Concern Worldwide – Governance and Risk Committee

Terms of Reference – April 25, 2026

Introduction

Taking on some of the responsibilities previously assigned to the Remuneration and Succession Committee and the Audit and Risk Committee, the Governance and Risk Committee ("the Committee") has been established by the Board of Concern Worldwide to provide independent oversight of the organisation's governance arrangements, risk management framework, and overall organisational effectiveness ensuring that all decisions taken relating to these matters continue to be in alignment with the organisation's constitution, policy documents and frameworks, applicable legislation, and best practice.

1. Role

1.1. The role of Concern's Governance and Risk Committee is to provide oversight and assurance to the Board of Concern Worldwide on governance, risk management, and organisational effectiveness.

1.2. The Committee shall work collaboratively with the leadership of Concern Worldwide to ensure that assigned risks are being managed in a manner that takes account of legislation, good practice, and the organisation's risk appetite.

2. Membership

2.1. The Committee shall comprise the Chair of the Board of Concern Worldwide, the two Vice-Chairs of Concern Worldwide, and the Company Secretary of Concern Worldwide, provided that the Company Secretary is also serving as a member of the Board of Directors[1].

2.2. The Board may appoint additional members to the Committee, increasing its size to a maximum of five members. Such appointments may be drawn from the Board of Directors, and/or the Board may co-opt individuals with relevant expertise to serve on the Committee. Co-opted members are not required to be members of Concern Worldwide.

2.3. Office holders shall take up their role on the Committee automatically on appointment to their office. Other Committee members shall be appointed to the Governance and Risk Committee at the Board meeting immediately following the AGM and at other times as and when vacancies are identified.

2.4. Office holders will remain on the Committee for the duration of their terms on the Board. Other Board members shall be permitted to serve for two consecutive three-year terms plus, on approval of the Board, a further term of three years. Co-optees shall be permitted to serve on the Income Committee for a three-year term plus, on approval of the Board, a further term of three years.

2.5. Officers and other Board members serving on the Committee shall be deemed to have retired from this committee upon their retirement or resignation from the Board of Concern Worldwide.

[1] Hereafter referred to as "Office holders"

2.6. The Chief Executive Officer and Chief Operating Officer are fixed invitees.

2.7. The Chief Executive Officer will lead on the Senior Management Team's engagement with the Committee. They shall work with the Chair to prepare a suitable rolling agenda and coordinate management and staff to ensure that papers and briefings are prepared and delivered in a timely manner. In the absence of the CEO, the Chief Operating Officer will deputise.

2.8. Other members of Concern Worldwide management and staff may attend as deemed appropriate by the Chair.

3. Meetings

3.1. The Committee is expected to meet at least twice yearly and on an *ad-hoc* basis to consider particular issues arising.

3.2. The Chair of the Board of Concern Worldwide will chair the meetings. In their absence the members of the Committee will select a Chair from amongst their number. The Chair of the Committee must be a member of the Board of Directors of Concern Worldwide.

3.3. The quorum for meetings is three Committee members.

4. Responsibilities:

4.1. **Policies:** The Committee shall consider core and draft policies related to relevant new areas of work related to a significant risk to the organisation and make recommendations to the Board with respect to same.
Assigned Policies: 1) Risk Management Policy 2); Conflict of Interest Policy – Employees; 3) Conflict of Interest Policy – Board; 4) Global Delegation of Authority and 5) Board and Committee Expenses Policy

4.2. **Strategy:** The Committee shall provide oversight, on behalf of the Board, on the implementation of strategic actions and progress made toward achieving strategic objectives.

Assigned Strategies and Strategic Objectives: Strategies and strategic objectives related to Governance and Risk that may be recommended by the Board or by Management from time to time.

4.3. **Risk:** The Committee shall review the organisation's approach to risk identification and risk management policies; ascertain whether appropriate procedures are in place to identify the significant risks to which the organisation is exposed and provide recommendations to the Board with respect to the organisations risk appetite and risk register.

The Committee shall also monitor, on behalf of the Board, assigned risks and provide oversight on the key controls and additional actions to mitigate against these as detailed in the Risk Register.

Assigned Risks[2]: As per the Risk Register

[2] Note: may vary from year to year as new risks areas are identified and as the register is updated

4.4. **Critical Risks:** The Committee shall examine any issue that may pose a critical risk[3] to the organisation that has been referred to it by the Senior Management Team, other Committee Chairs, the Board of Concern Worldwide or that has been identified by the Committee itself.

The Committee shall report on their deliberations around these issues to the Board of Concern Worldwide and may make recommendations to the Board of Concern Worldwide with respect to risk acceptance and/or mitigation.

4.5. **Standards:** The Committee shall, on behalf of the Board, gain satisfaction that, Concern Worldwide is in full compliance with reporting requirements and sector-wide standards, or that any corrective actions identified are being addressed.

Regulations and Standards: Charities Regulator Charities Governance Code[4].

4.6. **Governance:** The Committee shall oversee periodic reviews of Concern Worldwide's governance framework and practices to ensure alignment with the Constitution of Concern Worldwide, the Concern Worldwide Governance Code, memoranda of understanding and statutes of affiliation, legislation, regulatory requirements and recognised best practice.

4.7. The Committee shall consider the findings of such reviews, monitor the implementation of any recommendations arising, and make recommendations to the Board, where appropriate, to strengthen governance arrangements. **Succession:** The Committee shall monitor the composition of the Board of Directors and Committees of Concern Worldwide to ensure an appropriate balance of expertise, experience, background and any other relevant dimensions that contribute to a skilled, diverse and effective oversight body. Where gaps in skills or representation are identified, the Committee shall gather information on suitably qualified candidates for potential appointment, oversee the screening of such candidates and shall submit recommendations to the Board for appointments.

The Committee shall also ensure that adequate succession planning is in place with respect to the role of CEO and shall oversee the implementation of those succession plans.

4.8. **Membership:** The Committee shall familiarise itself with all provisions of the Constitution of Concern Worldwide that relate to membership; review the level of engagement among members and identify any steps that may be appropriate to strengthen or enhance such engagement; consider the volume and composition of the membership and assess whether it is appropriate to the needs of the organisation; and make recommendations to the Board regarding any actions that it believes may be required in relation to membership.

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[3] A potential threat that could have a severe impact on the organisations objectives, reputation, operations, or finances if it were to occur. This is distinct from a critical incident (i.e. an actual event or occurrence that has caused, or has the potential to cause, significant harm or disruption to the organisation).

[4] https://www.charitiesregulator.ie/en/information-for-charities/charities-governance-code

5. Reporting responsibilities

5.1. The Committee Chair shall report to the Board of Concern Worldwide on its proceedings at the Board meeting most closely following the Committee meeting on the relevant matters within its duties and responsibilities.

6. Other matters

The Committee shall:

6.1. Have access to sufficient resources to carry out its duties, including access to the Board Secretariat for assistance as required.

6.2. Be provided with appropriate and timely training, both in the form of an induction programme for new members, and on an ongoing basis for all members.

6.3. Arrange for periodic reviews of its own performance and, at least every three years, review its terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board of Concern Worldwide for approval.

7. Authority

7.1. The Committee shall be accountable to, and shall operate under delegated authority from, the Board of Concern Worldwide.

7.2. The Committee is authorised by the Board of Concern Worldwide to obtain, at the organisation’s expense, outside legal or other professional advice on any matters within its terms of reference subject to same being in compliance with the organisation’s financial procedures.

Addendum to Governance and Risk Committee Terms of Reference

April 25, 2026

Additional responsibilities have been assigned to the Governance and Risk Committee and may be reassigned to another committee or sub-committee in due course.

- **Meetings:**

With respect to point 3.1 of the Governance and Risk Committee Terms of Reference, this shall be amended to the effect that:

The Committee is expected to meet at least ~~***twice yearly***~~ ***three times a year*** *and on an ad-hoc basis to consider particular issues arising.*

- **Responsibilities (Amended)**

With respect to point 4.1, additional assigned policies to be included: Global Pay Policy

- **Responsibilities (Additional)**

  i. **Remuneration (General):** The Committee shall familiarize themselves with the organization's remuneration policy and make recommendations regarding any revisions to the policy that they consider appropriate.

     The Committee shall consider how the policy is being applied e.g. the appropriateness of pay-scales, benchmarking processes etc. and shall determine all material matters in the context of that policy, including but not limited to, making annual recommendations to the Board as to any adjustments to salaries for staff generally.

  ii. **Remuneration (CEO):** The Committee shall ensure that appropriate annual performance measures are in place for the CEO and shall periodically review, and make recommendations with respect to, the total remuneration and benefits payable to the CEO.

  iii. **Remuneration (Reporting):** The Committee shall provide oversight on the organisation's disclosure of staff remuneration, including gender pay gap reporting, and review the adequacy and transparency of such disclosures across any media the Committee considers necessary.

Reporting responsibilities, authority, etc. will remain as per the Governance and Risk Committee Terms of Reference.