Terms of Reference

TOR002 Governance Committee

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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 53 of the Constitution provides the Board with the power to establish Committees and delegate certain powers to those Committees.

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 oversight of governance, while recognising that ultimate accountability remains with the Board.
(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 CEO's performance, succession planning and leadership capability.
(d) Provide an oversight role regarding organisational culture, leadership capability and people-related governance matters.
(e) Provide an oversight role regarding the policies, values and culture of commUnity+.

3. Appointment of Committee

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

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.

4.3 The Committee operates in an advisory capacity to the Board unless specific delegated authority has been granted by Board resolution.

5. Membership Arrangements

5.1 Chairperson

(a) The Chair of the Committee is appointed 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 the Board (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 may attend Committee meetings by invitation of the Committee or as determined by the Board and is not a voting member unless expressly appointed by the Board. Other members of management may attend 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.
(g) Committee members may resign from the Committee at any time, in writing, addressed to the Chair of the Board.

5.3 Term and Casual Vacancies

(a) The term of appointment to this Committee is from the date of appointment to the first Board Meeting following the next AGM.
(b) The Board, from among its members, may fill casual Board member vacancies occurring in the membership of the Committee.

6. Meetings

6.1 Frequency of Meetings

(a) The Committee will meet as frequently as required to discharge its responsibilities and ordinarily at least three times per 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.
(c) The Committee may meet in person or via videoconference.

6.2 Quorum and Committee Resolutions

(a) The quorum for Committee meetings shall be a majority of Committee members and must include at least one Director..
(b) The Committee shall reach decisions by a simple majority of those voting on the issue in question. If the number of votes for and against a certain proposal is equal, the Committee Chair shall have a casting vote.

6.3 Record of Meetings

(a) The Committee shall ensure that minutes of its meetings are created.
(b) Draft minutes of each Committee meeting are to be approved by the Committee Chair and circulated to all Committee members by the Company Secretary with the next meeting pack.
(c) Minutes will be approved by the Committee at the next meeting.

6.4 Agenda and Papers

(a) The agenda and supporting papers will be delivered to all Committee members and other attendees (if appropriate) by the Company Secretary one week before a meeting.

6.5 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) Support Board recruitment, succession planning and nomination processes for Directors.
(c) Plan, coordinate and recommend to the Board suitable directors with the appropriate mix of skills, experience and diversity for the key governance roles in the organisation, including Chair, Deputy Chair, and Committee Chairs.
(d) Evaluate the effectiveness of board governance structures and processes and recommend changes as required.
(e) Review governance documents, including the Constitution, Board Charter, Committee Terms of Reference and key Board level policies as required.
(f) Monitor the people and performance of the Board Directors by annual assessment, including an external governance review every three to four years.

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) Support the Board in CEO performance review processes, succession planning and employment arrangements.

7.3 Strategic advice

(a) Provide governance oversight and strategic advice to the Board regarding 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 Leadership and Culture

(a) Provide oversight on behalf of the Board and support to the CEO regarding organisational culture, leadership capability and people-related governance matters

7.5 Policy Development & Monitoring

(a) Monitor and review policies that create the organisational culture, leadership, conduct and governance environment including Board policies and People policies
(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 all applicable legislation, ACNC Governance Standards, regulatory requirements, 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, comprising internal self-assessments and/or external evaluation

(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 and staff culture surveys review.

(e) Oversight of the development and review of Board policies, and oversight of sufficiency of People policies.

(f) Organisation remuneration policy and annual recommendations to the Board for any recommended changes.

9. Performance Review

9.1 The Committee shall evaluate its own performance, composition and Terms of Reference annually to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

9.2 The Committee shall meet in a private session, with management present, at least once a year, to assess the effectiveness of management support for the Committee.

9.3 The Board will evaluate the performance of the Committee annually.

10. Review

Activities	Frequency
Review Terms of Reference	Annually

The Committee must review these Terms of Reference at least annually giving consideration to any other charters, guidelines, and related governance documents of commUnity+ that may be in place from time to time.

11. Responsibility

Level	Position
Authorisation	Board
Responsibility for implementation	Committee Chair
Organisational Implementation	CEO

12. Related Documents

Legislation:	- *Corporation Act 2001 (Cth)* - *ACNC Act 2012 (Cth)*
Organisational Documents:	- Constitution - Board Charter - Code of Conduct Policy - Delegation Policy - Board Policy Suite - People Policy Suite

13. 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
5.0	TOR002	Constitution and Board Charter alignment	Board	18 May 2026