

GOVERNANCE COMMITTEE – WORK PLAN – 202

Duties	Associated Tasks	Proposed Timeline		Current Status (in August 202%)
		Start	Due	
<i>Working with other Board Committees</i>	<i>Where relevant the Governance Committee will work in unison with the SE committee [eg Constitutional review] and the ARC [eg risks relevant to governance]</i>			
Review Board Constitution and Statement of Purpose	Review Constitution in line with 3-year Strategic Plan cycle. Provide advice to Board on relevance of Constitution and stated Co. purpose.	Jan 202	Nov 202	Current Constitution created in 2017. High-level review with regard to mission and purpose in 2020
Review all Board Committee Terms of Reference – for consistency of structure and process	GC to review all Board Committee ToR (timed with the Strategic Plan update) after preliminary draft ToR created by relevant Committee			2020 review completed in Dec 2020 for utilisation in 2021
Review and monitor key Board functions including Board member roles and responsibilities	Review committee membership for all Board Committee's (in line with strategic process)	Dec 202		202 review completed in Nov 202
Review Board Charter, Codes of Conduct and Conflict of Interest policy	Review of Board Charter Review of Board Code of Conduct – Vic Public Service Code of Conduct	April 2021	-	B Charter due for review 2021 [adopted in Dec 2018] Conflict of Interest completed Dec 2019
Review Board policies and procedures	Establish a framework + Guidelines to review Board policies + procedures. Establish a program for Board policy review [including gap analysis of current vs desired policies] and implement program.	June 2018	ongoing	Framework + Guidelines still work in progress See GC Action Table Outstanding
Oversee status, implementation + maintenance of Board member induction processes and mentoring scheme	GC to review/oversee Board member induction process annually [Board Induction Manual – see next item] GC to obtain/consider feedback from inductees to refresh/update Induction Manual and process	July 202	March 2021 ongoing	Review to be undertaken with new directors in Feb 2021 – item on April 2021 Agenda Note - Mentoring scheme hasn't happened in past couple of years
Oversee status and maintenance of Board Induction Manual and Board Portal	Board Induction Manual – review + oversee manual updates Review Board Portal – review + oversee portal updates	March 202	Updated September 2020 To be reviewed again in 202	Updated Induction Manual in place for recent Board recruitment. To be reviewed in light of feedback from 202 New directors. h to be reviewed again with Board for effectiveness and user-friendliness in 202
Oversee status and implementation of ongoing member education program	GC to identify ongoing education needs of Board – in alignment with strategic plan and current director skills. To include internal/external training + mentoring program + induction. Records of activity to be kept and survey to determine effectiveness.	Now?	ongoing	Education to respond to: <ul style="list-style-type: none"> • outcomes of 202 Board review • skills matrix • outcomes of Board Induction

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Monitor Board member composition and succession planning	GC to maintain currency of Board Skills Matrix. “Living” Board skills matrix being used GC to review Board succession plan. GC to make recommendations to the Nom + Remuneration Committee <ul style="list-style-type: none"> new director appointment in 202 [Ouggested change to Constitution to reflect practice]	Now	ongoing	“Living” Board skills matrix was adopted in early 2019 Succession Plan for Board Chair + process for appointment completed in 202 Consider in Constitution review
Oversee Board evaluation process	GC to establish policy/process for Board evaluation, to include: <ul style="list-style-type: none"> evaluation of Board Committee performance assessment of evaluation processes evaluation of Chair / individual directors GC to initiate board evaluation for process for 202	Jan 202	Oct 202	3-year cycle B Eval – more indepth process deferred to 2021
Oversee corporate and ethical culture	GC to establish approach/means to measure organisational culture GC to oversee employee satisfaction survey [or other relevant organisation surveys]	May 202	September 202	People & Culture survey [Best Practice Australia] – results tabled/discussed at June 202 Board meeting Work on org culture to be done
Advise and make recommendations to the Board in relation to matters involving Board and organisation governance.	Advise/recommend to Board governance practices that will positively impact on strategic objectives [or otherwise] Refer governance articles etc of relevance to Board members out of session – to be ‘filed’ in h – establish process to do this + means of notifying Directors	Ongoing March 202	Early 202 actioned	Action items in Board Minutes identify referral to Gov Committee Are articles relevant to Board being filed on Board Portal by CoSec
Oversee processes to deal with director breach of director governance rules or director duties	Develop processes for: <ul style="list-style-type: none"> investigating allegations of director breach / bad behaviour recommendations for Board determination 	June 202		Identify what Constitution and other Board Governance Documents say about this. Not progressed
Scope of the Company Secretarial role	Review current company secretary role insofar as it relates to the Board. Input into company secretary role description during employment life-cycle.	202	Completed in 202	Cosec role was defined in 2020 Administrative side of role being done by CEO Exec Assistant
Horizon scanning for Board governance	GC to monitor changes in state/national policy for all matters affecting governance GC to monitor developments in contemporary governance practice and advise on good board governance practices and implications for the Board and Management’s strategic initiatives.	ongoing	ongoing	Circulate to Board as Ds come across things File in h