



## **Term of Reference**

### **Governance and Risk Subcommittee**

#### **Membership (at November 2023):**

Golda Hession (Chair)  
Niamh NiDhomhnaill  
Rosalee McDonagh  
Megan Conway  
Sarah Benson (Ex Officio)

#### **Purpose of the Sub-Committee:**

The principle objective of the Governance & Risk Sub-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 and mitigating Risk, and; to oversee the performance of the Board, Board Committees and individual Directors; to ensure a process for Board succession planning and, to ensure that the Board fulfils its functional responsibilities.

#### **1. Overall responsibilities**

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

- a) Developing and reviewing governance policies and procedures
- b) Regularly reviewing the performance of the Board as a whole and evaluating the contribution of individual members.
- c) Providing induction to new Board Members
- d) Developing and reviewing risk management policies and procedures

#### **2. Governance Policy Development**

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

- 2.1 The roles and responsibilities of the Board
- 2.2 Duties and responsibilities of directors and officers
- 2.3 Conflict of interest procedures
- 2.4 Procedures for nomination, selection, and removal of directors.
- 2.5 Monitor developments in corporate governance
- 2.6 Make recommendations to the Board on any changes to governance practices that the Sub Committee regards as necessary or desirable

### **3. Board Evaluation:**

The Governance & Risk Sub-Committee will be responsible, in conjunction with the Chairperson, 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.

- 3.1 Circulate the questionnaire in advance of the meeting.
- 3.2 Collate the comments from the questionnaires or delegate responsibility for this
- 3.3 Discuss the issues that have become apparent from the questionnaire.
- 3.4 Propose specific actions/changes that the Board considers necessary to improve effectiveness
- 3.5 4.5 Subject to Board approval, plan to effect any agreed actions/changes arising from the evaluation process.

### **4. New Board members Induction and Information**

The Governance & Risk 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:

- 4.1 The organisation's mission, goals, objectives, programs and services
- 4.2 The organisation's budget and financial statements
- 4.3 The roles, duties and responsibilities of the board, committees, individual board members and the Executive Director

### **5. Board Nominations & Succession planning**

The committee shall:

- 5.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.
- 5.2 Ensure plans are in place for orderly succession to board positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the organisation, and the skills and expertise needed on the board in the future.
- 5.3 Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
- 5.4 Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the committee shall
  - 5.4.1 use open advertising or the services of external advisers to facilitate the search;
  - 5.4.2 consider candidates from a wide range of backgrounds; and
  - 5.4.3 consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the board and taking care that appointees have enough time available to devote to the position.
- 5.5 Prior to the appointment of a director, that person's other significant time commitments should be disclosed and the proposed appointee should disclose any other interests they have that may result in a conflict of interest. These must be authorised by the board prior to appointment, and any future commitments that may result in a conflict of interest must not be undertaken without prior authorisation of the board.
- 5.6 The committee shall also make recommendations to the board concerning:
  - 5.6.1 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
  - 5.6.2 suitable candidates as new directors and succession for existing directors;
  - 5.6.3 membership of any board committees, in consultation with the chair of those committees; and
  - 5.6.4 the re-election of directors annually at the annual general meeting, having due regard to the need for progressive refreshing of the board, and taking into account the length of service of individual directors, the chair and the board as whole.

## **6. Risk Management**

The Governance & Risk Sub-Committee will:

- 6.1 Develop a risk management process; identify risk areas, their likelihood of occurrence and approaches to mitigate against these risks and make recommendations for Board approval.
- 6.2 Periodically review the risk assessment, and implement revised/improved controls as required and seek board approval for same.

## **7. Accountability**

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

## **8. Membership**

The Members of the Governance & Risk Sub-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.

The Chairperson of the Women's Aid Board is eligible for Membership, but shall not act as Chairperson of the Governance Committee.

The CEO will be an ex-officio member of the Sub-Committee.

Only members of the committee have the right to attend committee meetings, with the exception of Any trustee, including the Chair, who may attend any sub-committee meeting and may be invited by the sub-committee to do so.

Other individuals such a governance or HR consultant or other external advisers may be invited to attend for all or part of any meeting, as and when appropriate. Attendance at meetings Members of Senior Management may be requested to attend meetings periodically.

## **9. Frequency of meetings**

Meetings shall be held not less than twice a year.

## **10. Quorum**

The quorum necessary for the transaction of business shall be two.

**11. Notice of meetings**

Meetings of the committee shall be called by the chair of the committee.

**12. Reporting**

- 12.1 The committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 12.2 The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 12.3 Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, minutes should be sent to the company secretary.

**13. Authorisation**

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 Women's Aid, as it deems necessary to give effect to its decisions.

***ToRs Reviewed and updated by the Board November 2021***

**Revised and Approved by the Women's Aid Board November 2021. Membership updated Nov 2023**