

## **Governance Institute of Australia Ltd**

**A.B.N. 49 008 615 950**

### **Corporate and Legal Issues Committee Terms of Reference**

#### **1 Purpose**

- 1.1 The Corporate and Legal Issues Committee (Committee) is a policy committee of the Governance Institute of Australia Ltd (Governance Institute) the role of which is to assist the Governance Institute in promoting good governance in smaller listed entities, unlisted entities or entities which are part of larger corporate groups and reviewing legal and regulatory developments affecting those entities. The Committee works collaboratively with the Legislation and Review Committee (LRC) and the Risk and Technology Committee (RAT).
- 1.2 The Committee also exercises such powers and performs such other functions as may be delegated to it by the Chief Executive Officer (CEO) of Governance Institute from time to time.

#### **2 Membership**

- 2.1 The CEO appoints the members of the Committee, the Chair and any Deputy Chairs for up to two (2) terms of three (3) years, unless the CEO otherwise determines.
- 2.2 Members of the Committee must be members of Governance Institute
- 2.3 The Committee comprises a minimum of six (6) members.
- 2.4 The Chairs of the LRC and RAT are ex-officio members of the Committee
- 2.5 Committee members are expected to:
  - as a group have and maintain a good working knowledge of:
    - governance in smaller listed entities, unlisted entities or entities which are part of larger corporate groups, and
    - issues which affect and are of interest to Governance Institute members associated smaller listed entities, unlisted entities or entities which are part of larger corporate groups,, and
  - as individuals have the capacity to devote the required time and attention to prepare for and attend Committee meetings.
- 2.6 In appointing members of the Committee the CEO will endeavour to ensure that the Committee is representative of the full range of members of Governance Institute associated with smaller listed entities, unlisted entities or entities which are part of larger corporate groups, including by size, industry and geographic location to ensure adequate diversity and experience.
- 2.7 A member of the Policy and Advocacy staff of the Governance Institute is the Committee Secretary.

#### **3 Meetings**

- 3.1 The Committee must meet at least nine times in each year.
- 3.2 The Chair may, or the Committee Secretary at the request of the Chair must, convene a meeting of the Committee.

- 3.3 The agenda for Committee meetings is determined by the Chair in consultation with the Committee Secretary.
- 3.4 The Chair may recommend to the CEO the appointment of up to two (2) Deputy Chairs. The Role of a Deputy Chair is to assist the Chair in their role as required,, including chairing meetings in the absence of the Chair and chairing Working Groups.
- 3.5 The agenda and supporting papers are to be delivered to Committee members by the Committee Secretary at least seven (7) days in advance of each meeting. Late papers may be accepted only with the consent of the Chair.
- 3.6 A Committee meeting may be held by the Committee members communicating with each other by any technological means consented to by the Committee, which may be standing consent. Committee members need not all be physically present in the same place for a meeting to be held. A Committee member who participates in a meeting held using technology is taken to be present.
- 3.7 A quorum for any meeting is any three (3) members of the Committee.
- 3.8 In the absence of the Chair (or a Deputy Chair), the members will elect one of their number as Chair of that meeting.
- 3.9 The Committee or Committee Secretary in consultation with the Chair, may invite other people including members, and employees of Governance Institute and external advisers to attend all or part of its meetings or Working Groups,.
- 3.10 Decisions to recommend particular courses of action by the Committee will usually be made by consensus and may be made by resolution where necessary. Where the Committee is unable to reach a consensus on a particular issue, this will be recorded in the minutes of the Committee meeting and the Chair will advise the CEO of the range of views held by members of the Committee on the issue.
- 3.11 The Committee operates under its own version of the Chatham House Rule<sup>1</sup>.  
Committee members are free to use information received from other members at Committee meetings, but neither the identity nor the affiliation of the member providing the information may be revealed without the member's consent unless:
- the information is already in the public domain (but not by breach of this sub-clause 3.11), or
  - disclosure is compelled by law or a regulatory body.

## **4 Minutes**

- 4.1 Minutes are to be prepared for each Committee meeting by the Committee Secretary or a delegate representative.
- 4.2 The draft minutes of each Committee meeting are to be reviewed by the Chair and circulated to all Committee members by the Committee Secretary as soon as practicable but no later than the distribution date for the papers for the next Committee meeting. .
- 4.3 The Committee must confirm the minutes of each Committee meeting at its next meeting.
- 4.4 A copy of the minutes once they have been reviewed by the Committee Chair must be included in the papers for the next Board meeting.
- 4.5 The Committee will receive minutes from the other policy committees for noting. Conversely, other policy committees will receive minutes from this Committee for noting to allow for

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<sup>1</sup> See <http://www.chathamhouse.org.uk/about/chathamhouserule>

visibility of activities and identification of any opportunities for collaboration.

## **5 Responsibilities**

In performing its role, the responsibilities of the Committee include, but are not limited to:

- 5.1 Reviewing the activities and proposals of governments, legislators and regulators which affect the governance of smaller listed entities, unlisted entities or entities which are part of larger corporate groups.
- 5.2 Assisting Governance Institute in proactively raising issues with government, legislators and regulators which affect the governance of smaller listed entities, unlisted entities or entities which are part of larger corporate groups.
- 5.3 Advising management of Governance Institute on strategic priorities and broad and topical issues which affect the governance of smaller listed entities, unlisted entities or entities which are part of larger corporate groups.
- 5.4 Providing a resource for members of Governance Institute to answer questions relating to the governance of smaller listed entities, unlisted entities or entities which are part of larger corporate groups. Members of Governance Institute should direct their questions through the Committee Secretary. Any advice is not considered to be legal advice.
- 5.5 Performing any other duties and undertaking or overseeing any specific projects as requested by the CEO from time to time.
- 5.6 The Committee may refer matters which fall outside its area of responsibility to other Governance Institute policy committees where relevant. That committee is to decide how to deal with the referred matters or provide advice back to the committee making the referral.

## **6 Focus, authority and submissions**

- 6.1 The CEO in consultation with the Chair will annually agree the areas that the Committee should focus on in the year ahead. The Committee will determine the particular matters on which it will focus in accordance with the annual guidance provided by the CEO.
- 6.2 The Committee will also act on specific references from the CEO.
- 6.3 The CEO has authorised the Committee, within the scope of responsibilities set out in these Terms of Reference, to perform the activities required to address its responsibilities and make recommendations to Governance Institute management and if required, the Board.
- 6.4 The Committee does not make submissions in its own right or on behalf of Governance Institute. Submissions on behalf of Governance Institute relating to the governance of smaller listed entities, unlisted entities or entities which are part of larger corporate groups must be approved and, in the case of written submissions signed, by CEO or the Chair of the Board or their respective delegates.
- 6.5 The Committee may not authorise expenditure or incur obligations on behalf of Governance Institute without the express authorisation of the CEO.

## **7 Reporting responsibilities**

- 7.1 The Committee will, through its Chair, report to the CEO at least annually and as appropriate make recommendations for approval by the CEO.

## **8 Evaluating performance**

- 8.1 The Committee will undertake performance assessments in the manner requested by the CEO.
- 8.2 The Committee shall review the Terms of Reference every two (2) years or as required.

## **9 Review of the Committee Terms of Reference**

9.1 Any modifications to or replacements of these Terms of Reference must be approved by the CEO and adopted by the Committee.

**Adoption Date: 6 November 2023**