



# QRA Governance Committee Charter

## Purpose

The QRA Governance Committee (the '*Committee*') is appointed by the board to ensure that the QRA's Board of Directors is functioning appropriately and efficiently.

The *Committee* is primarily concerned with advising, and providing recommendations to the Board of Directors, rather than those of the QRA, though both groups will usually be in frequent contact with the Executive of the QRA.

The *Committee* will function in accordance with current version of the QRA Rules.

## Membership

The makeup of the *Committee* shall be as follows:

- Three representatives, from those people nominated by the Zone representatives who may be QRA Members;
- Two external non members (by invitation); and
- One Board member

## Tenure

Governance Committee members shall be appointed by the Board for a term of up to three (3) years, or less by mutual agreement.

## Criteria

As with all governance positions within QRA, we seek diversity. Members of this committee should demonstrate one or more of the following:

- Completion of an appropriate Governance course
- Work experience in an industry with significant compliance standards
- Past experience on Boards, Advisory Committees or Senior Government employees

## Authority

The committee shall have the authority:

- To recommend persons as candidates to the Members at an AGM for election as Board Members;
- To recommend persons as candidates to the Board for Association Executive positions;

## Responsibilities

The committee is responsible for advising and making recommendations to the board regarding:

- Governance policies, processes, and relevant charters;

- Board compliance to the Association Rules and relevant statutory and regulatory requirements;
- Develop and implement a succession plan for Board Directors and Association Officers;
- The nomination, selection and remuneration of Directors and Executive Officer;
- Board and director professional development;
- Board and director performance evaluation framework.

The *Committee* will report its activities back to the Board at least on a quarterly basis.

### **Meetings**

The committee will meet at least quarterly and more often as needed.

A majority of the *Committee* members shall constitute a quorum.

The *Committee* chair may invite any Director, Officer, staff member, expert or other advisor who isn't a member of the *Committee* to attend, but these individuals have no voting power.

The *Committee* chair may seek secretarial support.

The *Committee* will review its charter at least annually and recommend any proposed changes to the Board for review.

### **Summary**

Role	Elected/Appointed by	Voting Rights
Board Member	Board	Yes
Individuals (3)	Zone Representatives/Board	Yes
Non Member (2)	Board	Yes
Secretary	Board	No

### **Applicable reference to QRA Rules**

#### **30 Governance Committee**

- 30.1 The *Governance Committee* shall be appointed by the Board.
- 30.2 The *Governance Committee* shall comprise at least one *Board Member* and at least one individual appointed in accordance with rule 30.3
- 30.3 A maximum of three members of the *Governance Committee* shall be nominated by the *QRA Zone representatives*.
- 30.4 The majority of *Governance Committee* members shall not be *Board Members* or employees.

## Revision History

Version	Date	Description
0.01	23.01.2020	Initial draft charter
0.05	27.01.2020	EO review
0.05	07.02.2020	Approved by QRA Board – meeting 7/2/20
0.06	27.02.2020	Wording change to EO/Secretary to clarify
0.07	25.06.2020	Amendment to responsibilities (adherence to policy)
0.08	14.04.2020	Criteria for selection to the committee, summary table, reference to QRA Rules
0.09	06.11.2021	Refine criteria, membership, secretarial support
0.10	20.01.2023	Charter review and update