

Terms of Reference

Committee Name	Governance & Risk Committee
Chairperson	Golda Hession
Last Updated	December 2025
Next Review	December 2026

Membership List

- Golda Hession
- Megan Conway
- Suzanne Handley – Temporary secondment

Overview

The Women's Aid Board of Directors ("The Board") will establish a Governance & Risk Committee drawn from its members and may establish other associated standing committees and ad hoc committees or working groups.

The Chairperson of the Board will propose the appointment of members to any committee it establishes and may recommend the appointment of persons who are not members of the Board but have special knowledge and experience related to the purpose of the Committee

The Committee, appointed by the Board, will in the transaction of their business comply with their Terms of Reference (ToR) set out herein and any directions that the Board may give from time to time.

The Board may take advice or consider recommendations from any committee of the Board as set out in the committee's ToR.

Purpose

The principal objective of the Governance & Risk Committee is to ensure good corporate governance and, in particular, to ensuring ongoing compliance with the Charities Regulator's Charities Governance Code.

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

Membership

The Committee shall be appointed by the Board of Directors and will consist of a minimum of 2 Directors, consisting of individuals who have skills and experience relevant to the work of the committee. Alternates are not permitted. The Chairperson of the Women's Aid Board is eligible for Membership but shall not act as Chairperson of the Governance Committee.

Other members of the Board, Executive or individuals with relevant experience may be co-opted to the Committee as members at the discretion of the Board.

Governance & Risk Committee Members and its Secretary and Chairperson shall be appointed by the Board Chairperson for a period of 2 years.

Offices of the Committee

Secretary

A Committee Secretary shall be appointed by majority vote at the first Committee meeting of the year. The role of minute taking may be delegated to an attendee from the executive with agreement of the committee.

Chairperson

A Chairperson of the Committee shall be appointed by the Chairperson of the Board of Directors. The Chairperson of the Women's Aid Board is eligible for Membership but shall not act as Chairperson of the Governance Committee.

Meetings

Frequency of Meetings

The Governance & Risk Committee will usually meet 4 times per year, and more frequently as required.

Attendance

At the request of the committee Chairperson, other relevant persons may be invited to attend the meetings of the committee on a regular or ongoing basis (e.g. for this committee the CEO is usually a regular attendee). These persons are referred to as Attendees. A list of standing attendees will be maintained at the beginning of this Terms of Reference. A record of such individual's attendance will be recorded in the minutes of all meetings they participate in.

Guests

Any Women's Aid Director, including the Chair, may attend a Committee meeting and may be invited by the Committee to do so.

Other individuals (e.g. experts, auditors, consultants or other external advisers) may be invited to attend for all or part of any meeting, as and when appropriate and usually on a once-off basis.

Members of the Women's Aid Executive Team may be requested to attend meetings periodically.

Notice of Meetings

Meetings shall be convened by the Committee Chairperson, or at the request of The Board of Directors.

Advanced meeting notice of at least 7 days will be given to Committee members & Attendees, save exceptional circumstances.

Governance

Accountability

The Governance & Risk Committee is accountable to the Women's Aid Board of Directors.

Authority

The Governance & Risk Committee is authorised by The Board to investigate any activity within its Terms of Reference. It is authorised to seek information from any employee, and all employees are directed to co-operate with any formal request from the Committee.

The Governance & Risk Committee is authorised by the Board to obtain outside legal or other independent advice to secure the attendance of external advisors with relevant experience or expertise if it considers this necessary.

Reporting

- 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.

- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Minutes of Meetings

Draft minutes of the Committee meetings shall be circulated to all members of the committee by the Committee Secretary. Once approved¹, minutes will be sent to the Company Secretary and added to the Agenda of the next Women's Aid Board Meeting, for information only.

Redacted minutes may be circulated to attendees, as appropriate and at the request of the Committee Chairperson.

Quorum

A quorum necessary for the transaction of normal business shall be 2, and must include minimum of 1 Women's Aid Board Director.

Duties & Responsibilities

Overall responsibilities

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

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

Governance Policy Development

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

- The roles and responsibilities of the Board
- Duties and responsibilities of directors and officers
- Conflict of interest procedures
- Procedures for nomination, selection, and removal of directors.
- Monitor developments in corporate governance

¹ Approval may be delivered through meeting or via electronic means / email

- Make recommendations to the Board on any changes to governance practices that the Committee regards as necessary or desirable

Board Evaluation

The Governance & Risk Committee will be responsible, in conjunction with the Chairperson of the Board, 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.

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

New Board members Induction and Information

The Governance & Risk 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:

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

Board Nominations & Succession planning

The committee shall:

- 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.

- 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.
- Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
- 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:
 - use open advertising or the services of external advisers to facilitate the search;
 - consider candidates from a wide range of backgrounds; and
 - 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.
 - Ensure alignment with the organisations vision, purpose and values, as defined.
- 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.
- The committee shall also make recommendations to the board concerning:
 - any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;
 - suitable candidates as new directors and succession for existing directors;
 - membership of any board committees, in consultation with the chair of those committees; and

- 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.

Risk Management

The Governance & Risk Committee will:

- 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.
- Periodically review the risk assessment and implement revised / improved controls as required and seek board approval for same.

Stakeholder Engagement

The Governance & Risk Committee shall regularly engage with the Company Secretary and Senior Leadership Team of the organisation in order to ensure on ongoing compliance with regulatory obligations at an operational level and to review the ongoing risk universe of the organisation.

Other Matters

The committee shall undertake a periodic review of their overall performance and will feedback to the wider Board of Directors.

Review

This Terms of Reference for the Governance & Risk Committee will be reviewed annually by the Committee, with any recommended changes being presented to the Board of Directors for approval.

Document Revision Control	
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Effective Date of Policy	10/12/2025
Date Approved	10/12/2025
Approved by	Women's Aid Board

Next Review Date	December 2026
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