



# Terms of Reference of the Board

Approved by the Board of the Heritage Council on July 17<sup>th</sup> 2020



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## 1. Introduction

The Heritage Council was established under the Heritage Acts 1995 and 2018. The Heritage Council has adopted a corporate governance regime in accordance with best practice.

The purpose of this document is to set out the terms of reference of the Board of the Heritage Council ('the board').

## 2. Membership

Members of the board shall be appointed by the Minister for Housing Local Government and Heritage,. In accordance with the Schedule to the Heritage Acts 1995 and 2018, the board shall consist of a chairperson and not fewer than eight or more than ten ordinary members.

Only members of the board have the right to attend board meetings. However, other individuals such as the chief executive officer (CEO), heads of service, financial controller, other staff and external advisers may be invited to attend for all or part of any meeting, as and when appropriate or necessary.

Appointments to the board shall be for a period of up to five years, which may be extended for one further five-year period.

In the absence of the chairperson the remaining members present shall elect one of their number to chair the meeting.

## 3. Secretary of the board

The secretary of the board will ensure that the board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

The secretary of the board is also responsible for the formal induction of new members of the board and for organising training and mentoring for board members where required.

## 4. Quorum

The quorum necessary for the transaction of business shall be five members. A duly convened meeting of the board 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 board.



## 5. Frequency of meetings

The board shall hold as many meetings as may be necessary for the performance of its duties.

The board may decide to hold meetings incorporeally in a manner which it deems appropriate for that meeting.

## 6. Notice of meetings

Meetings of the board shall be summoned by the secretary of the board at the request of the chairperson of the board.

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 board and any other person required to attend no later than one week before the date of the meeting. Supporting papers shall be sent to board members and to other attendees as appropriate at the same time.

## 7. Minutes of meetings

The secretary of the board shall ensure that proper minutes are kept of the proceedings and resolutions of all meetings of the board, including recording the names of those present and in attendance.

Minutes of board meetings shall be circulated to all members of the board.

## 8. Duties

The board shall delegate operational responsibility for the day-to-day running of the state body to the CEO and the Heritage Council's management team.

- Monitoring of performance – the board shall receive regular reports from the Heritage Council's management team and board subcommittees.
- The CEO and management team shall advise and support the board and the chairperson.
- The board shall satisfy themselves that financial controls and systems of risk management are robust and defensible.
- The board shall keep itself up to date and fully informed about strategic issues and changes affecting the state body and the environment in which it operates.



- The board shall ensure that on appointment to the board, non-executive board members 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.
- The board may, from time to time, establish such committees of the board as are necessary to assist it in the performance of its duties. They may include members who are not members of the board if specialist skills are required. Where a committee is put in place:
  - its terms of reference shall be specified in writing and approved by the board and reviewed annually
  - the board, on the nomination of the chairperson, shall appoint its members
  - the board shall receive regular reports from the committee
  - all protocols concerning the operation of the board shall be applied to the committee
  - minutes of the committee meetings shall be circulated to all board members
  - the board shall review the results of the board performance evaluation process that relate to the composition of the board and corporate governance generally.

The board shall keep under review corporate governance developments (including ethics-related matters) that might affect the Heritage Council with the aim of ensuring that the Heritage Council's corporate governance policies and practices continue to be in line with best practice. The board shall ensure that the principles and provisions set out in the *Code of Practice for the Governance of State Bodies* (2016) (and any other corporate governance codes that apply to the Heritage Council) are adhered to.

## 9. Reporting responsibilities

The board through the chairperson shall keep the minister of the parent government department informed of matters arising within the Heritage Council.

## 10. Self-evaluation

The board shall at least once a year review its own performance, to ensure it is operating at maximum effectiveness and to implement any changes it considers necessary.



## 11. Authority

The board is authorised to seek the information it requires from the executive in order to perform its duties.

The board is authorised to obtain, at the Heritage Council's expense, outside legal or other professional advice where it judges it necessary to discharge its responsibilities. Where outside advice is required, this should be approved by a resolution of the board.

Individual board members, in the furtherance of their duties, may take independent outside legal or other professional advice at the reasonable expense of the Heritage Council, where it is necessary to discharge their responsibilities as a board member. This should be approved in advance by the CEO, who having decided if such advice is appropriate, will ensure that the necessary arrangements are made on a timely and cost-effective basis.