

Governance subcommittee

Terms of Reference



1. Purpose

The Governance Committee (“the committee”) is a subcommittee of the Community Living & Respite Services Inc. (CLRS) Board created to assist the Board in the effective discharge of its responsibilities in regards to Board performance, succession planning, currency of the Association Rules and governance principles and policies.

2. Membership

The Committee will consist of at least 2 Board members, the CEO, Corporate Services and Operations Executive Directors.

At least one committee member must have governance or associated experience. The Chairman, members, and term of appointment of each member shall be determined by the Board.

The Chairman of the Committee must not be the President of the Board.

3. Meetings

The Committee shall meet as frequently as required but not less than four times a year.

The Committee Chair may call a meeting.

Three members, one of whom must be a Board member, shall constitute a quorum.

4. Duties

4.1. Compliance monitoring

The committee will be responsible for:

- 4.1.1. Ensuring compliance with the objects, purposes and values of the organisation, and with its constitution
- 4.1.2. Reviewing the Association Rules on an annual basis and provide recommendations to the Board
- 4.1.3. Monitoring compliance with legislative governance requirements
- 4.1.4. Reviewing compliance with organisational registration requirements, including but not limited to NDIS & DFFH registration
- 4.1.5. Reviewing and recommending the annual Quality Plan and schedule of work on an annual basis. This will include a review of the work undertaken in the prior year.
- 4.1.6. Reviewing and recommending the appropriate delegation of compliance responsibilities.

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4.2. Board performance and composition

The committee will be responsible for:

- 4.2.1. Reviewing the Board Skills Matrix & Board composition annually and making recommendations for changes
- 4.2.2. Identifying potential Board members, assessing their suitability and making recommendations to the Board regarding their appointment
- 4.2.3. Reviewing the annual performance review of the Board, and making recommendations for performance improvement if required
- 4.2.4. Reviewing Board training & training plan on an annual basis

4.3. Board member Induction, orientation & training

The committee will be responsible for:

- 4.3.1. Reviewing the Board member induction program on an annual basis
- 4.3.2. Facilitating the orientation of new Board members
- 4.3.3. Facilitating education of Board members in relevant matters of governance.

5. Authority

In carrying out its duties the Committee shall have the authority to discuss directly with management, or the external auditors any issue within its remit and to request reports, explanations and information of any of the activities of procedures or CLRS.

The authority of the Committee is limited to providing advice and recommendations to the Board.

6. Performance & Review

The minutes of each committee meeting will be provided to the Board following each committee meeting.

The Committee's Terms of Reference shall be reviewed annually and updated as required.

The Committee program will be revised & endorsed annually.

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