



NURSING AND MIDWIFERY BOARD OF IRELAND

GOVERNANCE AND FINANCE COMMITTEE

COMMITTEE TERMS OF REFERENCE

Approved by the Board on 22 November 2017

1. ROLE AND MANDATE

- 1.1** The role of the Governance and Finance Committee is to perform certain of the Board's delegated functions in the areas of governance and finance, as set out in these terms of reference (see Section 8), and to make recommendations to the Board, where required.
- 1.2** The Committee is to assist the Board so that the Board is effective and able to operate in the best interests of the public and the members of the professions of nursing and midwifery; and in doing so, the Committee shall work and liaise with other Board committees, as appropriate.

2. MEMBERSHIP

- 2.1** The Committee shall consist of no more than seven members, appointed by the Board, and all of which shall be Board members.
- 2.2** New members will be appointed for a three year term (or part thereof), which may be extended to five years by the Board.¹ No new member shall serve longer than five years continuously on the Committee. Existing members – at the point of the approval of these terms of reference by the Board – may exceed this five year limit, but shall not serve longer than 8 consecutive years on the Committee.

3. CHAIR

- 3.1** The Chair of the Committee must be a member of the Board and is appointed by the Board from amongst its members.
- 3.2** The term of office of the Chair appointed by the Board shall be three years (or part thereof), which may be extended to five years by the Board.² No newly appointed Chair shall serve longer than five consecutive years as Chair of the Committee. The existing Chair - at the point of the approval of these terms of reference by the Board – may exceed this five year limit, but shall not serve longer than his/her term of office on the Board as Chair.

¹ A member appointed to the Committee whilst a member of the Board will cease to be a member of the Committee on the expiry of his/her term on the Board – i.e. Committee membership cannot outlast Board membership.

² Subject to his/her term of office on the Board not having expired before that time.



4. SECRETARY

- 4.1** The Secretary to the Committee shall be a member of staff of either the Office of the Chief Executive or the Director of Corporate Services, and shall be appointed by the Chief Executive Officer, following consultation with the Director of Corporate Services (where appropriate), the Committee Chair and the President.

5. MEETINGS

- 5.1** The Committee shall hold as many meetings as it deems necessary to fully and properly execute its functions, but shall, in any event, meet no fewer than 4 times per annum.
- 5.2** The Chair will consult with the Chief Executive, the Director of Corporate Services and the Secretary in determining the dates and frequency of Committee meetings. Where possible, a schedule of meeting dates shall be agreed by the Committee in advance of the start of each calendar year.
- 5.3** Only members of the Committee shall be entitled to attend Committee meetings. They will typically be joined by the Chief Executive Officer, the Director of Corporate Services, and the Secretary to the Committee. At the discretion of the Chair, other individuals may be invited to attend all or part of a meeting when appropriate and necessary – including members of NMBI staff and external advisers.
- 5.4** The Chair has the discretion to hold part of a Committee meeting in ‘private session’, whereby only Committee members have the right to attend. The Chair may determine that the Secretary attends for the purpose of minuting proceedings of the private session.
- 5.5** The Chair shall seek declarations of conflicts of interest at the start of every meeting and the Secretary shall record these in the minutes.
- 5.6** Meetings of the Committee will ordinarily be conducted with all members physically present together in the meeting room. In exceptional circumstances, and with the prior approval of the Chair, members may attend a meeting by way of teleconference. Members participating by teleconference are considered to be present at the meeting and shall be counted in the quorum.
- 5.7** The Committee may act in the absence of members if a quorum is achieved. If members cannot attend all or part of a meeting, they should notify the Secretary to the Committee in advance of the meeting.
- 5.8** The quorum for meetings is 39% of Committee members and meetings shall start on time when a quorum is present. Should a quorum not be present within 15 minutes of the scheduled start time, the Chair may postpone the meeting.
- 5.9** Members must use their best endeavours to attend all Committee meetings each year. All members must attend a minimum of 50% of meetings in a rolling twelve month period, and



that save for exceptional circumstances, a member who fails to meet this minimum attendance requirement may be removed from the Committee by the Board. The Secretary will support the Committee Chair and President in monitoring member attendance.

5.10 Meetings are chaired by the Chair. If the Chair is not in attendance or is prevented from acting as Chair by virtue of a conflict of interest, the members present shall nominate another member to act as Chair.

5.11 Decisions will typically be reached by consensus. In the event that a vote is required or sought, each member present shall have one vote. If there is an equal division of votes, the Chair shall have a second and casting vote.

6. MINUTES OF MEETINGS

6.1 The Secretary shall minute the proceedings of all Committee meetings reflecting information presented, decisions taken and action items, or the conclusions reached by the Committee. The minutes shall include the names of those present, apologies (where received) and details of any conflicts of interest.

6.2 Draft minutes are prepared by the Secretary and submitted to the Chair for review as soon as is practicable. The Chair will review and revert with any comments and suggested changes. Thereafter, the Secretary will circulate the revised draft to the members for review. Members should review and revert with any comments within five working days of receipt. Any material changes by members will require the approval of the Chair. The draft minutes, as reviewed by the Chair and members, shall be circulated with the papers for the next meeting of the Committee, where they shall be formally adopted – subject to any suggested changes at that point – and signed by the Chair.

6.3 The Secretary shall be responsible for securely storing the minutes of all meetings.

7. AGENDA AND MEETING PAPERS

7.1 An agenda of the business proposed for the meeting shall be circulated with the papers for the meeting. The Chair, in consultation with the Secretary (and the Chief Executive Officer and Head of Corporate Services), shall determine the items for the agenda.

7.2 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, no later than five working days before the date of the meeting. Late papers will not be accepted, unless in exceptional circumstances and with the approval of the Chair. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.



8. COMMITTEE FUNCTIONS

Governance

- 8.1** Review, advise and make recommendations to the Board of NMBI in relation to all issues pertaining to the governance of NMBI, and measures to ensure compliance with the Code of Practice for the Governance of State Bodies 2016.
- 8.2** Review, advise and make recommendations to the Board in relation to its Committee arrangements (incl. external member recruitment).
- 8.3** Oversee the development of the Statement of Strategy, and monitor progress in implementing the strategy.
- 8.4** Review, advise and make a recommendation to the Board in respect of the annual Business Plan, and monitor progress in implementing the plan.
- 8.5** Assist the President and Board in monitoring and reviewing the performance of the CEO.
- 8.6** Support the Board in overseeing the implementation of Board decisions during a time of transition and change (including the implementation of the reform agenda), providing regular updates to the Board re same.

Finance

- 8.7** Review, advise and make a recommendation to the Board in respect of the draft annual budget, business plan and multi annual finance plan
- 8.8** Make recommendations to the Board in relation to the scale of fees to be charged under section 38 of the Nurses and Midwives Act, 2011.
- 8.9** Monitor income and expenditure and furnish regular updates to the Board.
- 8.10** Authorise variations in the annual budget where overall budget provision is not exceeded.
- 8.11** Make recommendations to the Board in relation to borrowings or overdraft requirements.
- 8.12** Review and present quarterly financial accounts to the Board.



8.13 Recommend to the Board the remuneration and conditions for the post of Chief Executive Officer, subject to the approval of the Department of Health and Department of Public Expenditure and Reform.

8.14 The work of the Committee shall be supported by an annual work plan agreed by the Committee prior to 1 January each year.

9. CONFLICTS OF INTEREST AND CODE OF CONDUCT

9.1 Members of the Committee will be required to meet their obligations under the Code of Conduct for Board and Committee Members, the NMBI Act 2011 and the Code of Practice for the Governance of State Bodies 2016, as appropriate. This includes declaring any real or potential conflict of interest in a matter before the Committee, and safeguarding confidential information received whilst a member of the Committee.

9.2 At the commencement of each meeting, members will declare any real or potential conflict of interest in any agenda item. A written declaration regarding the conflict shall be submitted to the Secretary for safekeeping. The member will withdraw from the meeting while the item is considered and will not vote or act on the matter.

9.3 Members of the Committee are required not to disclose any information received by them while performing their duties, even after their duties have ceased. Members are reminded that the disclosure of confidential information (which may be either particular information or information of a particular class or description) is an offence under the 2011 Act.

10. REPORTING RESPONSIBILITIES

10.1 The Chair shall report, either verbally or in writing, to the Board on the Committee's recent meeting(s) and key outcomes. A report in writing will be on an agreed Committee update template and should reflect the key points in the minutes of the Committee's meeting(s). The agreed minutes of all Committee meetings shall be made available to the members of the Board.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit and/or where required.

10.3 The Committee shall produce a report to be included in the Board's annual report about its activities.

11. WORKING GROUPS

11.1 The Committee may, in exceptional circumstances, and with the approval of the Board, appoint working groups from time to time to perform a function or functions under its remit.



- 11.2** The Board may, if it considers it appropriate, appoint additional persons to be members of any such working group; and it shall approve the terms of reference and appoint the Chair of any such working group.
- 11.3** Any duly established working group should report on progress to each meeting of the Governance and Finance Committee.
- 11.4** The Committee may at any time dissolve a working group, with the approval of the Board.
- 11.5** The acts of a working group are subject to confirmation by the Committee.

12. GENERAL PROVISIONS

- 12.1** The Committee shall have access to sufficient resources to carry out its duties, including access to the employees of NMBI for assistance as required, and access to independent professional advice where the Board agrees that such advice is necessary for the Committee to discharge its responsibilities.
- 12.2** The Committee shall ensure that all members undertake an appropriate induction programme to ensure that they are fully informed about the strategic and key issues affecting the Board and the regulation of the professions of nursing and midwifery. The Committee shall ensure that new members shall receive guidance as to their duties and responsibilities as a Committee member.
- 12.3** The Committee shall at the direction of the Board arrange for periodic reviews of its own performance and review its terms of reference regularly to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13. AUTHORITY

- 13.1** The Board authorises the Committee to carry out the functions set out in these terms of reference, to have unrestricted access to the NMBI documents and information. Any request by the Committee for legal advice or other professional advice shall be channelled through the Office of the Chief Executive and shall be approved by the Board.
- 13.2** The Board authorises the Committee to seek any information it requires relating to its functions from any employee of NMBI, and all such employees will be directed to co-operate with any request made by the Committee.

Adopted at the meeting of the Board held on 22 November 2017.