



## **1. Composition of the committee**

The committee is chaired by a Vice President and consists of two or more Vice Presidents. An alternate Chair will be agreed to at the start of any meeting that the Chair is unable to attend. The alternate Chair must be a member of the Board. A quorum for a meeting of the committee is two members.

The Board may from time to time co-opt non-Board members to serve on the committee in order to bring additional skills, experience or networks as and when needed.

The Company Secretary and the General Manager will attend the meetings and the Company Secretary will minute the committee meetings.

## **2. Responsibilities of the Corporate Governance Committee**

The responsibilities of the Corporate Governance Committee shall be:

- Board Governance Policies;
- Strategic goals; and
- Legal & Regulatory Framework.

The responsibility for the day-to-day operation and administration of the Institute has been delegated to the General Manager and his/her team. The Board have delegated a number of its powers to the General Manager and Company Secretary in accordance with the Board Policy Framework Section 16-23 policy and the Matters Reserved for the Board Policy Section 16-24 policy.

The Corporate Governance Committee shall focus on the following Board Governance policy areas and provide the Board with reports to address any areas of improvement that is deemed necessary.

### **a) Board Governance Policies**

- Maintain the Board terms of reference and membership for sub committees;
- Ensure the Board has a Code of Ethical Conduct in place and relevant policies to govern the activities of The Institute;
- Ensure that Board members are aware of their rights and obligations as Directors;
- Develop a Board Induction package to include corporate documents of The Institute;
- Monitor the composition of the Board and expertise required collectively to remain effective;
- Monitor the adequacy of the Board's size and structure, focusing on Board vacancies and recruitment;
- Ensure adherence to the Board schedule of meeting times;
- Maintain accuracy and timeliness of Board Minutes; and
- Establish report formats.

The corporate Governance Committee is to focus on the following legal and regulatory framework areas and is to advise the Board of Directors on proposed legislation that may affect the operation of the Institute, and any other legal area requested by the Board of Directors.

### **b) Legal & Regulatory Framework**

- Maintain awareness of current regulatory legislation and how it applies to the Board;
- Understand the obligations that The Institute must meet as part of its contract with funding agencies; and
- Develop performance expectations and indicators to include regular reporting to the Board.



## The Institute of Quarrying Australia

### Corporate Governance Committee Charter / Section 4.4

#### **3. Empowerment of the committee**

The committee will refer any significant matters or issues to the Board for consideration, with recommendations on appropriate remedy. The Board has the discretion to override a recommendation of the committee.

The committee may approve contracts, confirm and determine fees payable to outside contractors within their area of responsibility after appropriate vetting by the Company Secretary.

#### **4. Meetings of the committee**

The committee will convene at least once every four months or quarterly if the need arises. The convening of the meeting may be a verbal arrangement. The committee will report to the board on such meetings.

#### **5. Reporting to the Board**

The committee will report as necessary to the Board on the outcome of any planned or ad hoc findings.

All committees shall review their terms of reference annually, including their membership and the results of their work and so report to the Board.