

## Governance and Nominations Committee

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### TERMS OF REFERENCE

#### 1. Scope

##### 1.1. Purpose

To provide oversight of the board's governance arrangements in line with the Standing Orders and lead on the recruitment and selection for appointments to the Board and committees and the process for senior volunteer positions (including Presidents and Patrons).

##### 1.2. Authority

The committee has delegated authority from the board of trustees in accordance with the terms of reference.

##### 1.3. Reporting

The committee reports to the board of trustees.

#### 2. Membership

##### 2.1 Chair

The committee will be chaired by the chair of the board, or any other trustee appointed to the post by the chair of the board of trustees

##### 2.2 Members

Core membership of the committee will comprise:

- Up to four trustees (one of whom will be chair of the committee)
- Up to one external advisor

Attendance

- The chief executive may attend in an advisory capacity.
- If not the committee chair, the chair of the board of trustees may attend as an advisor.

##### 2.3 Other attendees

The committee may invite other attendees (non-voting) to act in an advisory capacity, as deemed necessary.

For the recruitment of elected trustees, up to four volunteer representatives will join the committee for the process of screening applications to be put forward for election by ballot. To maintain a ratio in favour of volunteers, up to three trustees from the committee will participate in the screening process. In the event fewer than four volunteers come forward, the committee will still be quorate.

## **2.4 Term of office**

Two terms of four years each; coterminous with each trustee's terms of office, subject to review after the first term.

## **2.5 Quorum**

The quorum for the committee is set at two members.

## **3. Responsibilities**

The responsibilities of the Committee shall be to:-

### **3.1 Facilitate board governance**

- 3.1.1 Assist the Chair of the board of trustees in reviewing the composition of the Board and to make appropriate recommendations to ensure board governance is consistent with its legal obligations and those stated in the British Red Cross Royal Charter and Standing Orders.
- 3.1.2 Ensure, on behalf of the board, that the conflicts of interest policy is being upheld within governance and ELT
- 3.1.3 Oversee the skills audit process to identify specific skills and other requirements to strengthen the expertise available with the board.
- 3.1.4 Ensure that applicants meet the criteria for eligibility for the Board and are Fit and Proper Person in compliance with the Charities Act 2011; the Charities (Protection and Social Investment) Act 2016; The Fit and Proper Persons Test (Regulation 5) of the Social Care Act 2008 (Regulated Activities) Regulation 2014 and The Finance Act 2010
- 3.1.5 Investigate and make recommendations, as requested by the chair of the board of trustees, for any reported breach of the eligibility criteria and/or Code of Conduct.
- 3.1.6 To consider and decide on British Red Cross representation and appointments to the Board of external organisations.
- 3.1.7 Advise on other matters of governance and nomination as requested by the chair of the board of trustees or mandated by the board.

### **3.2 Trustee and committee appointments**

- 3.2.1 To oversee and agree the process of trustee appointments to the board, whether co-opted or elected, and make recommendations for improvements in the recruitment and selection processes, ensuring an open and transparent process at all times.
- 3.2.2 To embed the organisation's commitment to diversity and equality of opportunity in its governance recruitment arrangements and ensure a diversity of talents and backgrounds is actively sought and reflected in the organisation's governance membership.
- 3.2.3 To approve role and person specifications for Elected and Co-opted Trustees and to ensure candidates meet these requirements before they are appointed.

- 3.2.4 To oversee the electoral processes for elected trustees, through the National Electoral College, ensuring that they are transparent and fair.
- 3.2.5 Review membership of committees, supporting the recruitment of external members to strengthen committee and sub-committee governance, ensuring an open and transparent process at all times.

### **3.3 Volunteer representation**

- 3.3.1 To receive nominations and agree the appointment of Presidents and Patrons.
- 3.3.2 To ensure a sound process is in place for the recruitment and selection of Presidents, Patrons, Volunteer Representatives and other equivalent roles.

### **3.4 Risk Management**

- 3.4.1 To regularly scrutinise risk management arrangements and the register; to report and escalate to the Board any significant risks.

## **4. Management**

### **4.1 Secretary**

A secretary shall be appointed who will arrange, convene, attend and record all meetings of the committee.

The head of governance maintains an oversight of all committees.

### **4.2 Papers/agenda**

The Secretary is responsible for circulating papers for the meetings. Agenda and papers will be circulated to all members at least 5 working days before the meeting.

### **4.3 Meetings**

The committee will normally meet four times a year. Additional meetings may take place at the request of the committee chair.

### **4.4 Attendance**

Members are expected to attend all meetings of the committee unless agreed by the committee chair. Attendance by tele/video conference can be agreed with the committee chair.

### **4.5 Minutes / reporting**

The secretary to the committee shall distribute minutes of each meeting to committee members within ten working days. Minutes will be shared with the board at the following board meeting.

The committee chair will report formally to the board on the committee's proceedings.

## **5. Version control**

### **5.1 Approval**

These terms of reference were approved by the board of trustees at their meeting on 9 April 2019.