

Terms of Reference

Governance, Risk and Control Committee

Constitution

The Committee has been established by resolution of the Board of Trustees of the Charity (the "Board") and is to be known as the "Governance, Risk and Control Committee".

Purpose

To aid the development and operation of the Board.

General responsibilities

The Committee researches, monitors and advises the Board on its due diligence function as well as its legal and moral obligations as guardians of For Jimmy.

Membership

The Board shall appoint the Chairperson of the Committee (the "Chairperson").

The members of the Committee shall be appointed by the Board and consist of at least two Board members and at least one member of the Executive team.

The Committee has the power to co-opt up to three additional members and will endeavour to appoint at least one external member.

A quorum necessary for the transaction of business is two members. 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.

Appointments to the Committee shall be for a period of three years, with a maximum of two consecutive three year terms, after which there will be a minimum of a one year break.

The Board shall regularly review the membership of the Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals.

The Committee shall be provided with appropriate and timely training, both to induct new members to the Committee and or existing members, where necessary.

If members of the Executive team or senior management are involved in advising or supporting the Committee, that Role should be clearly separated from the one they hold within the business and care should be taken to recognise and avoid conflicts of interest.

Attendance and frequency of meetings

The Committee will meet twice a quarter, between Board meetings.

Agenda and Papers

Where possible, the agenda and papers will be issued to members a week before the meeting.

Reporting

The Committee will report back regularly to Board meetings and will provide exception reports in the event of a critical incident.

Specific responsibilities of the Committee

- Trustee recruitment, appointment and retention of the best Board members to achieve the mission of the Charity
- Trustee induction, on-going training and development, declaration of interests, rotation and monitoring of attendance
- Review performance at individual and at Board level
- Organise the Board's meeting structure and ensure accountability
- Implement and maintain the risk and control framework
- Monitor the effectiveness of governance policies and standards
- Act as the first point of contact between the Board and the Executive for the management of a critical incident (defined as any incident that may have a significant impact on a stakeholder or on the community's trust and confidence in the Charity)



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