

# GAR017 Governance Committee Terms of Reference



## Document Details

<b>Document Name</b>	Governance Committee Terms of Reference
<b>Document ID</b>	GAR017
<b>Authority</b>	Board
<b>Responsible Role</b>	Company Secretary

### 1 Introduction

The Governance Committee (the Committee) is established as a Committee of the Board. The Committee will continue indefinitely until such time as terminated by the Board.

These Terms of Reference outline the role, responsibilities, and operating procedures of the Committee, and shall be reviewed by the Board at least every two years. These Terms of Reference should be read in conjunction with relevant NT PHN policies and procedures as they apply to Committee members.

### 2 Purpose of Committee

The Committee's purpose is to assist the Board on governance and nominations-related matters, as defined in these Terms of Reference or as may be directed by the Board.

### 3 Role and Responsibilities

The Committee makes recommendations to the Board and does not have any decision-making authority. The main responsibilities of the Committee are to:

- regularly review all Board-approved governance policies
- assist the Board with succession planning and the appointment and re-appointment of Directors, including the induction of new Directors
- consider the diversity, skills and training needs of the Board and individual Directors
- review the Directors Remuneration Policy and any increases in accordance with this policy
- oversee the development and implementation of a process for evaluating the performance of the Board, its Committees and Directors.

The Committee is authorised by the Board to:

- investigate any activity within its terms of reference
- seek any information it requires from any Director or, through the CEO or Committee Secretary, any employee, consultant or other provider of services to the Company, in order to perform its duties
- obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference in accordance with the provisions of the Board Charter
- call any employee, through the CEO or Committee Secretary, to provide information at a meeting of the Committee as and when required.

Committee members are expected to be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

## **4 Membership**

### **4.1 Appointment and composition**

The Committee will comprise of up to four Directors.

Committee members are appointed by the Board for a term of two years, with the possibility of being reappointed by the Board for subsequent terms.

The Committee members must have sufficient qualifications and experience to ensure that the Committee, as a whole, are able to fulfil their duties.

### **4.2 Chair and Deputy Chair**

The Committee Chair and Deputy Chair, which appointment is in the discretion of the Committee, are appointed by a simple majority vote by the Board for a term of two years, with the possibility of being reappointed by the Board for subsequent terms.

All Committee meetings shall be chaired by the Committee Chair. In the absence of the Committee Chair and/or an appointed Deputy Chair, the remaining members present shall elect one of themselves to chair the meeting and to provide feedback to the Committee Chair as to the salient points and outcomes of that meeting.

### **4.3 Remuneration**

The remuneration of Committee members, as well as the reimbursement of travel, accommodation and other expenses related to the attendance of Committee meetings will be made in accordance with the Directors Remuneration Policy (BRD004) and NT PHN's Travel Handbook (FIN0025).

## **5 Meetings**

### **5.1 Frequency of meetings**

The Committee will meet a sufficient number of times per year to carry out its responsibilities, being a minimum of four times per year. Additional meetings may be scheduled as directed by the Board or Committee Chair, or otherwise as necessary to discharge the responsibilities of the Committee.

### **5.2 Agenda and minutes**

The agenda and agenda papers for Committee meetings will be circulated no less than five working days before each meeting.

The Committee Secretary shall finalise the agenda with the CEO and the Committee Chair prior to circulation to the Committee members. Any Committee member may submit an agenda point to the Committee Secretary within 10 working days before a meeting.

The Committee shall ensure that accurate minutes of all Committee meetings be prepared. The Committee Secretary must complete the draft minutes within five working days of the meeting and circulate it to the Chair for review. The minutes shall be presented to the Committee for approval at the next Committee meeting to be signed by the Committee Chair. The Committee Secretary will maintain a complete and up to date record of all meeting minutes and action items.

### **5.3 Attendance at meetings**

Members are required to attend all Committee meetings in person or through such technology as may be deemed appropriate.

The CEO and Committee Secretary shall attend all Committee meetings as standing invitees but may not vote on any decisions by the Committee. Other non-members, such as NT PHN management and professional advisors, may be invited by the Committee Chair to attend all or part of any Committee meeting as and when necessary.

## 5.4 Quorum

A quorum for meetings shall be at least half of the Committee members. If a quorum is not achieved, a decision to continue with the meeting will be made by those present. If the meeting continues, all decisions must be ratified at the next meeting or out-of-session.

## 5.5 Decision making

The Committee makes recommendations to the Board and does not have delegated decision-making authority from the Board.

The Committee will strive to make decisions on matters within their scope on a unanimous basis. In any instance where this cannot be achieved, the Chair will put the issue to a simple majority vote.

## 5.6 Out-of-session decisions

Matters requiring review, approval, or endorsement by the Committee, including matters requiring a vote, between scheduled Committee meetings may be submitted to the Committee out-of-session. The Committee Chair will determine matters to be considered by the Committee out-of-session and will approve all information and the form of any motion prior to it being sent to Committee members for consideration. The process for the submission of out-of-session papers as provided in the Board Charter, to the extent applicable to the Committee, will be followed.

Any out-of-session decision taken by the Committee shall:

- require unanimous support of all Committee members entitled to vote (excluding any Committee member who has been given leave of absence by the Board)
- be regarded as signed by a Committee member upon receipt of a favourable response using the electronic meeting platform or other electronic means (such as an email address) that establishes the identity of the member.

## 6 Secretariat

The Company Secretary or such other person nominated by the Company Secretary shall act as the secretary of the Committee. The Committee Secretary shall attend all Committee meetings and is responsible for making all administrative arrangements for Committee meetings, preparing, and circulating meeting papers and minutes, or such other secretariat support as may be required.

## 7 Reporting

The Committee reports to the Board. The Committee Chair, with the support of the Company Secretary, must present a report at the next scheduled Board meeting following each Committee meeting, or if requested at any time.

## 8 Confidentiality and Privacy

In accordance with NT PHN's Confidentiality Undertaking Policy, all non-public information that Committee members acquire in the course of performing their duties should be treated as confidential, which obligation continues to apply when a member no longer serves on the Committee. Other than as authorised by NT PHN or as required by law, Committee members shall not divulge such confidential information, use, or appear to use such confidential information for personal advantage or for the advantage of a third person. Any personal information shall be treated in accordance with the Privacy Policy.

## 9 Conflicts of Interest

In accordance with the Corporations Act and the Declaration and Management of Interests and Related Party Transactions Policy, Committee members must act with honesty and integrity, be open and transparent in

dealings, and avoid personal interests to conflict with the interests of the Company and, where it exists, to identify and disclose any potential, perceived or actual conflicts of interest or related party transactions.

The declaration of interests will remain a standing agenda item for each Committee meeting and Committee members will be expected to declare the nature and extent of any actual, potential, or perceived conflict of interest at the start of each Committee meeting if it is likely to have an impact on a discussion or decision being made by the Committee.

Any standing declarations of interests shall be referred to the Board for consideration in accordance with the Declaration and Management of Interests and Related Party Transactions Policy.

## 10 Further Information

<b>Definitions</b>	<p><b>Board</b> – the Board of Directors of NT PHN</p> <p><b>CEO</b> – the Chief Executive Officer of NT PHN</p> <p><b>Committee</b> – the Governance Committee of the Board</p> <p><b>Committee Secretary</b> – the Company Secretary or such other person nominated by the Company Secretary to act as the secretary of the Committee</p> <p><b>Company or NT PHN</b> – Health Network Northern Territory Ltd operating as Northern Territory PHN and the Rural Workforce Agency NT</p>
<b>Related Controlled Documents</b>	<p>BRD003 Declaration and Management of Interests and Related Party Transaction Policy</p> <p>BRD004 Directors Remuneration Policy</p> <p>BRD004-A Directors Remuneration Schedule of Rates</p> <p>DIN017 Privacy Policy</p> <p>DIN032 Confidentiality Policy</p> <p>PPC007 Code of Conduct</p> <p>BRD040 Board Charter</p> <p>FIN0025 Travel Handbook</p>
<b>Relevant Legislation</b>	<p>Corporations Act 2001 (Cth)</p> <p>Privacy Act 1988 (Cth)</p>
<b>References</b>	Nil

## 11 Version History

<b>Date of Original Adoption</b>		7 February 2013	<b>Due date for Next Review</b>		29 November 2023
<b>Version</b>	<b>Author</b>	<b>Approved by</b>	<b>Date Adopted</b>	<b>Sections Modified</b>	
1	-	NTML Board	04.02.2013	Adoption of BRD0005 Board Sub-Committees Policy.	
1.1	Ashley Marsh, Company Secretary	NTML Board	23.02.2015	Minor changes to BRD0005 Board Sub-Committees Policy.	

Date of Original Adoption		7 February 2013	Due date for Next Review		29 November 2023
Version	Author	Approved by	Date Adopted	Sections Modified	
2	Ashley Marsh, Company Secretary	NT PHN Board	30.11.2015	Minor variations to BRD0005 Board Committees and Councils Policy. Committee's Terms of Reference attached.	
3	Ashley Marsh, Company Secretary	NT PHN Board	29.02.2016	Minor wording changes to fees.	
4	Board Support	NT PHN Board	29.02.2016	No relevant changes – amendments made to Councils' Terms of Reference attached to BRD0005.	
4.1	Board Support	NT PHN Board	23.08.2016 21.11.2016	No relevant changes – amendments made to Councils' and Workforce Committee's Terms of Reference attached to BRD0005.	
4.2	Office of CEO	NT PHN Board	28.08.2017	No relevant changes – amendments made to Councils' Terms of Reference and Terms of Reference adopted for new Sponsorship and Development Committee.	
4.3	Victoria Hirst, Strategy and Business Performance Manager	NT PHN Board	29.05.2018	Minor amendments.	
4.4	Assurance Manager	NT PHN Board, Resolution 306	27.08.2018	Realignment of all Terms of Reference and inclusion of Attachment I (Supporting Documentation for Councils) to BRD0005.	
5	Léanne Heerink, Company Secretary	NT PHN Board, Resolution 422	25.11.2019	Terms of Reference updated and placed on new template in accordance with Corporate Governance Handbook as a standalone controlled document. Document ID changed from BRD0005-E to GAR17.	
6	Nutisha Todi, Company Secretary	NT PHN Board Resolution 654	29 November 2021	Updated to new document template. Change of Responsible role and document ID. Deletion of Governance Committee Liaison role and relevant changes in relation to the deletion.	

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