

**Governance Institute of Australia Ltd**  
**A.B.N. 49 008 615 950**  
**Communication Committee Charter**

## **1 Purpose**

- 1.1 The Communication Committee (**Committee**) is a committee of the Board of Directors of Governance Institute of Australia Ltd. (**Governance Institute**) established under clause 23 (a) of Governance Institute's Constitution.
- 1.2 The Committee's role is to assist the Board of Directors by advising on and maximising the effectiveness of communications with Governance Institute's stakeholders (who will include members, students, customers, sponsors and partners).
- 1.3 In fulfilling the Committee's role set out in section 1.2 the Committee will do all it reasonably can to protect and enhance the external reputation of Governance Institute.

## **2 Membership**

- 2.1 The Board appoints the members of the Committee and its Chair.
- 2.2 Members of the Committee must be members of Governance Institute.
- 2.3 The Committee comprises a minimum of four (4) members.
- 2.4 Each Committee member is expected to:
  - have and maintain a good working knowledge of:
    - issues which affect and are of interest to Governance Institute members
    - current trends in hard copy and electronic publishing and other aspects of member communication
    - have the capacity to devote the required time and attention to prepare for and attend Committee meetings.
- 2.5 The Publishing Manager of Governance Institute is the Secretary to the Committee.

## **3 Meetings**

- 3.1 The Committee must meet at least twice in each year.
- 3.2 The Committee Chair may, or the Secretary of the Committee at the request of the Chair must, convene a meeting of the Committee.
- 3.3 The agenda for Committee meetings is determined by the Committee Chair.
- 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 Committee Chair.

- 3.5 Meetings and the proceedings of the Committee are governed by the provisions of the constitution of Governance Institute regulating meetings and proceedings of the Board.
- 3.6 A Committee meeting may be called or held using any technology consented to by each member. The consent may be a standing one.
- 3.7 A quorum for any meeting is any four (4) members of the Committee.
- 3.8 In the absence of the Committee Chair (or his or her properly appointed delegate), the members will elect one of their number as Chair of that meeting.
- 3.9 The Committee may invite other people including employees of Governance Institute and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.
- 3.10 If an employee of Governance Institute or other person has a material personal interest in a matter that is being considered at a meeting, he or she must not be present for consideration of that matter unless the interest has been fully disclosed to the Committee and the Committee agrees that the employee or other person may be present.
- 3.11 Decisions of the Committee may be made:
- at a duly called and constituted meeting; or
  - by a resolution in writing notified to all members of the Committee and approved by at least 75% of the members of the Committee who are entitled to vote on the resolution. A member's approval may be evidenced by a hard copy or electronically scanned signature or by email.

## **4 Minutes**

- 4.1 Minutes are to be prepared for each Committee meeting.
- 4.2 The draft minutes of each Committee meeting are to be reviewed by the Committee 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 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.

## **5 Responsibilities**

In performing its role, the responsibilities of the Committee include:

- 5.1 Advice
- reputation management and protection (including by way of 'fatal flaw' reviews of intellectual property prior to publication)
  - risk management of communications with stakeholders
  - risk management and protection of intellectual property
  - communication strategies throughout the various stages of members' careers (including digital strategies)
- 5.2 Monitoring
- Monitoring the effectiveness of:
- communication with members and stakeholders by way of the journal, periodic and ad hoc communications
  - brand and reputation in the marketplace
  - communication channels with stakeholders (which will include both traditional and digital channels)

### 5.3 Other

Performing any other duties and undertaking or overseeing any specific projects as requested by the Board from time to time.

## **6 Authority**

6.1 The Board has authorised the Committee, within the scope of responsibilities set out in this Charter, to:

- perform the activities required to address its responsibilities and make recommendations to Governance Institute management and the Board
- have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter
- not authorise expenditure or incur obligations on behalf of Governance Institute without the express authorisation of the Board.

## **7 Reporting responsibilities**

7.1 In addition to providing the Board with a copy of the minutes of its meetings the Committee will, through its Chair, report to the Board at least annually and as appropriate make recommendations for approval by the Board.

## **8 Evaluating performance**

8.1 In order to ensure that the Committee is fulfilling its duties, it will:

- undertake an annual assessment of its performance against the requirements of this Charter and provide that information to the Board
- provide any information the Board may request to facilitate its review of the Committee's performance and its members
- obtain feedback from the Board on the Committee's performance on an annual basis and implement any agreed actions.

## **9 Review of the Committee Charter**

9.1 Any modification to or replacements of this Charter must be approved by the Board.

9.2 The Board shall review the Charter every two (2) years or as required, after the annual performance assessment, or when confirming Committee members.

Minute 5748 (26/07/2015)