

Governing Board Sub-Committee

Terms of Reference

Cochrane’s Articles of Association provide the Governing Board with the power to appoint Board Sub-Committees, and to delegate to these Sub-Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Sub-Committee (Articles of Association Clause 19.6).

Sub-Committee	GOVERNANCE COMMITTEE	
Purpose	The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Governing Board.	
Membership	<ul style="list-style-type: none"> • Tracey Howe (Chair and Board Chair) • Catherine Marshall (Board Co-Chair) • Karsten Juhl Jorgensen • Karen Kelly (Treasurer) • Jordi Pardo Pardo • Marguerite Koster • Tamara Kredo • Lucie Binder, Head of Governance and Strategy (non-voting) • Veronica Bonfigli, Governance Officer (non-voting) 	<ul style="list-style-type: none"> • Appointed September 2017 • Appointed September 2017 • Appointed February 2019 • Appointed February 2019 • Appointed May 2020 • Appointed February 2019 • November 2020 • November 2020
Remit	<p>The remit of the Governance Committee covers four principal areas:</p> <p>1. Board Role and Responsibilities</p> <ul style="list-style-type: none"> • Leads the Board in regularly reviewing and updating its roles and areas of responsibility, and what is expected of individual members, to ensure that all members are clear about the charity’s aims and that these can be delivered effectively and sustainably. • Ensures the Board continues to adhere to good governance practices as set out in the UK’s Charity Governance Code: https://www.charitygovernancecode.org/en. • Maintains and updates the Board Charter, Code of Conduct and Skills Matrix. <p>2. Board Composition and Leadership</p>	

	<ul style="list-style-type: none"> • Leads in assessing current and anticipated needs related to Board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources required in order that the Board can provide strategic leadership in line with the charity’s aims and values. • Develops a profile of the Board as it should evolve over time and ensures that the Board’s approach to diversity supports its effectiveness, leadership and decision-making. • Takes the lead in succession planning, taking steps to recruit and prepare future Board members. • Identifies potential Board member candidates and explores their interest and availability for Board service in consultation with the External Member Nomination Committee where required. <p>3. Board Knowledge and Skills</p> <ul style="list-style-type: none"> • Designs and oversees a process of Board orientation. • Designs and implements an ongoing program of Board information and education. <p>4. Board Effectiveness</p> <ul style="list-style-type: none"> • Initiates periodic assessment of the Board’s performance. Proposes, as appropriate, changes in Board structure and operations (including the number and scope of its Sub-Committees). • Provides ongoing counsel to the Board on steps they might take to enhance Board effectiveness so that the Board has the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions. • Regularly reviews the Board’s practices regarding member participation, conflict of interest, etc., and suggests improvements as needed. • Periodically reviews and updates the Board’s policy guidelines and practices. • Supports a Board culture that is transparent and accountable.
Quorum	Quorum will be a minimum of three members.
Meetings	<ul style="list-style-type: none"> • The Governance Committee will typically meet quarterly. • 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. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • 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.
Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than two Trustees appointed by the Board in addition to the Chair. • The Chair will normally be the Chair of the Board.

	<ul style="list-style-type: none"> • The Committee may co-opt ex-officio members who in the opinion of the Committee will bring additional relevant skills to the Sub-Committee, but appointed members shall always form the majority. • The Sub-Committee, through its Chair, 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 and/or their attention. • The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Sub-Committee's Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board. • The Committee will provide an annual workplan and report to the Governing Board so as to provide clarity and assurance over anticipated future activities and performance against activities undertaken. • 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).
Secretary	<ul style="list-style-type: none"> • The Head of Governance and Strategy with the support of the Governance Officer will ensure that secretariat services are provided to the Sub-Committee, including the taking of minutes, record of attendance and distribution of papers. • Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting and 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 if requested, made available to the full Governing Board.
Review	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	15 February 2018 Governance Committee
Last updated	May 2020
Governing Board approved	October 2020