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| Version | Comment | Date Agreed |

# Constitution

At a meeting of the Board of Trustees it was resolved that the Governance Committee should be formed as a Committee of the Company’s Board.

# Membership

The Governance Committee will consist of at least three trustees (one of whom should be the Company Secretary) and the Chief Executive Officer.

A quorum shall be 3 members, to include 2 trustees.

Any Board Members who are not formally members of the committee may choose to attend a Governance committee meeting.

# Chair

A trustee will chair the meeting

# Authority

The Governance Committee will have oversight of the organisation’s governance, Trustee recruitment and will review trustee related policies with recommendations to the Board.

# Accountability

The Committee is accountable to the Board of Trustees.

# Frequency of Meetings

The Governance Committee will normally meet three times per year

The Chief Executive Officer and EA to the Board will approve an agenda one week prior to the meeting. The Minutes from the previous meeting will be reviewed at the next meeting with an update on any of the action items.

# Notice period of Meetings

Ordinarily the notice period for meetings will be at least 3 months. The notice period of any extraordinary meeting will be 24hours.

# Responsibilities

* To ensure the organisation acts with good governance guided by the Articles of Association, byelaws and relevant legislation.
* The Governance Committee should also take responsibility for the recruitment, induction and ongoing support and development for all trustees members of Committees.
* Succession planning should be considered by the Committee annually and limited terms of office introduced for all trustees bearing in mind that any retirements would need to be staggered.
* The Governance Committee should oversee the process by which Trustees receive feedback on their performance.

# Key Relationships

Key relationships are with the Board of Trustees and Chief Executive Officer.