



Group Facilities Support Subcommittee

Governance Subcommittee Charter

Constitution	The Governance Subcommittee (Subcommittee) is a subcommittee of, and responsible to, the Branch Executive Committee (BEC) under Clause 34 & 35 of the Constitution.
Purpose	The role of the Subcommittee is to provide advice to the BEC on all matters pertaining to good corporate governance.
Functions	<p>The functions of the Subcommittee are as follows:</p> <ul style="list-style-type: none"> • to provide advice on appropriate corporate governance policies and procedures that <ul style="list-style-type: none"> - reflect modern practice - comply with the requirements of the Constitution and By-laws of the Branch - meet all legal requirements. • to review and make recommendations on any desirable changes to the Branch constitution and National governance arrangements. • to provide advice on BEC governance arrangements including meeting procedure. • develop guidelines for the exercise of delegated powers • Ensuring mechanisms in place for monitoring policy implementation and delegated powers • assist in the promotion of good governance arrangements at all levels of the Branch.
Membership	<p>The membership of the Subcommittee shall be expertise-based and encompass the following areas of expertise:</p> <ul style="list-style-type: none"> • law. • company and incorporated body procedures. • operation of not-for-profit registered charities • risk management • <u>policy development.</u> <p>Members shall be appointed by the BEC for a two-year term and shall be eligible for re-appointment. In accordance with Clause 34 of the</p>

	Constitution, at least two members shall be members of the BEC.
Chairman	<p>The Chairman of the Subcommittee:</p> <ul style="list-style-type: none"> • shall be appointed by the BEC. • is responsible for giving notice of meetings, developing meeting agendas and chairing all meetings of the Subcommittee. • shall provide a written report of significant findings and recommendations of the Subcommittee to the BEC following each Subcommittee meeting.
Meetings and Procedures	<p>The Subcommittee shall meet and regulate its meetings and proceedings as it may think, subject to the following provisions:</p> <ul style="list-style-type: none"> • the meeting quorum shall be a majority of members. • decisions shall be made by majority vote and, in the event of an equality of votes, the chairman shall have a casting vote. • non-members may be invited to attend meetings and contribute to discussions but shall not have voting rights. • minutes shall be taken of all meetings and record those present and all resolutions adopted. • members shall be invited to disclose any conflicts of interest at the commencement of each Subcommittee meeting.
Delegated Authority	<p>The Subcommittee shall have the authority to seek any information it requires necessary to achieve its functions, including the seeking of independent advice, but does not have authority to spend monies other than in accord with the BEC's delegation policy. The Subcommittee does not have the authority to make decisions on behalf of the BEC other than where a specific delegation of authority has been made.</p>
Reporting and Performance Assessment	<p>The Subcommittee shall provide regular reports to the BEC of its activities and decisions. The Subcommittee shall prepare an annual work program and undertake an annual performance evaluation of its achievements.</p>