



Governance Committee Terms of Reference

Role of the Committee

The Governance Committee is a committee of the Board of Australian Osteopathic Accreditation Committee Limited (ACN 142 289 049) (**AOAC**) established under clause 13(n) of the Constitution of AOAC. The role of the Committee is to assist the Board by overseeing the governance processes of AOAC. The responsibilities, membership and operations of the Committee are set out in these Terms of Reference.

Responsibilities of the Committee

The Governance Committee will make recommendations to the Board on the following responsibilities:

1. providing oversight and review of the Constitution and Board Charter;
2. providing oversight and review of Board policies and procedures relating to the governance of AOAC; and
3. providing oversight and review of the Director appointment processes and procedures.

The Governance Committee may exercise such powers and perform such other functions as may be delegated to the Committee by the Board from time to time.

Structure and Composition of the Committee

Membership

All members of the Committee must be non-executive Directors of the Board. The minimum number of members is three and the maximum number is five.

Expertise

At least one member of the Governance Committee must be able to demonstrate a significant understanding of best practice corporate governance as relevant to AOAC.

Appointment

The Board appoints, replaces or removes members to and from the Governance Committee and reviews the composition of the Committee at least annually.

Chair

The Chair of the Governance Committee is appointed by the Board. The Board reviews the appointment of the Chair annually.

Operation of the Committee

Secretariat support

Secretariat support to the Governance Committee is provided by the Executive Officer and Secretariat. All records of the Committee, including the agendas, minutes and all reports and recommendations, are prepared and kept by the Secretariat.

Frequency of meetings

The Governance Committee may meet as frequently as necessary to undertake its role effectively and, in any event, at least four times per year.

Notice for meetings

The Chair of the Governance Committee may call a meeting of the Committee if required by any Committee member, the Chair of the Board, the Executive Officer, or any member of the Board. A notice of each meeting confirming the date, time, venue and agenda will be provided to each member of the Committee as soon as practicable prior to the meeting date. Committee meetings may be held through means other than in person, as appropriate.

Agenda and minutes

The Executive Officer and Secretariat will work with the Chair of the Governance Committee to prepare the agendas for the Committee meetings. The Executive Officer and Secretariat will ensure that the minutes of the meeting are promptly drafted and distributed to Committee members as soon as practicable after each meeting. The agenda for each meeting includes a standing item for Committee members to approve the minutes of the previous Committee meeting.

Attendees

Members of the Governance Committee are required to attend all Committee meetings. There is a minimum attendance requirement of 75%. Any Director of the Board and any invitee of the Committee may attend and speak at a committee meeting. The Executive Officer and Secretariat attend all Committee meetings.

Quorum for meetings

The minimum quorum for a meeting of the Governance Committee is half the number of Committee members plus one. For example, where the Committee has three members, the minimum quorum for a committee meeting is two members.

Committee member interests

Members of the Governance Committee must not participate in discussions and must not vote on any issues in respect of which there is an actual or perceived conflict of interest. The agenda for each meeting includes a standing item for Committee members to declare any conflicts of interests in relation to any items on the agenda.

Access to advice

The Governance Committee has the authority to investigate any matters within the Terms of Reference, with the resources it needs to do so and with the right of access to information including external professional advice, as necessary.

Formal mechanisms for reporting key matters to the Board

The minutes of the Governance Committee meetings are included in the papers for the next Board meeting. The Chair of the Committee will report any findings and recommendations of the Committee to the Board after each Committee meeting or as appropriate.

Review of the Committee

The Governance Committee will perform an annual review of its performance and the Terms of Reference for the Committee. Following any review, the Committee may make recommendations to the Board, as necessary. The Board will evaluate the performance of the Committee as required.