1. PURPOSE AND SCOPE

This policy replaces previous RACS governance committees’ terms of reference.

The purpose and scope of the RACS Governance Committee are:

- To provide oversight of all aspects of RACS corporate governance in accordance with the RACS constitution and regulations.
- To advise Council regarding the RACS Constitution and RACS governance.
- To advise on governance best practice, education and training for Council and other RACS committees, and support implementation.
- To liaise as necessary with the RACS Risk Management & Audit Committee and others in fulfilling these responsibilities.

2. KEYWORDS

Governance, Constitution, regulations, policies, compliance, risk, Council, appraisal, elections

3. OBJECTIVES

The objectives of the Governance Committee (GC) are:

- To provide guidance that supports good governance of RACS at all levels.
- To assist RACS Councillors to know and fulfil their governance, fiduciary and compliance obligations, as directors of the organisation.

4. DUTIES AND RESPONSIBILITIES

1. To monitor RACS governance documents, structures and processes to ensure they continue to be effective, fit for purpose and align with Fellows’ and community expectations - and recommend changes to Council when necessary.

2. To ensure appropriate ongoing governance education and training is provided to Councillors, and others as required.

3. To ensure Council/Councillors have regular appraisals, that the results are reported, and that agreed recommendations are acted upon, with the aim of continuous improvement.

4. To monitor and provide guidance for the processes for election/appointment to Council, New Zealand National Board, State and Territory Committees, and other RACS committees

5. To advise or assist RACS committees on governance issues or due process

6. To consider governance or compliance issues brought to its attention by Council, Fellows, CEO or others.
5. **POWERS**

   The Governance Committee has such powers and decision-making authority as the Council delegates to it.

6. **COMPOSITION**

   The Governance Committee shall comprise:

   **Voting Members:**
   - Vice President (Chair)
   - Treasurer (Deputy Chair)
   - President
   - An independent advisor with expertise in governance appointed by Council
   - Three Councillors nominated by the Chair, including at least one from New Zealand and one from Australia

   **In attendance:**
   - Chief Executive Officer
   - Chief Operating Officer
   - In-house legal Counsel
   - Manager President’s Office and Council
   - Head of Planning & Development

7. **MEETINGS**

   The Governance Committee shall meet at least annually during a Council week and by teleconference as required.

   A quorum shall be four members, including three Councillors, one of whom shall be an Office Bearer.

8. **REPORTING**

   The Governance Committee shall report directly to Council.

9. **ASSOCIATED DOCUMENTS**

   Constitution
   Governance Charter
   Other governance regulations & policies

---

**Approver**  CEO  
**Authoriser**  Council

---

Authorised By: Council  
Document Owner: CEO  

Original Issue: June 2019  
Version: 1  
Approval Date: June 2019  
Review Date: June 2022