



Governance Committee

Terms of Reference

Introduction

This document sets out the roles and responsibilities of the Governance Committee (“the Committee”). It provides guidance on the Committee’s purpose, roles, responsibilities, operations, tenure and obligations.

Role of the Committee

The Committee is established to advise the Board in matters of governance of the Cathedral, and in particular to consider the legal obligations and best practices in governance, ensuring that appropriate governance, risk management (other than financial risk), controls and compliance are in place to safeguard the Cathedral’s assets, reputation and charitable status and to provide assurance to the Board on all matters related thereto.

Permanent Responsibilities of the Committee

(a) The Committee shall monitor: Board governance, including its compliance with the Constitution, the Charities Governance Code, and best practice in corporate governance; and, internal controls and risk management systems in the Cathedral;

(b) Monitor and review the Cathedral’s risk register on at least an annual basis, reporting on whether mitigation plans are put in place. Such risks shall include but not be limited to:

- o Legal and Regulatory Obligations

- Financial Risk
- Integrity and Transparency Risks
- Communications and Lobbying Risks
- Human Resources Risk
- Data Protection Risk
- Occupational and Visitor Health and Safety Risk
- Terrorism and Emergency Management Risk
- Such other areas of risk that the Board may deem appropriate from time to time;

(c) Reporting on whether appropriate policies and procedures are drafted in all of the areas above (including those within the remit of Officers or other Committees) and proposed to the Board for approval;

(d) Reporting on whether auditing and compliance monitoring of the Board's policies occurs at the appropriate frequency and to the appropriate standard;

(e) Reviewing the Code of Conduct for Board and Committee members and members of staff;

(f) Reporting on whether a confidential Register of Interests for all Board Members and staff is maintained by an independent person;

(g) Reporting on whether a Confidentiality Agreement is drafted and signed by appropriate persons;

(h) Reporting on whether the Board's Annual and Triennial Effectiveness Reviews have been conducted in a manner compliant with best practices in corporate governance and the Charities Governance Code, and undertaking such reviews where directed to do so by the Board;

- (i) Assess the balance of skills on, and required for, the Board and Committees, and make appropriate recommendations to the Board;
- (j) Reviewing and approving the Terms of Reference of Committees of the Board;
- (k) The Committee shall be subject to the Board and the scope of its function and responsibilities may be narrowed or broadened by the Board.

Special Responsibilities of the Committee

The Committee shall advise the Board on constitutional structures for effective governance compliant with law and best practice, and shall advise the Board as to how any change in constitutional structures might be accepted by means of consultation.

In particular, the Committee shall be responsible for advising the Board on:

- (a) options for possible incorporation of the Cathedral Board which are consistent with secular and ecclesiastical law and best practices of corporate governance in charities (which options, for the avoidance of doubt, shall not be limited by any personal preferences of the members of the Committee or its Sub-Committees);
- (b) all aspects of possible incorporation of the Cathedral Board;
- (c) drafting a Bill to bring before General Synod where required; and,

(d) drafting a Constitution for the Cathedral Board.

Powers of the Committee

- The Committee's functions are advisory.
- The Committee shall be delegated no power by the Board other than specified herein (as may be amended), shall make no decision pertaining to the management or administration of the Cathedral and shall exercise no authority over staff or volunteers of the Cathedral.

Save as specified herein or as may be assigned by the Board, the Committee: advises the Board; exercises no delegated powers of the Board; does not administer budget nor expend monies; and, has no authority over staff.

The Committee shall, upon reasonable request, be entitled to receive or inspect any document or records system of the Cathedral, including any document of the Board.

The Committee shall, upon reasonable request, be entitled to require the attendance before it of any member of the Board, Chapter, Cathedral clergy, employees or contractors or other agents of the Cathedral.

The Committee shall, upon reasonable request, be entitled to ask questions in writing of the Board or any member thereof, the Chapter or any member thereof, any member of the Cathedral clergy, the Administrator or employees or contractors or other agents of the Cathedral, who shall provide answers to such questions.

Membership

The Committee shall consist of:

- (a) Its Chairperson;
- (b) The Dean or another clerical member of the Board appointed by the Board;
- (c) The Chairperson of the Finance, Administration and Risk Committee or should s/he not be willing to serve a lay member of the Board appointed by the Board;
- (d) One member of the Audit Committee nominated jointly by the Chairpersons of the Audit Committee and Governance Committee;
- (e) Not fewer than two and not more than five other persons who shall be determined by the Board, save that the Committee shall have the authority to co-opt members between meetings of the Board.

Members of the Committee shall be appointed for a term until the first Board meeting following the Triennial Elections, and are eligible for re-appointment once.

The Committee shall endeavour to propose and promote gender diversity in its membership.

Neither the Administrator nor any member of staff of the Cathedral shall be a member of the Governance Committee or of any of its Sub-Committees.

Attendance

The Secretary to the Board shall have a right to attend and be notified of meetings of the Governance Committee.

The Administrator and any member of staff of the Cathedral may be required to attend its meetings.

Recusal and Exclusion

All members of the Governance Committee or its Sub-Committees shall have a right of attendance at all meetings and to receipt of documents of the Governance Committee or its Sub-Committees respectively subject to:

(a) the Code of Conduct;

(b) the Conflict of Interest Policy, and

(c) to Committee or its Sub-Committees determining on a vote that the attendance by a member at a meeting or part of a meeting or his/her receipt of documents is inappropriate, or may reasonably appear to be inappropriate, having regard to the subject-matter under discussion and to the confidence required in the independent judgment of the Committee.

Members are expected to recuse themselves where they consider it necessary or appropriate. Where a member does not recuse himself/herself ("the possibly conflicted member"), any other member may call for consideration of exclusion of

the possibly conflicted member, which after hearing the possibly conflicted member the Committee or Sub-Committee in question shall discuss and vote in the absence of the possibly conflicted member. A member can be excluded from attendance at a Sub-Committee, a meeting, part of a meeting or from receipt of documents.

Expertise

The Committee must have amongst its members a majority who have experience of the governance of charities, corporate governance or of the law.

Save for the chairperson of the Committee, the members of the Committee and its Sub-Committees need not be members of the Church of Ireland.

The Chairperson and lay Vice-Chairperson of the Committee shall be: (a) a barrister or solicitor qualified for judicial office in the Superior Courts of Ireland who is a member of the Church of Ireland; or (b) a lay member of the Church of Ireland with significant experience of charitable governance at a senior level. References in this paragraph to the Church of Ireland include other provinces of the Anglican Communion.

The clerical Vice-Chairperson of the Committee shall be a priest of the Church of Ireland experienced in ecclesiastical or civil law or of charitable governance.

Chairperson

The position of Chairperson will be decided at the first Board meeting following the Triennial Elections and shall be appointed for a term until the first Board meeting following the next Triennial Elections, and is eligible for re-appointment as Chairperson or as a member of the Committee twice. Upon a vacancy, the Board shall appoint a Chairperson for the duration of the remaining term and such term shall not be taken into account in the calculation of any time limits.

The Board may appoint up to two members of the Committee as Vice-Chairpersons, one of whom shall be lay and one of whom shall be clerical. If only one Vice-Chairperson is appointed, s/he may either be lay or clerical. The clerical Vice-Chairperson shall not be the Dean. The lay Chairperson shall not be a member of the Board.

In the absence of the Chairperson, the lay Vice-Chairperson shall take the Chair. In the absence of both the Chairperson and the lay Vice-Chairperson, the clerical Vice-Chairperson shall take the Chair. In the absence of the Chairperson and both Vice-Chairpersons, a meeting of the Committee may appoint a chairperson for the duration of the meeting.

Secretary

The Committee shall appoint its own Secretary, who shall be responsible for the drafting of agenda, the recording and drafting of minutes, and the circulation of papers within in the Committee and between the Committee and third parties (including the Board, other Committees and Sub-Committees, and the

Administrator). Save in private session, the Secretary shall be assisted by the Cathedral Administrator.

The Secretary need not be a member of the Committee, and shall not become a member of the Committee by being appointed Secretary.

Operation of the Committee

The Committee shall meet as frequently as necessary, and not less than four times a year.

Following any meeting of the Committee, it shall report to the Board of the Cathedral.

The Committee Chairperson has the power to call a meeting.

Providing every member can be seen and heard and their vote registered, the Committee may meet in person, by telephone or by electronic means, or by any hybrid of the foregoing.

The agenda and copies of all Committee papers shall be sent to all members of the Committee, and to other attendees as appropriate, normally at least three working days before the meeting, unless otherwise agreed.

Not less than two Committee members, including the chairperson, are required to form a quorum. Where a minimum quorum is present, a unanimous decision shall be required.

The Cathedral Administrator may delegate administrative support to a staff member with the agreement of the Committee Chairperson.

Sub-Committees

The Committee may establish Sub-Committees to advise the Committee for such period as the Committee shall determine (no later than the Triennial Elections).

The Committee shall appoint the Chairperson, the Secretary, any Vice-Chairperson and the members of any such Sub-Committee (none of which need be a member of the Committee).

Notwithstanding any other provision of these Terms of Reference, the Dean, Secretary to the Board and Honorary Treasurer of the Cathedral may be appointed as members of Sub-Committees.

Subject to the provisions of this Section, these Terms of Reference apply to Sub-Committees *mutatis mutandis*.