



Governance Committee Charter

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

1. DUTIES AND RESPONSIBILITIES

In fulfilling its obligations, the Governance Committee is to provide advice and recommendations to, and assist the Board in relation to:

Policies & Compliance

- Review, monitor and provide relevant advice to the Board on the Constitution 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; and
- Be available to receive reports of, investigate, discuss and make recommendations in respect of breaches or suspected breaches of the Board Charter.

Director Recruitment & Retention

- 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;
- Develop 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;
- Develop 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 Officer & President for all new directors;
- Identify and oversee any relevant continuing education opportunities for directors to fulfil their responsibilities; and
- Develop and implement a succession plan for directors.

Performance Assessment

- Develop and oversee the annual performance assessment process for the Board, committees and individual directors and provide a report of the results to the Board including highlighting areas where effectiveness can be enhanced;
- Develop annual KPI's and bonus system for the Chief Executive Officer and to review the performance against these KPI's mid-year;
- Develop and review Chief Executive Officer position description and employment contract including remuneration package;
- Take responsibility for the search of a new Chief Executive Officer, evaluating potential successors and making recommendations to the Board.

2. MEMBERSHIP OF THE COMMITTEE

- The Governance Committee shall be appointed by the Board and comprise of up to two Directors of the Board;
- The Board shall appoint a Director as Governance Chair, who shall not be the Chair of the Board;
- The Chair of the Board will be ex-officio member of the Committee;
- The Chief Executive Officer is Secretary of the Governance Committee and will attend all meetings;
- Directors of the Board may attend meetings of the Governance Committee;
- The Governance Committee may invite any staff or external party to attend all or part of a meeting of the Governance Committee;
- With Board approval, the Governance Committee may procure independent experts and institute any investigation it considers necessary to fulfill its obligations and responsibilities;
- A meeting quorum shall be at least two Committee members;
- The Governance Committee shall meet at least twice a year;
- Membership of the Governance Committee is to be reviewed by the Board annually.

3. AUTHORITY

The Governance Committee acts as an advisory and review committee on behalf of the Board and as such does not have delegated decision-making powers unless specifically stated by the Board.

4. REPORTING PROCEDURES

The Committee Secretary must prepare minutes of the Committee meetings and circulate to all Committee Members for review within one week following each meeting. Following approval by the committee, the minutes will be distributed to all Board Directors within 4 weeks of each meeting.

The Chair of the Committee shall report to the Board at each Board meeting as appropriate.

5. REVIEW OF AND ACCESS TO CHARTER

The Governance Committee will review this charter every three (3) years or as often as the Committee determines and recommend to the Board any changes it determines necessary.

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

6. HISTORY & VERSION CONTROL

Version	Reviewed By	Approved By	Date Approved
1.0	Governance Committee	Board	5 th March 2020