



#### 1 Background

One of the key mission statements for ABSANZ is to:

- Ensure good governance and financial sustainability

In order to fulfil this mission statement ABSANZ needs policies and procedures in place to monitor, review and establish sound regulatory compliance and financial sustainability.

#### 2 Responsibilities and function

**Key Function:** Control and monitor the work of ABSANZ through establishing systems and processes that improve operational effectiveness and prudently address regulatory compliance, finance and risk.

**Key Activities:**

Maintain an appropriate governance framework that:

- Develop a workplan to be approved by the Board
- Document the rules, relationships, systems and processes by which authority is exercised and controlled within ABSANZ
- Ensure work complies to the law
- Include the mechanisms by which the Board, Committees and Executive are held to account
- Recognise and manage risk across all areas – strategic, operational, financial, governance, reputational
- Review and monitor the proposed annual /conference revenue and expenditure budgets
- Ensure that the financial affairs are independently audited by the nominated auditor.

#### 3 Relevant Policies

Any relevant policies/ procedures /codes of practice that need to be referenced.

#### 4 Membership

- Membership of the Committee is open to all financially current ABSANZ members and, where possible, should reflect the different professions within ABSANZ.
- At the discretion of the Chair, non-members may be co-opted onto the committee in a non-voting capacity.
- Committee membership should be representative of ABSANZ membership in skills, geographical spread and gender.
- The number of Committee members should be not less than 4 and not more than 8.
- At least one member must be a Director of the Board.
- The Chair of the Committee will be approved by the Board.
- Committee members may elect a Deputy Chair to act in absence of the Chair.

##### 4.1 Terms of membership and renewal

##### Appointment

- Calls for Applications for Membership are distributed on the request of the Committee Chair.
- On receipt of an Application of Membership, the Committee Chair will contact the applicant(s) to discuss all aspects of the role and the responsibilities and activities of the

committee, including expectations of meeting attendance and contributions between meetings.

- On recommendation of the Committee Chair, a letter of appointment will be issued to successful applicant(s).
- Committee members are normally appointed for a three year term.
- A retiring member may be re-appointed.
- Appointment may be terminated by either party after one month's notice is given in writing to the Committee Chair.

## **5 Expectations of Committee members**

Committee members are expected to:

- Read committee papers and agenda prior to each meeting.
- Attend meetings and notify the EO of any forthcoming absence.
- Declare any conflicts of interest, having considered all matters of probity and conflict of interest before decisions are made by the Committee. The Committee shall decide the most appropriate action to deal with declared conflicts of interest, including proceeding as normal, asking the conflicted member to leave the meeting, not partake in the discussion or not be allowed to vote.
- Adhere to the ABSANZ values and treat other members' opinions with respect.
- Adhere to all relevant ABSANZ policies and procedures.
- Not discuss any confidential matters that come before the Committee without prior approval of the Committee Chair.
- Familiarise themselves with any Guidelines the Committee might have for review of material before the Committee.
- Contribute to the discussions during the meeting and, where appropriate, provide comments and/or suggestions on agenda items before the Committee meets to aid the decision making process.
- Notify the EO prior to each meeting, if unable to attend.
- Send comments on an agenda item to the EO and/or Committee Chair, or place them in the Committee portal on the ABSANZ website, if unable to attend a meeting.
- Acknowledge in writing that they have read, understood and will comply with the Terms of Reference and ABSANZ policies.

## **6 Accountability and review of the TOR**

- The Committee will report to the Board by provision of minutes and reports.
- The TOR will be reviewed by the Governance, Finance and Risk Committee on a biennial basis with any recommendations for change to be approved by the Board.

## **7 Authority to act**

- The Committee is formed under the auspices of the ABSANZ Board to act within these Terms of Reference, though it is able to make recommendations in relation to initiatives both within and beyond the scope of their responsibilities.
- The Committee does not have a budget but may liaise with the Board if/as required on matters related to expenditure for activities.
- The Committee does not have authority to execute contracts or agreements independently.

**8 Record keeping and minute taking**

- Committee members will be assisted by the EO in the writing of agendas and meeting minutes and in setting up the meetings.
- Electronic records will be placed by the EO on the ABSANZ committee portal.
- Minutes will be available on the ABSANZ committee portal for committee members once approved by the Chair and notified to the Board.
- A summary of outputs and outcomes may be distributed periodically to members.

**9 Insurance cover**

Committee members will be covered by the ABSANZ Directors & Officers Liability (D&O) insurance policy in respect of liabilities that may arise in the course of the conduct of committee members' responsibilities.

**10 Remuneration**

Committee members provide their services on a voluntary basis. Any authorised expenses incurred by members in carrying out their committee responsibilities will be reimbursed by ABSANZ on production of receipts.

**11 Meetings**

- The Committee will meet at least every 3 months and more frequently if deemed necessary by the Chair.
- Committee members will be notified via email of the agenda and the log in details for the meeting at least one week prior to the meeting date.
- Committee members may submit matters to the Committee through the EO and/or Chair in writing (including email) before 5.00pm on the day that is two weeks prior to the meeting, in order for those matters to be included in the agenda.
- ABSANZ members may submit matters to the Committee through the EO and/or Chair in writing (including email) at any time for it to be included in the agenda at the next opportunity.

**11.1 Quorum**

For a meeting to be quorate, the following are required:

- No less than 50% of members plus 1
- Chair, Deputy Chair or a delegate of the Chair.

**11.2 Decision Making**

- Decisions of the Committee shall be arrived at by consensus, if possible, and individuals will not be identified in recorded discussions or decisions
- Decisions should be evidence-based and be consistent with ABSANZ scope and purpose.
- Where consensus cannot be reached, the Committee Chair should bring the matter to the attention of the ABSANZ Board.

**12 Revision History**

- The Terms of Reference were initially approved by the ABSANZ Board in August 2019 and will be reviewed every two years.
- The Terms of Reference are to be reviewed by the Governance, Finance and Risk Committee before August 2021.