

# ACA Governance Committee Charter

## 1. Role

The role of the Governance Committee is to assist the Board in fulfilling its accountability responsibilities by:

- Assisting Council in the selection of Board members
- Ensuring effective processes are in place for Board members so that they have the necessary knowledge to undertake their duties as a Board member.
- Ensuring there is a robust and effective process for evaluating the performance of the Board and the Executive Officer
- Identifying, developing and reviewing all policies
- Ensuring there is a mechanism enabling the disclosure and recording and managing of any material conflicts of interest; and
- Performing such other duties and responsibilities listed in this Charter.

## 2. Duties and Responsibilities

In supporting the Board's responsibilities, the duties of the Governance Committee shall be to:

### 2.1. Board Recruitment and Selection

- Maintain a matrix showing the collective skills of Board members and use this matrix to determine the skills which those Board members which it is to appoint should have to enhance the completeness of the skill set collectively of the Board.
- Determine three months in advance of the election by the Council the skills which it believes new Board members should possess and oversee the call for nominations for Board positions process.
- Ensure the skills matrix, showing the skills of members (including any appointed by the Board) who are not facing election, is provided to all Council members one month prior to their meeting to elect Board members in each year.
- Review and recommend a process for the election of Chair of the Board.
- Review each offer of resignation by a Board member and recommend an appropriate course of action to the Board.
- Following approval by the Board, consider and recruit independent Board members in liaison with the Board.

### 2.2. Board Induction, Mentoring & Succession Planning

- Develop and oversee the orientation of new Board members.
- Develop a mentor system for new Board members for 12 months to facilitate understanding of the nuances of ACA decision making and relevant background.
- Develop and implement a Board Succession Plan
- Identify and oversee any relevant continuing education opportunities for Board members to fulfil their responsibilities.

### 2.3. Board Evaluation

- Develop and oversee the annual performance assessment process for the Board and provide a report of the results to the Board including highlighting areas where the Boards effectiveness can be enhanced.

### 2.4. Executive Officer Evaluation & Succession Planning

- Develop and review Executive Officer position description and employment contract including remuneration package.
- Develop annual KPI's for the Executive Officer and to review the performance against these KPI's every six months.
- Develop a succession plan for the Executive Officer position and submit such plans to the Board for approval.

- Take responsibility for the search of a new Executive Officer, evaluating potential successors and making recommendations to the Board. The Governance Committee must seek Board approval if it wishes to engage a professional search firm.
- Develop a formal mentoring/coaching process for the Executive Officer.

## 2.5. President

- Review the position description of the President's roles.
- Ensure that Branches are communicated to in advance to ensure succession planning of future Presidents.

## 2.6. Other

- Review the Board Charter at the frequency set in the Charter and make recommendations to the Board of any required changes.
- Be available to receive reports of, investigate, discuss and make recommendations in respect of breaches or suspected breaches of the Board Charter.

## 3. Membership and Meetings

- The Governance Committee members shall be appointed by the Board and comprise of up to three Members of the Board.
- The Board shall appoint a Director as Chair, who shall not be the Chair of the Board; A meeting quorum shall be at least two Committee members.
- The Governance Committee shall meet at least twice a year, with additional meetings at the discretion of the Committee Chair.
- Membership of the Governance Committee is to be reviewed by the Board annually.
- The Executive Officer is invited to attend meetings at the discretion of the Chair.

## 4. Authority

The Governance Committee makes recommendations to the Board and as such does not have delegated decision-making powers unless specifically stated by the Board.

## 5. Reporting Procedures

The Governance Committee is accountable to the Board. The Committee Chair will ensure that minutes of the Committee's meetings and any recommendations are recorded and that minutes will be circulated to all members of the Committee and to the Board.

## 6. Access to Charter

The Governance Committee Charter will be reviewed annually.

This Charter will be available to view on the ACA website and/or a copy will be made available on request.

## 7. Charter History and Version Control

Revision	Change details	Reviewed by	Date reviewed	Approved by	Approval date
1.0	Reviewed			Board	29 <sup>th</sup> November 2014
1.1	Reviewed	Governance Committee	6 <sup>th</sup> July 2017	Board	31 <sup>st</sup> July 2017

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