

# ADIA Board Committee

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## Terms Of Reference: Governance Committee

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### 1 Terms of Reference

- 1.1 To assist the Board in determining that the Association's Directors are sufficient in number, and of appropriate stature and competence, so that the Association is properly focused, and has sufficient direction, to fulfill its core and ancillary purposes, within the framework established by the Association's constitution and relevant legislation.
- 1.2 To assist the Board by reviewing the performance of the Board and its committees so as to ensure that the Board is meeting its responsibilities set out in the Association's constitution and relevant legislation.

### 2 Committee Chair

- 2.1 The Board appoints or re-appoints the Chair of the Committee bi-annually when the Association has completed the task of appointing new Directors following an Annual General Meeting.
- 2.2 In selecting the Chair, the Board takes into consideration those directors who bring background skills and experience relevant to corporate governance matters.
- 2.3 The Chair shall provide leadership to Committee members in fulfilling the mandate set out in these terms of reference. He or she shall work with the Executive Officer and the ADIA Federal President in planning Committee meetings and agendas.
- 2.4 The Chair of the Committee reports to the Board on behalf of the Committee on the matters and issues covered or determined at each Committee meeting.

### 3 Committee Responsibilities

- 3.1 The Governance Committee's responsibilities with respect to appointing directors shall include the following:
  - 3.1.1 Consider from time to time the appropriate size, composition and profile of the Board of Directors, and submit recommendations for Board consideration and decision, taking account the criteria for being a director of the Association.
  - 3.1.2 Establish criteria for the selection of directors and procedures for identifying possible nominees who meet these criteria. The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors the Committee may deem appropriate in its sole discretion. The Committee shall not have authority to approve related fees and retention terms.

- 3.1.3 Review and assess the qualifications of persons proposed for appointment or election to the Board.
  - 3.1.4 Submit to the Board for consideration and decision, the names of persons recommended to be nominated for election as Directors at the annual meeting of members, or for appointment to fill vacancies between annual meetings.
  - 3.1.5 Through the ADIA Federal President, approach and secure confirmation of consent to act from persons approved by the Board either for appointment to the Board to fill vacancies.
  - 3.1.6 Make recommendations relative to the composition of the various Committees of the Board and ADIA National Committees. The Committee shall review and recommend Committee membership annually and shall recommend additional Committee members to fill vacancies as needed.
- 3.2 The Governance Committee's responsibilities with respect to corporate governance shall include the following:
- 3.2.1 The Governance Committee shall oversee the operations of the Board in discharging its mandate and statutory responsibilities.
  - 3.2.2 The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
  - 3.2.3 Report on an annual basis on the effectiveness of the performance of the Board as a whole, including specifically reviewing areas in which the Board's effectiveness may be enhanced taking into account suggestions of the Chairman of the Board and all other members of the Board.
  - 3.2.3 Approve, in advance, the engagement of any outside expert by a Director at the expense of the Association when that is appropriate and necessary for the purpose of allowing that Director to discharge his or her mandate and responsibility.
  - 3.2.4 Review the program of the Board for each year, and the methods and processes to be pursued in carrying out this program including:
    - (a) the frequency and content of meetings and the requirement for any special meetings;
    - (b) the foreseeable forward-looking issues to be presented to the Board at its meetings, including a list of prospective topics for presentation and discussion;
    - (c) the material to be provided to directors generally and with respect to meetings of the Board or its committees; and
  - 3.2.5 Review and make recommendations with respect to the disclosure required concerning corporate governance to be contained in public disclosure documents circulated by the Association from time to time.
  - 3.2.6 Report to the Board on Committee proceedings, reviews, undertaking and any associated recommendations from time to time as shall be deemed advisable, but in any event not less than once in every two-year Board cycle.
  - 3.2.7 Develop and recommend to the Board a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
  - 3.2.8 Develop and review on an annual basis, for recommendation to the Board, Director compensation and benefits.

- 3.2.9 Report its actions and recommendations to the Board after each Committee meeting and conduct and present to the Board an annual performance evaluation of the Committee.
- 3.3 The Committee shall review at least biannually the adequacy of these terms of reference and recommend any proposed changes to the Board.

#### **4 Committee Composition & Meetings**

- 4.1 The committee constitutes three or more Directors, none of whom shall be ADIA Staff, however the Executive Officer may be invited to meetings as required.
- 4.2 At the time of appointment committee members shall join the Australian Institute of Association Directors (AIAD) at the Association's cost
- 4.3 A quorum for a meeting is a majority of committee members.
- 4.4 The Committee shall meet separately at least half-yearly.

Reference: 1.8.2 (Approved – August 2010)