

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

Corporate and Legal Issues Committee Charter

1 Purpose

- 1.1 The Corporate and Legal Issues 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 promoting good governance in any entities that are not listed and reviewing legal and regulatory developments affecting those companies. The Committee works collaboratively with the Legislation and Review Committee.
- 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 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 six (6) members.
- 2.4 The Chair of the Legislation Review Committee is an ex-officio member of the Committee
- 2.5 Each Committee member is expected to:
- have and maintain a good working knowledge of:
 - governance in any entities that are not listed, and
 - issues which affect and are of interest to Governance Institute members associated with any entities that are not listed, 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 Board will endeavour to ensure that the Committee is representative of the full range of members of Governance Institute associated with any entities that are not listed, including by size, industry and geographic location.
- 2.7 The Policy Adviser of Governance Institute is the Secretary to the Committee.

3 Meetings

- 3.1 The Committee must meet at least nine times 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 Each Deputy Chair must assist the Chair in his or her role as required.
- 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 the Chair.
- 3.7 A quorum for any meeting is any three (3) 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 members, subscribers and employees of Governance Institute and external advisers to attend all or part of its meetings or working groups, as it deems necessary or appropriate.
- 3.10 Decisions of the Committee will usually be made by consensus. 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 Committee Chair will advise the Chief Executive of Governance Institute 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 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.

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.
- 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 Reviewing the activities and proposals of governments, legislators and regulators which affect the governance of any entities that are not listed.
- 5.2 Assisting Governance Institute in proactively raising issues with government, legislators and regulators which affect the governance of any entities that are not listed.
- 5.3 Advising management of Governance Institute on strategic priorities and broad and topical issues which affect the governance of any entities that are not listed.
- 5.4 Providing a resource for members of Governance Institute to answer questions relating to the governance of any entities that are not listed. Members of Governance Institute should direct their questions through the Committee Secretary. Any advice is not considered to be legal advice.

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

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

6 Focus, authority and submissions

- 6.1 The Board 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 Board.
- 6.2 The Committee will also act on specific references from the Board or Chief Executive of Governance Institute.
- 6.3 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.
- 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 non-listed companies must be approved and, in the case of written submissions signed, by the Chief Executive of Governance Institute 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 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.