

# **BONSUCRO: Governance & Nominations Committee**

## **Terms of Reference**

These are the rules governing the Governance & Nominations Committee (“GNC”) made by the Bonsucro Board of Directors according to Articles 4.2, 4.6 and 11.1 of its Articles of Association.

### **1. Role**

- 1.1 The GNC is a permanent sub-committee of the Board of Directors of Bonsucro.
- 1.2 The role of the GNC is to ensure that there is a robust and effective process for supporting the appointment to, and evaluating the performance of, the Bonsucro’s governance bodies, and to ensure that the Board of Directors fulfils its legal, ethical and functional responsibilities.

### **2. Responsibilities**

The GNC’s responsibilities are:

#### ***2.1. Governance oversight***

- 2.1.1. To develop and oversee Bonsucro’s governance policies and procedures, including but not limited to those relating to conflicts of interest, directors’ expenses, and legal/regulatory compliance (save for Bonsucro’s compliance with legal/regulatory financial compliance, responsibility for which sits with Bonsucro’s Finance Committee).

#### ***2.2. Induction of Board Members***

- 2.2.1. To support the provision of induction and training programmes for members of the Board of Directors.

#### ***2.3. Managing Process of Board Appointments***

- 2.3.1. To manage the process of appointing Board members and to provide recommendations as to those individuals to be appointed to the Board of Directors.

#### ***2.4. Supporting Changes to Composition of Committees***

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- 2.4.1. To support the Board of Directors in making decisions regarding the appointment, removal and replacement of members of the Board Committees from time-to-time.

### ***2.5. Supporting Members' Council Elections***

- 2.5.1 To support the Members' Council to conduct elections of its members from time to time, and to oversee the fairness of those elections.

### ***2.6. Supporting appointments to the Technical Advisory Board***

- 2.6.1 To support the Technical Advisory Board to make decisions regarding the appointment, removal and replacement of its members from time to time.

### ***2.7. Performance Reviews***

- 2.7.1 To support the Members' Council in reviewing the performance of its Chair and Vice-Chair.
- 2.7.2 To support the Chair of the Board in conducting performance reviews of the Board of Directors.

## **3. Communication & Reporting**

- 3.1 The Chair of the GNC has the right of direct access to the Chair of Board of Directors for ad hoc reporting if required.
- 3.2 The Chair of the GNC shall report to the Board at each Board meeting.
- 3.3 The GNC shall formally report on an annual basis to the Board on the work of the Committee.
- 3.4 Minutes of the GNC meetings, once agreed with the members of the GNC, will be shared with the Board of Directors.

## **4. Membership, Composition and Selection**

- 4.1 The GNC will consist of at least three members, and at most five members.
- 4.2 The Chair of the GNC must be a member of the Board of Bonsucro, as must at least one other member of the GNC. One member of the GNC must also be a member of the Members' Council. The GNC may co-opt additional members to provide specialist skills, knowledge and experience, subject to the limit on the maximum number of members of the GNC and to those appointments being approved by the Board of Bonsucro.
- 4.3 All GNC members shall be formally appointed by the Board of Bonsucro in accordance with Article 11.2 of the Articles of Association.
- 4.4 The members of the GNC shall be appointed for a term of up to three years, which is renewable for up to two further terms of three years each. Upon termination of the third term, the member will be required to retire from the GNC.

- 4.5 GNC members will be independent of Bonsucro management and free of any factor that might interfere with the exercise of independent judgement. As a result, neither members of staff of Bonsucro, nor its external independent examiner(s)/auditor(s), are eligible to be members of the GNC although they may be invited to attend meetings.
- 4.6 Members shall be selected such that the GNC as a body has a broad range of skills and experience appropriate to its responsibilities, covering all aspects of governance, recruitment and performance management. In addition to each member bringing an understanding of Bonsucro's objectives, policies and strategy, a majority of members of the GNC should have recent and relevant governance experience.
- 4.7 Where possible, and without compromise to the balance of skills, the composition of the GNC should be such so as to achieve a reasonable balance in terms of geography, gender, age and ethnicity.

## 5. Meetings and Quorum

- 5.1 Quorum will be half of the number of members of the FRC plus one (rounded up to the nearest whole number), one of whom must be a Director of Bonsucro.
- 5.2 The GNC will meet as regularly as the GNC Chair judges appropriate and normally at least four times a year. The GNC Chair may call a GNC meeting at any time. Ordinarily three weeks' notice shall be given in advance of a meeting. The GNC may request the presence of any other official of the organisation to attend to assist it with its discussions on any particular matter.
- 5.3 In order to properly execute his/her responsibilities, the Chief Executive is expected to attend and participate in all GNC meetings.
- 5.4 A staff member from the Secretariat shall act as secretary to the GNC.
- 5.5 The Committee may invite other people to attend meetings, including representatives of the external independent examiners/auditors.

## 6. Review

- 6.1 The GNC will also arrange for periodic reviews of its own performance and, at least annually, review these Terms of Reference, to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board of Directors for approval.

## 7. Articles of Association Govern

- 7.1 If any provision of these Terms of Reference is inconsistent with any provision of the Bonsucro Articles of Association, the Articles of Association shall govern.