

ROTARY AUSTRALIA WORLD COMMUNITY SERVICE

Terms of Reference

GOVERNANCE COMMITTEE

Purpose

The Governance Committee shall advise the Board in relation to corporate governance matters including regulatory and training issues.

Responsibilities

The Governance Committee shall ensure that the Board of Directors is able to govern the organization effectively through:

- (a) creation of governance policies and procedures;
- (b) providing orientation and training programs for Board Members, and
- (c) evaluating the performance of individual Members and the Board as a whole.

Governance Policy Development

The Governance Committee shall ensure that policies are created and periodically reviewed which define:

- (a) the roles and responsibilities of the Board;
- (b) duties and responsibilities of directors and officers;
- (c) conflict of interest procedures;
- (d) procedures for nomination, selection, and removal of directors.

Board Assessment

The Governance Committee shall ensure that:

- (a) the Board does not fall below the number of directors required by the Articles and Regulations;
- (b) directors appointed to the Board understand and agree with the mission of the organisation and the code of ethics for directors;
- (c) directors appointed to the Board understand and agree to the time and participation requirements of Board Members;
- (d) elections and appointments to the Board comply with the Articles and Regulations and other legal requirements.

Evaluation

The Governance Committee will ensure that the Board, its committees, and its members are able to plan their activities with knowledge of the achievements, abilities, strengths, and limitations of current directors, staff, and volunteers.

Accountability

The Governance Committee is accountable to the Board of Directors for the following tasks:

- (a) annual review of a 3-5 year plan for Board development based on the strategic plan and the annual Board assessment;
- (b) annual assessment of the Board's strengths and weaknesses;
- (c) ongoing recruitment of members who can augment the strengths and build on the weaknesses;
- (d) monitoring the attendance and contribution of members;
- (e) keeping records of recruitment history: names suggested, who was approached, what happened;
- (f) producing and keeping current, documents needed for recruitment efforts.

Committee Composition.

The committee shall comprise:

- (a) National Chairman
- (b) Company Secretary
- (c) District Governor Representative.
- (d) Immediate Past Chairman.