



Dignity 4 Patients

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2019 - Board - Governance Sub Committee Terms of Reference

Dignity4Patients has a Governance Sub Committee which reports directly to the board of directors. The following is the committee's terms of reference:

Composition

The Committee will be chaired by a Trustee appointed by the Board and will be comprised of at least two Trustees. At its discretion, the Committee may co-opt up to two additional independent members whose requisite skills and experience are required. The Committee will advise and make recommendations to the Board, but is subordinate to the Board.

Appointment

The Chair is appointed annually by the Board of Dignity4Patients following the AGM. The members of the committee are appointed by the Chairperson who will ensure that members have a particular interest in governance.

Purpose

The purpose of the Committee shall be to evaluate and develop governance functions within Dignity4Patients.

Functions

As part of the Governance Sub Committee there area of work during the year of appointment should cover the following:

- To ensure that the Governance Sub-Committee and the Board of Directors understand and are compliant with their Charity's governance duties.
- To ensure that Board Members and the CEO fulfil their roles in a manner that conforms to their responsibilities to behave ethically.
- To accept on behalf of the Board any conflict of interest issues from the CEO or senior staff in relation to an employee, where an actual or perceived conflict could negatively impact upon the reputation of the company.
- To work to ensure that the Charity's governance arrangements are effective and robust.
- To receive information and reports from the CEO indicating the nature and levels of compliance with Governance Code principles and governance requirements.

- To ensure that the system for managing gifts and hospitality offered and received by Board Members is effective.
- To liaise with professional advisors (if necessary) when undertaking periodic reviews of the Charity's governance procedures, protocols, board structure, delegated powers and authority.
- To identify, recruit and support the induction of new board directors in accordance with the terms set out in the company's constitution.
- On an annual basis, to evaluate and assess Governance Sub Committee performance, including procedures, Terms of Reference, effectiveness and membership.

Meeting Frequency

The Committee will hold a minimum of two meetings per annum as determined by its Chair, based on the Chairperson's view of the role and responsibilities of the Committee. No meeting of the Committee will be valid unless there is in attendance a quorum of two board Trustees. The Committee will invite other parties to attend its meetings as and when necessary.

Board Reporting Frequency

The Committee will report to the Board of Directors on the outcomes of its work. The responsibility for such reporting will fall on the Chair of the Committee, who may delegate this responsibility to another Committee member as appropriate or necessary. The Board will review the work of the Committee on an annual basis.

The Board of Directors will provide sufficient resources to permit the Committee to satisfactorily perform its functions. The committee, following notification to the Chairperson of the board, may seek such external professional advice as it deems necessary to discharge its responsibilities

The Committee will report twice per annum and their report should contain the following:

- Dates of what meetings have been held and attendance
- Plan of activities and objectives for the year
- Summary of activities since the last report
- Any actions requiring Board attention

Policy	Governance Sub Committee Terms of Reference		
	Approved?	Date Approved?	Notes.
Aine McDonough			
Denis Kennedy			
Gemma Byrne			
Paul Farrell			
Paul Murphy			
Peter O'Toole			
Policy Approved by Minimum Quorum of 3?:		No	
Policy Adopted On Date Of:		00/00/2019	