

Governance Committee Terms of Reference

1. Purpose

These Terms of Reference define the objectives, responsibilities and composition of the Royal Australasian College of Medical Administrators (**College**) Governance Committee.

They are to be read in conjunction with the Committee Charter and the Delegation of Authority Policy.

2. Objectives

The Governance Committee is established to support the College by:

- a) providing advice and guidance on the corporate governance of the College
- b) providing strategic advice on corporate governance improvements
- c) supporting the Board to review its composition and effectiveness and recruit to Board positions

The Committee reports to the College Board through the Chair.

3. Responsibilities

Governance Committee

3.1 The Governance Committee may exercise any power delegated by the Board in the Delegation of Authority Policy, but in the absence of a specific delegation is to act in an advisory capacity only.

The Governance Committee is responsible for the following:

3.2 In relation to corporate governance:

- a) Provide guidance on the proper application of the Constitution
- b) Provide advice on the review of the College Constitution, governance regulations, policies and procedures, the Board Charter, the Committee Charter, the Jurisdictional Committee Terms of Reference and Board position descriptions.
- c) Provide advice on College governance practices and compliance with relevance legislation and regulatory standards, including but not limited to the Corporations Act 2001 (Cth), the Australian Charities and Not-for-profits Commission (ACNC) Act 2012 (Cth) and the ACNC Regulations 2022 (Cth).
- d) Advise the Board, Committees and the National Office on any corporate governance matters.

3.3 In relation to Strategic corporate governance improvements:

- a) Review the overarching corporate governance function of the College regularly.

- b) Conduct environmental scans to understand emerging trends in the governance of medical colleges.
- c) Scan the horizon for upcoming governance changes for which the Board needs to be prepared.

3.4 In relation to Board evaluation and recruitment:

- a) Support the Board to develop and regularly review its skills, competencies and attributes matrix.
- b) Oversee regular evaluation of the composition, structure, processes and performance of the Board.
- c) Advise the College Office on the recruitment and appointment to Board positions.
- d) Provide advice on the induction and professional development of Board Directors and Chairs of Committees in terms of corporate governance knowledge and skills.

3.5 Any such other matters that the Board may request from time to time.

College Office

3.6 As well as standard meeting administration support as detailed in the Committee Charter, the College Office will provide the following support to the Governance Committee:

- a) Provide relevant monitoring reports
- b) Develop drafts and revisions of documents for consideration by the Committee
- c) Manage the Board evaluation process
- d) Manage any election process
- e) Organise any professional development
- f) Other support as needed from time to time

4. Composition

4.1 The Governance Committee will comprise the following:

- a) One (1) Board Director who will be the Chair.
- b) Four (4) College Members (not Board Directors) with knowledge and expertise in corporate governance, at least one of which must be a Fellow, one an Associate Fellow and one a Candidate.
- c) Two (2) external people who are not College Members with corporate governance and/or legal expertise.

4.2 The Committee or the Chair may co-opt members as appropriate.

5. Meetings

The Committee meets on a regular basis – with a minimum of 4 meetings a year.

6. Related Documents

- Constitution
- Committee Charter
- Delegation of Authority Policy

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