

CQI Governance & Risk Committee Terms of Reference

1. Purpose and Scope

- 1.1 The Governance and Risk Committee (the GRC) is a sub-committee of the Board of Trustees. On behalf of the Board the GRC:
 - A. Ensures the system of corporate and operational governance complies with current good practice and supports the purpose and strategic intent of the CQI.
 - B. Ensures that the system of risk management effectively addresses threat and opportunity in line with compliance requirements and strategic intent.
- 1.2 The scope of the GRC excludes that defined in the CQI Finance & Remuneration Committee (FRC), although these committees shall work together on matters where required or directed by the Board.

2. Accountabilities and Communication

- 2.1 The Committee works in partnership with the Executive and is accountable to the Board.

3. Duties

- 3.1 Governance - the GRC shall:
 - A. Review the compliance of the CQI's corporate governance arrangements annually with reference to the *Charity Commission/ACEVO Charity Governance Code* and lessons from the external environment and make recommendations for change to the board as required.
 - B. Develop and maintain the CQI's Corporate Governance Framework, with consideration to 1.1A.
 - C. Review the operational governance of the CQI with reference to the CQI management system annually and make recommendations for change to the board as required with consideration of inputs including but not limited to the following:
 - Stakeholder feedback
 - Complaints/appeals
 - Internal audit
 - External audit
- 3.2 Risk & Improvement - the GRC shall:
 - A. Review the CQI's capability to identify and manage risk through the review of the *CQI Framework for the management of risk*.
 - B. Review the CQI's risk register and its progress with agreed responses through its *change* portfolio and advise the board on adequacy of progress.

- C. Review the CQI's *Framework for Internal Assessment*.
- D. Review the CQI's progress against the Charity Governance Code and advise the board on adequacy of progress.

4. Constitution

- 4.1 The membership of the Committee shall be a minimum of three Trustees.
- 4.2 The Chair shall be approved by the Board of Trustees.
- 4.3 The Committee will be supported and attended by the Executive as required.
- 4.4 The Committee may invite other people to attend meetings.

5. Meetings

- 5.1 The committee will meet regularly as judged appropriate by the chair. The chair may call an additional Committee meeting at any time.
- 5.2 The business of each meeting shall be determined by the Chair.
- 5.3 The quorum will be two members.
- 5.4 Meetings may take place electronically, physically or by conference call. Voting shall be decided by a simple majority of members participating. The Chair of the meeting has the casting vote.

6. Responsibilities of Members

- 6.1 Members have a duty at all times to demonstrate attributes of integrity, honesty and openness and shall declare wherever appropriate any interests material to discussion or decisions.
- 6.2 All information forming part of the proceedings of the Committee shall be considered as confidential unless the Chair expressly indicates otherwise and all Members and volunteers are required to abide by the CQI Code of Conduct.
- 6.3 The CQI will reimburse non-Executive members for reasonable expenses incurred wholly and necessarily in carrying out the work of the Committee (Ref. Expenses Policy).

7. Changes to these Terms of Reference

- 7.1 The Committee will review its terms of reference annually and agree changes to these Terms of Reference in consultation with the Board of Trustees.

Approver	Board of Trustees
Version and Date	Version 2 February 2023 This will up to V 45 to align with SP versioning post migration. No changes in the intermittent versions. V46 – no change
Next Review	February 2026

Associated documents	Framework for the Management of Corporate Governance Framework for the Management of Risk Framework for the Management of Improvement Framework for Internal Assessment Charity Governance Code
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