



National Executive Committee Governance Subcommittee Charter

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| Constitution | The Governance Subcommittee is a subcommittee of, and responsible to, the National Executive Committee (NEC) under BY-LAW 6 (d) (ii) of the Royal Charter |
| Description | The role of the Subcommittee is to provide advice to the NEC on all matters pertaining to good governance. |
| Functions | <p>The functions of the Subcommittee are as follows:</p> <ul style="list-style-type: none"> • to provide advice on appropriate governance policies and procedures that <ul style="list-style-type: none"> - Reflect modern practice - Comply with the requirements of the Royal Charter and BY-LAWS of the Scout Association of Australia - Meet all legal requirements. • To review and make recommendations on any desirable changes to the Royal Charter and BY-LAWS of the Scout Association of Australia and to National governance arrangements. • To develop guidelines for the exercise of delegated powers and duties and monitor the exercise of any such delegated powers and duties. • To assist in the promotion of good governance arrangements at all levels of the Scout Association of Australia. |
| <p>Membership. The Subcommittee should consist of a minimum of 5 members including a person under 26 years of age</p> <p>In accordance with BY-LAW 6 (d) (ii) the membership of the Subcommittee shall include at least one member under the age of 26 years</p> | <p>The membership of the Subcommittee should be expertise-based and encompass areas of expertise such as:</p> <ul style="list-style-type: none"> • Law. • Company and incorporated body procedures. • Risk management. • Management of Not for profit organisations <p>Members shall be appointed by the NEC for a two-year term and shall be eligible for re-appointment.</p> |
| Chairman | <p>The Chairman of the Subcommittee:</p> <ul style="list-style-type: none"> • Shall be a member of the NEC or as otherwise approved by the NEC. • Is responsible for giving notice of meetings, developing meeting agendas and chairing all meetings of the Subcommittee. • Shall provide a written report of significant findings and recommendations of the Subcommittee to the NEC following each Subcommittee meeting. |
| Meetings and Procedures | <p>The Subcommittee shall meet and regulate its meetings and proceedings as it may think, subject to the following provisions:</p> <ul style="list-style-type: none"> • A meeting quorum shall be half the subcommittee membership plus one. • Decisions shall be made by majority vote and, in the event of an equality of votes, the chairman shall have a casting vote. • Non-members may be invited to attend meetings and contribute to discussions, but shall not have voting rights. • Minutes shall be taken of all meetings and record those present and all resolutions adopted. • The Subcommittee shall meet quarterly or as required. |

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| Delegated authority | <p>The Subcommittee shall have the authority to seek any information it requires necessary to achieve its functions, including the seeking of independent advice, but does not have authority to spend monies without prior authorisation of the NEC.</p> <p>The Subcommittee does not have the authority to make decisions on behalf of the NEC other than where a specific delegation of authority has been made.</p> |
| Reporting and Performance Assessment | <p>The Subcommittee shall provide regular reports to the NEC of its activities and decisions. The Subcommittee shall prepare an annual work program and undertake an annual performance evaluation of its achievements.</p> |

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