

## Board Governance Committee | Terms of Reference

### 1. Purpose

The purpose of the Board Governance Committee is to ensure that the Board of Transparency International fulfils its key supervisory role in accordance with the highest nonprofit governance standards of accountability, transparency, and decision-making.

### 2. Composition

The Governance Committee consists of at least three and at maximum five members of the Board of Directors. All committee members are appointed and withdrawn by the Board of Directors upon recommendation by the Chair of the Board.

The Governance Committee may, if needed, invite external people for advice to a meeting of the Governance Committee.

### 3. Scope of work

The Governance Committee shall advise the Board on all matters related to:

- a) TI Charter, Umbrella Agreement, AMM resolutions, AMM policies and AMM procedures, Board policies and procedures
- b) Institutional systems and governance structure
- c) Transparency and access to information
- d) Legal compliance
- e) Board self-assessment and Board 360-evaluation
- f) Board Annual Report
- g) Any other issues which the GOV reasonably deems related to governance

Furthermore, the Governance Committee will oversee the review schedule and coherence of Board committee terms of reference and other key Board policies and procedures.

### 4. Meetings

The Governance Committee meets quarterly at a minimum. Meetings shall be minuted and the minutes confirmed by the Governance Committee at the following meeting. Action points and decisions shall be recorded in the minutes. The Governance Committee has a quorum if at least three of its members are present at the meeting.

### 5. Decision-making

The Governance Committee aspires to make consensus decisions. In cases where it cannot reach consensus, a majority decision takes place. Members holding a minority view may attach a dissenting opinion to the Governance Committee decision.

### 6. Role of the Chair

The Chair of the Governance Committee is appointed by the Chair of the Board. The Governance Committee Chair is responsible for:

- Liaising with the Chair of the Board and – if any – the TI-S Secretary of the Governance Committee
- Developing an annual workplan and facilitating its execution

- Chairing discussions and meetings of the Governance Committee  
Distributing work among Governance Committee members  
Reporting the activities and outputs of the committee in Board Meetings, the Annual Report of the Board of Directors, the Board townhall and communication, and at the Annual Membership Meeting.