

## **GOVERNANCE SERVICES COMMITTEE TERMS OF REFERENCE**

Report of the Director and Company Secretary

### **1. SUMMARY**

This report updates the Committee on amendments to the terms of reference of this committee as varied by the Board.

### **2. RECOMMENDATION**

Note the amendment to the terms of reference.

### **3. MATTER FOR CONSIDERATION**

3.1 At its meeting on 29 May 2014, the Board clarified that in addition to the three Board Members who are appointed to Governance Services Committee, all other Board Members may attend the Committee meetings but if any of the appointed members are unable to attend other Board Members may be substituted to ensure a quorum - Minute 14/33 refers.

3.2 The terms of reference have been amended and are attached at appendix one.

### **4. LEGAL AND CONFIDENTIALITY IMPLICATIONS**

Amending the governance of the company is a matter reserved to the board.

The areas listed below have no implications directly arising from this report:

Consultation  
Financial and Business Plan  
Council  
Personnel  
Environmental  
Equalities Impact Assessment  
Health & Safety  
Risk  
Policy Review

If Board Members or others would like to discuss this report ahead of the meeting please contact:

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Background Information: Discussion at board and board minutes

Supporting Information: none

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## Governance Services Committee Terms of Reference

**3.5 Governance Services Committee****Membership**

The Committee shall consist of ~~all~~ three selected members of the Derby Homes Board.

**Chair**

The Board Governance Champion will be the Chair of the Committee.

**Frequency of Meetings & Quorum**

The Committee will meet twice each year. A quorum at each meeting will be two members.

**Attendance at meetings**

Meetings will be open to all Board Members and members of the public (with the exception of any items on the confidential part of the agenda). It will be at the Chair's discretion whether to allow those other than Committee Members to remain in the meeting during discussion of confidential items.

Any Board member can be selected as a substitute committee member to ensure the meeting is quorate.

**Functions of the Committee**

The Committee will

- 3.5.1 review the governance of Derby Homes to ensure good governance that makes best use of the time, skills, experience and knowledge of Board Members
- 3.5.2 review the levels of delegation and authority from the main Board to its committees and to staff, to ensure decisions are made at the right level
- 3.5.3 review the effectiveness of existing and prospective/potential Board Members
- 3.5.4 review the possible delegations of responsibilities to individual Board Members and membership of committees
- 3.5.5 examine all parts of the Governance structure systematically

- (a) Board
- (b) Audit Committee
- (c) [City Operational](#) Board
- (d) Governance Services Committee
- (e) Remuneration Committee
- (f) Delegations to staff
- (g) Budget Scrutiny meetings
- (h) Chair's meetings

- 3.5.6 monitor the effectiveness of the Board Compass.
- 3.5.7 review the Governance Arrangements.
- 3.5.8 review the effectiveness of Board events and relationship with associated bodies, for example the National Federation of ALMOs
- 3.5.9 review Board succession planning and diversity levels.