

MUTUAL GOVERNANCE EXCELLENCE FRAMEWORK

TERMS OF REFERENCE

Mutual Governance Commission

Purpose

To review and consider any governance matters, and report and make recommendations about any relevant matters to the Representative Body and the Board.

A. Membership and Quorum

- The Commission will consist of 5 members including:
 - the Chair of the Board (a substitute NeD may attend in their absence)
 - the Vice Chair of the Board (a substitute NeD may attend in their absence)
 - the Chair of the Representative Body (a substitute Representative Body Member may attend in their absence);
 - the Vice Chair of the Representative Body (a substitute Representative Body Member may attend in their absence)
 - The Secretary (or Deputy Secretary in their absence) is appointed as the Chair of the Commission
- Members of the Executive Management Team, other relevant employees additional Representatives and other external advisers may be invited to attend for all or any part of any meeting as and when appropriate and necessary.
- Members of the Commission (including designated substitutes) shall be appointed by the respective Board and the Representative Body.
- The quorum of the Commission will be 4 members.

B. Responsibilities

- To lead work on behalf of the Representative Body and the Board to ensure that the Society maintains the highest standards of governance and learns from best practice from all sectors.
- To develop, recommend for approval and monitor the Society's Mutual Governance Excellence Framework (MGEF) including the review of:
 - Service Agreements
 - Allowances and Expenses
 - Code of Conduct
 - Role Profiles
 - Key Skills and Competencies

- To review and recommend any changes to the Rules put forward by the Members.
- To review any matters referred to it by the Secretary.
- If requested:
 - Oversee NeD recruitment process, inductions, training and succession planning.
 - Oversee Representative Body election process, induction and training programmes.
 - Review Representative Body Expense and Recognition Policy.
 - Review programme and topics of the joint sessions and meetings of the Board and Representative Body.
 - Consider and recommend to the Board prior to going to the Representative Body for approval any changes to the payment scheme or levels of NED remuneration.
 - Oversee the annual NeD and Representative Body Member appraisal processes and Board, Representative Body and Commission Effectiveness review process, report, recommendations and implementation.
 - Oversee the triennial governance review process, report, recommendations and implementation.
 - Review compliance against the NHF Code of Governance and oversee any remedial actions.
 - Review NED and Representative Body declarations of interest.
 - Consider and approve any policies as delegated for the Commission's approval in accordance with the Strategy and Policy Framework.
- To support the Executive Team in matters arising in relation to the governance of RBH.
- Annually consider whether there are any areas which may influence the Internal Audit Programme.

1) Duties

- To make recommendations to the Board and/or the Representative Body on all of the above matters as the Commission sees fit.
- To regularly update and provide assurance to the Board and Representative Body on key issues discussed at its meetings.
- To immediately report to the Board and/or Representative Body any arising issues it feels will seriously impact on any of the Board and/or Representative Body's responsibilities.
- The Commission is authorised by the Board and Representative Body to seek any information it requires to fulfil its terms of reference. It may either make decisions under the Scheme of Delegation or make recommendations to the Board or Representative Body where final decisions will be taken. The Commission is authorised to establish working groups to undertake detailed work on any matter covered by its terms of reference.

- To ensure that the Commission complies with the equality and diversity requirements and that every report that comes to the Commission for approval includes a stage one Equality Impact Assessment and where appropriate in addition a stage two.
- Regularly appraise its own effectiveness including reviewing the balance of skills of its members. To submit an annual review of its effectiveness to the Board for its review.
- To work collaboratively with other RBH governing bodies, referring matters of relevance and seeking input as appropriate, including influencing the work of internal audit.

C. Frequency of Meetings

The Commission will meet as required with a minimum of 4 meetings per year, with any urgent decisions between meetings being taken electronically.

D. Chair

The Chair of the Commission shall be the Secretary. In the absence of the Chair, the Deputy Secretary shall Chair the meeting.

The Chair is a voting member of the Commission.

E. Skills and Experience Requirements of Members

The relevant areas are: governance; regulation; equality law and good practice.