

1. PURPOSE

The Governance Committee assists the Board to discharge its duties and responsibilities. These relate to the overall governance framework of Heli-Rescue Tasmania Ltd (HRTL); corporate, Board and director governance processes; HRTL's strategic framework; stakeholder governance; legal matters; human resource matters and corporate culture.

2. AUTHORITY

Unless otherwise delegated or directed by the Board, the Governance Committee's authority is limited to providing advice, review and recommendations to the Board.

To meet its responsibilities, the Governance Committee is also authorised to:

- Require the attendance of staff and other guests at its meetings as appropriate;
- Have unrestricted access to staff and relevant company information;
- Meet at any time without staff present; and
- Engage independent external specialist and advisors as necessary, and advise the Board accordingly.

3. COMPOSITION

The Board will appoint members of the Committee and determine their length of terms.

The Committee will comprise:

- A minimum of three independent, non-executive directors of HRTL, one of whom will be appointed as chair of the Committee;
- Any other members as the Board determines, whether directors or specialist external members.

Collectively, the Committee will comprise members with skills and knowledge relevant to its portfolio of responsibilities.

4. MEETINGS

The Committee will meet up to 4 times each year, with further meetings convened when necessary. The Committee will aim to schedule its meetings at least two weeks before a Board meeting to enable timely reporting to the Board.

As long as they comply with HRTL's Constitution, meetings may be conducted electronically as necessary.

A quorum shall comprise more than half of the appointed members. If the Committee comprises members who are not directors of HRTL, the quorum must include at least two HRTL directors.

In the absence of the Committee Chair or an appointed delegate, the remaining committee members will elect one of its members in attendance to chair the meeting.

- **Voting**

Each Committee member has one vote. If a vote is tied, the Committee Chair will not have a casting vote in addition to that person's vote as a committee member.

- **Meeting attendees**

Staff members have a standing invitation to attend Governance Committee meetings other than those meetings deemed "committee members only".

Any director of HRTL is welcome to attend Committee meetings as an observer by contacting the Committee Chair.

- **Agenda and meeting papers**

The Committee Chair will approve the meeting agenda before the meeting pack is prepared and approve the meeting pack before it is distributed to members.

The Committee prefers that the meeting pack is distributed at least seven days before a meeting, but at minimum, distribution should allow a weekend for members' reading and consideration.

Meeting papers will be retained permanently in a secure manner that meets HRTL's obligations under the *Corporations Act 2001* (Cth).

- **Minutes**

The appointed minute taker will ensure minutes and action lists are prepared for review by the Committee Chair within 7 days of the meeting. The Committee Chair will authorise draft minutes to be circulated promptly to Committee members and filed in the Committee's Minutes Register within 30 days of each meeting.

5. RESPONSIBILITIES

The Committee will review and provide advice to the Board regarding its portfolio of responsibilities. Its initial workplan will include the following projects:

- Oversee the Board's skills mix, composition, director rotation, succession planning and performance evaluation process;
- Plan and prepare for the induction of new directors, ongoing director education and the process of director evaluation;
- Develop and monitor HRTL's corporate governance framework and support its effective implementation;
- Develop and monitor efficient governance and administrative processes to enable the Board to meet its duties and support their effective implementation;

- Oversee the preparation for and processes to support the Annual General Meeting and the Annual Report, noting that the Finance and Risk Committee is responsible for preparing and reviewing the financial statements;
- Develop and monitor HRTL’s policy framework and support its effective implementation;
- Develop and monitor a delegation policy and support its effective implementation;
- Monitor and review policies that fall within the Committee’s responsibilities;
- Monitor and review risks that fall within the Committee’s responsibilities;
- Develop and monitor HRTL’s strategic framework;
- Develop and monitor governance processes that relate to HRTL’s engagement and interaction with its key stakeholders;
- Develop and monitor HRTL’s desired culture;
- Develop and monitor effective human resource and management remuneration practices that align with HRTL’s desired culture;
- Review legal and contractual matters as directed by the Board;
- Other matters as directed by the Board.

6. REPORTING

The Committee will develop a work plan when it first convenes and table this with the Board.

The draft minutes of each Committee meeting will be tabled at the next Board meeting if that meeting is at least two weeks after the Committee meeting. If the next Board meeting is less than two weeks away, the minutes will be tabled at the following Board meeting.

When draft minutes cannot be provided to the next Board meeting, the Committee Chair will provide a verbal report to the Board.

As appropriate, relevant papers will be submitted to the Board for decision making or to support the Committee’s advice and recommendations.

7. REVIEWS

In deciding to establish the Governance Committee, the Board envisaged it may be a temporary committee. Accordingly, the Committee will review its progress and any need for it to continue, and report to the Board either at the end of its agreed work plan or at the end of its first year, whichever comes sooner.

In reporting to the Board, the Committee will review its Charter and recommend any changes if it identifies the need to continue the Committee.

CHARTER	VERSION: 1
APPROVED BY THE BOARD: 21 October 2019	NEXT REVIEW DATE: October 2020
UNCONTROLLED WHEN PRINTED	