

Section 5: Terms of Reference for The Care Trust Committees

5.1 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 Constitution and Articles of Association, to establish a 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 governance and, in particular, to monitor adherence to best practice in this area. This includes adherence to the CRA's Governance Code and other relevant guidelines. The Committee is also responsible for the induction programme for Board appointees.

The Governance Committee is tasked with performing an annual review to encompass the following: a review of the Board; the performance of the Chairperson; the Committees' performance, size, membership; and the adequacy of information provided for Board meetings. This may include the completion of a Board Skills Assessment Matrix, to be reported to the Board as required.

The Chairperson of the Board is tasked with performing an annual review of the CEO, including discussion of an individually tailored development plan. Any changes proposed following this must be approved by the Board. The Company Secretary must ensure any changes align with governing documents, particularly the Constitution.

6. Annual appraisals

To carry out an annual appraisal, 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.
- Arrange/delegate responsibility for collating the comments from questionnaires.
- 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.

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.