

Governance Committee Charter

QUORUM: A majority of members, including at least one Board member.

FREQUENCY: Minimum 3 times per year

Purpose

This Charter provides a summary of the role and operations of the Governance Committee. It should be read in conjunction with the Statement of Purposes and Rules of Skin Health Institute (SHI) Incorporated.

Role of the Committee

The Committee is responsible for providing advice to the SHI Committee of Management (the Board). The Committee's scope is established pursuant to relevant legislation (and common law duties) and generally involves, but is not limited to:

- Supporting the Board with Strategic Planning, monitoring and evaluation
- Assisting the Board to exercise its responsibilities in relation to governance oversight, systems and processes and strategic risk management
- Supporting the Board in managing the Annual General Meeting, including the drafting of the Annual Report and associated documentation
- Assisting the Board in ensuring compliance with the Statement of Purposes and Rules and other relevant legislative, statutory and ATO requirements
- Managing the appointment and performance of the Chief Executive Officer and Medical Directors – Medical, Research and Education.

Responsibilities

1. Strategic Planning

- Review the current Strategic Plan annually, recommending any variances to the Board as they arise
- Undertake planning for the Strategic Planning process, including the appointment of a Facilitator (as required)
- Ensure that agreed strategies are implemented, monitored and evaluated.

2. Governance Oversight and Reporting

- Review the Statement of Purposes and Rules as necessary and recommend any changes to the Board
- Recommend any changes to governance systems and processes as required

- Monitor and maintain compliance with the Constitution and Rules and other relevant legislative, statutory and ATO requirements
- Manage the Annual General Meeting processes, including membership, drafting of the Annual Report and any associated documentation and processes.

3. Board Structure and Performance

- Maintain an annual nomination process for Board members; establish criteria for Board membership and maintain diversity and skills using a skills matrix
- Advise the Board on the establishment of Committees; their role, structure, membership and delegations
- Make recommendations to the Board on succession planning for Board Members, Committee Chairs
- Recruit, appoint and manage the Chief Executive Officer and the Medical Directors – Medical, Research and Education
- Undertake a Board Effectiveness Survey at least every 2 years
- Report results to the Board annually

In addition, the Governance Committee is to report to the Board any matters which the Committee considers should be brought to the attention of the Board.

Delegations

The Board delegates the following decisions and approvals to the Committee:

- Management of the Board recruitment and nomination process
- Reviewing the performance of the Board and take appropriate action as required
- Reviewing the performance of the three directors (Medical, Research and Education) and make a recommendation to the Board on their remuneration
- Establishing annual key performance indicators in line with the Institute's strategic plan.

In addition, the Chair of the Committee has delegated authority to approve, in conjunction with the President, urgent matters at his / her discretion between meetings of the Committee. Such action is reported to the next meeting of the Committee.

Membership

- Up to five members, three of whom must be Board members
- The Committee Chair must be a Board member
- Quorum is a majority of members
- The Board has the power to co-opt members to the committee as needed, including those external to the SHI.

Meeting Schedule

The Committee shall meet at least 3 times per year and can meet as often as required based on workload and need.