

Sussex Archaeological Society - Committee Terms of Reference

Governance Committee

1. Committee Purpose

The Governance committee is established by the Council to appraise and review the Society's Governance function in more detail than is possible at plenary meetings of trustees, and to advise the Council so that it may make decisions appropriately. In particular the committee will:

Advise Council regarding the set of relationships within Council and between Council, the Executive and stakeholders.

Consider the structures through which the objectives of the Society are set and the means of attaining those objectives and the monitoring of performance.

2. Committee remit and tasks

The Remit is defined under six overarching categories defined in the Code of Governance; Sound Leadership, Roles and Responsibilities, Focus and Direction, Integrity and Objectivity, Openness and Accountability and Financial Soundness and Prudence

Specific tasks include:

- Assisting Chairman in his Leadership Role
- Ensuring Council has necessary governance structures in place.
- Advise Council on adherence to all legal, charity and corporate responsibilities
- Oversee the updating and work programme contained within the Code of Governance.
- Ensure that all Governance tasks and activities (for example the corporate risk register is completed/updated to schedule)
- Complete the annual Trustee skills Audit and ensure Council is supported in developing and implementing a trustee recruitment programme.
- Review the progress of the Society's strategic plan.
- Ensure monitoring of performance of Trustees and Council and CEO.

3. Appointment of Committee Chairman, Membership and Voting

The Chairman of the Committee must be a member of Council and will be nominated by the Chairman of Council annually after the Society's AGM. The committee members will be appointed by Council on recommendation of the Chair of the Committee. The Chair of the committee may also co-opt other members with appropriate expertise, but members of Council should remain in the majority. Other trustees, staff or advisers may be invited to specific

meetings of the Committee if their professional expertise is required. The Society's CEO, Finance Officer and other any other senior staff members are ex-officio members of the Committee. If necessary, decisions will be taken by simple-majority voting, with full committee members only voting, including co-optees but not including ex-officio members. The Chairman of the committee shall have a casting vote in the event of a tie.

4. Meetings

The Committee should meet four times per annum (normally at minimum twice, at maximum 6 times). Meeting dates are to be determined annually in advance as soon as possible after the appointment of the committee chairman. The approximate meeting periodicity is as follows:

Additional meetings may be called with at least one week's notice by the Chairman of the Committee to consider urgent or specific issues as they arise.

An agenda will be issued a week prior to each meeting by the Chairman of the Committee and appropriate papers circulated to allow time for consideration. The committee quorum will be 50% of the members (excluding ex-officio).

5. Powers delegated from Council and use of Society Resources

The Governance Committee is at all times responsible to the Council. The role of the Committee is to make recommendations to Council. Council will then consider and decide on all Governance Committee recommendations**. The Governance Committee may also consider any issue referred to it by Council. The Governance Committee may not comment or make announcements in the public domain (i.e. via the press, radio, TV, on-line or social media) without agreement from the CEO or Chairman of Council. Where matters are considered which fall within the responsibility of other Committees, the Chairmen of those Committees should also be consulted.

6. Liaison with Society CEO and delegation to staff

The committee will need to work in co-operation with the Society's staff and volunteers and should at all times respect the reporting lines of the staff members with whom it is concerned. The Committee should make any requests for information through the appropriate staff member, keeping the CEO informed. The responsibility is reciprocal, and the CEO and senior staff should keep the Committee chair informed in a timely manner of all matters of material importance to the committee, and particularly of matters which are to be referred to Council. In general it is expected that the Chairman of the Committee, the CEO and appropriate staff members will liaise regularly, either together or separately.

The Committee should ensure that its tasks are delegated so that it is able to report to Council on schedule. It should delegate its tasks by agreement with the CEO to ensure that decision-making is not delayed by its deliberations or its schedule of meetings.

7. Reporting

Minutes of each meeting will be circulated to members, including those who were not present, within a week of the meeting by the Chairman of the committee and then circulated to all Members of Council prior to the next Council meeting by the CEO with the Council paperwork. The Chairman of the Committee will also report orally to Council when requested.

8. Compliance with Society rules, Code of Governance requirements, Confidentiality and declaration of interests

The Committee will comply with the Governance Code and, except where inappropriate, all the rules which apply to members of Council will also apply to members of the Committee.

9. Accountability: Actions in the event of failure to meet requirements of terms of reference

The Committee should be cognisant of the currently critical state of the Society's finances and the importance of successful management in the area of the committee's expertise to the future of the Society's work. It may therefore be necessary for the Chairman of Council to request the Council to reconstitute the membership of the Committee if at any time the Committee is perceived to be failing.

** Although not included in the TOR of any Committee, it is noted here that it is the duty of Council to provide timely feedback to any Committee on the recommendations that any Committee has passed to Council. Similarly, the Council can bring forward new areas for discussion and can refer them to any Committee for deliberation.

Approved by Council 19th July 2016