



Governance Committee Charter

**Little Athletics Association
of Victoria Incorporated**

Version 1.3

Registration Number: A0003260D

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GOVERNANCE COMMITTEE CHARTER**LITTLE ATHLETICS ASSOCIATION OF VICTORIA INC****Registration Number: A0003260D****SECTION 1 – TERMS OF REFERENCE****1.1 PURPOSE**

- (a) The Governance Committee ("Committee") is a committee of the Board of Directors ("Board") of Little Athletics Association of Victoria Incorporated ("Association").
- (b) The purpose of the Committee is to assist and advise the Board in fulfilling its statutory and fiduciary responsibilities to its members by developing and implementing the Association's governance framework.

1.2 MEMBERSHIP

- (a) The Committee shall consist of a minimum of three (3) and maximum of four (4) Directors of the Association.
- (b) The members of the Committee must collectively possess the appropriate expertise and powers to perform their function.
- (c) Appointment to the Committee will be for one (1) year or as otherwise determined by the Board.
- (d) A quorum shall be the majority in numbers of Committee members who are Directors.
- (e) The CEO is a mandatory attendee to Committee meetings.
- (f) The Committee may invite other parties to attend the meetings as the Committee sees fit.

1.3 CHAIR

- (a) The Committee shall elect a Chair from one of its Director members.
- (b) Where the Chair is absent from a meeting and has failed to appoint another Director to replace them as Chair for that meeting, the Committee may appoint any Director member of the Committee as Chair for that meeting.

1.4 FREQUENCY OF MEETINGS

- (a) The Chair will call a meeting of the Committee if so requested by the Board, the Chief Executive Officer ("CEO") or any member of the Committee.
- (b) The Committee shall meet as scheduled by the Board and as required.

1.5 SECRETARY

- (a) The CEO shall act as Secretary of the Committee.
- (b) Minutes of each Committee meeting shall be prepared by the Secretary.
- (c) Where the Secretary is absent from a meeting and has failed to appoint another Secretary to replace them for that meeting, the Committee may appoint a staff attendee as Secretary for that meeting.

1.6 AUTHORITY

- (a) The Committee has the authority to obtain all information necessary for the performance of its functions.
- (b) The Committee has the ability to consult independent experts where considered necessary to carry out its responsibilities providing it has sought and received Board approval.
- (c) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

1.7 FUNCTIONS

- (a) The Committee has the following functions:
 - (i) recommend to the Board the purpose, responsibilities and composition of each Board Committee;
 - (ii) set the governance framework for which the Association and Board will operate.

1.8 RESPONSIBILITIES

- (a) The Committee has the following responsibilities:
 - (i) conduct a periodical review of the Board Charter and policy framework and make recommendations to the Board;
 - (ii) conduct a periodical review of the Association's Conflict of Interest Policy and procedures;
 - (iii) conduct an annual review of the governance framework, including Board Committees, their charters and operation to ensure it:
 - remains consistent with the Board's strategic objectives and responsibilities;
 - complies with the Association's legal obligations, ethical standards and core values;
 - aligns with best practice governance principles;
 - (iv) conduct ongoing review of the Board's meeting procedures, including the appropriateness and adequacy of information provided to Directors and make recommendations to the Board;
 - (v) review outside directorships in other organisations held by Directors, CEO and staff;
 - (vi) review all conflict of interest declarations submitted by Directors, CEO and staff.

1.9 REPORTING

- (a) Proceedings of all meetings are to be minuted and signed by the Chair of the Committee. Minutes of Committee meetings will be provided to the subsequent Board meeting.
- (b) An action tracker will be maintained for all Committee action items.

SECTION 2 – CHARTER ADMINISTRATION

2.1 REVIEW AND APPROVAL

Owner	CEO
Effective Date	17 April 2018
Board Approval	17 April 2018
Date of Last Review	17 April 2018
Frequency of Review	Annually
Next Scheduled Review	June 2019
Regulator (if applicable)	N/A
Compliance Mechanism	N/A
Board Committee Review	Governance Committee
Approval Body	Board
Related Policies/Charters	Board Charter Conflict of Interest Policy
Supporting Procedures/ Guidelines	Conflict of Interest Procedures

SECTION 3 - DOCUMENT HISTORY

3.1 VERSION CONTROL

Date	Version #	Action Taken / Updates
13 September 2017	1.0	Initial draft for discussion
8 February 2018	1.1	Incorporate feedback from Manager Strategic Projects, Vicsport as part of LAVic Governance Review Project
28 March 2018	1.2	Incorporate feedback from Board
17 April 2018	1.3	Finalised and approved