



Governance Committee

Terms of Reference

1. Purpose

purpose of the Governance Committee is to ensure that the board fulfils its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of board activities, and evaluation of board members' performance.

2. Responsibilities

The Governance Committee will ensure that the board of directors is able to govern the organization effectively through:

- a. creation of governance policies and procedures;
- b. recruiting and nominating suitable board members;
- c. providing orientation and training programs for board members, and
- d. evaluating the performance of individual members and the board a whole.

The Committee may not delegate any of its responsibilities to management but may delegate any of its responsibilities to subcommittees consisting of at least: one member of the Committee; and one other Director on the Board.

The Committee's responsibilities should remain flexible, to best react to changing conditions and to be in the best position to ensure to the Board and stakeholders of the Company that the Company's governance principles, policies, standards and practices optimally assist the Board and the Company's management to effectively and efficiently promote the best interests of the Company by appropriately balancing the interests of its stakeholders.

3. Governance Policy Development

The Governance Committee will ensure that policies are created and periodically reviewed which define:

- a. the roles and responsibilities of the board
- b. duties and responsibilities of directors and officers
- c. conflict of interest procedures
- d. procedures for nomination, selection, and removal of directors
- e. the composition of the Members of the Company's (its owners) and their relative roles in the Community
- f. the empowerment of Members of the Company to affect changes to the governance of the Company
- g. the Board's duties, rights and obligations to the Company's Members and those of the Members to the Board
- h. optimizing the trust of the Members of the Company and other strategic Company stakeholders, including management

4. Recruitment and Selection

The Governance Committee will ensure:

- a. the board does not fall below the number of directors required by the bylaws;
- b. directors appointed to the board understand and agree with the mission of the organization and the code of ethics for directors;
- c. directors appointed to the board understand and agree to the time and participation requirements of board members;
- d. directors appointed to the board understand and agree to the financial requirements of board members;
- e. elections and appointments to the board comply with bylaws and other legal requirements.

5. Education

The Governance Committee will ensure that directors are able to discuss, debate, and plan the following from a basis of knowledge:

- a. the organization's mission, goals, objectives, programs and services;
- b. the organization's budget and financial statements;
- c. the roles, duties and responsibilities of the board, committees, individual directors, and the Executive.

6. Evaluation

The Governance Committee will ensure that the board, its committees, and its members are able to plan their activities with knowledge of the achievements, abilities, strengths, and limitations of current directors, staff, and volunteers.

7. Accountability

The Governance Committee is accountable to the Board of Directors for the following tasks:

- a. creation and annual review of a 3–5-year plan for board development based on the strategic plan and the annual board assessment;
- b. annual assessment of the board's strengths and weaknesses;
- c. ongoing recruitment of members who can augment the strengths and build on the weaknesses;
- d. training, coaching, and mentoring for directors to develop their own skills as board members;
- e. monitoring the attendance and contribution of members;
- f. drafting governance policies and budgets for board development
- g. keeping records of recruitment history: names suggested, who approached, what happened;
- h. producing and keeping current, documents needed for recruitment efforts

8. Composition and Criteria for Service

- a. The Committee shall be comprised of three or more directors as determined by the Board. All members of the Committee will be "independent" in accordance with industry trends and best practices, as well as applicable legal requirements.
- b. The members of the Committee shall be appointed by the Board following the annual AGM and shall serve until the next AGM after which their successors shall be duly elected and qualified. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

- c. Unless a chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of its membership. The Chairperson will chair all regular sessions of the Committee and will set the agenda for the Committee meetings.
- d. In the event that the Governance Committee chair is unable to serve as chair for a specific meeting, he or she shall designate one of the Governance Committee members to preside

9. Meetings

The Committee shall meet at least quarterly and as circumstances dictate. Meetings of the Committee may be held in person or via remote communication at any time. The Committee shall meet as needed with the CEO and such other executive officers and others within the Company as it determines appropriate to fulfilling its responsibilities hereunder

10. Annual Performance Evaluation

The Board shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with the Board Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Board shall also issue an annual evaluation of the Committee's performance

11. Reporting

The Committee will report on key outcomes to the Board on a regular basis. The Committee will also bring to the Board's attention any matter which it considers requires immediate attention and/or action.

Standard Terms for all Suicide Prevention Australia Committees

12. Membership Recruitment [for members who are not on the Board of SPA]

12.1 Members of the Committee are appointed by the Board unless delegated to the CEO of Suicide Prevention Australia.

- a. A selection process, developed by the Chair in consultation with the Committee Chair and approved by the Board of Suicide Prevention Australia, will be implemented by the Committee Chair to ensure the most suitable candidates are put forward for approval by the CEO or, as applicable, the Board of Suicide Prevention Australia.
- b. On the creation of the Committee, the recruitment of members will be drawn from current members of Suicide Prevention Australia (including employees of organisational members) but may include others who are in the process of obtaining membership.
- c. Any remaining vacant positions, and all future new appointments at the end of committee member's terms, will be drawn from a process where the committee and Suicide Prevention Australia members and associates will be informed of the recruitment process.
- d. Where a committee member resigns, a replacement will be recommended by the Committee Chair and the committee's nominated Suicide Prevention Australia staff member, to the Chair and the CEO, selected from the pool of applicants from the previous recruitment process. They will be appointed (subject to Board approval) for the period of the remaining term of the committee member they are replacing.

13. Tenure

13.1 Appointment and cessation

- a. Committee members are appointed for a term of three years, unless they are replacing a committee member who has resigned, in which case they are appointed for the period of the remaining term of the Committee member they are replacing.

- b. Previous Committee members may be reappointed for a second term of three years.
- c. The appointment of committee members will cease if they cease to be an Associate Member, or an employee of an Organisational Member, of Suicide Prevention Australia, or if the Board resolves to remove them.

13.2 Committee members who are employees of a member organisation:

- a. Are appointed as individuals and not as representatives of their respective organisation, although they are encouraged to bring the perspective of their organisation.
- b. If unable to join a meeting, they will not appoint a proxy but can request the Committee Chair agree to another member of their organisation attending the meeting as an observer.
- c. If their employment with the Member organisation ceases, the Committee Chair may consider it appropriate (and subject to these Terms of Reference) for the member to continue on the Committee should they become an associate member. If it is not considered appropriate, or they wish not to continue, the position will not automatically be filled by another employee of that organisation. The position will be declared vacant and subject to the recruitment clauses of these Terms of Reference.

14. Resignation

Resignation from the committee is to be provided in writing, preferably with two months' notice to allow for recruitment of new committee members and maintain the continuity of the committee.

15. Costs and budget

- a. Any initiative being delivered by the committee that requires a budget allocation must first make application to Suicide Prevention Australia after discussion with the Executive.
- b. Committee members will be entitled to reimbursement of pre-approved out of pocket expenses incurred during the tenure of their appointment to the Committee.

Reimbursements for pre-approved out of pocket expenses must be made according to Suicide Prevention Australia's policies and procedures.
- c. The Committee does not have authority to incur, or authorise the incurrence of, any expense or liability, nor a discretionary budget.

16. Conduct

16.1 Attendance

- a. Committee members are expected to take reasonable steps to attend all scheduled meetings of the Committee.
- b. Committee members to provide an apology in advance of a meeting to the Committee Chair and the Secretariat if they cannot attend.
- c. Non-attendance at three consecutive meetings may result in a recommendation for removal from the Committee.

16.2 Code of Conduct

- a. During meetings, debate and discourse are highly encouraged, however Committee members are expected to use respectful, safe, and appropriate language and engage in a reasonable standard of behaviour at all times.
- b. The papers for, and the proceedings of, Committee meetings are to be kept confidential by members.
- c. Committee members are not permitted to speak on behalf of, or purport to represent, Suicide Prevention Australia or this Committee without the express permission of the Committee Chair, in consultation with the CEO.

- d. Committee members, whether acting in an authorised capacity or otherwise, must not act in any way that would disparage or cause reputational or other damage to Suicide Prevention Australia.

17. Meetings

- a. Meetings will be held either in person and/or via tele/videoconference three times a year. Additional meetings may be scheduled by the Committee Chair and CEO when necessary. Where possible it will be aimed to have one in-person meeting per year.
- b. The Committee Chair is responsible for setting meeting agendas and will work with the Committee Secretariat to ensure the agenda is aligned with organisational needs and focus.
- c. Final agendas and meeting papers should, if practicable, be circulated no less than seven calendar days before meetings, ensuring adequate time for reading and preparation.
- d. The quorum for any meeting of the Committee is at least half of the current members and one of these must be the Committee Chair.
- e. Short minutes will be prepared by the committee secretariat, and will document key discussion and decision points, and actions arising including who is responsible for undertaking those actions. Draft minutes will be sent to the Committee for comment not more than ten calendar days following the meeting and after review by the Committee Chair. The minutes will be finalised at the subsequent meeting by resolution of members.

18. Recognition and acknowledgement

- a. Suicide Prevention Australia owns the intellectual property generated by the Committee.
- b. Suicide Prevention Australia will acknowledge the contribution of Committee members to products of the Committee (e.g. by listing names as contributors within documents) where appropriate.
- c. SPA staff will be recognised as participants in the production of products, where appropriate, however will not be recognised as authors on published papers where this has been completed as part of their work role.

19. Dispute Resolution

In the event of any dispute the CEO of Suicide Prevention Australia will make a recommendation to the Chair of SPA after receiving representation from involved parties. The Chair's determination will be final.

20. Review

- a. A review of the effectiveness of committees will be conducted within two years of the first meeting.
- b. The Chair of the Committee and Secretariat will be responsible for initiating the review. The findings of the review and any recommendations arising from it will be provided to the Board and CEO of Suicide Prevention Australia.
- c. These Terms of Reference can be amended at any time by the Board of SPA, and will be reviewed by the Board at least once every three years.

Supporting documents	Related documents and links
SPA Constitution Board & Governance Charter Delegated Authority Policy Risk Management Policy Code of Conduct for Engagements in Suicide Prevention Anti-Discrimination Policy Policy Suite – Travel Policy	SPA Annual Operating Plan and Strategic Plan

Title	Governance Committee Terms of Ref	Administrator	CoSec	DoA approver	Board
Version	Description of amendments	Consultation	Approved by	Date	Review 3y
1	Revision	GC	Board	10 Dec 2016	
1.2	Revision	GC	Board		2020, 2023