

# TERMS OF REFERENCE

## AusTriathlon Governance Committee

### 1. Title

The name of the committee shall be the AusTriathlon Governance Committee (ATGC).

### 2. Purpose

The AusTriathlon Governance Committee (ATGC) has been established by the Board of AusTriathlon (Board) to ensure effective governance and oversight of the organisation, with the primary goal of promoting transparency, accountability and adherence to best practices in governance and to assist the Board to fulfil its obligations.

The committee is governed by and operates in accordance with this Terms of Reference, and the AusTriathlon Constitution.

### 3. Scope

The ATGC is a committee of the Board reporting directly to the Board. The function of the ATGC is to undertake duties as delegated by the Board and provide advice and recommendations to the Board on matters set out in this Terms of Reference. The scope of the ATGC covers strategic matters relating to corporate governance and policies.

### 4. Roles/Responsibilities

The ATGC's roles and responsibilities include:

- Reviewing, developing and maintaining AusTriathlon corporate governance framework, policies and practices to ensure continual improvement and growth towards best practice.
- Review and recommend adjustments or enhancements to the organisation's constitution, governance policies, practices and bylaws as necessary.
- Oversee the prioritisation and preparation of any new Operating Model policies that are the result of reviewing the individual national and state policies.
- Ensure compliance with relevant laws, regulations, and industry standards related to sporting associations and non-profit organisations, paying close attention to obligations related to the Australian Sports Commission.
- Provide advice and recommendations to enhance the effectiveness of the organisation's governance structures including the board of directors and the relationship with any sub-committees.

- Working with the Australian Sports Commission, review the annual processes for board evaluation, director evaluation and effectiveness and provided strategic advice to improvements
- Be engaged at the request of the Board to review or provide advice in regard to conflicts of interests disclosure
- Support the National Integrity Manager with advice to resolve any notable ethics or conduct gaps for directors or committee members
- Undertaking other governance projects as required by the Board.

## 5. Powers

The ATGC has no delegated authority to make decisions or incur financial obligations. The ATGC will provide the Board with recommendations on items within its scope, noting the Board retains the decision-making authority.

## 6. Composition

The committee will comprise a minimum of seven members appointed by the Board:

- Chair (appointed by the Board)
- Two AusTriathlon Directors, one being the Chair of the Board or their nominated proxy
- Two representatives nominated by AusTriathlon Operating Model States
- Up to three additional appointees with skills, qualifications or experience in governance, risk management, human resources or legal matters

The ATGC may advise the Board to engage expert external and/or independent advice, at AusTriathlon's expense, for specific matters under consideration.

The CEO (non-voting) and Company Secretary (non-voting) are considered ex-officio members of the Committee and will play pivotal roles in informing and seeking information from the Committee.

Particular attention will be paid to gender balance and providing as much diversity on the committee as possible whilst focusing on the skills required.

A quorum for the meeting will be by simple majority of the voting members.

## 7. Process of Appointment

All committee members will be appointed via a panel consisting of the AusTriathlon Chair, the Governance Committee Chair and an independent member selected by the two chairs, potentially a representative of the Australian Sports Commission.

Committee nominees representing the Board and the AusTriathlon Operating Model States must be endorsed by their relevant board.

Additional members will be appointed following an open Expression of Interest process, shortlisting and/or interviewing by the aforementioned panel.

## **8. Term of Appointment**

The inaugural committee shall be appointed for a period of two years (post-2024 AGM) with a staggered departure and appointment enacted at that time. Terms can be extended by recommendation of the committee for an additional year to allow for effective rotation.

Each member can undertake 3 x 2 year terms or a maximum of 6 years if undertaking 3 year terms. The Board retains the right to vary these terms to suit the needs of the organisation.

## **9. Meeting Requirements and Voting**

The Committee will predominately meet virtually however the Board may invite face to face attendance at strategic intervals.

The inaugural committee will determine their early pattern of meetings during the establishment phase seeking to regulate these meetings and adjust the ATGC Terms of Reference over time.

Committee members must disclose any interests and manage any conflicts whether real or perceived in accordance with good governance principles.

Matters will generally be decided by consensus or if consensus can't be reached, by a simple majority of votes from the voting members present. In the event of a tied vote the Chair may choose to cast the deciding vote.

Committee members are expected to attend at least 75% of meeting per year.

Meeting agendas and minutes shall be maintained and circulated to the committee members a week prior to the meeting or as close as practical for an urgent matter.

The committee may establish subcommittees or working groups as needed to undertake their work.

## **10. Reporting**

The ATGC will provide the Board with the following:

- The Committee's meeting calendar and proposed work plan within 3 months of establishment and then again at the start of each calendar year.
- Minutes of committee meetings.
- A verbal update from the ATGC Chair at each scheduled Board meeting.
- Board papers, as required, to support the Committee's advice and recommendations.

## **11. Administrative Support**

The CEO shall delegate the appropriate administrative support to the committee. The CEO or delegate will also undertake any operational activities of the committee.

## 12. Review

The committee will review its Terms of Reference on a regular basis or at least annually to provide assurance that it remains consistent with the Board's objectives and responsibilities and continues to reflect current processes. ATGC will provide a recommendation to the Board on any proposed changes.

## Document Control Information

### Policy Information

<b>Policy Contact and Author</b>	CEO Tim Harradine and ATGC Chair	<b>Approving Body:</b>	AusTriathlon Board
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### Document History

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