

Governance Institute of Australia Ltd
A.B.N. 49 008 615 950

Public Sector Governance Committee Terms of Reference

1 Purpose

- 1.1 The Public Sector Governance 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 public sector agencies and organisations and reviewing legal and regulatory developments affecting those agencies and organisations
- 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 Chair of the Legislation Review Committee and the Chair of the Corporate and Legal Issues Committee are an ex-officio members of the Committee.
- 2.5 Each Committee member is expected to:
- have and maintain a good working knowledge of:
 - governance in public sector agencies and organisations, and
 - issues which affect and are of interest to Governance Institute members associated with public sector agencies and organisations, and
 - 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 public sector agencies and organisations including federal, state and local levels of government, and geographic location to ensure adequate diversity and experience.
- 2.7 A member of the Policy and Advocacy staff of Governance Institute is the Committee Secretary.

3 Meetings

- 3.1 The Committee must meet at least three 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 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.
- 3.5 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 a 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.
- 3.6 A quorum for any meeting is any three (3) members of the Committee.
- 3.7 In the absence of the Chair (or Deputy Chair), the members will elect one of their number as Chair of that meeting.
- 3.8 The Committee or Committee Secretary in consultation with the Chair, may invite other people including members and employees of Governance Institute and external advisers or other third parties to attend all or part of its meetings or Working Groups.
- 3.9 Decisions of 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.
- 3.10 The Committee operates under its own version of the Chatham House Rule¹. 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 3.10), 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 delegated 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 (or the next practicable meeting if the minutes are not available at the next meeting).
- 4.4 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 visibility of activities and identification of any opportunities for collaboration.

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

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 (with a primary focus on federal and state governments), review bodies and regulators which affect the governance of public sector agencies and organisations.
- 5.2 Assisting Governance Institute in proactively raising issues with and providing advice to government, and regulators and developing intellectual property which affect the governance of public sector agencies and organisations.
- 5.3 Advising management of Governance Institute on strategic priorities and broad and topical issues and supply advice for marketing purposes, which affect the governance of public sector agencies and organisations
- 5.4 Performing any other duties and undertaking or overseeing any specific projects as requested by the CEO from time to time.
- 5.5 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 may form ad hoc working groups comprised of Governance Institute Members with relevant expertise to address its responsibilities. The Members of the working groups need not be members of the Committee.
- 6.5 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 public sector agencies and organisations must be approved and, in the case of written submissions signed, by the CEO or the Chair of the Board or their respective delegates.
- 6.6 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.

9 Review of the Committee Terms of Reference

- 9.1 The Committee shall review these Terms of Reference every two (2) years or as required.
- 9.2 Any modification to or replacement of these Terms of Reference must be approved by the CEO.

Adoption Date: 17 October 2023