Risk & Governance Committee
Terms of Reference
Reviewed and Approved June 2024

Membership
Members of the Committee shall be appointed by the Board of Directors of Barretstown ("Board"). The Committee shall be made up of at least four members: two Board Members, independent advisers, the Finance & Operations Director and the CEO. The Board shall periodically review the membership of the Committee with a view to ensuring that it remains fit for purpose.

A Member of the Committee shall serve a term of four years. Where recommended by the Nominations & Remuneration Committee and agreed by the Board, a Member may serve a further term of four years.

Members may not have any financial relationship with the company.

It shall be a requirement of ongoing membership of the Committee that a Member attends not less than seventy five percent of all meetings in a calendar year.

Frequency of Meetings
The Committee shall meet as often as may be required to ensure that it discharges its duties properly, but in any event not less than four times a year in advance of Board meetings.

Quorum
The quorum for a meeting of the Committee shall be three members present in person or by telephone.

Minutes of Meetings
Minutes of Committee meetings shall be recorded and circulated to all members of the Committee.

Duties
- Ensure the company's compliance with all regulatory guidelines including those of the Charities Regulator and the Charities Governance Code;

- Keep under its review the adequacy, scope and effectiveness of Barretstown's Risk Management Strategy;

- Review the organisation's Risk Register and provide advice as to the adequacy of the measures in place;

- Identify the nature, extent and financial implications of business risks facing Barretstown and include as part of the Risk Register;

- Present a report to the Board on at least an annual basis as to the adequacy of the Risk Management Strategy and ensure the Board are aware of their responsibilities;

- Carry out an Annual Effectiveness Review;

- Be responsible for advising the Board on the overall governance of Barretstown, in particular in the areas of:

    - The operation of the Board
    - The operation of Standing Committees
    - Legislative and regulatory compliance
    - Best practice for charitable bodies
    - Barretstown's governance framework and all related documentation;

- Oversee the Board and Standing Committee Induction Programme with particular emphasis on ensuring Board Members are aware of their legal and fiduciary responsibilities as members of both the Board and any Standing Committees they may sit on;

- Set specific annual objectives for the Committee with reporting dates outlined;

- Review the risks identified by all other Standing Committees and ensure these risks are addressed.

- Review of relevant policies and procedures:

1. Data Protection Policy
2. Code of Conduct Policy
3. Conflict of Interest & Loyalty Policy
4. External Complaints Policy
5. Safety Statement Policy
6. Risk Management Policy
7. Information Security Policy
8. Protected Disclosure Policy
9. Anti-Bribery & Fraud Policy

Reporting

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Authority

The Committee is authorised to seek any information it requires from the Chief Executive Officer, Finance Director or Director of Development in order to perform its duties.

The Committee is authorised to obtain, at the organisation's expense, outside legal or other professional advice on any matters within its Terms of Reference, subject to the approval of the Board.