ACA Governance Committee Charter

1. Purpose of this Document

This document outlines the structural component of the Governance Committee ("the Committee") as part of the Australasian Corrosion Association ("the Association"). This is a living document and may evolve to reflect new innovations within the Committee's configuration.

2. Purpose of the Governance Committee

The purpose of the Committee is to assist the Board in fulfilling its accountability and responsibilities by:

- Assisting Council, in its electoral college role, in the selection of Directors;
- Ensuring effective processes are in place for Directors so that they have the necessary knowledge to undertake their duties as a Director;
- Ensuring there is a process for evaluating the performance of the Board and the Executive Officer;
- Coordinating the identification, development and review of all board-related policies;
- Ensuring there is a mechanism enabling the disclosure and recording and managing of any material conflicts of interest;
- Performing such other duties and responsibilities listed in this Charter.

3. Objectives

1. To ensure that the governance of the Association accords with contemporary practice and meets all legislative compliance requirements.
2. To coordinate the development of the Association's strategic plan and when in place ensuring there is a means in place for the Board to monitor the Association's objectives.
3. To ensure the right and best people are in place in key positions within the Association's leadership roles.

4. Duties and Responsibilities of the Governance Committee

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

4.1 Board Recruitment and Selection

- Maintain a matrix showing the collective skills of Directors, and use this matrix to determine the skills which those Independent Directors 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 Directors 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 Directors in each year;
- Review and recommend a process for the election of Chair of the Board;
- Review each offer of resignation by a Director and recommend an appropriate course of action to the Board;
- Following approval by the Board, consider and recruit independent Directors in liaison with the Board.

4.2. Board Induction, Mentoring & Succession Planning

- Develop and oversee the orientation of new Directors;
- Develop a mentor system for new Directors for 12 months to facilitate understanding of the nuances of the Association's decision making and relevant background;
- Develop and implement a board succession plan;
- Identify and oversee any relevant continuing education opportunities for Directors to fulfil their responsibilities.

4.3. 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 Board's effectiveness can be enhanced.

4.4. 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.

4.5. President

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

4.6. 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.

5. Membership of the Governance Committee

The Committee shall comprise of at least four Directors. The Board shall appoint a Director as Chair, who shall not be the Chair of the Board. The Association's Executive Officer is invited to attend meetings at the discretion of the Chair and will not have voting rights. All committee appointments are made by the ACA Board. The Committee may invite any staff, Members or other stakeholders to attend all or part of a meeting of the Committee to contribute their expertise for a particular topic or issue. The Committee may also invite external persons to attend meetings to contribute their expertise for a particular topic or issue.

Membership of the Committee is to be reviewed by the Board annually.

The Committee shall consist of:

	Committee Members	Standing Member	From	Voting rights
1	Committee Chair	Yes	Board	Yes
2	Committee member	Yes	Board	Yes
3	Committee member	Yes	Board	Yes
4	Committee member	Yes	Board	Yes
5	Association Executive Officer	No	ACA Staff	No
6	Secretary	No	ACA Staff	No

6. Appointment and Tenure

All non-Director members of the Committee shall serve for a term of two years with an option for up to a further two years as approved by the Board. Members wishing to rejoin the Committee may reapply for an extended tenure with approval by the Board.

7. Conflict of Interest

All members of the Committee will complete the Association's annual Conflict of Interest declaration as per the ACA policy *GOV-001 Conflict of Interest.* This must be completed on a yearly basis.

8. Code of Conduct

All Members of the Committee will complete the Association's annually reviewed Code of Conduct. This must be done on a yearly basis.

9. Meetings of the Governance Committee

The Committee shall meet at least quarterly, with additional meetings called if necessary. The Committee Chair shall develop meeting agendas in conjunction with the Association Secretary and distribute them prior to any scheduled meeting.

Meeting minutes shall be recorded and distributed to all members of the Committee after approval by the Chair. These minutes will comprise part of the Board papers for the next Board meeting.

10. Decision-Making Process of the Governance Committee

A quorum is defined as 50% of the voting members. Quorums are required for valid votes at meetings of the Committee. Issues shall be decided by a simple majority vote of the voting members present. In the event there is a drawn vote, the Chair shall have a casting vote.

11. Authority of the Committee

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

12. Reporting to the Board

At least two weeks prior to any board meeting, the Committee Chair shall submit a written report to the Board concerning activities with the Committee's assigned areas of responsibility at each board meeting.

13. Review of this Document

The Governance Committee Charter is reviewed by the Committee annually and submitted to the Board for ratification. The Charter may be amended by resolution of the Board.

14. Review and Access to Charter

This Charter shall be made available on the Association's website.

15. Charter History and Version Control

Revision	Change details	Reviewed by	Date reviewed	Approved by	Approval date
1.2	Reviewed			Board	29 Nov 2014
1.3	Reviewed	Governance Committee	6Jul 2017	Board	31 Jul 2017
2.0	Reviewed to comply with new charter format	GovCom	27 Sep 2023	Board	25 Oct 2023