**Committee Charter**

This Charter is to be read in conjunction with the Rules of the (Insert Name) Association (the "Rules”) and where there is any inconsistency, the Rules will prevail.

The primary purpose of the Charter is to define the operation of the Committee, its roles and responsibilities and identify the appropriate separation of the role of the Committee from that of management.

The Committee aims to achieve the following objectives with this Charter:

* make the roles and responsibilities of the Committee clear and easily understood by stakeholders;
* define the operation of the Committee and its relationship with management;
* provide all Committee Members and stakeholders with a clear statement of the manner in which the Committee will conduct itself and the organisation’s expectations of the Committee.

The primary source of the Committees authority is the Rules of the (Insert Name) Association.

Under the Incorporated Associations Act, the Committee is accountable to its members and other stakeholders.

**The Committee’s Responsibilities**

The Committee of (Insert Name) is responsible for overseeing the sound and prudent management, governance and strategic direction of (Insert Name)’s business operations.

It is the role of the Committee to make informed decisions in the best interest of the Association members, to set the strategy for (Insert Name) and agree the goals to implement that strategy, and to review and measure the performance of adopted strategies against defined measures.

The Committee reviews and approves significant policies and frameworks and satisfies itself that an effective system of compliance, risk management and internal control is established and maintained.

The specific tasks undertaken by the Committee to discharge its general responsibilities are:

**Strategy**

* Test, review, amend, endorse, and communicate the strategy proposed by management, and ensure it is regularly reviewed.
* Set and review the long term goals of the organisation.
* Monitor management’s implementation of the strategy.
* Approve large investments and major financial transactions.
* Monitoring Organisational Performance
* Approve budgets
* Monitor business performance
* Ensure there is accurate financial reporting
* Support or challenge the assumptions of management

**Corporate Governance**

* Ensure the organisation complies with all aspects of the law.
* Monitor the controls framework to ensure major risks are identified and managed.
* Ensure that corporate governance principles and policies are established and maintained.

**Committee Objectives**

The Committee’s key objective is to ensure that it continues to meet its role and responsibilities as outlined in the Committee Charter.

**Committee Composition and Structure**

Pursuant to the Rules, the (Insert Name) Committee shall consist of not less than (insert number) and not more than (insert number) members (Committee Members), comprising:

* Insert any requirements for members from designated groups or organisations

Formal qualifications are not required for members of the (Insert Name) Committee.  However, the Committee will seek to establish a team with a skill, experience and qualification mix, and personal qualities which will perform well.

**Committee Independence**

All Committee and Sub Committee members will be required to make an annual statement of their interests which may cause a conflict with (Insert Name).  Where a Committee Member becomes aware of a conflict of interest, that Committee Member must formally declare the conflict and participate in discussions and decisions about that matter only with the express approval of the Committee.

**Committee Tenure**

All Committee Members hold office for a term of (insert number) (unless they resign or are removed beforehand).  Committee Members may hold office for a maximum of (Insert Number) consecutive terms or (Insert number) years. If a Committee Member has held office for three consecutive terms, that Committee Member must wait for a term to expire before they may stand for re-election or re-nomination again.

A Committee Member appointed to fill a casual vacancy must stand for election at the next Annual General Meeting. The election procedures for Committee Members are contained in the Rules.

**Committee and Sub Committee Evaluation**

The Committee and its Sub Committees will conduct a review of their performance against their objectives at least every two years but preferably annually, and the performance of Sub Committee members against their responsibilities as contained in their position descriptions.  The method of conducting a Committee / Sub Committee review is for the Committee / Sub Committee to determine.

The review processes should include:

* a review of the Committee Charter and Sub Committee Terms of Reference;
* review of the skills mix and composition of the Committee and its Sub Committees;
* programs for inducting Committee Members and developing their skills and involvement; and
* whether Committee and Sub Committee meetings are efficient, including the scheduling and timing of meetings, division of time between its various responsibilities, minutes, quality of papers and agendas.

Committee Members are encouraged to undertake professional development to enhance their understanding of governance matters and to assist in their performance on the Committee and its Sub Committees.

**Timing**

The review of the Committee’s and Sub Committees’ performances is completed at least bi-annually and the results of the Committee’s and each Sub Committee’s review is reported to the annual strategic planning meeting. Recommendations for action arising from the Committee’s and Sub Committee’s Performance Reviews are documented in the Committee’s and Sub Committees minutes and action item registers.

**Committee Members – Annual Reviews**

Annual Committee Member reviews are included as part of the annual Committee and Sub Committee review process.

**Triennial Reviews**

The Committee undertakes an independent Committee and Sub Committee performance assessment every three years. Issues reviewed include:

* Committee and Sub Committee processes;
* Committee and Sub Committee cohesion and decision making;
* division of responsibility – governance and management;
* setting of strategic direction and reporting;
* Governance policies;
* Sub Committee practices, delegations, processes, decisions and performance management;
* Chair practices;
* Committee Member performance; and
* stakeholder engagement.

The independent review also includes a review of the Committee Chair.

The staggering of appointments and retirements should be carefully planned so as to ensure a smooth continuation of skills and capabilities on the Committee and Sub Committees at all times.

**The Committee and Sub Committee establishment**

The Committee may establish such Sub Committees as it sees fit to assist it to carry out the Committee’s functions.  Each Sub Committee will have its own terms of reference which will be approved by the Committee, and will have no delegated power other than that specifically provided to it by the Committee. The performance of Sub Committees against their objectives will be assessed.

**Election of Chairperson**

The Committee elects a Chairperson of the Association from its elected members.  The Chairperson is also the Chairperson of the Committee.  In the absence of the Chairperson at a meeting of the Committee, the Committee Members present will elect one of their members to act as Chairman of that meeting.

The Chairperson will hold office for a period of (Insert Period) years (unless they resign or are removed beforehand).

When electing a Chairperson, Committee Members shall take into account the following:

* job description for the Chairperson;
* the leadership abilities of the Chairperson;
* particular issues facing the Committee for the term of the appointment.

**Duties and Rights of Committee Members**

The key objectives for individual Committee Members include:

* meeting the required skill levels within the required time periods;
* attending meetings of the Committee and appointed Sub Committees in accordance with (Insert Name)’s policy on meeting attendance;
* complying with the (Insert Name) Code of Conduct; and
* contributing to Committee and Sub Committee deliberations and the overall direction of (Insert Name).

Individual Committee Members will be assessed against these objectives on an annual basis.

Committee Members are expected to have qualities of integrity and loyalty, and the courage to ask tough questions.  Each member is bound by all charters, policies and codes of conduct of (Insert Name) and the Committee. In particular, Committee Members are expected to:

* Demonstrate professional, legal and ethical behaviour at all times and in particular, to always act in a manner which will enhance (Insert Name)’s reputation.
* Be familiar with the rules about conflicts of interest.
* Participate in the induction process for Committee Members, any professional development provided for Committee Members and the annual evaluation of the Committee’s performance.
* Act at all times impartially and with complete discretion.
* Be familiar with (Insert Name)’s vision and strategy, and able to communicate them to stakeholders.
* Participate at Committee and Sub Committee meetings in a professional and appropriate manner.

Committee Members owe a fiduciary duty to (Insert Name) to act honestly, in good faith and in the best interests of the organisation.  The duty is owed to the organisation as a whole, not to individual groups within the organisation.  This duty exists under the common law, and for companies, also under the Corporations Act.

Committee Members must act in good faith in the best interests of (Insert Name) and for a proper purpose.  When considering whether a Committee Member has breached this duty, consideration should be given to matters such as avoiding actual or potential conflicts between duties to the organisation and personal interests.

A Committee Member must not improperly use his/her position to gain an advantage for themselves or someone else or cause detriment to a company.

A Committee Member must not promote his/her personal interests by making or trying to make a gain where there is a conflict or potential conflict between his/her personal interests and the interests of the organisation.

A Committee Member must not use information gained by virtue of being a Committee Member to gain an advantage for themselves or someone else or cause detriment to the Association.

A Committee Member will have discharged his/her duty of care and diligence if she/he has:

* Made the judgement in good faith and for a proper purpose.
* Does not have a material personal interest in the matter.
* Has informed themselves to a reasonable extent about the matter.
* Rationally believes the judgement to be in the best interests of the organisation.

Committee Members have the following rights to assist them discharge their duties and obligations:

* The right to delegate (this is also specifically provided for in the Rules); however, the Committee Member must have reasonable grounds to believe the delegate would act properly and appropriately, and is competent to act.
* Access to documents and information – a Committee Member can inspect and take copies of documents if acting for a proper purpose while on the Committee.
* Access to professional advice if appropriate and necessary.
* Right to Committee Members and Officers insurance.

Indemnity in respect of a liability incurred while acting as a Committee Member of the organisation, except where a Committee Member:

* fails to act honestly in a matter concerning the organisation; or
* intentionally or recklessly fails to exercise, in relation to a matter affecting the organisation, the degree of care and diligence that the Committee Member is required to exercise.

**Access to Advice**

Individual Committee Members have the right in connection with their duties and responsibilities as Committee Members, to seek independent professional advice.

**Committee Meetings**

The Committee will generally meet on a (Insert meeting number and times)

Committee papers will be distributed to members at five business days prior to the meeting, and will contain an agenda, financial report for the preceding month, minutes from the last meeting and power of attorney, and significant business items appropriate for consideration of the Committee.

If there is an issue that a Committee Member wishes to have listed on the agenda, they should contact the Chair.

The Chairperson will conduct the meeting in accordance with the requirements of the Rules (for example, in relation to voting), and general principles applying to meetings.

The Chairperson will determine the degree of formality required at each meeting while maintaining the decorum of meetings and will ensure that Committee discussions are conducted to achieve effective decision making and actions.  The Chairperson will ensure that:

* Committee Members are provided with an opportunity to express their views, and if a member is not able to be present at a meeting but has provided the Chairperson or Chief Executive Officer with a statement as to his/her views on a particular matter, then the Chairperson will ensure those views are taken into account.
* Committee Members have been provided with appropriate information in order to be able to make a decision on an issue before the Committee.
* Decisions are properly understood and well recorded.
* The proceedings of the meeting are properly recorded in minutes and that Committee Members have the opportunity to comment on those minutes in draft form before they are accepted as final.

**Circular Resolutions**

The Committee may pass a resolution without a Committee meeting if all members entitled to vote sign a statement approving the resolution as set out.

Separate copies of a document may be signed in counterpart by Committee Members if the wording of the resolution is identical in each copy.

The resolution is passed when the last Committee Member signs.

**Resolution by Email**

Committee Members may pass a circular resolution by email provided that each member approves the identical resolution.

Signatures are not required on a circular resolution by email.

The resolution is passed when the last response is received.

**Committee Meetings – Teleconference**

The Committee can conduct meetings using any means of technology by which each Committee Member participating can hear and be heard. Such a Committee meeting will be treated as held at the location at which the most Committee Members are present or, if Committee Members are located equally, at the Chairperson’s location.

**Attendance at Meetings**

Committee Members are expected to attend all meetings of the Committee and their appointed Sub Committees in order to properly assist and contribute to the governance of (Insert Name).

A Committee Member shall be ineligible to retain their seat on the Committee if they are absent from (Insert Number) consecutive Committee meetings without leave of the Committee.