



Governance Committee Charter

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1. Purpose

The Board of Cancer Council NSW (Cancer Council) has established a Governance Committee which is responsible for advising the Board on the composition of the Board and its Committees, overseeing the management of legal and compliance risks and the systems established to manage those risks, and advising the Board on appropriate corporate governance standards and Cancer Council policies.

2. Role and functions

The Board has delegated the functions listed below to the Governance Committee in accordance with clause 12.11 of Cancer Council's Constitution.

Governance

- To review/revise Board and Committee Charters to ensure they are appropriate for the good governance of Cancer Council and to meet organisational objectives.
- To consider and review organisational policies and receive reports on the policies operating in Cancer Council.
- To recommend new organisational policies to the Board for adoption.
- To approve amendments to existing organisational policies except where, in the view of the Governance Committee, such amendments reflect a significant change in policy, in which case the amendments will be referred to the Board for approval.
- To provide relevant advice and recommendations to the Board on the Constitution.
- To keep abreast of developments in the corporate governance field and review/assess the corporate governance practices of the Board, recommending any proposed changes to the Board for approval.

Legal and compliance risk management

- To receive reports from management on key legal risks and to assess the internal processes for determining and managing key legal risk areas, including potential litigation and statutory compliance, and to report to the Board on key legal and compliance risks.
- To monitor, with assistance from relevant management, Cancer Council's ongoing compliance with appropriate legislation by:
 - monitoring the legislative compliance register and receiving regular reports from the General Counsel on compliance
 - reviewing the overall effectiveness of policies, particularly those directed at compliance with legal requirements, and
 - reviewing correspondence or reports from regulators on the organisation's operations and management's response.

3. Committee membership

The Governance Committee shall consist of no fewer than three members, including:

- at least two Board Directors

- an external and independent person with relevant expertise in corporate governance.

In accordance with clause 12.12 of Cancer Council's Constitution, all members shall be appointed by the Board, and the Board has power to terminate the appointment of a member at any time.

The Chief Executive Officer, the Chief Operating Officer, the General Counsel and the Company Secretary will attend meetings of the Governance Committee.

Tenure

Members are appointed for a term of three years and may serve three consecutive terms. The Board may approve an extension to a Member's tenure beyond these three terms, if appropriate.

Chair

The Chair of the Governance Committee shall be appointed by the Board from among the members of the Committee. If the Chair is unavailable for a meeting, the Committee may nominate another member to serve as Chair for that meeting only.

Lapse of membership

Membership of the Committee will lapse if a member fails to attend three consecutive meetings of the Committee, unless exceptional circumstances exist. The member will be notified by the Chair in writing that his or her membership has lapsed.

Sub-committees

The Committee may ask members to participate in specialised sub-committees from time to time. These sub-committees may make recommendations to the Governance Committee only.

Remuneration

Members are not offered remuneration. Members may seek reimbursement for expenses legitimately incurred in travelling to attend Committee meetings, with prior approval of the Chair of the Committee.

4. Meetings

The Governance Committee shall meet a minimum of three times a year. The Chair may convene additional meetings of the Governance Committee if, in the Chair's opinion, such additional meetings are necessary. Exceptional circumstances aside, Committee members will be provided with at least five business days' notice of meetings.

Agenda

The Company Secretary will prepare the agenda in consultation with the Chair. In general, the Company Secretary will send the agenda to Committee members at least five days prior to the relevant Committee meeting, unless the meeting has been called with shorter notice.

Quorum

A quorum will be two members.

Voting

Any questions arising at any meeting of the Committee shall be decided by a majority of votes and each Committee member shall have one vote. In the case of an equality of votes, the Chair shall have the second or casting vote.

Attendance by telephone

Members are permitted to participate in meetings of the Committee via telephone or other appropriate technology.

Attendance by non-committee members

The Chair of the Committee will issue all invitations to non-committee members for attendance at Committee meetings through the Company Secretary.

Members of senior management who are not already in attendance at the Governance Committee may be invited by the Chair to be present for all or part of the meetings of the Governance Committee.

Members of management who are in attendance at meetings of the Committee may be asked by the Chair to absent themselves from all or any part of any meeting.

5. Reporting

The Company Secretary will keep minutes of the meetings of the Committee and will circulate the minutes of the meetings to the Chair no later than five working days following the date of the meeting.

The Governance Committee reports to the Board of Cancer Council. The minutes will be tabled at the Board meeting following the Governance Committee meeting along with any recommendations of the Committee.

6. Authority

Access to management

The Board authorises the Governance Committee to:

- (a) seek any information it requires from any employee or volunteer (and all employees and volunteers are directed to cooperate with any request made by the Governance Committee)
- (b) require the attendance of employees and contractors at meetings as appropriate, and
- (c) meet with one or more employees and contractors without the presence of management.

External advice

The Governance Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance (in a non-voting capacity) of external persons with relevant experience and expertise if it considers this necessary.

Any costs incurred as a result of the Committee consulting an independent expert will be borne by Cancer Council; however no member is authorised to commit the organisation to the expenditure of monies on professional advice until first obtaining the approval of the Chair of the Committee to do so. In the event the Chair is

unwilling or unable to provide approval, or that the cost of the professional advice will exceed \$10,000, the approval of the Board must be sought and obtained.