

Governance/Policy Committee Terms of Reference
Approved at the Board meeting in November 2019

Board of Directors of the Deaf Village Ireland (DVI) set up the Governance/Policy Committee for the purpose of reviewing the strategic plan so it is kept aligned and relevant to the vision and mission of DVI. The committee will review DVI's constitutional documents so they are aligned to best support the achievement of DVI's vision and mission.

The terms of reference of the DVI Governance/Policy Committee are as follows:

1. Rationale and Role of the Governance/Policy Committee

- The role of the Governance/Policy Committee is to conduct an annual review of the strategic plan so it is kept aligned and relevant to the vision and mission of DVI; and to review the Memorandum and Articles of Association so they are aligned to best support the achievement of DVI's vision and mission and make recommendations to the board thereon.
- The terms of reference for the Committee shall be reviewed regularly by the Board to ensure continuing appropriateness with all applicable legislation.
- Recommendations on revisions shall be provided to the Board. Such reviews shall be documented and shall take place at least annually.
- The Committee is authorised by the Board to investigate any activity within its terms of reference and may require information and attendance at meetings of any employee.
- The Committee is authorised to obtain outside legal or other independent professional advice at the expense of the DVI.

2. Membership, Appointment and Meeting Arrangements

- The committee will be comprised of at least two Directors with discretion to co-opt up to three additional non-director members with relevant skills and experience. Members of the committee shall be appointed by the board.
- One of the Directors will chair the Committee.
- The membership term of the Committee will be three years. Members may be asked to serve a second term, however the practice will be to encourage renewal of its membership.
- The quorum necessary for the transaction of business shall be any two members, at least one of whom shall be a member of the DVI board of directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee
- Committee meetings will be at least six times per year.
- Meetings of the Committee shall be called giving reasonable notice at the request of any of its members or at the request of the Board if considered necessary.

- The proceedings of all meetings of the Committee, including recording the names of those present and in attendance shall be minuted. Draft minutes of committee meetings shall be circulated promptly to all members of the Committee and approved for signing by the Chairperson after review.
- Reporting to the Board will be in the form of approved minutes of the meetings, unless it would be inappropriate to do so in the opinion of the committee chairperson.

3. Conflicts of Interest

- Members must notify conflicts of interest and ensure they are recorded in the minutes.
- The Committee will decide if conflicted members must leave the meeting for the duration of discussions on such matters or if they may remain as guests.

4. Key Responsibilities

The key responsibilities of the Governance/Policy committee will be to:

- To oversee implementation of the Charities Governance Code.
- To review at least annually the strategic plan to ensure it is kept aligned and relevant to the vision and mission of DVI.
- To review the Memorandum and Articles of Association so they are aligned to best support the achievement of DVI's vision and mission.
- To conduct an annual review of the "Board Handbook" so it is kept updated in regard to new regulations and best practice.
- Review the draft annual report ensuring its accuracy and that it is in compliance with the required regulations, and recommend its approval to the Board.
- To oversee the board nomination process and track director rotation requirements to promote strong continuity and experience at the board level.

5. Resources

- The Board of the DVI will provide sufficient resources to enable the Governance/Policy Committee to perform its functions satisfactorily.
- The Committee, following notification to the Chairperson of the Board, may seek such external professional advice as it deems necessary to discharge its responsibilities.

6. Reporting Relationships

- The Committee will report to the Board on the outcome of its meetings and following each meeting, forward a copy of the minutes to the Secretary of the Board.