

***Board of
Director's
Governance
Committee***



Collective Acting Studio - November 2022



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Terms of Reference

Constitution

1. The Board of Directors (“the Board”) has established a committee of the Board known as the Governance Committee (“the Committee”). The Committee will report directly to the Board.

Membership

2. The committee and its Chair shall be appointed by the Board, from among its own members. The Committee will have a minimum of 4 members. Three of the members will be members of the Board, one of whom shall be the Chair of The Board.

3. The Committee will be chaired by the member of the Board with responsibility for legal matters.

Quorum

4. The quorum will be 4 members and must include the Chair of the Committee and the CEO.

Frequency of Meetings

5. The Committee will normally meet three times a year but will always meet at least once a year.

Duties relating to Board of Directors

6. The Committee will review the effectiveness of the Board and its committees and make recommendations to the Board.



8. The Committee will conduct and review a succession planning audit and ensure that plans are in place to provide the Board with a membership which offers the necessary expertise and continuity. The Committee will propose recruitment initiatives to fill skills gaps including how to publicise vacancies.

6. The Committee will seek out appropriate Board Member candidates who are:

- (a) Knowledgeable
- (b) Appropriately qualified and experienced
- C) Demonstrate commitment to Collective's core principles
- (d) Demonstrate commitment to Collective
- (e) Demonstrate an understanding of and commitment to the role of a Director.

7. The Committee will review applications from prospective Directors, including initiating interviews where appropriate. The Committee will make recommendations to the Board on the appointment of any new Director.

8. The Committee will review from time to time the category and number of Directors together with their terms of office.

9. The committee will oversee the process for removal of any Director as a result of breach of their terms of engagement and make recommendations to the Board in this regard.

Duties relating to whole organisation

10. The Committee will review the Corporate governance structure of the whole organisation, including terms of reference and membership of all committees, and make recommendations to the Board on appointments to committees and any changes to the governance structure.

11. The Committee will report to the Board on whether all committees within the Governance Structure are acting within their remit, and performing in accordance with their terms of reference.



12. The committee will be responsible for upholding the Office for Students' Public Interest Governance Principles as it applies to its remit.

13. The Committee will keep a Register of Director's and Staff Members Interests to ensure there are no conflicts of interest, and will ensure the relevant provisions of the Articles of Association are applied to any votes on matters where Directors are conflicted.

Reporting Procedures

14. The minutes (or a report) of meetings of the committee will be circulated to all members of the Board.

Secretarial Arrangements

15. The Secretary to the Committee will be the Secretary to the Board.