



## WPWAI GOVERNANCE, RISK & NOMINATIONS COMMITTEE

### TERMS OF REFERENCE

#### 1. ROLE

The purpose of the Governance, Risk & Nominations Committee (GRNC) is to assist the Board in managing WPWAI's internal governance and risk management.

The existence of the GRNC does not relieve Board members of their responsibilities for these matters.

#### 2. FUNCTIONS

The GRNC will be responsible for the following functions:

##### I. Governance

- Assess the effectiveness of, and compliance with WPWAI's governing documents including the Constitution and Board Charter and make recommendations to the Board on improvements.
- Advising on good governance practices and its implications for the Board and WPWAI's strategic initiatives.
- Develop and implement a schedule and process for the ongoing review of WPWAI's policies and procedures.
- Being available to receive reports of, investigate, discuss and make recommendations in respect of breaches or suspected breaches of Board Policies.
- Providing a statement of governance practices for publication in the Annual Report, as required.
- Oversee the application of the Delegated Authority Schedule (in conjunction with Audit and Finance Committee).
- Advise on conflicts of interest that may arise within WPWAI, including conflicts arising between Board members, employees, the GM, members, volunteers or other stakeholders.

##### II. Board Composition and Succession Planning for Directors

- Review the Board's composition to ensure it has the appropriate skills, knowledge, experience, independence and diversity to assist in the achievement of the organisation's vision and goals.
- Seek nominations from suitable candidates in accordance with the WPWAI Constitution.
- Recommend that the Board fill Appointed Director positions or causal vacancies with candidates identified by the GRNC.
- Recommend to Association Members those candidates identified as suitable by the GRNC for Board elections.
- Consider succession planning for Directors in view of the present and likely future needs of WPWAI and the skills and knowledge required to meet those needs.
- Develop, and recommend to the Board the process by which the performance of the Board, its Committees and Directors are annually evaluated, and report annually to the Board on the overall performance evaluation of the Board and Executive succession planning in place.



## I. Risk Management

- Review the WPWAI Risk Management Framework annually, making recommendations to the Board.
- Review and make recommendations to the Board in relation to any significant risk identified to the organisation.
- Monitor the effectiveness of internal control processes to ensure there are appropriate controls in place for any risk that may have a significant impact on the organisation.
- Ensure that the Board identifies, evaluates and manages its governance risks.
- Ensure that the Board and GM actively engage in the identification and review of strategic risks.
- Enhance awareness of risk management throughout WPWAI, including the Board and Board Committees.

The GRNC is responsible for reporting to the Board on all relevant matters relating to this Terms of Reference, enabling the Board to take any necessary decisions and/or actions. The GRNC may also be required to provide advice to the Board on specific matters that the Board has referred to it for consideration and advice.

## 3. MEMBERSHIP

The GRNC will consist of no less than five (5) members appointed by the Board.

- I. At least one (1), but no more than two (2) Board members
- II. A maximum of five (5) other appointments made by the Board

For the avoidance of doubt, GRNC members are not required to be a member of WPWAI. The WPWAI General Manager shall be appointed as secretary of the GRNC.

## 4. APPOINTMENT

Members of the GRNC shall be appointed within the following guidelines:

- I. Member appointments to the GRNC shall be effective for two years.
- II. Where a Board member's tenure of appointment to the Board expires prior to that of the GRNC, the appointment will be for the Board member's natural term.
- III. The Chair of the GRNC will be recommended by the GRNC members and forwarded to the WPWAI Board for endorsement.
- IV. The Chair of the Board may be a member of the GRNC, but not the Chair.

## 5. MEETINGS

- I. The GRNC shall meet quarterly (as a minimum).
- II. A quorum will be three members of the GRNC. In the absence of the Chair, the remaining members of the GRNC will elect one of their number as Chair of the meeting. The GRNC Chair shall not have a second or casting vote.
- III. Meetings will be held as determined by the Chair of the GRNC, with members being given at least seven (7) days' notice of the meeting.
- IV. Agendas and supporting documentation are to be made available to GRNC members by the last day of the week preceding the meeting.
- V. GRNC meetings must be minuted, and the minutes made available to the Board at its next meeting following the meeting of the GRNC.



## 6. CONFIDENTIALITY

All business of the GRNC is confidential and must be treated as such. Members are not to disclose any confidential information to anyone outside the GRNC and are to treat this material with the utmost care and discretion.

## 7. CONFLICTS OF INTEREST

The guidelines set out in the WPWAI Board Charter or approved by the Board from time to time relating to declaring and dealing with conflicts of interest at a Board level will apply to the GRNC.

Appointed members of the GRNC are not eligible to nominate for election or appointment to the WPWAI Board during their time as a member of the GRNC.

If a current WPWAI Board member is appointed to the GRNC, this Board Member is not eligible to nominate for election to the WPWAI Board during their time on the Committee.

## 8. TERMS OF REFERENCE CHANGES

The Board may make changes to these Terms of Reference at any time.