

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

Board Executive Committee Charter

1 Purpose

- 1.1 The Board Executive 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 to assist the Board in discharging its responsibilities by dealing with matters of importance to the Board which arise between Board meetings.
- 1.2 The Committee also exercises such powers and performs such other functions as may be delegated to it by the Board from time to time.

2 Membership

- 2.1 The President and two Vice Presidents of Governance Institute are members of the Committee.
- 2.2 The Board may appoint other directors of Governance Institute as members of the Committee.
- 2.3 The President is Chair of the Committee.
- 2.4 The Committee may appoint one of its members to act as Committee Secretary to the Committee or may invite the Company Secretary of Governance Institute to act as the Secretary to the Committee.

3 Meetings

- 3.1 The Committee meets as required.
- 3.2 Any Committee member may, and the Committee Chair or Secretary at the request of a Committee member must, convene a meeting of the Committee.
- 3.3 The agenda for Committee meetings is determined by the Committee Chair.
- 3.4 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.
- 3.5 A Committee meeting may be called or held using any technology consented to by each member. The consent may be a standing one.
- 3.6 A quorum for any meeting is any two (2) members of the Committee
- 3.7 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.
- 3.8 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 person may be present.

3.9 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 signed by all of the members of the Committee who are entitled to vote on the resolution.

3.10 All members, directors and other attendees at Committee meetings are required to keep all information presented (whether written or oral) or discussed at Committee meetings confidential and only use and disclose this information in the proper discharge of their duties to Governance Institute.

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, but are not limited to:

5.1 Providing advice, guidance and counsel to the Chief Executive and senior management in relation to Governance Institute's affairs.

5.2 Working with the Chief Executive and senior management to implement Board decisions.

5.3 Considering and deciding upon procedural and administrative matters arising between Board meetings.

5.4 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 the Board.
- Make decisions with respect to procedural and administrative matters which the Board has not expressly reserved to itself or which are not required by law to be exercised only by the Board.
- Select, engage, terminate and approve the fees and other terms and conditions of the engagement of special or independent experts and other advisors as it deems necessary to carry out its duties, capped at the level of the Chief Executive Officer's delegated authority, and if in excess, to be referred to the Board.
- Have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter.

- 6.2 The Committee Secretary must make the initial determination as to whether a matter is procedural or administrative. The President or the CEO may overrule the determination of the Committee Secretary.
- 6.3 Notwithstanding the Committee's delegated powers, it must, if so requested by one or more of its members, decline to act or make a decision in respect of any matter specified in that request until the matter has been considered by the Board.
- 6.4 All actions and decisions of the Committee under this delegated authority are to be reported to the Board at its next meeting.

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 on its meetings.

8 Review of the Committee Charter

- 8.1 Any modifications to or replacements of this Charter must be approved by the Board.
- 8.2 The Board shall review the Charter every two (2) years or as required, after the annual performance assessment, or when confirming Committee members.

Minute 5163 (22/09/12)