



Governance Sub-Committee Members

John D'Arcy (AONTAS Chairperson - The Open University)

John is the Chairperson of AONTAS and the National Director of The Open University in Ireland. The Open University has pioneered distance learning for over 50 years and is a global leader in higher education.

Lynn Simpson (CASPr)

Lynn is the Education and training manager at Community After Schools Project (CASPr) since November 2022. CASPr's objectives are to eliminate early school leaving among children, to provide accredited training and educational opportunities for educationally disadvantaged adults and to work in collaboration with organisations committed to the elimination of poverty and disadvantage to improve the physical, economic, and social environments of the North East Inner City.

Pamela Latimer (Longford Women's Link)

Pamela is the Education and Training Manager in Longford Women's Link (LWL). LWL is a community education centre and social enterprise in rural Ireland. They provide both adult and higher education for women through an inclusive model of learning.

Also in Attendance

Dearbháil Lawless (Chief Executive Officer - AONTAS)

Clare Fleet – Governance & Operations Officer - AONTAS

Company sectorial support is provided by Briona Byrne of Crowe

Lilian Nwanze – Vice Chairperson - AONTAS

Terms of Reference

AONTAS Governance Subcommittee

Purpose

The purpose of the Governance Subcommittee is to work on specific areas of governance with for discussion and approval by the AONTAS Board.

Authority granted by the Board

The Governance Subcommittee has the remit to examine all matters within its terms of reference. As a result, the Committee is permitted to use all resources and authority necessary to discharge its responsibilities. This includes obtaining external independent professional advice if the Subcommittee considers this necessary, subject to budgetary approval.

Composition 2024/2025

“The Governance Subcommittee will be composed of three Directors of the Board, one of which may include the Chairperson.

The Subcommittee will consist of the following members:

- John D'Arcy, Subcommittee Chairperson (Board Chairperson)
- Pamela Latimer, Director
- Lynn Simpson, Director

The current Board Chairperson is the Chairperson of this Subcommittee, and the CEO will also be in attendance together with the current Vice Chairperson and the Company Secretary (external agency).

Term

Once selected to sit on the Governance Subcommittee, a director remains on the Subcommittee until the end of their current term on the Board of Directors. Any board member re-elected to the board can also stay on the Governance Subcommittee.

Vacancy

When a vacancy on the Subcommittee arises, the Board selects a director to fill the vacancy.

Meetings

The Governance Subcommittee meets as necessary and at a time and place that suits its membership. The Subcommittee must meet at least three times a calendar year.

Calling a meeting

The meeting is called by the Committee Chairperson at the request of any member of the Subcommittee, or at the request of the Chairperson of the Board of Directors.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the committee no later than 5 working days in advance of the meeting. Supporting documentation for the meeting's operation should be sent at the same time as the agenda.

Agenda, Minutes, and Resolutions

The agenda of the Subcommittee is drafted by the CEO in collaboration with the Chairperson of the committee. This may include necessary support from Directors and AONTAS team members.

Minute taking of the Subcommittee is supported by a Company Secretary (external) or in the absence of this support a member of the AONTAS team will minute the meeting.

The Governance and Operations Officer (AONTAS) in collaboration with the Company Secretary (external) will ensure that the committee receives information and papers in a timely manner. Supporting papers shall be sent to committee members and to other invited attendees, as appropriate, no later than five working days before the meeting. The minutes of each Committee meeting shall be included in the next Board Meeting pack and made available to all board members on the AONTAS SharePoint platform.

The Governance Subcommittee may approve items by written confirmation, including email. Confirmation must be given by all the core members entitled to vote. This does not include people in attendance or those invited as additional guests to meetings. The approval of items takes effect following written confirmation from the last members to confirm. Records must be kept on file for future record and due evidence of approved items.

Quorum

Quorum for the subcommittee's work to proceed is two of the three committee members.

External support

The Governance Subcommittee may engage outside expertise and advice as necessary to assist its work.

Responsibilities

The Governance Sub-Committee is responsible for advising the Board on effective governance of the organisation through:

1. Developing and reviewing governance policies and procedures, and the AONTAS Constitution.

2. Leading the process to co-opt suitable Directors to provide legal, human resources, finance, or other types of expertise.
3. Providing induction documentation and support and organising mentoring for new board members.
4. Regularly reviewing the performance of the AONTAS Board of Directors

The Subcommittee will also:

- Monitor developments in corporate governance generally
- Make recommendations to the Board on any changes to governance practices that the Subcommittee regards as necessary or desirable
- Ensure that the board is operating in compliance with legal requirements (or ensure that the Audit or Risk Subcommittee is doing so)

1. Governance Policy Development

The Governance Subcommittee will ensure that policies are created and periodically reviewed which define:

- The roles and responsibilities of the Board.
- Duties and responsibilities of Directors.
- Conflict of interest procedures.
- Procedures for nomination, selection, and removal of directors.

2. Recruitment & Selection

The Governance Subcommittee will ensure that:

- The number of Directors does not fall below the number required by the constitution for quorum.
- Directors appointed to the Board understand and agree with the mission of the organisation and the receive an induction to their role on the Board.
 - Members appointed to the Board understand and agree to the time commitment, responsibilities, and participation requirements of Board membership
- Elections and appointments through co-option to the Board comply with the constitution and other legal requirements

3. Education and Training

The Governance Subcommittee will ensure that there are effective induction and mentoring processes for Board members and that they have the necessary knowledge to be able to discuss, debate and ensure effective governance.

4. Evaluation

The Governance Subcommittee will be responsible for arranging the annual board review and performance assessment to ensure that the Board and its committees are able to plan their activities with knowledge of the achievements, abilities, strengths, and limitations of current Board members.

5. Reporting Responsibilities

The Chairperson must report to the Board on its proceedings at the next Board meeting. The subcommittee can make recommendations to the Board it deems appropriate on any area within its responsibilities and accountabilities.

Accountabilities

The Governance Subcommittee is accountable to the Board of Directors for:

- Annual assessment of the Board's performance, including strengths and weaknesses.
- Recommending an annual plan for Board development based on the strategic plan, the annual board assessment, and expected changes to board membership resulting from elections for new Directors at the Annual General Meeting.
- Organising mentoring for new Directors.
- Monitoring the attendance and contribution of Directors and recommending action to the Board Chairperson if there is concern about the performance of a director.
- Reviewing governance policies for approval by the Board of Directors with support from the AONTAS team.
- Staff Remuneration
- Charities Governance Code Oversight
- Ensuring the Board receive bi-annual complaints reports (if any)
- All Risk matters from a Governance perspective
- Ensuring the Board Chairperson annually reviews the performance of the CEO
- Ensuring appraisal of a support system for the CEO
- Leading the recruitment of a CEO, with the Board Chair, in the event the position becomes vacant.

Review of these Terms of Reference

These terms will be reviewed at least every 3 years, and they can be amended at any time with approval from the Board of Directors.