

Governance and Remuneration Committee
(the "Committee")

Terms of Reference

Role and Purpose

The role of the Governance and Remuneration Committee is to ensure that the board of trustees of the Charity has the right balance of skills, contacts and experience necessary to fulfil its task of making sure that Chance to Shine Foundation (CTS) is both well run and well-funded.

The Committee also has a role in establishing, maintaining and monitoring, the integrity, efficiency and propriety within the Charity, as well as to assist the Board in respect of its responsibilities for employee and other remuneration.

The role of the Committee is also to enable quick decisions to be made on behalf of the full Board of Trustees where convening the full Board is impractical in the timeframes available.

Constitution and Membership

This Committee is a sub-committee of the CTS Board and will be chaired by the Chair of the CTS Board.

The Committee will comprise between three and six members (including the Chair, the Chair of the Audit and Risk Committee and the Senior Independent Director) who will each be invited to serve an initial three (3) year term.

Members may be re-appointed for two (2) more, three (3) year terms, in line with their membership of the Board of Trustees.

Persons who are not trustees of the Charity may be invited to attend Committee meetings to provide information on their particular areas of expertise.

The Director of Finance and Resources of the CTS will act as Secretary to the Committee and will co-ordinate all communications, activities and meetings.

Meetings and Reports

The Committee will meet at least once a year but may meet more often, if deemed necessary. The presence of two (2) members of the Committee shall constitute a quorum.

A formal report from the Committee will be presented at least annually to a meeting of the Trustees.

Duties and Responsibilities

The duties of the Committee will be as follows:

Urgent Matters

- Make decisions on urgent matters that fall outside of the responsibilities delegated to the executive team, and that cannot be postponed until the next Board meeting.
- Approve recommendations of the executive team with respect to reserved matters in cases where full authority of the Board cannot be obtained.

Terms of Reference and Meetings

- consider and make recommendations to the Trustees regarding the number of sub-committees of the Board and their Terms of Reference;
- consider the Terms of Reference for the Board, the Committee and also, as necessary, for other sub-committees of the Board of Trustees to ensure that there is no overlap or duplication of work and areas of activity;
- liaise with other sub-committees of the Charity as necessary, to promote efficiency in any cases where the Terms of Reference of any sub-committee of the Charity may potentially overlap;
- recommend improvements to the agenda and supporting papers for Board meetings;

Trustee Appointments

- consider and make recommendations to the Trustees on the size of the Board and the mix of skills, contacts and experience required within the Board;
- identify gaps in the skills, contacts and experience of the Board that may arise from time to time;
- identify suitable new members of the Board who could fill those gaps and recommend to the Board their election as Trustees;
- make recommendations to the Board about the reappointment or otherwise, of Trustees who come to the end of the first, or second, three year term for which they were appointed;
- when necessary, identify a new Chair who will then be recommended to the Trustees;

Executive Appointments and Succession Planning

- review the executive succession plan presented by the Chief Executive
- consider the succession plan for the Chief Executive
- manage a transparent process to recommend to the Board the appointment of any new Chief Executive including advertising, preparing short lists, and interviewing
- advise the Chief Executive in relation to any proposed n-1 appointments

Training

- recommend appropriate forms of training that would help to improve the effectiveness of the Board and Sub-Committees;
- monitor use of such training;

- facilitate the annual review of the effectiveness of the Board of Trustees, which may be conducted either internally or by an external third party (at least every 4 years);
- ensure that any training provided takes into account the interests of the stakeholders of the Charity;

Delegation of Authority

- monitor the delegation of the responsibilities of the Board of Trustees;
- help to clarify and distinguish between the roles of: the Trustees; any sub-committees and the Executive from time to time;
- provide guidance on the manner and methods by which authority may be delegated by the Charity whether to its sub-committees, individual trustees, executives or otherwise;
- monitor the use of any such 'delegated authority';

Remuneration

- set the remuneration of the Chief Executive
- consider and advise the Chief Executive on remuneration of n-1 employees
- approve the pay envelope for all employees annually
- consider any other proposals regarding remuneration (including benefits) and approve as appropriate.

In carrying out these duties, the Committee may:

- investigate any activity within the above terms of reference.
- seek information or take advice, at the charity's expense, from any relevant professional source that it considers appropriate.