

**TERMS OF REFERENCE**  
**for the Corporate Governance Sub-Committee of**  
**The Institute of Directors Jersey Branch (“IoD Jersey”)**

**1. Purpose/Mission Statement:**

The Institute of Directors (“IoD”) is a membership organisation awarded a Royal Charter to support, represent and set standards for business leaders worldwide.

The IoD is represented globally through a network of branches, one of which is the IoD Jersey, which itself operates with a main Executive Committee which has a series of sub-committees.

The purpose of the Corporate Governance Sub-Committee of the IoD Jersey is to maintain and safeguard the standards and values of the IoD. The Sub-Committee ensures that these values are upheld by consistently adhering to policies and procedures that enable it to meet its legal and regulatory obligations.

**2. Key functions/scope:**

- To maintain the suite of documents, brand guidelines, operating manual(s), templates and any other materials (the “Documents”) as developed by the IoD and provided to the IoD Jersey.
- To ensure that the requirements of the Documents provided by the IoD are reflected in the IoD Jersey operating policies and procedures.
- To review and comment, where appropriate, on any subsequent updates of any Documents by the IoD to ensure that the IoD Jersey is able to comply and subsequently update the IoD Jersey procedures accordingly.
- To ensure that the Executive Committee Members are aware of the requirements of the IoD and the IoD Jersey and that they are reflected in the operation of their own sub-committee(s).
- To provide support, assistance, direction and oversight of the Sub-Committees and review, for governance purposes, any materials or templates developed by those sub-committees, as required.
- To ensure that the Executive Committee is aware of the data protection legislation and the sensitivity of any relevant personal data that may be

processed in connection with their duties and cascade this information within their own sub-committee(s).

- To ensure the governance requirements of the website e.g. privacy policy and terms & conditions, are maintained and kept up to date.
- To provide a support role to the Chair of IoD Jersey and participate, as requested, in relevant consultation calls with the IoD.
- To assist the Branch Officer in maintaining an up to date secure database of information including documents, contracts and templates and maintaining the annual data protection licence.
- To agree, strictly at the direction of the Chair, and in agreement with the Executive Committee, any outside legal assistance that may be necessary to fulfil the obligations of the IoD in connection with the future infrastructure.

### **3. Composition:**

The Sub-Committee normally consists of three members, with the member appointed by the Executive Committee acting as Chair.

Any two members will constitute a quorum, one of which must be the Chair.

The functions are performed on a pro-bono basis for an initial three year term.

### **4. Meeting arrangements:**

The Sub-Committee will normally meet on a two monthly basis, together with ad-hoc meetings, as required.

An agenda will be provided by the Chair and the minutes will be recorded by one of the members present.

Any output for review or decision will be in the form of a recommendation(s) to the Chair of IoD Jersey and/or the Executive Committee, where appropriate.

### **5. Confidentiality and security:**

The Sub-Committee must maintain all information securely, including any documents, contracts and templates, and be mindful of the relevant data protection requirements.

The Sub-Committee must keep all information strictly confidential at all times and this condition remains in force once a member leaves the Sub-Committee.

**6. Review:**

These Terms of Reference will be reviewed at least annually or as required.

**2 September 2020**