

Terms of Reference for the Science Council Governance Committee

(Agreed by the Science Council Board November 2016)

Responsible to: Board of Trustees

Responsible for: ad hoc governance working groups

Purpose

To provide effective leadership and oversight of the Board's responsibilities through an adequate governance system, recruitment, monitoring of activities, and evaluation of trustees' performance.

1. Duties

Nomination, Recruitment and Selection

- To ensure the Science Council has a governance team with the appropriate spread of skills and experience, without unmanageable conflicts of interest and loyalty to enable the Science Council to carry out its strategy and fulfil its mission in service of its vision.
- To formulate plans for succession and ensure that there is a formal, rigorous and transparent and fair procedure for the appointment of the President, Chair and Chief Executive of the Science Council and such other positions as decided by the Board.
- To prepare job and person specifications for approval by the Board as required.
- To identify and nominate for the approval of the Board, candidates of equal merit to fill vacancies as and when they arise.
- To consider nominations for membership of Board committees as appropriate.
- To evaluate annually the performance of the President, Chair, the Chief Executive and other members of the Board.

Governance

- To ensure the Science Council has a documented governance system and supporting guidance which supports the Science Council to carry out its strategy and fulfil its mission in service of the vision.
- To regularly review and update the documents in line with the chairing requirements of the Science Council and lessons learned from monitoring and evaluation of performance.
- To monitor and evaluate the performance and effectiveness of the Board and its committees, including self-evaluation, and to report to the Board its evaluation and any recommendations to improve the performance of individual trustees and committees.
- To review regularly the structure, size and composition of the Board and its committees and their diversity, balance of skills, knowledge and experience and make recommendations to the Board or, where appropriate, the relevant committee with regard to any adjustments that are deemed necessary.
- To record conflict of interests and loyalty and provide guidance for trustees on how these are to be dealt with.
- To recommend authorisations or other measures to the Board and annually to evaluate the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

- To keep under review the organisation's compliance with Charity Commission law and to make recommendations to the Board regarding any necessary or desirable changes to ensure compliance.

2. Membership

- The Board will appoint the Chair of the Committee from among its membership and this must not be the President or Chair.
- The Committee will consist of not less than five members of the Board appointed by the Board.
- The Committee may appoint up to 3 individuals who are not members of the Board.
- Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- The Chief Executive will attend meetings as an observer and be supported by the Policy and Public Affairs Manager.
- Discussion on confidential matters relating to the Chief Executive shall take place in absence of the Chief Executive and Policy and Public Affairs Manager.

3. Reporting responsibilities

- The Chair of the Committee, or a delegated individual, will report to the Board after each meeting on all matters relating to the Committee's duties and responsibilities.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

4. Quorum

- Four, of which one may be the Chair and at least three must be elected trustees
- In the event of a tied vote, the Chair will hold the casting vote.
- If the Chair is not available a nominated Committee member who will be an elected trustee will assume chairing responsibility.
- A written resolution circulated to all committee members eligible to vote on the matter at a committee meeting and approved by a two thirds majority of them is as valid as a resolution passed at a meeting of the committee and for this purpose:
 - the number of members who approve the written resolution must be at least as many as would be required to form a quorum at a meeting; and
 - the written resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

5. Authority

- The Committee is authorised by the Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
- The Committee has no delegated authority to make decision other than decisions to recommend courses of action to the Board.