



Ice Skating Queensland

Charter for the Governance Committee

1. Introduction

The Governance Committee (“the Committee”) is established to support the Council (“the Council”) in the promotion of and adherence to effective governance and oversight of Ice Skating Queensland’s (“the Organisation”) functions and decision-making processes. This Charter outlines the Committee’s purpose, composition, responsibilities, and operational guidelines.

2. Purpose

The purpose of the Governance Committee is to provide qualified and objective advice to the Council regarding the Organisation’s governance structure, policies, and practices. The Committee serves as a forum for discussion, review, and recommendations to the Council of Ice Skating Queensland, promoting transparency, accountability, and ethical conduct.

3. Composition

- a. **Membership:** The Committee shall consist of up to six and no less than three members, including at least one current member of Council. The Council may instruct the CEO to join the Committee as a non-voting member.
- b. **Member Nominations:** Nominees must apply in writing and Committee members shall be appointed by the Council in compliance with this Charter.
- c. **Skills-based appointments:** Collectively, the Committee should hold relevant expertise, experience, and knowledge in governance, relevant federal and Queensland legislation, compliance, policy, or other disciplines relevant to the Committee’s responsibilities.
- d. **Member Diversity:** The Committee must consist of at least one non-male and one non-female member. The Council shall also strive for ethnic diversity within the Committee’s membership.
- e. **Term Limitations:** Committee members, other than the CEO, must not exceed four consecutive years of membership, and terms will be staggered to ensure continuity of tenure.
- f. **Independence:** To ensure independence, a majority of the Committee members shall be independent, meaning they are not a current member of Council nor involved in the day-to-day operations and have no material relationships with the Organisation that could compromise their objectivity.
- g. **Chair:** The Council shall appoint a Chair from among the Committee’s members. The Chair shall be responsible for coordinating the Committee’s activities, setting meeting agendas, facilitating productive meetings of the Committee, and facilitating effective communication with the Council.
- h. **Resignation of Members:** A member may resign in writing to the President or Secretary of the Organisation. If a member fails to attend four consecutive meetings without reason, their resignation will be assumed, and membership shall cease.



4. Responsibilities

- a. Governance Framework:
 - i. Review and assess the Organisation's governance framework, including its structure, Rules, and other governing documents, recommending updates or revisions as necessary or as the Committee sees fit.
 - ii. Monitor compliance with applicable laws and regulations, reporting annually to the Council on this matter, and best practices in not-for-profit (NFP) governance.
 - iii. Review, develop, and recommend governance policies, ensuring alignment with the Organisation's Purpose, Vision, and Values.
- b. Council Composition and Succession Planning
 - i. Identify the skills, diversity, and experience necessary to fulfill the Organisation's governance responsibilities and strategic objectives, and annually identify any gaps within Council and senior management.
 - ii. Develop and implement a process of identifying, nominating, and appointing Council Members, including a robust succession plan.
 - iii. Conduct periodical evaluations of the Council's effectiveness, recommending to Council changes or improvements needed to the Organisation's governance structure and Rules.
- c. Council Performance and Development
 - i. Develop and implement processes for evaluating the performance of the Council, its committees, and individual members of Council.
 - ii. Identify training and development needs for Council, ensuring ongoing education and professional growth to keep pace with evolving NFP governance standards and practices.
 - iii. Foster a culture of continuous improvement and ethical conduct within the Council and the Organisation as a whole.
 - iv. Monitor the quality and accuracy of information provided to Council, fostering open and transparent communication and debate among Council Members.
- d. Ethical Conduct and Compliance
 - i. Establish and oversee a code of conduct and ethics for the Organisation, promoting the Organisation's Values, as well as transparency, and accountability.
 - ii. Monitor compliance with internal policies, identifying and addressing potential conflicts of interests or ethical concerns.
 - iii. Establish and maintain a register of conflicts of interest within Council, its committees and senior management.
 - iv. Establish mechanisms for reporting and addressing whistleblower complaints and other misconduct allegations.
- e. Risk Management and Internal Controls
 - i. Review and evaluate the Organisation's risk management framework, assessing the effectiveness of internal controls and mitigation strategies.
 - ii. Oversee the identification, assessment, and management of strategic, operational, financial, and reputational risks.
 - iii. Monitor compliance with applicable laws, regulations, bylaws and permits.



- iv. Ensure that the Organisation has appropriate policies and procedures in place to safeguard its assets and protect the interests of Members.

5. Meetings and Reporting

- a. Meetings: The Governance Committee shall meet regularly, at least quarterly, or as necessary to fulfill its responsibilities. Meetings may be conducted in person or virtually, and minutes shall be maintained to record discussions, decisions, and recommendations.
- b. President attendance: The President of the organisation may attend meetings of the Committee as desired or as requested by the Committee Chair or a majority of the Committee members.
- c. Quorum: A meeting of the Committee requires more than half of the voting members to be present, either in person or virtually.
- d. Role of the Chair: The Chair shall set the agenda and ensure meetings are run effectively. The Chair may direct that sections of the meeting are held *in camera* and remain confidential.
- e. Decision-making: Decisions within the Committee are made by Special Resolution, meaning more than 75% of voting members must support the motion.
- f. Annual Work Plan: The priorities of the Committee's annual work plan shall be informed by the Organisation's Strategic Plan, the Organisation's Risk Register, and any changes in applicable legislation that requires the attention of this Committee. The annual work plan requires approval by the Council.
- g. Confidentiality: All Committee members will be required to sign a Confidentiality Agreement with the Organisation. All matters of the Committee are confidential unless disclosure is authorised by the President.
- h. Reporting: The Committee shall report its activities, findings, and recommendations to the Council, providing regular updates on governance matters. The Committee may also communicate directly with the CEO, auditors, legal counsel, and other relevant stakeholders, as needed.

6. Authority and Resources

- a. The Governance Committee is constituted as a sub-committee of the Council, is advisory in nature, and as such, the Council is not held to any recommendations of the Committee.
- b. The Committee shall have the authority to seek information, documents, and resources necessary to fulfill its responsibilities and shall treat all information obtained as confidential.
- c. Council approval is required before committing the Organisation to any expenditure. Expenses will be considered by Council to engage external advisors or consultants to obtain independent expertise and guidance when required.
- d. Committee members are not remunerated.



7. Amendment and Review

This Charter shall be reviewed at least every two years and may be amended by the Council as needed. Any amendments to the Charter require ordinary approval of the Council.

8. Version Control

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