



# Governance & Ethics Committee Charter

## DOCUMENT CONTROL

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Version 1.0	November 2015	Draft
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# GOVERNANCE & ETHICS COMMITTEE CHARTER

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*(Approved by the Board on 6 August 2016.)*

## 1. INTRODUCTION

The purpose of the charter is to document the objectives, responsibilities, and administration of the Governance & Ethics Committee ("the Committee") which are delegated to the Committee by the Australian Institute of Project Management' ("AIPM") Board ("the Board").

## 2. OBJECTIVES

The objectives of the Committee are to assist the Board to discharge its corporate governance responsibilities to exercise due care, diligence and skill in relation to:

- (i) Oversight of human resource and governance strategies to foster quality management practices;
- (ii) The setting of key performance areas for the Chief Executive Officer ("CEO") and the regular review of the CEO's performance;
- (iii) Oversight of management and staff remuneration and benefits to recognise contributions to the organisation by staff and to reward these appropriately;
- (iv) Oversight of staff policies and procedures,
- (v) To determine the pipeline of nominees for election to the Board, by identifying and recommending the process for selecting candidates to fill vacancies or for the appointment of Independent Director/s,
- (vi) Consulting with Chapter Councils on nominees for the role of Chapter and Congress Board representatives;
- (vii) To oversee and make recommendations to the Board on any breach or alleged breach by Members of the Constitution, Code of Conduct or relevant governance requirements; and
- (viii) Oversight of compliance with applicable laws and regulations.

## 3. RESPONSIBILITIES

- (a) The Committee examines any matters about the governance of the AIPM and reviews and makes recommendations to the Board in relation to AIPM governance processes, Board and Committee Renewal and Code of Ethics frameworks and practices.
- (b) The main duties and responsibilities of the Committee are:

### **3.1 Oversight of Human Resources**

The main duties and responsibilities of the Committee with respect to Human Resources:

- (a) satisfy itself that effective systems of human resources, performance management and remuneration are established and maintained;
- (b) ensure the Board has set the Key Performance Indicators (KPIs) for the CEO;
- (c) that the Board (through the Chair) has reviewed the performance of the CEO annually;
- (d) review and make recommendations to the Board on the remuneration and benefit strategies for the CEO and his/her direct reports and staff;

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- (e) review and confirm the methodology used to assess staff performance, remuneration and associated benefits including any short-term incentives;
- (f) satisfy itself of the existence, currency and adequacy of human resources policies and procedures, including superannuation, diversity, work health and safety and code of conduct.

### ***3.2 Oversight of Board and Committee Renewal***

The Committee's responsibilities with respect to Board and Committee Renewal are to determine that an appropriate and transparent process is in place for effective succession planning and renewal for the Board, Board Committees, Chapter Congress and Councils:

- (a) Annually evaluate and report to the Board on the performance and effectiveness of the Board, its Committees and individual Directors in order to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Members of the organisation;
- (b) Annually present to the Board a list of individuals recommended for nomination for election to the Board as Independent Directors and for appointment to the Committees of the Board (including this Committee);
- (c) Provide guidance to the Chapters on the role and capabilities required for Congress elected Board Representatives;
- (d) Assist in identifying, interviewing and recruiting candidates for the Board, Board Committees with a view to achieving an appropriate balance of skills, knowledge, experience, independence;
- (e) Annually review the composition of each Board Committee and present recommendations for Board Committee memberships to the Board as needed;
- (f) Develop, periodically review and recommend to the Board appropriate revisions to the AIPM governance framework and supporting documents.

### ***3.3 Oversight of Code of Ethics***

The Committee's responsibilities with respect to the Code of Ethics are to determine that an appropriate and transparent process is in place for effective disciplinary hearings and reviews of breaches by Members of the Constitution, supporting documents or Codes of Conduct:

- (a) To hear, report and make recommendations to the Board on any reported breach or alleged breach by members;
- (b) Act where appropriate as the Disciplinary Hearings Committee.

### ***3.4 Other***

The Committee also examines any other matters referred to it by the Board.

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## 4. ADMINISTRATION

### 4.1. *Membership and attendance at meetings*

- (a) The Committee comprises at least (3) Members (all of whom are Members of the AIPM):
  - (i) the Chair of the Committee who is a Director of the Board, appointed by the Board; and
  - (ii) at least two (2) other Members of Institute nominated by the Board.
- (b) A quorum of the Committee is any two (2) members of the Committee.
- (c) From time-to-time, the Committee may invite other people to attend Committee meetings as it considers necessary.
- (d) The secretary of the Committee is a person nominated by the Committee Chair (“the Secretary”).

### 4.2. *Meetings of the committee*

- (a) Meetings are held not less than twice a year, and special meetings may be convened as required to fulfil the Committee’s Responsibilities.
- (b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media.
- (c) The Secretary, or other person nominated by the Committee Chair, takes minutes of the proceedings of all meetings of the Committee.

### 4.3. *Authority*

- (a) The Committee has no executive power over its findings and recommendations.
- (b) The Board authorises the Committee, within the scope of its responsibilities, to:
  - (i) seek any information it requires from any employee or external party;
  - (ii) obtain outside legal or other independent professional advice; and
  - (iii) request the attendance of any external party with relevant experience and expertise.

### 4.4. *Board reporting*

The Chair of the Committee reports to the Board after each meeting of the Committee. The report should cover the findings and recommendations of the Committee. The minutes of each meeting will be circulated to the Board as soon as practicable.

### 4.5. *Review of charter and composition*

The Board annually reviews the composition of the Committee and approves the Committee charter.