

Branch Executive Committee Governance Subcommittee Charter

Constitution	The Corporate Governance Subcommittee (Subcommittee) is a subcommittee of, and responsible to, the Branch Executive Committee (BEC) under Clause 34 & 35 of the Constitution.
Purpose	<p>The role of the Subcommittee is to provide advice to the BEC on all matters pertaining to good corporate governance.</p> <p>The purpose of the Subcommittee is to provide strategic advice to the BEC on governance frameworks and to oversee the regular review of governance practices.</p>
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 and are consistent with relevant Scouts Australia requirements - meet all legal requirements. • to review and make recommendations on any desirable changes to the Branch constitution and National governance arrangements. • assist in the promotion of good governance arrangements at all levels of the Branch. • Review and recommend updates to the Delegations Policy to ensure alignment with current practices, explicitly noting that financial delegations setting and monitoring are under the purview of the Finance Committee. • Advise the BEC on governance arrangements, including meeting procedures, oversight of significant projects, and conflict of interest management. • Develop and periodically review corporate governance policies to ensure they meet legal standards and reflect modern governance practices. • Facilitate governance training for BEC members to support compliance with their legal and ethical obligations. • Monitor the effectiveness of governance policies post-implementation, while the responsibility for the actual implementation lies with management.
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. <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 Constitution, at least two members shall be members of the BEC.</p>
Chairperson	The BEC appoints the Chair of the Subcommittee. The Chair is responsible for scheduling and conducting meetings, developing agendas, and ensuring the timely communication of significant findings and recommendations to the BEC.
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 chair 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. • Conflicts of Interests must be declared at the start of each meeting
Delegated Authority	The Subcommittee may seek information and independent advice as necessary to fulfill its functions. However, it does not have authority to incur expenses or make decisions on behalf of the BEC outside of its delegated powers.

Reporting and Performance Assessment	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.

Review of Charter	The Subcommittee will review the Charter every two years and make recommendations for changes to the BEC for approval
Date of last review	June 2024
Next review due	June 2026