

Governance Committee Charter

1. Foundation

1.1. *Purpose*

The purpose of the Governance Committee (the **Committee**) appointed by the Board is to ensure there is a robust approach to Board governance matters, through adequate oversight, policy development, recruitment, training programs, monitoring of Board activities, and evaluation of performance.

1.2. *Objectives*

The objective of the Governance Committee is to ensure that the following functions operate professionally and effectively:

- Governance
- Integrity and Privacy
- Constitution Currency & Compliance
- Policy and Procedure Oversight

1.3. *Responsibilities*

The principal responsibilities of the Committee are to assist the Board to discharge its fiduciary responsibilities in relation to the following matters:

i. **Governance**

- Oversee the organisations Governance Framework including but not limited to:
 - Board and Board Sub-Committee governance structure
 - Other Committees/Groups (e.g., Integrity Unit, High Performance)
- Periodically review Committee structures, member skill sets and effectiveness and provide recommendations on changes to structures or Committee responsibilities
- Monitoring the organisation's compliance with the Sport Australia Sports Governance Principles (to the required governance maturity level designated by Sport Australia)
- Consider any other governance matters that may give rise to creating governance exposure for the organisation

ii. **Integrity & Privacy**

- Consider, review, and assess regulatory and compliance issues reported through the Integrity Unit (or equivalent) on such matters as:
 - Child Safeguarding

- Member protection
- Competition Manipulation and Sport Wagering
- Improper Use of Drugs and Medicine
- Complaints, Disputes and Discipline

iii. Constitution Currency & Compliance

- Consider, review, and assess the currency and effectiveness of the organisation's compliance with its constitutional obligations on an annual basis, including whether amendments to the Constitution are required

iv. Policy & Procedure Oversight

- Develop and make recommendations for policies that reflect best practices for overall good governance
- Oversight and review of the organisation's key governance policies including the Board Charter, Code of Conduct and Conflict of Interest policies
- Compliance with all applicable laws, regulations, and standards

v. Relationship with Management

Maintain effective working relationships with the Board and Senior Management.

vi. Committee Operations

- The Committee must uphold the values and principles of the organisation
- To perform their role effectively, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the organisation's business, operations, and risks

1.4. Authority

The Committee shall report to the Board through the Chair of the Committee, or their delegate.

The Board authorises the Committee, within the scope of its responsibilities, to:

- Perform its activities in accordance with this Terms of Reference
- Right of access to management and other applicable 3rd parties without management being present, and the power to require any member of staff or contractor to attend Committee meetings and respond to questions as deemed appropriate
- Obtain outside legal or other professional advice to assist in undertaking its fiduciary responsibilities

2. General

2.1. **Membership**

- The committee derives its authority from the Board and consists of a minimum of three members:
 - Board Director as Chair with governance and integrity skills and experience
 - At least one other Board Director with skills as determined by the Board and appointed annually
 - An independent member with governance/ethics qualifications
- Each member should be capable of making a valuable contribution to the Committee with adequately strong levels of governance, ethics and/or business experience and background

2.2. **Invitees**

- The Committee may invite to meetings key staff, independent experts, and members of the organisation's management team where agenda items may be relevant to an invitees' responsibilities or where it is determined the invitee may contribute to the Committee achieving its objectives
- The Board Chair can attend any Committee meeting
- Invitees may take part in the business of and discussions at the meeting but have no voting rights

2.3. **Committee Chair**

- All meetings will be chaired by the nominated Board Director
- Committee Chair responsibilities include:
 - Guiding the meeting according to the agenda and time available
 - Ensuring all discussion items end with a decision, action, or outcome
 - Review and approve the draft minutes before distribution
 - Communication between the Committee and the Board

2.4. **Meetings**

- Meetings will be held a minimum of 6 times per year in person or using appropriate technology as determined by the Committee Chair
- A meeting quorum will be 2 members of the Committee and must include 1 Director
- If the Chair is not present, one of the other Board appointed Directors will act as Chair for that meeting
- Decisions will be made by consensus (i.e., members are satisfied with the decision even though it may not be their first choice). If not possible, a vote of members will be taken with the Chair having a deciding vote

2.5. **Agendas**

- The meeting agenda will be prepared in consultation with the Chair and CEO (if one is appointed), and includes past minutes, business arising, supporting papers for resolution, endorsement, discussion or noting
- The agenda and supporting documentation should be distribution online or via email to the Committee members at least seven (7) days prior to each meeting

- Meeting agendas are structured throughout the year in accordance with the Annual Committee Schedule to ensure each significant responsibility of the Committee is addressed

2.6. Minutes

- Proceedings, action items and recommendations of all Committee meetings are minuted
- Draft meeting minutes once approved by the Chair, shall be distributed to all Committee members no later than one (1) week following the meeting, unless otherwise agreed by the Committee
- Minutes shall be approved by the Committee by email resolution within seven (7) days of receipt and are then to be signed by the presiding Chair at the Committee's subsequent meeting
- Copies of all approved minutes will be included in the Board papers for noting

2.7. Terms of Reference Review

- The Committee must have a clearly defined Terms of Reference outlining the scope of their responsibilities in place at all times
- All terms and conditions in this Terms of Reference will be reviewed annually and reconfirmed at the first meeting of the new calendar year, or more frequently when it considers necessary to assess its applicability and effectiveness. Any changes required must be submitted to the Board for approval

2.8. Effectiveness Monitoring and Reporting

- To assess effectiveness against its purpose, the Committee will review its performance on an annual basis at the first meeting of the calendar year
- The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person or group

2.9. Conflict of Interest

- Where an actual, potential, or perceived conflict of interest arises from a member(s) discharging Committee duties, declaration of the conflict must be made immediately to the Chair, reviewed at each Committee meeting and minuted
- The Chair, in consultation with the remainder of the Committee members shall determine the appropriate course of action to resolve or minimise the impact of the conflict