

Corporate Governance Committee Charter / Section 4.4

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 Committee 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 ('CS') and the Chief Executive Officer ('CEO') will attend the meetings and the CS will minute the committee meetings.

2. Responsibilities of the Corporate Governance Committee

The responsibilities of the Corporate Governance Committee shall be:

- Board Governance Policies;
- Legal & Regulatory Framework; and
- Constitution amendments.

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

a) Board Governance Policies

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.

- 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;
- Ensure adherence to the Board schedule of meeting times;
- Maintain accuracy and timeliness of Board Minutes; and
- Establish report formats.

b) Legal & Regulatory Framework

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.

- 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.

c) Constitution amendments

The Corporate Government Committee shall review the IQA's constitution on an annual basis and review any proposed amendments prior to recommending any potential alteration to the Board.

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 CS.

The Board or President of the Board may refer a matter that falls within the scope of this charter for the committee to consider and report back to the Board.

4. Meetings of the committee

The committee will convene at least once every four months. The convening of meetings may be via verbal arrangement. The committee will report to the board on each meeting at the next board meeting.

5. Reporting to the Board

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

6. Review

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