**Committee Terms of Reference – Governance & Strategy**

**September 2018**

#  Purpose

To ensure the governance systems of APEN, including the governance policies and

procedures underpinning the conduct of the functions of the organisation comply with

current regulatory requirements and reflect contemporary business, governance, policy and

ethical requirements in Australia.

#  Membership

The President and Treasurer and ex-officio members of the Committee.

The Committee comprises of following confirmed Members:

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| --- | --- |
| Name  | Role |
| Jeanette Gellard | Chair (APEN Board Director) |
| Roe Currie | APEN Executive Officer  |
| Les Baxter | APEN Board Director |
|  | APEN Member(s) |
| Graham Harris | President (Ex-officio) |
| Peter Long | Treasurer (Ex-officio) |

Other Members may be appointed if deemed necessary by the APEN Board.

Committee members will be appointed for a term of 2 years.

# . Roles and Responsibilities of the Committee

The role of the Committee is to assist the APEN Board in fulfilling its responsibilities by providing the APEN Board with advice and recommendations in relation to:

* Strategic directions for the organisation and development of the framework for conduct of the organisation’s business
* Strategic relationships and external policy positions
* Company Secretary
* Constitution – review and amendment, and notice to the APEN Board
* APEN Board and Committee governance policy
* Conduct of APEN Board meetings
* Succession planning and Director recruitment
* Board performance and Director development

#  Chair

The Chair will be appointed by the APEN Board. The role of the Chair is to ensure all Committee activities are conducted in a productive manner that maximises effective participation and facilitates outcomes. The Chair shall convene the Committee meetings.

If the designated nominee is not available, they will nominate an acting Chair in her/his absence.

#  Meetings

The Executive Officer is responsible for organising the Committee meetings. The Executive Officer will provide secretariat services for the meetings. The APEN Board is responsible for ensuring that the operational, administrative and decision-making arrangements for the Committee are effective and followed. This includes but is not limited to ensuring that the level of operation, administration and decision-making of the committee is in line with the roles and responsibilities of the Committee.

## Agenda Items

All agenda items must be prepared by the secretariat and distributed at least five working days prior to the next scheduled meeting.

## Minutes & Meeting Papers

The Minutes of each meeting will be prepared by the secretariat. The secretariat will provide a record of all meetings as Minutes.

Full copies of the Minutes, including attachments, shall be provided to all no later than 15 working days following each meeting.

By agreement of the committee, out-of-session decisions will be deemed acceptable. Where agreed, all out-of-session decisions shall be recorded in the Minutes of the next scheduled meeting.

The Minutes of each meeting will be monitored and maintained by the Executive Officer.

## Frequency of Meetings

The Committee shall meet at a minimum, twice every six months. Meetings can be held as face to face meetings or by web-/tele-conference by agreement of the Chair and Members of the Committee.

## Proxies to Meetings

Members of the Committee shall nominate a proxy to attend a meeting if the member is unable to attend.

The Chair will be informed of the substitution at least five working days prior to the scheduled nominated meeting.

The nominated proxy shall not have voting rights at the attended meeting. The nominated proxy to the attended meeting shall provide relevant comments/feedback to the standing Committee member they are representing.

## Quorum Requirements

A minimum of three Members of theCommittee is required for the meeting to be recognised as an authorised meeting for the recommendations or resolutions to be valid.

The quorum must contain at least one Member from the APEN Board.

#  Committee Arrangements

## 6.1 Decision making

Decisions of the Committee are made by consensus and only by standing Committee members. Where there is no consensus in the case of an issue considered out-of-session, it will be referred for discussion at the next in-session meeting. This Committee makes recommendations and reports to the APEN Board.

## 6.2 Conflict of interest

Where a Committee member identifies a potential conflict of interest (whether material, personal or financial) with respect to discussion or activity, that individual must immediately contact the Chair for decision. If required, that individual should arrange for an alternative person with appropriate expertise to act in their role while that issue is being addressed.

A Committee member also cannot provide information obtained from the Committee papers, discussions or activities to other parties if it would benefit either themselves or another party.

# 7.0 Confidentiality

Committee members will not use the Confidential Information disclosed to them by any other party for their own use or for any purpose except to carry out discussions concerning the completion of any APEN business.

# 8.0 Privacy

APEN will provide secretariat services to the Committee and will collect, use, store and disclose personal information of the Committee members in accordance with Schedule 1-Australian Privacy Principles of the Privacy Act 1988. “Personal information” means any information or opinion about an identified, or reasonably identifiable, individual.

# 9.0 Financial arrangements

There are no financial delegations associated with the Committee. The Committee will seek agreement from the APEN Board for any expenditure required to attend the obligations.

# 10.0 Return of Materials

Any materials or documents which have been furnished by any party to any other party will be promptly returned, accompanied by all copies of the documentation, or upon written request by the party providing the materials or documents.

# 11.0 Amendment, Modification or Variation

Annual evaluation will be conducted to review the terms of reference and the Committee’s performance, for the purposes of quality improvement. This Terms of Reference may be amended, varied or modified in writing by the APEN Board.

**Version Control**

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Note: (e) denotes electronic distribution