

**SET BOARD OF DIRECTORS**  
**GOVERNANCE COMMITTEE**

DRAFT TERMS OF REFERENCE

**A. General Provisions**

- The Governance Committee is appointed by the Board.
- The Governance Committee assists the Board to undertake and fulfil its governance task by means of providing, as required or requested, documents and policies that guide its conduct, as well as its legal, ethical and functional responsibilities. The Committee also assists the Board in its process of evaluating its effectiveness as a Board.
- The Governance Committee may also be requested by the Board to advise on other matters of a governance nature from time to time.
- The Governance Committee does not have decision-making powers but makes recommendations to the Board of Directors.
- In common with all Board Committees, the Governance Committee will
  - a) serve and uphold the objectives of the Spiritan education mission as expressed in the Constitution of SET;
  - b) have regard for the best interests of SET and those of its Members, especially as these are set out in the Constitution;
  - c) be free to seek professional advice on specific issues, as it deems appropriate;
  - d) refer to the strategic priorities for SET, as they relate to governance, and these will always create the backdrop for the creation of every Agenda for Committee meetings;
  - e) only make recommendations and/or offer advice to the Board whose task it is to ratify or not any proposals made;
  - f) be bound by the same fiduciary requirements expected from Board members, including those relating to unauthorised disclosure of confidential information to a third party regarding all Committee discussions, as well as a declaration of conflict of interest on matters discussed;
  - g) will undertake a performance review as part of the annual performance-review of the Board.

**B. Composition of Governance Committee**

- a) The Governance Committee will be appointed by the Board at its meeting in October of each year or as soon as possible thereafter and for a term of office that does not exceed one year. The existing members shall remain in place until re-appointed or replaced.
- b) The Governance Committee will be comprised of a minimum of three Directors appointed by the Board.
- c) The Chair of the Board will be an *ex officio* member, and will serve as Secretary to the Committee.
- d) The Committee will be chaired by a Director so elected by the Committee.
- e) The Committee may recommend to the Board the co-option of no more than two experts who are non-Board members, chosen for their specific skill sets and in view of the nature of the issues being discussed at the Committee.

- f) The term of service for co-opted persons will be no longer than one year, and a co-opted person may be invited to renew his or her commitment for no more than one further year.
- g) A quorum shall be no less than 50% of the membership, with the proviso that at least two Directors are present.
- h) A vacancy occurring on the Governance Committee due to the resignation of a Director-member shall be notified immediately to the Board and filled at the earliest opportunity.

## **C. Principal Roles and Responsibilities**

### **(a) General**

- to review governance matters of SET, and to make recommendations to the Board in their regard;
- to seek independent advice on governance matters as required;
- to develop and review governance policies and procedures; to ensure that these serve the objectives of the Company; and to advise the Board accordingly;
- to assist the Board in its annual self-review;
- to advise the Directors and Officers on their governance duties and responsibilities;
- to advise the Board on, and oversee necessary revisions to the Code of Conduct for Directors;
- to update, as required, the Directors' Manual;
- to advise the Board on the parameters within which Committees, Working Groups, and Advisory Groups created by the Board will operate;
- in co-operation with the Finance Committee, to propose and oversee procedures for ensuring the legal and regulatory compliance of SET;
- to advise the Board on conflict of interest procedures;
- to advise on the processes that are in place to support a good and productive working relationships between the Board of Directors and the Members; between the Board and the officers of SET, between the Board and the Chair, and between the Chair and the Executive Officer;
- To advise on Board development according to the proposals set out in the SET Strategic Plan 2016.

### **(b) Recruitment and Selection of Board Members**

- to ensure that the number of Board members does not fall below eleven (as required by the Constitution);
- to advise on and oversee the induction and training programmes for Board members, and that they become familiar with their roles, duties and responsibilities;
- through induction and other forms of training, to ensure that Directors understand and agree with the education mission of SET and the Directors' Code of Conduct;
- to collaborate with the Ethos Committee in the formation of Directors in the Spiritan ethos, identity and mission of SET;
- to specify procedures for the nomination, selection and removal of Directors, in accordance with the Constitution of SET;
- to advise the Board on their requirements under the Constitution to give timely notice to Members of the Company regarding the nomination, selection and appointment of new Directors, and to ensure that the approved process is followed.

### **(c) Performance Review**

- The Governance Committee will be responsible for preparing the annual Board review with the view to assisting the Board and its Committees to be more efficient in

their work, taking note of its achievements, abilities, strengths and limitations. Such an annual review will assist in the identification of skill sets missing on the Board or on its Committees.

#### **D. Conduct of Meetings**

The Governance Committee

- a) will meet no less than twice a year, or as often as is required to conduct its business, as determined by the Committee Chair; or as requested by the Board;
- b) will generate and keep minutes of meetings, a copy of which is retained by the Executive of SET;
- c) will report to the Board, in writing, at each meeting of the Board, normally through the Committee Chair.

These Terms of Reference will be reviewed by the Committee annually (normally in September or October), or sooner if needed, and must be presented to Board for its approval.