

Governance, Standards and Audit Committee

Role and Responsibilities

Role and Terms of Reference

The Committee will provide support and guidance to the Board of Directors and oversee the governance and standards of the organisation and will scrutinise the audit arrangements for the company.

Key Responsibilities

The Committee will report and recommend only in respect of:

- Set, monitor and evaluate an ongoing programme of training and development for Board Members.
- An annual review of Board skills and annual plans for the ongoing development of existing directors.
- An annual evaluation of the performance of individual Board Members, the Chair, the chairs of Committees, the Board as a whole and the committees, including its own performance.
- Promote and maintain high standards of conduct throughout the company.
- Monitor and review protocols for standards of behaviour for Board Members and officers.
- Determine any complaint or allegation as to the conduct of any Board Member arising under the Articles of Association of the Company, or under the Code of Conduct for Board Members.
- Monitor and review Board Member and officer procedures relating to gifts and hospitality and prejudicial and personal interests.
- Scrutiny of management and financial accounts as appropriate or as requested by the Board.
- Review of internal financial controls.
- Overview of the Company's Risk Management process, including quarterly updates and an annual review of the Company's Risk Register.
- Overview of internal and external audit function, including approving and monitoring the Annual Audit Plans (internal and external) and audit recommendations.
- Overview of audit appointments and ensuring auditor's independence is not compromised.
- Approval of auditor's remuneration.
- Overview of general financial arrangements such as banking, insurance, etc.

Membership and Constitution

i) Membership

The Board will appoint Committees from Members drawn from the Board and from co-optees.

Membership of the Committees will be reviewed annually, following the AGM, or as and when a vacancy arises.

The Chair of the Board will be an ex-officio Member of the Business and Performance Committee. Existing Board Members in this area will be invited to self-nominate.

ii) Appointment of Chair

The Board will appoint a Chair and Deputy Chair of the Committees from amongst the current Board members.

The Chairs and Deputies will be appointed for a period of 12 months. The appointments will be reviewed annually following the AGM, or as a vacancy arises.

iii) Quorum

For the purpose of Committee meetings a quorum will consist of three members.

If a meeting is inquorate at the start, the Members present will wait 30 minutes before taking a decision on whether to disband the meeting or proceed as an inquorate body.

If additional Members arrive within 30 minutes and a quorum is achieved, the meeting will proceed as normal.

If the meeting is inquorate the Members present may decide to disband and reconvene the meeting the following week or as soon as possible thereafter, at a convenient date, time and venue.

If the Members present decide to proceed as an inquorate body, they will not be permitted to make decisions on items presented. However they may advise or give guidance on those items. The items with their comments will be forwarded to the next meeting of the Board for decision.

If a meeting proceeds with an inquorate body, and additional Members arrive more than 30 minutes after the start of the meeting the meeting will still be deemed inquorate, even if the additional members take the number present up to three. In this case the Members present will not be permitted to make decisions on items and the meeting will proceed as outlined above.

iv) Decision Making

Decisions will be reached by vote.

Voting procedures are the same as for the Board:

- Where the meeting is quorate, only Members present at the meeting may vote
- Where the meeting is inquorate a postal vote of all Members may be held in order to reach a decision on any urgent items
- Any Member may make a proposal. In order for it to be voted on it must be seconded by another member.
- Before voting any Member may propose an amendment which must also be seconded.
- The amendment will be voted on first, followed by the original proposal
- No member shall exercise more than one vote
- In the event of an equal vote, the Chair shall have the casting vote.

v) Frequency of Meetings

The Committees will meet to coincide with relevant elements of the business cycle – budgets, accounts preparation, audit etc.

Agenda and paperwork will be circulated a minimum of one week in advance of the meeting.

Additional meetings may be called to consider special items or where the workload of the Committees require more frequent meetings.

vi) Minutes

All meetings will be minuted. Minutes will be circulated to Members of the Committee within 1 week of the Meeting and will be reported to the Board.

vii) Member Development and Training

An appropriate programme of training and development will be provided to support Members in carrying out their role.

viii) Conduct

Committee Members will conduct themselves at all times in accordance with the Company's Code of Conduct for Board Members.

Co-opted Members will be expected to conduct themselves in accordance with the Company's Code of Conduct for Board Members.