Governance & Nominations committee

The Board of Gorta T/A Self Help Africa has ultimate responsibility for the governance of the Group. This Committee is a formal sub-committee of the Board, with delegated authority to conduct general oversight of the Governance of the organisation.

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**Principles of Good Governance to be applied in all actions by Gorta T/A Self Help Africa and its subsidiaries.**

# Constitution

By resolution of the Board of Directors of the Company dated the 28 Sept 2023 the Board did form and establish a committee, to be known as the Governance & Nominations Committee (the Committee). The Committee will act as the responsible committee for all companies within the Group.

The Committee will perform its duties in line with the Memorandum and Articles of Association of the

Company.

The scope of this document is to provide a framework and guidelines for the successful operation and conduct of the work of the Committee.

# Purpose

In setting out the purpose of this committee it is acknowledged that the Board of Gorta has ultimate responsibility for the Nomination process and Good Governance of the organisation.

This Committee is a formal sub-committee of the board, with delegated authority to conduct general oversight of the Governance of the organisation while ensuring a progression in/towards Good Governance.

The Committee members will where appropriate, advise the board and senior management on good governance practice based on their skills and experience.

# Membership of the Committee

The Committee shall be appointed by the Board of Gorta (the Board).

* The Committee shall normally consist of 5 members, a minimum of 2 must be members of the Board.
* The members of the committee will have a range of skills in governance and general management.
* The Board will seek to ensure a diversity balance on the Committee.
* The quorum necessary for the transaction of the business of the Committee shall be a majority of Committee members present but not less than 2.
* The Chair of the Board shall be a member of the Committee and is also eligible to be the Chair of this Committee.
* The Chair of the Committee shall be appointed by the Board and must be a Board Member, If a situation arises that the Chair is incapacitated and cannot attend, the Committee members will choose one of their number to be Chair of that meeting.
* Committee members will normally be appointed for three years, with the potential for a second three-year term if deemed appropriate.
* The Board will seek to ensure that there is an appropriate level of rotation of the committee membership over time.

# Secretary

* The Head of Governance shall be the Secretary to the Committee.

# Attendance at Meetings

* Only members of the Committee have the right to attend Committee meetings.
* The Committee may extend an invitation to the CEO of the Group and other persons to attend meetings or be present for agenda items as required.  The CEO of the Group may also request to attend a meeting or an agenda item.

# Frequency of Meetings

* The Chair shall, in consultation with the Secretary decide on the frequency and timing of the Committee meetings.
* The Committee must meet at least four times a year.

# Notice of Meetings & Agenda

* Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend as early as possible but not later than five working days before the date of the meeting.
* Supporting papers shall be sent to Committee members and other attendees, as appropriate, at the same time.
* For every meeting, members will receive a copy of the proposed agenda which will be compiled by the Secretary and approved by the Chair.
* A member of the Committee that wishes to have an item included on the agenda should forward same to the Secretary & Chair prior to the meeting.
* Urgent matters may be raised by any member with the permission of the Chair under Any Other Business.

# Minutes

* The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
* Where the Secretary is not in attendance for any reason, the Chair of the Committee will be responsible for ensuring that appropriate minutes are taken.
* Draft minutes of Committee meetings shall be circulated to all members of the Committee within 7 working days of the meeting.
* Once approved, minutes should be circulated to all other members of the Board and the CEO in advance of the next Board meeting.

# Voting and Decision Making

* For the most effective and successful operation of the Committee, arriving at decisions by consensus is the preferred approach. Otherwise, where a decision is required, majority will rule, and members may have their dissent noted in the meeting minutes.

# Disclosure of Interests

* In the interests of good governance, it is required that members express any actual or perceived conflicts of interest with items coming under the agenda. They can then absent themselves from the relevant part of the meeting.

# Authority

The Committee is responsible for making recommendations to the Board within the agreed duties.

In doing this the Committee is authorised by the Board to:

* Discuss any activity within its terms of reference and have full access to information and the resources which it needs to do so.
* The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of advisors with relevant experience and expertise if it considers this necessary, the expense of which will be borne by the Company.

# Duties of the Committee

## Duties in relation to Governance

1. Responsible for periodic reviews (at least every five years) of the organisation’s Memorandum and Articles of Association to ensure that they remain appropriate and relevant.
2. Ensure an independent Governance Review is undertaken (at least every five years) and that agreed recommendations are implemented.
3. Review the annual performance of the CEO in conjunction with the Chair of the Board.
4. Carry out an annual remuneration review for the CEO and Executive Management Team.
5. Lead the Board’s annual self-evaluation process.
6. Ensure that subcommittees and subsidiaries complete an annual self-evaluation process and the outcomes of this process are reported to this committee.
7. Ensure that the Charities Governance Code is completed annually and where appropriate to recommend the approval of same to the Board.
8. Review and recommend to the Board key governance policies to further the progress in/towards Good Governance.
9. Ensure an appropriate induction and ongoing training plan is in place for all Board and Committee members.
10. Review and recommend to the Board the approval of the Terms of Reference of each subcommittee and the equivalent terms for the subsidiaries of the Board.
11. Review and recommend to the Board the relevant ’Matters Reserved for the Board’.

## Duties in relation to Nominations

1. Review the composition (including the skills, knowledge, experience, and diversity) of the Board and make recommendations to the Board with regard to any changes.
2. Ensure plans are in place for orderly succession (including the Chair) and guide the development of a diverse pipeline for succession, considering the challenges and opportunities facing the Group, and the skills and expertise needed on the Board in the future.
3. Assess the balance of skills, knowledge, experience, and diversity on the Board and, in the light of this assessment, prepare a description of the role and capabilities required for a particular appointment by the Board.
4. Identify, interview and nominate for the approval of the Board, candidates to fill Board vacancies as and when they arise.
5. Recommend to the Board as appropriate the re-appointment of Board Members after their specified term of office in the light of knowledge, skills, and experience required by the Board.
6. On the recommendation of the Chair of each subcommittee, recommend the required skillset needed to meet the duties as set out in the relevant Terms of Reference.
7. On the recommendation of the Chair of each subcommittee, recommend to the Board the appointment of non-Board members to the subcommittee.
8. On the recommendation of the Chair of each subsidiary, recommend to the Board the required skillset required to meet the agreed duties of the subsidiary.
9. On the recommendation of the Chair of each subsidiary, recommend to the Board the appointment of non-Board members to the subsidiary.

# Reporting

* Following each meeting, the Committee Chair shall report to the Board on the business of the Committee at the next meeting of the Board.  Should the Chair be unable to attend another Committee member may act on the Chair’s behalf.
* The Committee shall make a statement in the annual report about its activities and any significant plans.
* The Committee shall annually review its effectiveness, including specific feedback from the Board on its performance.

# Code of Conduct & Confidentiality

* Under their fiduciary duties of loyalty and care, Committee members are required to protect and hold confidential all non-public information obtained due to their committee membership position absent the express or implied permission of the Board to disclose such information.
* Committee members are expected to adhere to the Code of Conduct at all times.

# Renewal of Terms of Reference

* The Committee shall review its terms of reference at least every three years.
* The Committee will recommend any necessary changes to the Board for approval.

# Other Matters

* The Committee is obliged to raise with the Board any matter of concern it may have.

**Signed: Dated:**

**Chair, Gorta Board**

**Signed:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  **Dated:**  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Chair, Governance & Nominations Committee**