

## Governance and Culture Committee Charter

### 1. Introduction

The Governance and Culture Committee Charter has been approved by the auDA Board (the Board). It sets out the procedures and responsibilities of the Governance & Culture Committee (the Committee) and is consistent with rule 8.3 ('Terms of delegation') and 8.4 ('Proceedings of committees') of auDA's Constitution. It also supports the work of the auDA Foundation Pty Ltd Board.

### 2. Purpose

The Committee provides oversight and advice to assist the Boards to fulfil their responsibilities on matters relating to governance and culture at auDA. This extends to auDA staff, auDA Board Advisory Committees, the Nominations Committee and Licence Review Panel.

### 3. Composition

- 3.1 The Committee will comprise at least three (3), but not more than five (5) Board Directors.
- 3.2 The Chair of the auDA Board will be an Ex Officio member of the Committee.
- 3.3 The Chair of the Committee:
  - a) Must be appointed by the Board
  - b) Must not be the Chair of auDA Board or Foundation Board.
- 3.4 The Board will review the membership of the Committee at least once every two (2) years, or as necessary when vacancies arise from time to time.

### 4. Responsibilities

The Committee is responsible for the following activities and other actions related to the Committee's purposes as may be assigned by the Boards:



## **4.1 Governance**

- a) Review and make recommendations to the Board on auDA's governance architecture including the Constitution, Terms of Endorsement, Board Charter, Board Skills Matrix, Nomination Committee Charter and Corporate Governance Statement.
- b) Assist the Board with governance related matters as required.
- c) Assist the Board with the Social and Governance elements of ESG under the auDA Sustainability Framework.

## **4.2 Culture**

### **4.2.1 Board Policies**

- a) Review, and where appropriate recommend to the Board, amendments to auDA Board policies relating to governance, people and culture
- b) Review and assess the effectiveness of auDA's policies and procedures for providing a safe and healthy workplace for staff and contractors and those who may be affected by its activities (including mental health).

### **4.2.2 Performance and Remuneration – CEO, Company Secretary & Senior Management**

- a) Review and make recommendations to the Board on auDA's overall remuneration framework, strategies, policies and practices, including monitoring the remuneration arrangements and outcomes for the CEO and Senior Management
- b) Assess and make recommendations to the Board on performance and remuneration of the CEO, Company Secretary and Senior Management<sup>1</sup>

### **4.2.3 Culture, Human Resourcing and Staff Performance**

- a) Oversee auDA's culture and the effectiveness of management's initiatives to instil and reinforce auDA's values and compliance with auDA's Code of Conduct
- b) Liaise with the Security & Risk Committee on Governance and Culture risks and compliance with regulatory requirements
- c) Review and make recommendations to the Board on human resourcing strategies
- d) Review systems that support auDA's people management, ensuring they are fit for purpose.

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<sup>1</sup> For the purposes of the Committee's work, 'Senior Management' refers to the Executives who report directly to the CEO and any other members of the management team the Board or the Committee determines should be subject to its supervision.



#### **4.2.4 Talent and Succession Planning**

- a) Review and make recommendations to the Board on:
- Senior Management succession plans and talent development plans
  - Capability of critical executive roles, together with auDA's overall capability needs.

#### **4.2.5 Health, Safety and Wellbeing (HSW)**

- a) Make recommendations to the Board on the strategic direction, policy and risk management in relation to HSW including areas of focus and any new or emerging risks
- b) Encourage continual improvement and best practice in HSW performance through leadership and innovation.

#### **4.2.6 Diversity and Inclusion**

- a) Review and make recommendations to the Board on:
- policy in relation to diversity and inclusion
  - measurable objectives for achieving diversity and inclusion
  - progress in achieving the measurable objectives and whether there is any gender or other bias in remuneration for employees.

#### **4.2.7 Directors' Remuneration, Travel and Expenses**

- a) Review Directors' remuneration to ensure it is appropriately benchmarked against equivalent organisations
- b) Develop and review policies and procedures related to Directors' Travel, Expenses and Professional Development.

#### **4.2.8 Other**

- a) **Outside Directorship Requests**
- Review requests from the CEO, Company Secretary or Senior Management to become a director of a company that is not a family or private investment company.
- b) **Liaise with the Nomination Committee** regarding:
- Director selection
  - Reviewing the board skills matrix



- Assisting the Board to assess Board performance, and the performance of Board committees and individual Directors
- Reviewing the induction process for new Directors
- Developing and reviewing a professional development program to ensure Directors have the opportunity to develop and maintain the requisite skills and knowledge.

**c) Licence Review Panel**

- Oversee the appointment, induction and ongoing support of the Licence Review Panel members.

**d) Board Advisory Committees**

- Oversee the appointment, induction and ongoing support of the auDA Board Advisory Committees (Technical Advisory Standing Committee, General Advisory Standing Committee and the .edu.au Advisory Committee).

## **5. Terms**

- 5.1 The Committee members shall be subject to the terms applicable under the Constitution of auDA.

## **6. Meetings of the committee**

- 6.1 The Committee is expected to meet four (4) times per year, or as necessary to fulfil its role.
- 6.2 The quorum is any two (2) members of the Committee.
- 6.3 The Committee may invite any person to attend all or part of a meeting of the Committee. The Board Chairs and other Directors may attend Committee meetings. The Chief Executive Officer, Chief People & Culture Officer, Chief Financial Officer or other senior managers will be invited to attend as required.
- 6.4 Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised email address for service of notice (or such other pre-notified interim address where relevant).
- 6.5 Committee papers will be distributed no later than seven (7) days prior to a meeting. Any papers distributed outside of this timeline will be at the Chair's discretion.



- 6.6 The Company Secretary will attend and provide support to all Committee meetings.
- 6.7 The Company Secretary will prepare minutes of the Committee meeting, which shall be approved by the Chair of the Committee and circulated to members.
- 6.8 The Committee minutes shall be confirmed at the next meeting.

## **7. Administrative and operational support**

- 7.1 auDA shall provide administrative and operational support necessary for the Committee to carry out its responsibilities.
- 7.2 All records, including the agenda and any reports or recommendations will be kept by the Company Secretary.
- 7.3 The Committee is entitled to rely on employees of auDA or professional advisers or consultants engaged by the auDA Board where:
  - a) required to obtain a full appreciation of relevant issues
  - b) there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent
  - c) the reliance was made in good faith and after making an independent assessment of the information.
- 7.4 auDA (through the CEO) will facilitate appropriate action under 6.3 above, when required and in accordance with relevant company policies.
- 7.5 The Committee may initiate special investigations and reports as it deems appropriate or as directed by either Board, in relation to matters contained in this Charter.
- 7.6 The Committee may obtain independent expert advice to assist in the discharge of its duties and obligations, with such costs to be borne by auDA in alignment with auDA's Delegations Manual.

## **8. Review**

- 8.1 This Charter has been endorsed by the Committee and approved by the Board.



- 8.2 The Committee will review this Charter at least once every two (2) years and make recommendations to the Board as to any changes it considers should be made.
- 8.3 The Charter may be amended by resolution of the Board provided that any changes that would be inconsistent with auDA's Constitution will require approval in general meeting to approve changes to auDA's Constitution.
- 8.4 The Committee will undertake periodic self-assessments of performance.
- 8.5 The Board will review the Committee's performance at least once every two (2) years.

## 9. Remuneration

- 9.1 Committee Members are entitled to reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Committee Member, in line with auDA policies.
- 9.2 Each Committee Member is remunerated as part of their Remuneration as a director, with the exception of the Chair of the Committee, who is entitled to an additional annual fee (inclusive of superannuation) as determined by the Board.

## 10. Version control

Next review: March 2025

Version	Change	Approval	Date
1	Original	Board	April 2020
2	Major revision	Board	30 March 2021
3	Reflect change to GCC	Board	6 June 2023