



## **Carriglea Cáirde Services**

### **Terms of Reference for the Governance Sub-Committee**

#### **Purpose:**

The principle objective of the Governance Committee is to ensure good corporate governance and, in particular, to adopt the Governance Code for Community, Voluntary and Charity Organisations in Ireland.

In addition the purpose of the Committee is to ensure that there is a robust and effective process for evaluating the performance of the Board, Board Committees and individual Directors and to ensure that the board fulfils its functional responsibilities.

#### **Responsibilities:**

The Governance Sub-Committee is responsible for advising the Board on effective governance of the organisation through:

1. Developing and reviewing governance policies and procedures
2. Providing induction and information for Board Members
3. Regularly reviewing the performance of the Board as a whole and evaluating the contribution of individual members.

#### **Governance Policy Development:**

The Governance Sub-Committee will ensure that policies are created and periodically reviewed which define:

1. The roles and responsibilities of the Board
2. Duties and responsibilities of directors and officers
3. Conflict of interest procedures
4. Procedures for nomination, selection, and removal of directors.

The Sub-Committee will also:

1. Monitor developments in corporate governance
2. Make recommendations to the Board on any changes to governance practices that the Sub Committee regards as necessary or desirable

### **Induction and Information**

The Governance Sub-Committee will ensure that there are effective induction and mentoring processes for Board Members and that they have the necessary knowledge to be able to discuss, debate and plan the following:

1. The organisation's mission, goals, objectives, programs and services
2. The organisation's budget and financial statements
3. The roles, duties and responsibilities of the board, committees, individual board members and the Executive Director

### **Evaluation**

The Governance Sub-Committee will be responsible for arranging the annual board review/ performance assessment to ensure that the board, its committees and members are able to plan their activities with knowledge of the achievements, abilities, strengths and limitations of current Board Members.

1. Circulate the questionnaire in advance of the meeting.
2. Collate the comments from the questionnaires or delegate responsibility for this
3. Discuss the issues that have become apparent from the questionnaire.
4. Plan specific actions/changes that the Board considers necessary to improve effectiveness

### **Accountability**

The Governance Sub-Committee is accountable to the Board of Directors

### **Membership**

The Members of the Governance Committee shall be appointed by the Directors of the Board and shall consist of not less than two Board Members. A quorum shall be composed of two Members. The Chairperson of the Governance Committee shall be appointed by the Committee.

### **Attendance at meetings**

Members of Senior Management may be requested to attend meetings periodically.

### **Frequency of meetings**

Meetings shall be held not less than once a year.

### **Authority**

The Governance Committee is authorised by the Board to deal with any matter within its Terms of Reference and take such action on behalf of Carriglea Cáirde Services, as it deems necessary to give effect to its decisions.