



# GOVERNANCE COMMITTEE

## TERMS OF REFERENCE

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### Terms of Reference for the ABF Governance Committee

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The Purpose of this document is to provide Board directors, committee members, ABF staff and stakeholders a common understanding of the scope, objectives and operational framework of the **Governance Committee (GC)**.

The Terms of Reference will be reviewed annually, in conjunction with other board governance review activities.

#### 1 | STATUS & ROLE

The Governance Committee is a standing Board Committee and reports directly to the Council. [See Bi-law 5.6]

The Purpose of the GC is

- to guide the Australian Bridge Federation on Board governance processes and drive best practice
- to lead the process for appointments to Board and Council
- to oversee employee matters and ensure compliance with policies and legislation
- to make recommendations to Council on matters of governance, including recommendations relating the implementation of contemporary standards in best practical governance for incorporated associations.

The GC will work alongside Board, Council and operational committees to ensure governance and compliance requirements are aligned to the current ABF Strategy and to support day-to-day operations.

The GC (chair) provides regular and timely updates to the Council and Board of Directors.

The GC will act in accordance with the ABF Constitution and By-Laws and be mindful of other relevant ABF policies.

#### 2 | RESPONSIBILITIES / SCOPE

The key tasks of the Committee are to support the ABF in areas such as:

- Board Governance
  - Roles and responsibilities
  - Meetings framework
  - Guiding Principles and Code of Conduct



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- Procedural and information guidelines
- Reporting
  - The GC will provide updates to the ABF Board via a GC Report
  - The GC may also from time to time provide special briefs and presentations to the Board and/or the Council as required
- Nomination and Succession
  - Assessment of Board, Council and committee membership
  - Oversight over process for appointments to Board and Council
  - Identification of a succession pipeline
- Employee Matters
  - Position Descriptions
  - Performance Management
  - Policies and practices

### **3 | AUTHORITY / POWERS OF THE COMMITTEE**

The GC can make any decisions consistent with the actual and delegated authorities of its members or as authorised by the Board.

Note: There are no standing delegations of authority at this time. (to be defined)

In the absence of specific delegations, it is the committee's role after examining and debating an issue to make a recommendation to the Board.

### **4 | CHAIR**

The Chair of the GC will be determined by the Council. The Chair will facilitate committee meetings.

The Chair is responsible for:

- the agenda and timing of meetings
- ensuring all members have an opportunity to be heard
- controlling any sensitive discussions including excusing any delegates or other non-member representatives from the meeting
- managing any conflicts of interest including excusing members where a conflict arises
- directing the taking of minutes of the meeting including decisions, items discussed, items noted and action items.

The Chair may from time-to-time call upon the ABF Executive Director for logistical and/or secretarial support.



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#### **5 | COMMITTEE MEMBERS**

The GC Chair is appointed by the Council and can be removed only by the authority of the Council.

Only the Council has the power to co-opt and remove members.

The GC may nominate ex-officio members, who have no voting rights. The President and Executive Director are ex-officio members of all committees and have voting rights on the GC.

A person appointed to the GC need not be a member of the Board, or the Council, or a member of an affiliated club.

To the extent the expertise of a Board Director is required, it is the expectation that they attend the GC to participate in the discussion (even if they are not a formal member of the committee).

From time to time the Chair, with the agreement of the GC may invite other Directors or stakeholders to attend/and or present at meetings.

#### **6 | NOTICES OF MEETINGS / MEETING PAPERS**

The GC chair will circulate to the GC members the proposed agenda and any meeting papers for each meeting, preferably at least 2 days before the proposed date of the meeting.

The Chair may accept late submission of meeting papers including tabling papers at the meeting.

#### **7 | FREQUENCY AND TIMING OF MEETINGS**

Meetings will be held at least twice per year, unless otherwise determined by the Chair.

The meeting must be timed to provide relevant updates to meetings of the Board, take input from strategy sessions and budget plans and collaborate with other committee meetings as deemed necessary.



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### DOCUMENT CONTROL & CHANGE HISTORY

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