

Governance & Nominations Committee

Terms of Reference



PURPOSE AND SCOPE

1. Good governance of the Trust is the responsibility of the Board.
2. The Governance & Nominations Committee (GAN) exists to advise the Board, to which it is accountable. Its purpose is to promote good governance and effective working of the Board. It has no decision-making powers.
3. It is responsible for ensuring that the Trust has a suitable governance structure which is reviewed regularly and takes account of best practice from outside the Trust. It ensures that the business of the Woodland Trust is conducted in accordance with its governing document (Memorandum and Articles of Association).
4. It acts as a referee of Board activities and should blow the whistle if the Board fails to behave as it has said it would or to perform the tasks it has set itself.
5. There are two categories of specific GAN tasks:
 - a. The Trustee body (including trustee recruitment)
 - b. Board effectiveness

KEY RESPONSIBILITIES OF THE COMMITTEE

1. Ensuring compliance

- 1.1. The GAN advises the Chair of the Board informally whenever Board activity appears inconsistent with its stated role.
- 1.2. The GAN monitors Board proceedings and reports formally to the Board if, in its opinion, the Board has not fully performed its role as stated in the governing documents. This role includes:
 - a. Corporate direction and supervision
 - b. Conduct of the Board's business.
- 1.3. The GAN proposes revisions to the governing documents as necessary.

2. Trustee body

- 2.1. The GAN advises on the composition and structure of the Board, its supporting committees, their membership and their terms of reference.
- 2.2. It manages the recruitment, induction and development of trustees, including the specification of requirements, and recommends the terms and tenure of their appointment. Interview panels will usually be selected by the Chair of the Board and include the Chair of the Board, the CEO, the Chair of the GAN and at least one other trustee.
- 2.3. It fosters the engagement of trustees with the wider work of the Trust beyond routine meetings of the Board.

- 2.4. It recommends how the Board as a body should communicate within the organisation to make its mission and convictions clear.

3. Board effectiveness

- 3.1. The GAN will consider and make recommendations arising from requests from trustees, management or GAN observations of the conduct of the Board's business process.
- 3.2. From time to time, it will arrange assessments of the performance of the Board as a whole, involving external facilitation where necessary.
- 3.3. It will advise on the structure and functioning of the committees of the Board.
- 3.4. It will keep the Board abreast of governance developments in the external world; recommend suitable changes; and propose a formal governance review when judged necessary.

4. GAN operation and reporting

- 4.1. The GAN will consist of at least three trustees nominated from the Board and appointed by the Chair of the Board.
- 4.2. The Chair of the Board will recommend to the Board the person to be appointed as Chair of the GAN, after consulting the CEO.
- 4.3. The Chair of the Board will recommend to the Board who should be appointed as members of the GAN, after consulting with the Chair of the GAN and the CEO.
- 4.4. The quorum for the GAN will be two trustees, one of whom should be the Chair of the GAN, including those participating by teleconference.
- 4.5. The GAN will work closely with the Chair of the Board and the company secretary whilst being accountable to the Board as a whole.
- 4.6. The Chair of the Board and the CEO or Chief Finance Officer will have the right to attend meetings. Other trustees and executive staff may be invited at the discretion of the GAN Chair.
- 4.7. The GAN will meet as required. Its principal output will be advice to the Chair of the Board and the Board of trustees.
- 4.8. The Company Secretary will be the primary contact for the Committee and will provide secretarial servicing for the Committee.

5. Reporting to the Board

- 5.1. Agendas and minutes of meetings will be circulated to all trustees. The Chair of the GAN, or another trustee member, will report to the Board on its meetings.