

Governance Committee

Terms of Reference

1. Background

Comm Unity Plus Services Ltd, trading as commUnity+ (commUnity+, or the Company), is a community-based organisation limited by guarantee and a registered charity with the Australian Charities and Not-for-profits Commission (ACNC).

- (a) commUnity+ is governed by an elected, voluntary Board of Directors.
- (b) commUnity+ is committed to the principles of good governance, and articulates this commitment through two key documents:
 - a. commUnity+ Constitution
 - b. commUnity+ Board Charter

Clause 25.3 within the Constitution the Board has the power to establish Committees and delegate some of its powers to the Committee.

The commUnity+ Board has established a Governance Committee.

2. Purpose

2.1 The purpose of the Governance Committee is to:

- (a) Assist the Board in its ongoing management of quality governance.
- (b) Assist the Board with the selection, development and evaluation of directors and regular evaluation of performance of the Board and governance processes.
- (c) Provide an oversight role regarding the people and culture issues within the organisation.
- (d) Provide an oversight role regarding the CEO's performance.
- (e) Provide an oversight role regarding the policies, values and culture of commUnity+

3. Appointment of Committee

3.1 The Board shall, at their first meeting following the Annual General Meeting (AGM), determine the members and the Chair of the Committee until the next AGM.

4. Authority

4.1 The Governance Committee is a Committee of the Board of commUnity+ from which it derives its authority and to which it regularly reports.

4.2 The Board authorises the Committee to:

- (a) Investigate any matter within its Terms of Reference.
- (b) Seek information from any employee, volunteer, or contractor.
- (c) Obtain outside legal or other independent professional advice.
- (d) Make recommendations to the Board on any matters within its established responsibilities.

5. Membership Arrangements

5.1 Chairperson

- (a) The Chair of the Committee is elected by the Board.
- (b) In the absence of the Chair of the Committee or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

5.2 Membership

- (a) The Committee shall consist of at least three members of the Board.
- (b) The Chair of commUnity+ Board of Directors (if they are not a member of the Committee) is invited to participate in all meetings of the Committee and other Board committees.
- (c) External, independent persons may be appointed to the Committee by the Board.
- (d) The CEO attends all meetings of the Committee ex-officio and other members of management attend meetings of the Committee by invitation.
- (e) The Company Secretary will act as Secretariat for the meeting, managing the preparation of papers, agendas and minutes.
- (f) The Committee membership may be amended at any time by the Board.

5.3 Term and Casual Vacancies

- (a) The term of appointment to this Committee is to the first Board Meeting following the next AGM. The Board from among their members shall fill casual vacancies occurring in the membership of the Committee.

6. Meetings

6.1 Frequency of Meetings

- (a) The meeting frequency of the Committee will be at the discretion of the Board but should be at least three times a year.
- (b) Meetings of the Committee may be called by the Chair of the Committee at any time to consider any matters falling within these Terms of Reference.

6.2 Quorum and Committee Resolutions

- (a) The quorum for the Committee shall be a simple majority.
- (b) The Committee shall reach decisions by a simple majority of those voting on the issue in question. If the numbers of votes for and against a certain proposal are equal, the Committee Chair shall have a casting vote.

6.3 Record of Meetings

- (a) The Committee shall ensure that an agreed written record of each of their meetings is forwarded to the Board in a timely manner.

6.4 Reporting

- (a) The Committee is accountable to the Board of Directors.
- (b) Minutes of each Committee meeting will be provided to the Board at the next Board Meeting.
- (c) The Committee Chair shall regularly report to the Board on all matters relevant to the role and responsibilities of the committee.
- (d) The Committee Chair will report and make recommendations, as appropriate, to the Board after each Committee meeting on matters dealt with by the Committee.
- (e) When appropriate, the Committee will seek direction and guidance from the Board.
- (f) The Committee shall ensure that the Board is made aware in a timely manner of the Committee's activity and any matters that may have a significant impact on the organisation.

7. Responsibilities

7.1 Board Governance and performance oversight

- (a) Identify requirements for future board directors through regular skill gaps analysis.
- (b) Conduct the processes for succession planning for Directors, advertising for, interviewing and recommending candidates for election to the Board.
- (c) Plan, coordinate and recommend to the Board, and the directors with the right mix of skills and experience for the various key roles in the organisation such as Chair, Deputy Chair, Committee Chairs, and other Board members.
- (d) Evaluate the effectiveness of board governance structures and processes and recommend changes as required.
- (e) Review as required governance documents such as the constitution.
- (f) Monitor the people and performance of the Board Directors and CEO by annual assessment, including a review each three years by independent consultants.

7.2 CEO oversight

- (a) Manage the recruitment process for the advertising for and making a recommendation to the Board for any appointment to the role of the CEO.
- (b) Manage the recruitment process of directors and make a recommendation to the Board for any appointment to the role of director.
- (c) CEO performance management, including annual performance appraisals and contract negotiations.

7.3 Strategic advice

- (a) Conduct an early-stage discussion with other parties and provide advice to the Board in relation to mergers, acquisitions, and business disposals.
- (b) Provide support to management in relation to Strategic Planning and engagement of consultants for strategic planning purposes.

7.4 Policy Development & Monitoring

- (a) Monitor and review policies that create the people and culture environment.
- (b) Monitor and review the remuneration policy of commUnity+.

8. Governance and Resources

- 8.1 The Committee shall, via the Company Secretary to the Committee, make available to new members of the Committee a suitable induction process and, for existing members, ongoing training as discussed and agreed by the Committee.
- 8.2 The Committee shall give regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions.
- 8.3 The Committee shall have access to sufficient resources in order to carry out its duties and have the power to engage independent counsel and other professional advisers and to invite them to attend meetings.
- 8.4 Key work plan items include but are not limited to:
 - (a) Annual Board performance evaluations, and external evaluation each three years.
 - (b) Board Committee review and nominations, including succession planning and skills gap review.
 - (c) CEO performance review and contract negotiations and/or review (within limits/delegation approved by the Board).
 - (d) Staff engagement review or staff culture surveys.

- (e) Oversight of the development and review of Board policies.
- (f) Organisation remuneration policy and annual recommendations to the Board for any recommended changes.

9. Review

Activities	Frequency
Review Terms of Reference	Annually

The Committee must regularly, and in any event no less than once every two years, review the Terms of Reference and any other charters, guidelines and related governance documents of commUnity+ as may be in place from time to time and make any changes it determines to be necessary or desirable.

10. Responsibility

Level	Position
Authorisation	The Board
Responsibility for implementation	Committee Chair

The Governance Committee Chair is responsible for the implementation and review of this policy.

All Board members are responsible for adhering to all applicable clauses.

11. Related Documents

Legislation:	- Corporation Act
Organisational Documents:	- Constitution - Code of Conduct Policy - Delegation Policy - Board Policy Suite

12. Version Control

Version	Code Type	Change	Authorised	Date
3.0	N/A	Reviewed	Board	24 February 2023
4.0	TOR002	Adjustment to format, addition of related documents, responsibilities and review, contemporary review of language.	Board	17 April 2023
4.1	TOR002	Reviewed	Board	22 December 2023