

Terms of Reference for The Care Trust Sub-Committees

Terms of Reference for the Governance Committee

The Board of The Care Trust (“TCT” or “the Company”) hereby resolves, pursuant to the authority conferred by the Articles of Association, to establish a Sub-Committee of the Board to be known as the Governance Committee.

1. Membership

The Members of the Governance Committee shall be appointed by the Directors of the Board and shall consist of not less than two Members. A quorum shall be composed of two Members. The Chairperson of the Governance Committee shall be appointed by the Committee. The Chairperson of TCT is eligible for Membership, but shall not act as Chairperson of the Governance Committee.

2. Attendance at meetings

The Chief Executive (CEO) might be requested to attend meetings periodically. The Committee may at each meeting appoint a member of the Senior Management Team (SMT) to be the secretary.

3. Frequency of meetings

Meetings shall be held not less than once a year.

4. Authority

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 The Care Trust, as it deems necessary to give effect to its decisions.

5. Purpose

The principle objective of TCT’s Governance Committee is to ensure good corporate governance and, in particular, to adopt the *Governance Code for Community, Voluntary and Charity Organisations in Ireland*. The Governance Committee is responsible for the induction programme for Board appointees.

The Governance Committee of TCT is also tasked with performing an annual review to encompass the following: a review of the Board; the performance of the Chairperson; the performance of individual Board Members; the Sub-Committees' performance, size, Membership; and the adequacy of information provided for Board meetings.

The Governance Committee of TCT is also tasked with performing an annual review of the CEO, including discussion of an individually tailored development plan. Any changes proposed following such a review must be approved by the Board and the Company Secretary must ensure any changes are in line with the Company's governing documents, in particular the Articles of Association.

6. Annual appraisals

To carry out an annual appraisal of the Board and of the Chairperson's performance, the recommended process is as follows:

- Include an item on the agenda to conduct an evaluation of how the Board operates and of the Chairperson's performance.
- Use the appraisal template contained in Appendix 1 (adapt if necessary).
- Circulate the questionnaire in advance of the meeting.
- Collate the comments from the questionnaires and delegate responsibility for arranging this.
- Discuss the issues that have become apparent from the questionnaire.
- If the discussion takes place in the absence of the Chairperson, nominate a Director to provide feedback to the Chairperson.
- Minute that discussions have taken place and maintain focus on the specific actions/changes that the Board considers necessary to improve effectiveness.
- Once the evaluation is completed, confirmation of the outcome and any agreed actions are fed back to the Board and recorded appropriately.
- If Directors are to continue in office, include a discussion of the reasons.¹

¹ There is a statement in the Governance Code to the effect that renewal should not be automatic. This is to address that point.

7. Minutes

The Secretary must circulate minutes of meetings of the Governance Committee to all Members of the Committee and to The Care Trust Chairperson.

Appendix 1

QUESTIONNAIRE: EVALUATION OF THE PERFORMANCE OF THE BOARD & OF THE CHAIRPERSON

		Satisfact -ory	Needs Discussion
1.	Attendance		
a)	Board Members generally attend all scheduled meetings.		
b)	Board Members take part in Sub-Committees and/or other unscheduled meetings and tasks including induction.		
2.	Preparation for meetings		
a)	Board meetings are convened with sufficient notice.		
b)	Board Members are prepared for meetings.		
3.	Diligence in exercise of duties		
a)	Board Members approach issues in the best interests of The Care Trust		
b)	Board Members ask questions and actively participate in discussions.		
c)	Issues are properly discussed before decisions.		
d)	Board Members follow up on action points allocated to them from prior meetings.		
e)	The Chairperson displays an awareness of his or her specific responsibilities.		
f)	Board Members demonstrate compliance with specific obligations e.g., disclosures.		
g)	The Chairperson demonstrates compliance with his/her specific obligations e.g., disclosures.		
4.	Constructive communication		
a)	Board Members receive adequate advance notice of and rationale for proposed actions to be taken at meetings, either through the agenda or other.		
b)	Board meetings have a climate of openness that encourages participation by all Board Members.		
c)	Board Members openly communicate with administration and other service providers, ask questions and express views.		
d)	Board Members are open to and permit opposing views and disagreements.		

5.	Ongoing education and industry developments		
a)	Board Members further their ongoing education.		
b)	Board Members keep themselves informed of the risks and issues currently facing the industry.		
6.	Board organization		
a)	The size of the Board is appropriate.		
b)	Chairing of Board meetings is satisfactory.		
c)	Agenda items are sufficiently broad.		
d)	Board materials are provided on a timely basis.		
e)	Meeting facilities are adequate.		
7.	Board meetings		
a)	Number of scheduled Board meetings is appropriate.		
b)	Length of Board meetings is appropriate.		
c)	Reports to the Board are helpful and informative.		
d)	Meetings devote sufficient time to important matters.		
e)	The content of materials provided to Board Members is sufficiently up to date and relevant.		
8.	Non-routine Board meetings		
a)	Additional Board meetings to consider unexpected or urgent matters are convened when appropriate.		
b)	Procedure for convening unscheduled meetings is satisfactory.		
c)	Consultation with and between Board Members outside of Board meetings is satisfactory.		
9.	Participation in Board meetings		
a)	Board Members participate fully in Board discussions.		
b)	Comments and views are clearly expressed, constructive and relevant.		
c)	Board Members are open to opposing views and disagreements.		
d)	All Board Members take responsibility for decision making.		
e)	The Chairperson encourages dialogue with advisers and stakeholders.		
f)	The Chairperson is open to opposing views and disagreements.		

g)	The Chairperson remains objective and deals with conflicts appropriately.		
h)	The Chairperson shares in and takes responsibility for decision making.		
10.	Use of outside resources		
	Board Members have access to advisers as required.		
11.	Specific areas of responsibility for the Chairperson and individual Directors:		
a)	Ability and willingness to contribute to discussions on:		
b)	TCT strategy and operations;		
c)	Audit, accounting and tax;		
d)	Legal and regulatory matters;		
e)	Industry/environmental awareness.		
12.	Overall contribution of the Chairperson and individual Directors:		
a)	Level of skills, knowledge and understanding of business.		
b)	Completion of assigned tasks and responsibilities.		
c)	Knowledge and understanding of stakeholders.		
d)	Contribution to Board effectiveness in furthering stakeholder interests and resolving conflicts of interest.		
13.	Board Effectiveness		
a)	Board Members provide a broad framework of understanding, experience and knowledge to the Board.		
b)	Board Members have sufficient information to exercise effective oversight.		
c)	Board Members execute appropriate oversight, responsibility and take appropriate and timely action to address issues.		
d)	Board Members encourage a process of continuous improvement in standards and levels of performance.		
e)	Board Members endeavour to ensure interests of all service providers are aligned with those of The Care Trust.		
f)	Where conflicts arise, Members are able to resolve them fairly.		
14.	Additional comments		
	If you have comments on any of the above items, please attach a separate sheet of paper indicating the item number to which your comment refers.		

Questionnaire: Suggestions

1. Do you have any suggestions for improvement in performance of:

a) Board Chairperson

b) The Board as a whole

c) Should the Chairperson of the Board position rotate, and, if so, how often?

d) Is the current procedure for filling Board vacancies when they occur satisfactory? Do you have suggestions for other processes?

e) Do you know of any candidates who should be considered for Board Membership?

f) Are there new topics that you think the Board should cover or topics the Board should cover in greater detail?

g) Do you believe the Board has the right skill mix to effectively exercise oversight and fulfil its responsibilities?

h) Are there any questions that have not been asked that you believe should be asked or is there any additional information that you wish to provide?
