in assessing current and anticipated balance of skills, experience, backgrounds and knowledge required to make informed decisions.</li> <li>• Takes the lead in succession planning, taking steps to recruit and prepare future Board members.</li> <li>• Screens and interviews candidates for appointment or co-opting to the Board; and make recommendations to the Board.</li> <li>• Ensures that the Board’s approach to diversity supports its effectiveness, leadership and decision-making.</li> <li>• Sources advisors who may bring specific skills that the Board requires and provide advice on an ad-hoc or time-limited basis as non-voting members. (They are distinguished from consultants appointed by the Executive Leadership Team for operational purposes, whose appointments are not the responsibility of this Committee).</li> <li>• Provides input to and supports the elections process</li> </ul> <p><b>3. Board Knowledge and Skills</b></p> <ul style="list-style-type: none"> <li>• Oversees the induction of new Board members.</li> <li>• Oversees an ongoing program of information and education for Board members.</li> </ul> <p><b>4. Board Effectiveness</b></p> <ul style="list-style-type: none"> <li>• Initiates regular reviews of the Board’s performance.</li> <li>• Provides ongoing counsel to the Board on steps they might take to enhance Board effectiveness</li> <li>• Regularly reviews the Board’s policy guidelines and practices.</li> <li>• Supports a Board culture that is transparent and accountable.</li> <li>• Proposes, as appropriate, changes in Board structure and operations, including the number and scope of its Committees.</li> </ul>
<b>Quorum</b>	A quorum will be three members.
<b>Meetings</b>	<ul style="list-style-type: none"> <li>• The Governance and Nominations Committee will typically meet quarterly.</li> <li>• Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities.</li> <li>• Members will be expected to provide pertinent and professional challenge where appropriate and to demonstrate respect for colleagues and their views.</li> <li>• Members will be expected to maintain confidentiality where this is required.</li> <li>• All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote.</li> </ul>
<b>Membership, Reporting and Assurance</b>	<ul style="list-style-type: none"> <li>• All members of the Committee are appointed by the Board.</li> <li>• The Committee shall consist of not less than three Trustees appointed by the Board.</li> <li>• The Chair of the Committee will not be the chair of the Board.</li> <li>• The Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee, but Trustees shall always form the majority.</li> </ul>

	<ul style="list-style-type: none"> <li>• Members of the Committee must recuse themselves from any discussion that could be perceived as a conflict of interest.</li> <li>• The Committee will provide routine written or verbal reports on its activities to the Governing Board and will seek a steer on any matters that require the decision of the Governing Board.</li> <li>• The Chair will conduct regular, informal reviews of the effectiveness of the Committee with the support of the Committee’s Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board.</li> <li>• An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).</li> </ul>
<b>Secretary</b>	<ul style="list-style-type: none"> <li>• The Head of Governance will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers.</li> <li>• Minutes will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. These minutes will be taken to the Committee for approval and made available to the full Governing Board.</li> </ul>
<b>Review</b>	These Terms of Reference will be reviewed annually and any changes approved by the Board.
<b>First prepared</b>	July 2023 Governance and Nominations Committee
<b>Last updated</b>	In July 2024, the Governance and Nominations Committee noted a slightly updated version of the Terms of Reference document but did not have time to discuss it. The Committee agreed to review the Terms of Reference before the end of the year and then ask the Governing Board to approve them.
<b>Governing Board approved</b>	September 2023 Due to be reviewed before the end of 2024