

Governance Terms of Reference

[Subtitle]

PURPOSE:

To ensure the governance systems of ANMAC, including the governance policies and procedures underpinning the conduct of the functions of the organisation comply with current regulatory requirements and reflect contemporary business, governance, policy and ethical requirements in Australia.

OBJECTIVES:

To deal with matters relating to:

- CEO Remuneration, Key Performance Indicators and Annual Review
- Company Secretary
- ANMAC Constitution and Governance Charter – review and amendment, and notice to the Board
- ANMAC Board and Committee governance policy
- Conduct of ANMAC Board meetings

MEMBERSHIP:

ANMAC Board Director	
ANMAC Board Director	
ANMAC Community Board Director	
ANMAC Board Chair	

IN ATTENDANCE:

- Chief Executive Officer
- Company Secretary
- Secretariat
- Others as invited by the Chair on a need basis.

TERM:

3 years.

QUORUM:

50% of Governance Committee members plus one additional member.

Ex Officio's and Secretariat are not included.

MEETINGS:

Meetings will be held quarterly, scheduled in advance and more often if critical governance issues arise.

COMMITTEE PAPERS AND MINUTES:

The Committee agenda and papers will be circulated via Dropbox seven days in advance of the meeting.

Minutes will be detailed given the nature of many of the Governance items discussed.

Resolutions of the Committee will be formally adopted (moved, seconded and voted).

WORKING GROUPS:

The Governance Committee can establish working groups to work on specific projects for a limited term as required.

SECRETARIAT:

Executive Officer, Office of the CEO.

REPORT TO:

ANMAC Board.

EVALUATION:

Annual evaluation will be conducted to review the terms of reference and the Committee's performance, for the purposes of quality improvement.