



Governance Committee Terms of Reference

The objective of the Governance Committee is to assist the Board to discharge its responsibilities by ensuring an effective governance framework exists.

Key Responsibilities

The Governance Committee is responsible for advising the Board on effective governance through:

- approving, reviewing and monitoring key corporate policies and procedures to ensure operational and legal compliance
- the composition of the Board and of committees
- recruitment, induction and professional development of directors
- reviewing the performance of the Board, committees and individual directors

Membership of the Committee

The committee shall consist of three or more directors who are appointed and removed by the Board at any time.

The Chair of the Governance Committee shall be appointed by the Board. If the Chair is unavailable for a meeting, the Chair may nominate another member to serve as Chair for that meeting only.

Meetings of the Committee

Meetings will be held on a regular basis as determined by the Chair and must be minuted. Minutes are to be tabled at the next Board meeting along with any recommendations from the committee.

A quorum will be half the members of the committee and where the committee consists of an odd number, a quorum will be half rounded to the next higher number.

In accordance with the Delegations of Authority and with the agreement of the Chief Executive, the committee may obtain external resources to assist with the work of the committee.

Duties & Responsibilities of the Committee

The Governance Committee's primary responsibilities are to make recommendations to and assist the Board in relation to:

Policies & Compliance

- Provide relevant advice and recommendations to the Board on the Constitution and Regulations
- Review and monitor Constitution & Regulations to ensure relevance and operational compliance
- Review the Board Charter to ensure the practices of the Board are consistent with and reflect the Board's commitment to best practice in corporate governance
- Develop, review and monitor policies and procedures to ensure compliance with relevant legislation
- Develop and maintain a register of key corporate documents and policies
- Develop and maintain a legal compliance register and an annual Board calendar of business

Board & Committee Composition

- Consider from time to time the appropriate size and composition of the Board
- Determine the skills and competencies required of the Board to fulfil its roles and responsibilities and maintain a matrix showing the collective skills of directors
- Review the committee structure to ensure they best meet the governance and operational needs of the organisation
- Ensure each committee's Terms of Reference is reviewed as required

Director Recruitment & Retention

- Review and approve the director nomination and election process
- Refer to the skills matrix to identify skills gaps and determine the need of appointed directors
- Manage the recruitment process of appointed directors in liaison with the Board
- Review and recommend an election process for Board President and Vice President.
- Review each offer of resignation by a director and recommend an appropriate course of action to the Board
- Ensure that there is an effective induction program co-ordinated by the Chief Executive & President for all new directors
- Identify and oversee any relevant continuing education opportunities for directors to fulfil their responsibilities
- Develop and implement a succession plan for directors

Performance Assessment

- Develop a process for assessing the performance and operation of the Board, each committee as well as for individual directors
- Oversee the implementation of assessment processes and report the results and findings of assessments to the Board

Other

- In accordance with the Whistleblower Policy, oversee the investigation process of reports of unlawful or unethical behaviour by BV personnel
- Perform other such duties as are necessary or as requested by the Board

Major Interactions

- Bowls Victoria Chief Executive
- Bowls Victoria Board
- Bowls Victoria Committee Chairs

History & Version Control

The Governance Committee Terms of Reference will be reviewed annually.

Version	Reviewed By	Reviewed	Approved By	Date Approved
1.0	Governance Committee	25 th May 2018	Board	25 th July 2018