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**P 2.7.10 GOVERNANCE COMMITTEE CHARTER**

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**1. GOVERNANCE COMMITTEE CHARTER**

The role of the Governance Committee of Open Minds is to advise and recommend to the Board policies which maintain the health and effectiveness of the organisation., and which ensure governance and compliance in satisfying legal responsibilities as set out in the Constitution and as required by our funding bodies. The Governance Committee provides advice and recommendations to the Board, in order to carry out its function in guiding the Board to govern effectively.

This committee is formally appointed by the Board of Directors and is responsible to the Board. It has no authority to implement actions in areas where management has responsibility, nor to take decisions on behalf of the Board.

**2. TERMS OF REFERENCE**

2.1 Terms of reference for the Governance Committee are set out in this policy.

**3. OBJECTIVES**

- 3.1 To develop and monitor a Board Charter for approval by the Board
- 3.2 To develop and monitor a governance framework and principles.
- 3.3 To guide the Board on systems, processes and checks to assist it in carrying out its legal duties- such as development and maintenance of minute and agenda formats, annual compliance calendar, etc.
- 3.4 To source, induct and educate new Board members developing and maintaining Induction processes (such as new member induction kit)
- 3.5 To evaluate and make recommendations regarding the functioning of the Board and individual Board Members
- 3.6 To ensure systems are in place for the development and functioning of the relevant standing committees.
- 3.7 To develop role statements for the Board, Chair, Deputy Chair, Treasurer and Board Members for approval by the Board.
- 3.8 To ensure the organisation has appropriate operational policies and practices in place;
- 3.9 Develop and monitor the policies as listed in item six of this Charter;

**4. REPORTING**

4.1 The chair of the governance committee reports periodically to the Board, providing a summary of the committees work and results. It should report on such things as minutes from its meeting, any formal resolutions it passed, the annual review of the committee and any recommendations being brought to the Board for approval.

**5. MEMBERSHIP**

- 5.1 The Governance Committee is made up of a minimum of two Board Members.
- 5.2 The Board Members are appointed for a term of one year which is renewable.
- 5.3 Members should have appropriate skills and experience suitable to a governance role.
- 5.4 The Board should appoint a Chair.
- 5.5 The Chair of the Board will be an ex officio member of this committee.

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**6. POLICY DEVELOPMENT RESPONSIBILITIES**

The Governance Committee has responsibility to ensure a structure is in place for the development and monitoring of appropriate policies and procedures for the whole organisation

The Governance Committee has specific responsibility for the development and monitoring of the following Key Policies, Codes and Statements:

- i. P 2.7.2 Board Charter
- ii. P 2.7.4 Board Code of Conduct
- iii. P 2.7.5 Declaration of Interest
- iv. P 2.7.8 Governance Structure
- v. P 2.7.9 Governance Principles
- vi. P 2.7.10 Governance Committee Charter
- vii. P 2.7.11 Remuneration Committee Charter
- viii. P 2.7.12 Media & External Communications
- ix. P 2.7.13 Corporate Social Responsibility

**7. PERFORMANCE REVIEW:**

- 7.1 Governance Committee performance will be reviewed annually, including self assessment by the committee members. This review should be made against the committee's charter and be conducted by other Directors of the Board, as well as members of the governance committee itself.
- 7.2 The review should be planned, resourced and reported to the Board, with actions recommended tabled for the Board approval.