



Terms of Reference of the Nomination and Governance Committee of the Dublin Food Co-operative Society Limited

As approved on 5th December 2018, and amended on the 4th December 2019.

Objectives

The Nomination and Governance Committee (“the Committee”) has been delegated specific and limited authority by the board of the Dublin Food Co-operative Society Limited (“the Board”) to;

- Coordinate the process of appointments and renewals to the Board, and Board committees, as appropriate, and make recommendations for approval to the Board and/or General Meeting;
- Keep board governance arrangements under review and make appropriate recommendations to the Board and/ General Meeting to ensure that co-operative governance policies and practices are conducive to maintaining an inclusive and well governed society.

The Board retains overall responsibility for all matters delegated to the Committee.

A. Membership:

1. The Chair, and Vice Chair if in office, shall be members of the committee.
2. The Committee shall have a minimum of [three] members appointed by the board, the majority of whom shall be directors but may otherwise be any member of the organisation in good standing.
3. The board shall appoint a Committee Chair, who shall be a member of the society. In the absence of the committee Chair and/or an appointed deputy, the remaining members present shall elect one of

themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board.

4. The Secretary, or their nominee, shall be the secretary of the committee.
5. Directors and officers who perform an executive function shall not be members of the Committee, but may attend on the request of the Committee.
6. Membership of the Committee shall be reviewed by the Chair each year (to include consideration of rotation) each year to ensure an optimal mix of expertise, competences and experience. These reviews shall be submitted to the Committee for consideration and recommendation by the Board.
7. There is no fixed term for Committee membership, and each member serves at the discretion of the board
8. A member may resign at any time by giving written notice to the Committee Chairperson.

B. Meetings, Notice and Quorum:

1. The Committee shall meet as often as it deems necessary for the discharge of its responsibilities. The Chair of the Committee shall report to the Board on its proceedings after each meeting.
2. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.
3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than [three] working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
4. The quorum for meetings shall be three members at least two of whom are directors.
5. The Secretary, or their nominee, shall minute the meeting and circulate this for approval after the meeting. These minutes will be shared with the Board.

C. Annual General Meeting:

1. Each year the membership of the Committee will be displayed in the Annual Report and Accounts together with a statement about its activities and the process used for any appointments made.
2. The Committee Chair should attend the annual general meeting to answer any members questions on the committee's activities

D. Decision-making:

1. Questions arising at any Committee meeting shall be decided by consensus, if possible.
2. Where a consensus cannot be attained, questions shall be decided by a majority of votes. Where there is an equality of votes, the Chair of the Committee shall have a second or casting vote. Votes shall be recorded in the minutes. Where decisions are unanimous, they shall be recorded as such in the minutes. Dissensions and negative votes shall be documented in the minutes in terms acceptable to the dissenting person or negative voter.

E. Duties:

Appointments and Renewals

1. Co-ordinate the nomination process for new Board directors, establishing appropriate selection criteria and recommending suitable candidates to General Meeting for approval
2. ensure that, on appointment to the Board, Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
3. ensure that, on appointment to the Board, Directors receive a comprehensive and tailored induction programme designed to enable effective contribution from the outset;
4. ensure that appropriate and timely training shall be provided on an ongoing basis to all Directors;
5. regularly (and at least annually) review the structure, size, composition and succession plans of the Board and Committees of the Board (including consideration of the skills, knowledge, experience and diversity of Directors and their compliance with the relevant fitness and probity standards and make recommendations to the Board with regard to any changes it considers desirable;
6. meet annually, without any management present, to satisfy itself that plans are in hand for the orderly succession to the position of General Manager

Co-operative Governance

7. monitor developments in co-operative governance including regulatory developments that could impact on the operations of the society and advise the Board accordingly;
8. draft an annual Co-operative Governance Statement for inclusion in the Annual Report
9. be responsible for recommending appropriate internal policies concerning board composition and renewal, and recommend any changes to the Board for approval;
10. review the policy on Matters Reserved to the board on an annual basis and recommend any changes to the Board for approval;

11. review the Board conflicts of interest and loyalty policy on an annual basis and recommend any changes to the Board for approval;
12. review the board code of conduct and member code of conduct, including any disciplinary procedures, and recommend any changes to the Board and/or General Meeting for approval
13. provide advice to the Board in relation to the appointment, replacement or dismissal of the Secretary
14. review and make recommendations as to the nature and scope of board committees

F. Authority:

The committee is authorised to:

1. seek any information it requires from any employee of the co-operative in order to perform its duties;
2. obtain access to the necessary resources to exercise its duties, including access to the service of the Secretary for assistance as required;
3. invite any Director, senior manager or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objectives.

G. Other Matters:

The committee shall:

1. have access to sufficient resources in order to carry out its duties, including access to staff working on company secretarial for assistance as required;
2. be provided with appropriate and timely training.

Notes:

Acknowledgements:

These terms of reference have been prepared based on;

- (i) Bank of Ireland plc – Group Nomination and Governance Committee Terms of Reference – October 2017
- (ii) ICSA – Guidance Note – Terms of Reference for an Audit Committee – March 2017
- (iii) ICSA – Guidance Note – Terms of Reference for a Nomination Committee – June 2013
- (iv) Carmichael – Guidance on Terms of Reference for Sub-Committees