

CORPORATE GOVERNANCE COMMITTEE CHARTER

COMPOSITION

The Corporate Governance Committee is a sub-committee of the Board. It comprises up to six members including the Chief Executive Officer and non-executive Directors. Other relevant management together with external parties who are not Directors but whose expertise or input is relevant to the operation of the Committee may attend by invitation. The Committee Chairman is a non-executive Director, and the quorum for holding a meeting of the Committee is two non-executive Directors.

Members are appointed by the Board, and the performance of the Committee is reviewed by the Board at least annually.

ROLE

The primary responsibilities of the Corporate Governance Committee are to assist the Board in its governance role of ensuring that the organisation operates effectively, efficiently, ethically and legally by:

- developing and implementing an evaluation process to assess the performance of the Board and its members;
- developing and recommending to the Board an appropriate set of corporate governance principles;
- identifying and recommending candidates for membership of both the Board and its committees, and of the Council of Governing Members; and
- advising the Board in relation to periodic reviews of the governance process and the Constitution.

REPORTING

The Committee is accountable to the Board of Directors. The Chairman of the Committee reports to the Board Meeting following each meeting of the Committee on the matters discussed and makes any recommendations to the Board which have been agreed by the Committee. Detailed minutes of each meeting are provided to the Board for review.

While the Committee is required to make recommendations on various matters to the Board, it does not have the authority to commit the Board or management to the implementation of any of its recommendations except where such authority is specifically delegated to it by the Board.

OPERATING PROCEDURES

In discharging its responsibilities the Committee meets on a regular basis to consider various matters relevant to its role.

A. *Board Performance Evaluation*

The Committee makes recommendations to the Board regarding performance evaluation. As such, the Committee:

- a. reviews the company's performance evaluation procedures in relation to the Board and its members on an annual basis to ensure that they reflect contemporary best practice;
- b. assesses the performance evaluation feedback from Directors provided to it by the Chairman of the Board, and makes recommendations to the Board on responses which may be translated into actions in subsequent periods; and
- c. advises on appropriate disclosures of the findings from the evaluation process.

B. *Corporate Governance Principles*

The Committee develops and makes recommendations to the Board on the adoption of corporate governance principles which are consistent with the ACNC Governance Standards that the company, as a registered charity, is required to meet, and AICD Not-for-Profit Governance Principles to the extent that they may be applicable to the operations of the company.

C. *Board and Council Membership*

The Committee makes recommendations to the Board on the size and composition of both the Board and the Council of Governing Members. In doing so it is required to consider:

- a. the range of skills which is required to maintain and enhance the effectiveness of each body;
- b. the need for appropriate succession planning and turnover of Directorships in relation to the Board;
- c. the findings of annual performance evaluations of the Board and its members and any subsequent actions which have been agreed; and
- d. the contributions which might be expected from candidates.

D. *Governance Review*

The Committee monitors contemporary governance practices on an ongoing basis and makes recommendations to the Board on constitutional and governance changes which should be considered to ensure their continued appropriateness

The Committee may also be required by the Board to consider changes to specific aspects of both the Constitution and governance process separately from the five year review.

E. *Other Matters*

The Board may require the Committee to examine specific issues which are outside its normal terms of reference. The Committee may also identify specific issues and recommend to the Board that it be authorised to consider them.