# <insert committee name> Sub-Committee Charter

*The purpose of a sub-committee charter is to clearly define the respective roles, responsibilities, and authorities of the Board sub-committee. Although each charter will be different, this template is indicative of matters that may be included but should not be seen as required or exhaustive.*

**Purpose**

The <insert committee name> Sub-Committee (the **Committee**) appointed by the Board of <insert organisation name> assists the Board in fulfilling its oversight responsibilities relating to:

* ; and
* .

The duties and responsibilities of the Committee are set out in **Appendix A**. The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

**Authority**

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this charter to:

* perform the activities required to address its responsibilities and make recommendations to the Board;
* select, engage, and approve fees within the delegated authority set by the Board for any professional advisers that the Committee may require to carry out its duties;
* require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
* have unrestricted access to management, employees and information it considers relevant to its responsibilities under this charter.

**Membership**

The Committee shall comprise at least three, and not more than five, members. The Board, usually on the recommendation of its Nominations Committee (or equivalent), will appoint Committee members and the Committee Chairperson. At least one member of the Committee shall be an independent individual.

Committee member rotation is encouraged.

<insert organisation name> may provide a Committee Secretary, if requested by the Committee.

**Chairperson**

The Board shall appoint one of the Committee members to be the Committee Chairperson. The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

**Meetings**

The Committee should meet at least X times per year and participants may attend by video conference and/or teleconference. The Committee Chairperson or any Committee Member may call a meeting of the Committee. Committee Members shall declare any conflict of interest before the commencement of each meeting.

**Meeting Attendance**

Any person may be invited by the Committee Chairperson to attend meetings of the Committee, but not necessarily for the full duration of the meeting. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights. A standing invitation shall be issued to the CEO.

**Quorum and Voting**

A quorum must consist of more than half of the members of the Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson shall not have a second or casting vote.

**Minutes**

The Committee Secretary or delegate must prepare the minutes of the Committee within seven (7) working days. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members. The minutes must be ratified at the next Committee meeting.

**Conflicts of Interest**

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

**Reviews**

The Committee will review at least annually this Committee charter and recommend to the Board for approval any appropriate amendments.

The Nominations Committee will at least annually review the performance of the Committee.

**Reporting**

The Committee will provide minutes to the board subsequent to each Committee meeting.

## Appendix A – Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

* 1. *X*
* X
  1. *Board requests*
* Perform any other duty or undertaking that the Board may request from time to time.
  1. *Reporting*
* The Committee chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

