



# QRA Governance Committee Charter

## Purpose

The QRA Governance Committee (the '*Committee*') is a group of individuals tasked with ensuring that the QRA's Board of Directors is functioning appropriately and efficiently, and that the QRA governance structures are fit for purpose.

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 following is a list of responsibilities of the *Committee*:

- Develop and implement a system of review for the ongoing performance of the Board, including adherence to Policies;
- Periodically review QRA policies and governance structures, in accordance with the workplan, to ensure they remain fit for purpose;
- Review and recommend changes to QRA policies and procedures to ensure governance compliance;
- Review the succession plan for Board Directors and Association Officers, as developed by the Board;
- Develop and recommend a governance training plan for Board Members, Association Officers and others as required;
- Review applications for Board and Executive positions and provide recommendations to the Board;
- Annually review and recommend any pay/condition changes for paid officers of the Association; and
- Respond to QRA governance matters as requested by the Board.

The *Committee* will report its activities back to the Board at least on a quarterly basis and give feedback on Board performance as required.

### Chair

The *Committee* shall elect a Chair who will preside over meetings, ensure orderly conduct of business, and act as the primary liaison between the Committee and the Board.

The term of the Chair will nominally be for a period of 12 months, and the position shall be declared vacant and a new Chair elected, as the last agenda item of the first meeting of the Committee in any calendar year. In the event the Chair resigns or is removed by a majority vote of the *Committee* the Board Member on the Committee shall assume the role of Interim Chair. The Interim Chair shall call a meeting of the Committee no later than 30 days following the Chair resignation or removal for the sole purpose of electing a replacement Chair. The term of the replacement Chair shall continue until the first meeting of the next calendar year.

Any current member of the *Committee*, other than a Board Member, Secretary or an employee of the QRA, may be nominated for Chair.

Nominations for Chair shall be made by a *Committee* member and be seconded by another member. The *Committee* members shall elect the Chair with each member present at the meeting having one vote. A simple majority of votes cast shall determine the elected Chair.

The elected Chair appointment shall be ratified by the QRA Board at its next meeting following the election.

**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

<b>Version</b>	<b>Date</b>	<b>Description</b>
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	12.09.2025	Election of Chairman and general revisions.
0.11	16.05.2026	Election of Interim chair