



Governance Committee (AIATOR-005)

Version 6

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Governance Committee

Terms of reference (AIATOR-005)

This TOR Policy is issued under the authority of the Amnesty International Australia (AIA) National Board. This endorsed TOR must be followed by Committee members unless otherwise stated.

The terms of reference sets out the membership, responsibilities, authority and operations of the Governance Committee of Amnesty International Australia (AIA).

Introduction

The Governance Committee was established by the AIA National Board to develop and maintain a high level of corporate governance for itself and the organisation

TOR owner

The National Board owns the TOR and the Chair of the Governance Committee has primary responsibility for ensuring that the Committee operates within the TOR.

Responsibilities of the Governance Committee

The Committee is responsible for assisting and advising the National Board with AIA's corporate governance responsibilities and practices. In particular, the Committee will:

- a. consider and advise the National Board about issues of voting and democracy as required;
- b. support AGM prep-com as required;
- c. review Board and Committee charters/terms of reference to ensure consistency and appropriateness for the good governance of AIA and to meet organisational objectives, as required;
- d. review organisational policies and make recommendations to the Board;
- e. provide advice and recommendations to the Board on the Constitution, as required;
- f. keep abreast of developments in the corporate governance field; and
- g. address any other matters as agreed with the National Board from time to time.

Powers of the Committee

The Governance Committee has the authority to provide advice, review and/or develop proposals to the National Board on governance matters relating to the Committee's responsibilities.

Delegation of authority to a sub-committee

The Governance Committee may delegate authority to a sub-committee comprised of one or more members of the committee. Any such sub-committee shall have the full power of the National Board committee, subject to the terms of its delegated authority.

Structure and composition of the Committee

The Committee will be constituted by a minimum of three and a maximum of seven members¹, of whom at least two must be Directors.

Non-Director members may be recruited for specific governance experience and expertise. A youth member² may be appointed.

The Company Secretary is a standing invitee at all meetings and may participate in the discussion but has no voting rights.

Expertise

Members of the Committee must be able to demonstrate a relevant understanding of corporate governance experiences.

Appointment, Resignation and Maximum Tenure

Members of the Committee are appointed by the National Board. Appointments are for a term of up to two years.

Members may seek reappointment at the end of their term, subject to a maximum tenure of 12 years in total. The Board may approve exceptions to the maximum tenure rule and reasons must be documented (for example, a particular skill set may be required or it may be important for historical knowledge to be retained).

A member may resign in writing to the Committee Chair or the Board Chair. A Director member who ceases to be a Director may remain on the Committee as an

¹ Under the Constitution, all Committee members must be members of Amnesty International Australia.

² A 'youth member' is a person who is aged between 18 years and 25 years inclusive.

external member until the end of their term, when they may seek reappointment as an external member.

Chair

The Chair of the Committee:

- Is appointed by the National Board.

If the chair of the Committee is absent from a meeting and not appointed an acting Chair, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for the particular meeting.

Proceedings of the Governance Committee

This section sets out the procedures to assist the committee exercise its functions. and includes:

- who will provide support to the committee
- how often the committee will be required to meet during each year
- who has the ability to call a meeting
- who may attend a meeting
- what conditions are required for the meeting to proceed
- how the committee will capture and document their decisions, advice or recommendations.

Secretariat

The Committee will be supported by the National Director or their nominee.

All records including the agenda, minutes and any reports or recommendation will be prepared and kept on the Governance Committee website.

Frequency of meetings

The Governance Committee will meet as frequently as is necessary to undertake its role effectively and in any event at least four times per year.

Notice for Committee meetings

The Chair may call a meeting of the Governance Committee if required by the National Board. Members of the committee shall be advised of meetings via email at least two weeks before the meeting is to be held to confirm a date and time. An agenda will be made available as soon as practicable prior to the meeting date.

Committee meetings will be held by teleconference.

Attendees

Any director of the National Board may attend and speak at a Committee meeting but does not have voting rights unless they are a Committee member.

Quorum meetings

The quorum for a committee meeting is three members, of which one must be a Director member and one be a non-Director member.

Committee member interests

Members of the Governance Committee will not participate and will not vote on any issues in respect of which there is a conflict of interest³.

Reporting

Minutes of Committee meetings will be kept, together with an action list.

The Committee will provide its minutes to the subsequent National Board.

The Chair of the Governance Committee will liaise with other committees where overlapping duties are identified to ensure overlap does not lead to inefficient or conflicted operations.

Review

The Governance Committee shall perform an annual evaluation of its performance against its work plan and provide that information to the National Board. The National Board will evaluate the performance of the Governance Committee as appropriate.

The National Board of Amnesty International Australia will review and amend as necessary these terms of reference every two years.

³ Refer relevant policies - the constitution (for Directors and ALC members), the Board Charter (Directors) and the Code of Conduct (all members).

References⁴

Applicable Legislative Requirements

Australian Charities and Not-for-profits Commission Act (Cth) 2012

Charities Act (Cth) 2013

Corporations Act (Cth) 2001

Policies

AIA Constitution

AIA National Board Charter

AIA Governance Framework

AIA Policy Framework

AIA Whistleblower Policy

AIA Internal Conflict Resolution Policy

AIA Appeal Policy and Procedure

AIA Code of Conduct

AIA Confidentiality and Privacy Policy

Procedures

Standing Orders for National Annual General Meetings

Related documentation

National Board Governance Calendar

Role descriptions of National Board members (Board Charter)

National Board induction checklist

⁴ non-exhaustive

National Board performance review materials

More information

For more information contact the Chair of the Governance Committee

Version control

This policy is to be reviewed and updated at least every two years or sooner where there is a AIA requirement. Minor changes such as changes to a hyperlink, correcting grammar, or changing a name will not be recorded as a version change.

Version	Date of effect	Brief summary of change
Version 1 - Initial policy	September 2008	Initial policy endorsed by National Executive Committee on September 2008
Version 2 - Amendment	February 2016	Review. Approved by National Executive Committee on February 2016
Version 3 - Amendment	October 2017	Formatted to standard template.
Version 4 - Amendment	October 2021	Updating of committee responsibilities and general updating
Version 5 - Amendment	November 2021	Updating appointment of a youth member of the GC
Version 6 - Amendment	November 2023	Minor amendment re director members ceasing and remaining on committee as external member - Approved by Board