**New Horizons Tasmania Inc**

**Governance Committee Terms of Reference**

**Purpose**

The purpose of the Governance Committee is to ensure that the Board fulfils its legal, ethical and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of board activities and evaluation of the performance of the Board, board committees and individual board members. It is also to serve as a nominating committee, recruiting and interviewing candidates for board membership as part of succession planning and making recommendations to the Board, and overseeing a formal induction process for new board members.

**Membership**

The Governance Committee will be appointed by the Board based on individual skills, insights and expertise and will comprise three members, the majority of whom will be members of the full Board. A quorum will be more than half the members. The Board may remove or replace any member at any time. The Chair of the Governance Committee will be selected by the Board. If the Chair is unavailable for a meeting, the Chair may nominate another member who is a Board member to serve as Chair for that meeting only.

**Meetings**

Meetings will be held at least twice per year at times the Chair of the Committee may determine. This can be face-to-face or online. Minutes of the Governance Committee will be circulated to all members of the Committee within 14 days of the meeting and made available to other members of the Board. A summary of the minutes will be submitted to the Board following each Committee meeting.

**Authority**

The Governance Committee is authorised by the Board to:

* Review the organisation’s governance matters and make recommendations to the Board.
* Take any actions to enable the Governance Committee to fulfil its responsibilities
* Seek independent advice to perform its duties where necessary.

**Responsibilities**

The Governance Committee is responsible for advising the Board on all aspects of effective governance of the organisation through:

* Reviewing the Constitution and other key governance instruments
* Developing and reviewing governance policies, practices and procedures
* Monitoring compliance with non-profit governance regulations
* Recruiting suitable board members and succession planning in consultation with Board Chair and CEO
* Providing induction and development training programs for board members and staff in regard to Compliance
* Monitoring conduct of regular board performance evaluations and skills audits
* Monitoring and assessing the relationship between the Board and management
* Monitoring developments in corporate governance
* Reviewing and approving changes recommended by management.

1. **Governance Policy Development**

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

* The roles and responsibilities of the Board
* Duties and responsibilities of board members, office bearers and CEO
* Board members’ standards of conduct, including any Code of Conduct
* Procedures for ensuring the organisation’s legal and regulatory compliance
* Conflict of interest procedures
* Procedures for board performance evaluation and skills audit
* Procedures for nomination, selection and removal of board members
* Board members’ expenses policies [if any]

1. **Recruitment and Selection**

The Governance Committee will ensure that:

* The number of board members does not fall below the number allowed by the constitution
* Members appointed to the Board understand and agree with the mission of the organisation and the Code of Conduct
* Members appointed to the Board understand and agree to the time commitment and participation requirements of board membership
* Elections and appointments to the Board comply with the constitution and other legal requirements
* There is a clear board-approved process for board recruitment, and that this process is effectively implemented.

1. **Education**

The Governance Committee will ensure that there are effective board-approved induction and development processes for board members and that board members have the necessary knowledge to be able to discuss, debate and plan the following:

* The organisation’s mission, goals, objectives, programs and services
* The organisation’s budget and financial statements
* The roles, duties and responsibilities of the Board, committees, individual board members and the CEO.

1. **Evaluation**

The Governance Committee will monitor the reviews of the performance of the Board, its sub-committees and board members, and the board skills audits, to ensure they are carried out according to effective board-approved policies and processes and are appropriate to the organisation’s goals and objectives. This includes recognising areas of strength, highlighting particular areas that require improvement from the Board and identifying new skills and diversity needs for the Board.

**Accountability**

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

* Recommending a plan for board development based on the strategic plan and the annual board assessment
* Ongoing succession planning for board and committees
* Ongoing recruitment of board members who can augment the Board’s strengths and build on new skills and diversity needs
* Mentoring new board members in order to develop their skills as board members
* Support and encourage opportunities for board development
* Monitoring the attendance and contribution of board members
* Drafting governance policies, practices and procedures for board development

**Tenure**

The Governance Committee is a standing committee with ongoing responsibilities. The Board will review the Committee’s composition and terms of reference annually.

**Work Plan**

At its first meeting for the year, the Governance Committee will develop an annual Work Plan comprising of key activities to be undertaken over the next 12 months period, for the Board’s approval. The Work Plan will determine future meeting agendas.

Approved by the Board – 21 September 2020

Review Date – October 2021