

Governance and Nominations Committee

Terms of Reference

MAIN PURPOSE

To support the Board in the effective Governance of Foróige and oversee the nominations process for External Appointees to the Board

MEMBERSHIP OF THE GOVERNANCE AND NOMINATIONS COMMITTEE

The Governance and Nominations Committee will have a minimum of three members appointed by the Board. The Chairperson of the Governance and Nominations Committee shall be a Director. Other members of the Governance and Nominations Committee shall be drawn from Board Members and the membership of the company.

FREQUENCY OF MEETINGS

The Governance and Nominations Committee will meet at least 4 times a year

STAFF IN ATTENDANCE

The Assistant Chief Executive Officer will normally be in attendance at Governance and Nominations Committee meetings. Other staff may be asked to attend for specific items on the agenda. The Chief Executive has the right to attend all Governance & Nominations Committee meetings.

The Governance & Nominations Committee may also choose to ask any staff person to leave the meeting for particular items on the agenda.

SPECIFIC RESPONSIBILITIES

Memorandum and Articles of Association

1. Ensure the Memorandum and Articles of Association are regularly reviewed
2. Ensure Foróige operates in compliance with the Memorandum and Articles of Association and charity and company law.

By-Laws, Code of Conduct and Code of Governance

3. Ensure the By-Laws, Code of Conduct and Code of Governance are regularly reviewed
4. Ensure that any proposed changes to the By-Laws, Code of Conduct and Code of Governance are in line with the Memorandum and Articles of Association
5. Ensure Foróige operates in compliance with the Memorandum and Articles of Association and charity and company law.

Foróige Elections

6. Ensure Regulations are in place for all electoral processes as stipulated in the Memorandum and Articles of Association and By-Laws and present to the Board for Approval and reviewed annually

7. Determine the annual schedule for Elections
8. Review the regions for Regional Conferences (annually) and Volunteer Associations (biennially) and make recommendations to the Board regarding same
9. Review the representation of young people at the Reference Panel and make recommendations to the Board
10. Approve the official Electoral Lists and ensure policies and procedures relating to appeals is in place
11. Implement appeals process as required

External Nominations

12. Develop processes for recruiting, selecting and recommending individuals with specific expertise required by the Board for election to the Board

Review Roles

13. Ensure the roles of the Board and Board Committees are regularly reviewed, not less than every three years, for Board approval
14. Ensure the roles of Office-Bearers (Chairperson, Treasurer and Vice-Chairperson) are reviewed, not less than every three years, for Board approval.

Performance, Training and Skills

15. Advise the Board on how regular reviews of the effectiveness of the Board and Board Committees might be carried out.
16. Conduct, every two years, skills audit of Board Members
17. Advise the Board on how regular reviews of the skills and training needs of Board Members might be carried out.

Induction of Board Members

18. Advise the Board on an effective process for the induction of new Board Members.

Minutes

Ensure minutes are taken of all office-bearer meetings and non-confidential aspects of the minutes are circulated with Board papers for information.

Reporting

Prepare a report for the Board to be presented at the next Board meeting following the Governance and Nominations Committee meeting

Highlight to the Chairperson of the Board any items discussed by the Governance and Nominations Committee which need to be addressed by the Board.