



Governance Committee Charter



Purpose

The Governance Committee (the **Committee**) is appointed by the NRAA Board to assist the Board in fulfilling its oversight responsibilities relating to:

- Governance;
- Constitution, Currency & Compliance;
- Policy and Procedure Oversight

The duties and responsibilities of the Committee are set out in **Appendix A**. The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

Authority

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Charter to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- request attendance by specified personnel at meetings as appropriate, with such attendance supported by the Board;
- have unrestricted access to management, employees and information it considers relevant to its responsibilities under this charter;
- Obtain outside legal or other professional advice to assist in undertaking its fiduciary responsibilities.

Membership

The Committee shall comprise at least three, and not more than five, members. The Board, will appoint Committee members and the Committee Chairperson. It is aimed to have at least one member of the Committee as an external independent member with governance/ethics qualifications.

Chairperson

The Board shall appoint one of the Committee members to be the Committee Chairperson. The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

Meetings

The Committee should meet at least four (4) times per year and participants may attend by remote means. The Committee Chairperson or any Committee Member may call a meeting of the Committee.

Meeting Attendance

- The Committee may invite to meetings key staff, independent experts, and members of the organisation's management team where agenda items may be relevant to an invitees' responsibilities or where it is determined the invitee may contribute to the Committee achieving its objectives
- Invitees may take part in the business of and discussions at the meeting but have no voting rights.

Quorum and Voting

A quorum must consist of more than half of the members of the Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson shall not have a second or casting vote.

Minutes

A record of meeting discussion will be prepared and include action to be taken. The Committee will appoint a minute taker at the commencement of each meeting. The minutes should be ratified at the commencement of the next meeting.

The Minutes are to be provided to the NRAA Board at the Board Meeting immediately after they are ratified by the Governance Committee.

Conflicts of Interest

Committee Members shall declare any conflict of interest before the commencement of each meeting.

Reviews

The Committee will review at least annually this Committee charter and recommend to the Board for approval any appropriate amendments.

Reporting

The Committee will provide quarterly reports to the Board outlining items discussed at meetings and actions being taken.

Appendix A – Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

1.1. Board requests

- Perform any other duty or undertaking that the Board may request from time to time.
- Provide recommendations, with supporting material, may be submitted to the Board.

1.2. Undertake the following:

1.2.1 Governance

- Oversee the organisations Governance Framework including but not limited to:
 - i) Board and Board Sub-Committee governance structure
 - ii) Other Committees/Groups
 - iii) Annual review of Board and Board Sub-Committee Charters
- Periodically review Committee structures, member skill sets and effectiveness and provide recommendations on changes to structures or Committee responsibilities
- Monitoring the organisation's compliance with the relevant Governance Principles (to the required governance maturity level designated by the relevant regulatory body)
- Consider any other governance matters that may give rise to creating governance exposure for the organisation

1.2.2 Constitution Currency & Compliance

Consider, review, and assess the currency and effectiveness of the organisation's compliance with its constitutional obligations on an annual basis, including whether amendments to the Constitution are required

1.2.3 Policy & Procedure Oversight

- Consider and make recommendations for policy development that reflect best practices for overall good governance of NRAA
- Oversight and review of the organisation's key governance policies including the Board Charter, Code of Conduct and Conflict of Interest policies.