



R S L N S W

Respecting, supporting and remembering
our veterans and their families

Governance Review Committee Charter

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1. PURPOSE OF THE COMMITTEE

The purpose of this charter is to document the responsibilities, powers, composition and administration of the Governance Review Committee (**Committee**) of the Board of the Returned and Services League of Australia (NSW Branch) (**RSL NSW**).

2. RESPONSIBILITIES

The Committee's responsibilities are to review the governance processes of RSL NSW in order to benchmark RSL NSW against current best practice and to make recommendations to the Board about potential areas for improvement.

The Committee will do this by assessing and monitoring its processes to ensure they are benchmarked against best practice governance.

The Committee may also examine any other matters referred to it by the Board or the CEO. The Committee will act in accordance with any protocol approved by the Board from time to time as being applicable to the Committee's objectives, responsibilities, composition or authority.

If any Committee member has a material personal interest in or an interest by way of a personal or other relationship to any matter being considered by the Committee, then that Committee member must give the Committee and the Company Secretary notice of that interest as soon as that member becomes aware of the interest. Such a notice must give details of the nature and extent of the interest and the relation of the interest to the affairs of RSL NSW.

3. POWERS OF THE COMMITTEE

The Board delegates to the Committee the powers and authority set out in this Governance Review Committee Charter (**Charter**). The Board may make other delegations to the Committee from time to time. This delegation does not relieve the Board of its responsibilities for these matters.

The Committee must exercise the powers delegated to it in accordance with any directions, strategies, objectives or policies of the Board. Recommendations of the Committee shall not be binding on the RSL NSW unless the recommendations are approved by the Board.

The Committee, in performing its functions, may:

- a) request any employee of the RSL NSW to attend a meeting of the Committee;
- b) to the extent permitted by law, access any document, report, material or information in the possession of an employee or external adviser of RSL NSW;
- c) have unlimited access to the senior management of RSL NSW;
- d) through the CEO, obtain reasonable independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by RSL NSW;
- e) direct such persons (or categories of persons) as the Committee determines from time to time, to execute, implement and/or finalise any matter that has been approved by the Committee pursuant to this Charter, in accordance with the Committee's instructions; and

- f) meet any reasonable travel, accommodation or out of pocket expenses incurred by Committee members in attending Committee meetings in accordance with any relevant RSL NSW policy or procedure.

4. COMPOSITION AND MEETINGS

4.1 Membership and attendance at meetings

- a) The Committee comprises at least three RSL NSW Board members in addition to the RSL NSW President, who is an ex-officio member.
- b) The Chair of the Committee is elected by the members of the Committee annually at the Committee's first meeting held after the AGM of RSL NSW.
- c) The Secretary of the Committee is the Company Secretary, or another person nominated by the Chair of the Committee.
- d) The Board appoints and may remove any member from the Committee at any time with or without cause, including the Chair of the Committee. If the Chair is removed, the Committee will elect another member at the next following Committee meeting.
- e) The Committee may invite other people to attend Committee meetings, as it considers necessary, and from time to time request presentations from internal and external advisers at its meetings.
- f) The CEO, the Head of Legal and the Company Secretary may attend all meetings of the Committee, other than those meetings or parts of Committee meetings which are deemed to be closed to management.
- g) The Chair, or the Secretary at the request of the Chair, may invite any of the following to attend a meeting of the Committee:
 - i. any other employee or officer of RSL NSW; and
 - ii. a party external to RSL NSW.

4.2 Quorum

At least fifty percent plus one of the members of the Committee, present in person or by using any technology, will constitute a quorum. The quorum must be present at all times during the meeting.

4.3 Committee papers

Unless directed by the Chair, the Committee Secretary will distribute in advance of a meeting of the Committee an agenda and any related papers to:

- a) each member of the Committee;
- b) the CEO, the General Counsel and the Company Secretary and other members of the management team; and
- c) if requested, to any Board Director.

4.4 Committee minutes

- a) The Committee Secretary will prepare minutes of meetings and have them approved by the Committee Chair.
- b) Minutes of meetings shall be submitted to the next meeting of the Committee.

- c) Minutes signed by the Committee Chair shall be conclusive evidence of the matters recorded in such minutes.

4.5 Meetings

- a) Meetings are held quarterly, and special meetings may be convened as required.
- b) The Committee Chair should consider calling an unscheduled meeting of the Committee if requested to do so by a Committee member or the CEO.
- c) Meetings may be held in person, by telephone or by video conference, or by any combination of these media.
- d) The Secretary takes the minutes of the proceedings of all Committee meetings.

5. COMMITTEE REVIEW

The Committee will review its performance periodically, including to consider whether it is performing effectively and has met the terms of this Charter, and will report the outcome of the review to the Board.

The Committee will review this Charter at least every two years to ensure it remains current to the needs and structure of RSL NSW and recommend amendments to the Board for approval. This Charter may only be amended by a resolution of the Board.

6. REPORTING AND ACCOUNTABILITY TO THE BOARD

The Committee is accountable to the Board for the exercise of the Committee's delegated authority under this Charter. The Committee will:

- a) submit copies of its minutes to the Board for noting;
- b) report to the Board on the exercise by the Committee of its authority;
- c) through the Committee Chair, provide updates and make recommendations to the Board on matters that are within the scope of this Charter; and
- d) through the Committee Chair, promptly bring to the attention of the Board any matters before the Committee that may materially impact the reputation, governance or affairs of RSL NSW.

However:

- a) The delegation of authority under this Charter does not preclude the Board from exercising power or authority in relation to a matter that is within the Committee's delegated authority, if the Board so decides.
- b) In addition, the Committee may at any time, through the Committee Chair, refer any matter that is before the Committee to the Board for consideration (even if that matter falls within the Committee's authority under this Charter to approve).