

Governance Committee Terms of Reference

Generally

Membership

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

Chair

The Board will appoint the Chair of the Committee. The Chair should not be the Chair of the Board

Frequency of Meetings and Quorum

The Committee will meet at least 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 Board Members to remain in the meeting during discussion of confidential items.

All other Board Members may attend the Committee meetings but if any of the appointed members are unable to attend other Board Members will be substituted to ensure a quorum.

Governance – matters requiring the approval of the Board

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
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. review the effectiveness of existing and prospective/potential Board Members
4. review the possible delegations of responsibilities to individual Board Members and membership of committees
5. examine all parts of the Governance structure systematically
 - Board
 - Audit Committee
 - Operational Board
 - Governance Committee
 - Delegations to staff
6. monitor the effectiveness of Board Review processes
7. review the Governance Arrangements.
8. review the effectiveness of Board events and relationship with associated bodies, for example the National Federation of ALMOs
9. review Board succession planning and diversity levels.

Remuneration – matters delegated to the Governance Committee

1. determine the framework or broad policy for the remuneration of the Managing Director and senior management team
2. review the Managing Director's contract terms every three years
3. oversee the Managing Director's appraisal
4. determine any performance related pay schemes operated by the Company
5. be aware of and advise on any major changes in employee benefit structures throughout the Company
6. determine remuneration packages and arrangements for Board members, giving due regard to the guidance contained in the Combined Code including the provisions regarding disclosure of remuneration and pensions
7. establish the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee
8. consider requests for early retirement and redundancy payments from members of staff