

## Governance Committee - Terms of Reference

<b>Status:</b>	Approved by The Board of Trustees	<b>Version:</b>	V4
<b>Audience:</b>	ADCH trustees, staff, volunteers, and members		
<b>Owner:</b>	Governance Committee	<b>Retention:</b>	Indefinitely
<b>Date Approved:</b>	25/03/2025	<b>Next Revision Date:</b>	March 2027

<b>Purpose</b>	<p>The Governance Committee is responsible for:</p> <ol style="list-style-type: none"> <li>a) Ensuring that the ADCH has a comprehensive framework for its financial management, risk and governance that meets legal requirements and best practice as well as safeguarding ADCH's operations.</li> <li>b) Review and oversight of the work of the Treasurer.</li> <li>c) The recruitment of trustees, and all other people-based matters relating to the Board (roles sometimes delegated to a nominations committee).</li> <li>d) Governance oversight of processes relating to staffing and volunteering.</li> </ol> <p>For clarity, all references to people in the committee's Terms of Reference relate to people engaged by ADCH and not to people or processes of member organisations.</p>
<b>Responsibilities</b>	<p>The Committee's remit covers the following principal areas:</p> <p><b>Finance:</b></p> <ul style="list-style-type: none"> <li>• To review periodic Management Accounts and Trustees' Annual Report and Accounts and make recommendations to Trustees.</li> <li>• To (re) tender and (re) appoint and oversee the relationship with bankers and other relevant suppliers</li> <li>• To ensure that financial policies and procedures are reviewed, updated and followed.</li> </ul> <p><b>Governance:</b></p> <ul style="list-style-type: none"> <li>• To oversee the governance arrangements of the ADCH and make recommendations to the Trustees.</li> <li>• To ensure that relevant rules and guidance from the Charity Commission and sector good practice is followed.</li> <li>• To ensure that relevant filing of accounts and other key documents is carried out in good time before statutory deadlines.</li> <li>• To establish and keep under review the ADCH's risk framework and risk register, triggering actions where needed.</li> <li>• To (re) tender and (re) appoint and oversee the relationship with Insurance brokers and ensure that ADCH has appropriate levels of insurance cover</li> <li>• To consider the levels of audit and reviews of any kind appropriate to the needs of the ADCH</li> </ul>

	<p><b>Resource:</b></p> <p><u>Trustees</u></p> <ul style="list-style-type: none"> <li>• To monitor the skills and performance of the Trustee Board, to review the composition of the Board for skills, equality, diversity and inclusion and in other ways, and to make recommendations to ensure that board governance is consistent with legal obligations and the Association’s Articles of Association.</li> <li>• To provide oversight and support for the process of election of Trustees.</li> <li>• To manage the recruitment of appointed Trustees including Officers, making recommendations to the Board on appointments.</li> <li>• To manage the induction of individual new Trustees, and the training of Trustees, individually and as a group.</li> <li>• For the recruitment of elected Trustees, to screen candidates and interview them if necessary, to assess their suitability for election, conveying any significant facts to the membership before elections take place.</li> <li>• To ensure that applicants meet the ‘Fit and Proper Persons’ criteria; to ensure that the Conflicts of Interest Policy is upheld; to support the Chair in any investigation for possible breach of Trustees’ Code of Conduct.</li> </ul> <p><u>Staff</u></p> <ul style="list-style-type: none"> <li>• Governance oversight of HR processes (for example structure, job descriptions, person specifications, recruitment, induction and appraisal).</li> <li>• Supporting the Chair in objective setting and performance management including that required to support the pay award process of ADCH staff.</li> <li>• Governance oversight on behalf of ADCH Trustees of HR policies and processes and other HR matters as required by the secondment agreement and good practice.</li> </ul> <p><u>Volunteers</u></p> <ul style="list-style-type: none"> <li>• Governance oversight of the development and implementation of ADCH’s volunteering policies and practices including recruitment.</li> </ul> <p><b>General:</b></p> <p>To ensure appropriate interview panels, that can include Committee members, other trustees and non-trustees, when needed for Trustee appointments and to work with the Executive Director for staff or volunteer appointments.</p> <ul style="list-style-type: none"> <li>• To consider succession planning in the Association.</li> <li>• To manage health and safety, wellbeing and learning and development for trustees.</li> <li>• To input to ADCH policies and workstreams relating to its people, for example safeguarding, whistleblowing, diversity and inclusion.</li> <li>• To advise on other relevant matters requested by the Chair or the Board.</li> <li>• To document Standard Operating Procedures (SOPs) for the Sub-Committee’s work</li> </ul> <p>To agree with Trustees which areas of this work are delegated to the Sub-Committee for decision</p>
<p><b>Membership</b></p>	<p><b>Members of the Committee shall be appointed by the Board of Trustees and membership shall comprise:</b></p> <ul style="list-style-type: none"> <li>• Ex-officio members: Treasurer and at least one of ADCH Chair, Vice-Chair or Secretary, none of whom may chair the Committee</li> <li>• A Chair, appointed by Trustees</li> <li>• There shall be a minimum of four Trustees on the Committee (three as above plus one other).</li> <li>• A minimum of two other individuals who bring relevant expertise.</li> </ul>

	<p><b>Staff in attendance:</b></p> <ul style="list-style-type: none"> <li>• Executive Director</li> <li>• Membership Services Manager</li> </ul> <p>Where the agenda for the meeting concerns resource, staff attendance may be limited as appropriate.</p> <p>Any Trustee present shall have the right to require a decision to be referred up to the Board of Trustees.</p> <p>The members of the Committee are expected to make every effort to attend all its meetings with the expectation that members will attend at least 80% of planned meetings in any one year. An attendance record shall be maintained and periodically reviewed by the Committee Chair. Where the adequate level of attendance is not achieved the Chair should review the continuance of membership of the individual concerned and make a recommendation to the Board of Trustees, where appropriate, for their replacement</p>
<b>Quorum</b>	Quorum will be a minimum of three members to include two Trustees.
<b>Meetings</b>	<p><i>Committees shall meet (in person or electronically) on a minimum of once in each quarter and at other times as agreed by the Committee.</i></p> <p><i>Meeting dates shall be set at least 10 working days prior to meetings and agendas shall be issued at least 5 working days in advance of meetings.</i></p> <p>All decisions will be by a simple majority of those present. In the case of equality, the Chair will have a casting vote.</p> <p>Committee Members will need to maintain confidentiality in respect of any matters where this is so required.</p>
<b>Reporting</b>	<p>Minutes are to be kept by staff and issued within 2 weeks of each meeting.</p> <p>The Committee shall provide written minutes to the Trustees of their activities and in particular, the exercise of delegated powers.</p> <p>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.</p>
<b>Planning</b>	A forward work plan, based on the ADCH Strategic Plan, will be maintained by the Committee so as to provide clarity and assurance over anticipated future activities.
<b>Assurance Arrangements</b>	<p>Committees will evaluate their own performance at least annually to provide assurance to the Board that it continues to operate effectively.</p> <p>The Chair will report to the Board annually on the effectiveness of the Committee and on any proposals for changes to the membership (which can be proposed at other times).</p>
<b>Review</b>	These Terms of Reference will be reviewed every two years. When conducting the review, the committee shall consider the organisation's Standing Orders as part of the process. Any changes deemed necessary will be recommended to the Board for approval.

## Version History

Version	Changes Made / Approved by	Date	Made by
V1	Composed	10/04/2019	FGR Committee
V2	Review by Committee (Jan 2021) Approved by The Board of Trustees	17/02/2021	FGR Committee
V3	Update from FGR to Governance Committee Approved by The Board of Trustees	02/09/2022	FGR Committee
V4	Bookkeeper Removed Secondment removed Minimum of two others rather than maximum Membership Services Manager title updated To be reviewed two yearly Approved by The Board of Trustees	25/03/2025	Governance Committee