

Governance Committee Terms of Reference

Role of the Committee

The Governance Committee is a committee of the Board of Australian Nursing and Midwifery Accreditation Council Limited (ACN 143 879 396) (**ANMAC**) as established under clause 44 of the Constitution of ANMAC. The role of the Committee is to assist the Board by overseeing the governance processes of ANMAC. The responsibilities, membership and operations of the Committee are set out in these Terms of Reference.

Responsibilities of the Committee

The Governance Committee will make recommendations to the Board on the following responsibilities:

1. providing oversight and review of the Constitution and Board Charter;
2. providing oversight and review of Board policies and procedures; and
3. providing oversight and review of the Director appointment process.

The Governance Committee may exercise such powers and perform such other functions as may be delegated to the Committee by the Board from time to time.

Structure and Composition of the Committee

Membership

All members of the Committee must be non-executive Directors of the Board. The minimum number of members is three and the maximum number is five.

Expertise

At least one member of the Governance Committee must be able to demonstrate a significant understanding of best practice corporate governance as relevant to ANMAC.

Appointment

The Board appoints, replaces or removes members to and from the Governance Committee and reviews the composition of the Committee at least annually.

Chair

The Chair of the Governance Committee is appointed by the Board. The Board reviews the appointment of the Chair annually.

Operation of the Committee

Secretariat support

Secretariat support to the Governance Committee is provided by the Company Secretary. All records of the Committee, including the agendas, minutes and all reports and recommendations, are prepared and kept by the Office of the CEO.

Frequency of meetings

The Governance Committee may meet as frequently as necessary to undertake its role effectively and, in any event, at least four times per year.

Notice for meetings

The Chair of the Governance Committee may call a meeting of the Committee if required by any Committee member, the Chair of the Board, the CEO, or any member of the Board. A notice of each meeting confirming the date, time, venue and agenda will be provided to each member of the Committee as soon as practicable prior to the meeting date. Committee meetings may be held using any technology consented to by Committee members.

Agenda and minutes

The Company Secretary will coordinate with the Chair of the Governance Committee to draft and prepare the agenda for the Committee meeting. The Company Secretary will also coordinate with the Chair of the Committee to ensure that the minutes of the meeting are promptly drafted and distributed to Committee members as soon as practicable after each meeting. The agenda for each meeting includes a standing item for Committee members to approve the minutes of the previous Committee meeting.

Attendees

Members of the Governance Committee are required to attend all Committee meetings. There is a minimum attendance requirement of 75%. Any Director of the Board and any invitee of the Committee may attend and speak at a Committee meeting. The CEO and the Company Secretary attend all Committee meetings.

Quorum for meetings

The minimum quorum for a meeting of the Governance Committee is half the number of Committee members plus one. For example, where the Committee has four members, the minimum quorum for a Committee meeting is three members.

Committee member interests

Members of the Governance Committee must not participate in discussions and must not vote on any issues in respect of which there is an actual or perceived conflict of interest. The agenda for each meeting includes a standing item for Committee members to declare any conflicts of interests in relation to any

items on the agenda.

Access to advice

The Governance Committee has the authority to investigate any matters within the Terms of Reference, with the resources it needs to do so and with the right of access to information including external professional advice, as necessary.

Formal mechanisms for reporting key matters to the Board

The approved minutes of the Governance Committee meetings are included in the papers for the next Board meeting. The Chair of the Committee will report any findings and recommendations of the Committee to the Board after each Committee meeting or as appropriate.

Review of the Committee

The Governance Committee will perform an annual review of its performance and the Terms of Reference for the Committee. Following any review, the Committee may make recommendations to the Board, as necessary.