



# HIGHVIEW COLLEGE

## BOARD GOVERNANCE SUB-COMMITTEE CHARTER

### Person Responsible – Governance Sub-Committee Chair

(Ratified annually)

Developed by	Board Governance Sub-Committee	2017
Updated by	Board Governance Sub-Committee	2018
Reviewed by	Caretaker Board Chair, Stephen Norris	26 January 2019

### 1.0 Purpose

To assist the Highview College Board and Executive discharge its corporate governance responsibilities and to ensure board governance, marketing, and public relations remain consistent with the values of the College and the direction of the Strategic Plan.

### 2.0 Responsibilities

#### 2.1 Governance Policies

To oversee the system by which Highview is controlled and operated, and the mechanisms by which it, and its people, are held to account, through the development of policies for all elements of governance.

#### 2.2 Board Development

To ensure that new members are inducted to an appropriate understanding of their obligations and how they impact on the Board, Principal and others. Undertake Board development activities for all Directors.

#### 2.3 Public Relations / Marketing

To oversee the broad public relations and marketing strategy of Highview College insofar as it pertains to the Strategic Plan, to foster a sense of positive and engaging public relations for the benefit of Highview College.

### 3.0 Responsibilities

#### 3.1 Define Board Structure & Clarity

- Document Roles & Responsibilities of Highview College's Board of Directors, Board sub-committees and individual Board members, by developing a formal Highview College Board Charter
- Ensure Board independence

#### 3.2 Board Composition

- Develop a Skills Matrix to support Board recruitment, selection and retention by completing a SWOT analysis.

#### 3.3 Confidentiality & Conflict of Interest

- Adopt a Confidentiality Agreement
- Adopt a Conflict of Interest policy

### **3.4 Induction and Education**

- a) The Highview College Board Secretary to provide an induction pack for all new Board members before their first Board meeting.
- b) Board Development to be undertaken annually.
- c) Options for Board Development to be presented to the Highview College Board for ratification prior to confirming program.
- d) Provide Board members with information and the opportunity to attend ISV Governance training annually. Where numbers are restricted, priority will be given to new Board members who have not previously attended governance training.
- e) Provide Board members the opportunity to attend other relevant Governance training as it becomes available e.g. AICD workshops /presentations.

### **3.5 Membership**

- Principal of Highview – upon invitation, as required
- Board Chairperson
- Three Board Directors
- The Chair of the Governance Sub-Committee is appointed at the first meeting of the newly elected Sub Committee, following the AGM.

## **4.0 Operation**

### **4.1 Frequency of meetings**

- The Governance Sub-Committee will meet as frequently as is necessary to undertake its' role and responsibilities effectively and in any event at least four times per year.
- Sub-Committee meetings are permitted to be held other than in person by any technological means as consented to by all members of the committee.

### **4.2 Quorum for meetings**

Three members at a meeting define a quorum.

### **4.3 Attendees**

- Any Director of the Highview College Board may attend and speak at the Governance Sub-Committee meeting
- Any invitee of the Governance Sub-Committee Member may attend and speak at the meeting

### **4.4 Access to Advice**

The Governance Sub-Committee has the authority to investigate any matters within its Charter, with the resources it needs to do so and with the right of access to information including external professional advice as necessary.

Should professional advice be required, a recommendation needs to be made to the Highview College Board for approval prior to engaging the services of such professionals.

#### **4.5 Reporting**

The minutes of the Governance Sub-Committee meetings shall be included in the papers for the next Board meeting. The Chairman of the Governance Sub-Committee shall report the findings and recommendations of the Governance Sub-Committee to the Highview College Board after each Governance Sub-Committee meeting, or as appropriate. This may be in summary form, as required.

#### **4.6 Tenure**

The Governance Sub-Committee is a standing committee of the Highview College Board.

The Board shall appoint, replace or remove members to and from the Governance Sub-Committee and review the composition of the Governance Sub-Committee annually.