



Psychotherapy & Counselling
Federation of Australia

Governance Committee

TERMS OF REFERENCE

Purpose

The purpose of the Governance Committee is to provide support and advice to ensure that the PACFA Board is able to fulfill its legal, ethical, and functional responsibilities through adequate governance policy development, processes for Board recruitment, induction and training, and processes for reviewing and evaluating the performance of the Board, Board Committees, individual Directors and Board Committee members.

Board Committees covers all Standing Committees, Ad hoc Committees and Working Parties established by the Board in accordance with the PACFA Constitution.

Committee Membership

There shall be a minimum of 4 and a maximum of 7 people appointed to the Governance Committee who will provide a range of viewpoints based on their professional expertise including:

- The Chair, and who is appointed by the Board for their governance expertise, but who is not a member of the Board
- The PACFA Secretary
- An Aboriginal and Torres Strait Islander person who is nominated by the College of Aboriginal and Torres Strait Islander Healing Practices and approved by the Board
- Up to 4 other members with governance expertise, appointed by the Board

There is no requirement to be a member of PACFA to be appointed to the Governance Committee.

Roles and Responsibilities

PACFA Board

The PACFA Board holds overall responsibility for the governance of PACFA. The Board is responsible for:

1. Approving governance policies and procedures
2. Appointing the Chair and member of the Governance Committee

Governance Committee Chair

The Chair is responsible for:

- scheduling and chairing meetings
- setting meeting agendas
- ensuring all members of the Governance Committee have the opportunity to contribute to the business of the Committee

Governance Committee members

Governance Committee members, including the Chair, are responsible for:

- participating in Governance Committee meetings and email decisions
- maintaining confidentiality and acting in a professional matter
- ensuring they allocate the required time to fulfil their Committee roles
- reading all documentation provided for meetings and providing informed comments, feedback and decisions in a timely manner
- completing agreed actions, including preparation of meeting papers when required

Governance Committee

The Governance Committee is authorised by the Board to:

1. review PACFA's governance and make recommendations to the Board
2. take any actions to enable the Governance Committee to fulfil its responsibilities
3. seek independent advice to perform its duties where necessary (subject to available budget)

The Governance Committee Chair will advise the Board on effective governance of PACFA through:

1. developing and reviewing governance policies and procedures
2. recruiting and selecting suitable Board and Board Committee members
3. providing induction, mentoring and training opportunities for Board and Board Committee members
4. regularly reviewing and evaluating the performance of the Board as a whole and of Board Committees, and the contribution of individual Board members and Board Committee members

1. Governance Policies and Procedures

The Governance Committee will support and advise the Board to ensure that policies and procedures are created and periodically reviewed which define:

- the roles and responsibilities of the Board
- the duties and responsibilities of Directors and the Chief Executive Officer
- Board members' standards of conduct, including the Code of Conduct
- procedures for ensuring PACFA's legal and regulatory compliance
- conflict of interest procedures
- procedures for nomination, selection, and removal of Directors
- policies for Directors' payments and expenses

2. Recruitment & Selection

The Governance Committee will support and advise the Board on recruitment and selection to ensure that:

- the number of Board members does not fall below the number required by the constitution
- Board Members and Board Committee members understand and support PACFA's mission and follow PACFA's Code of Conduct
- Board Members and Board Committee members understand and agree to the time commitment and participation requirements of Board and Board Committee membership
- elections and appointments to the Board and Board Committees comply with the constitution and other legal requirements
- there is a clear Board-approved process for recruitment to the Board and Board Committees, and that this process is effectively implemented

3. Induction and Training

The Governance Committee will support and advise the Board to ensure that there are effective induction and mentoring processes and access to governance training to develop the necessary knowledge to be able to discuss, debate and plan the following:

- PACFA's mission and strategic aims and objectives
- PACFA's budget and financial statements
- the roles, duties and responsibilities of the Board, Board Committees, individual members of the Board and Board Committees, and the Chief Executive Officer

The Governance Committee will also support and advise the Board to ensure that there are effective induction and mentoring processes for Board Committee members to ensure they can:

- undertake their Committee roles in accordance with the Committee's documented Terms of Reference.

4. Monitoring and Evaluation

The Governance Committee will support and advise the Board to ensure effective monitoring and evaluating of Board members and members of Board Committees by:

- recommending robust processes for reviewing and evaluating the performance of the Board, Board Committees, individual Directors and Board Committee members
- implementing the agreed annual review and evaluation process for the Board
- ensuring that the Board and the Board Committees are able to plan their activities with knowledge of the achievements, abilities, strengths and limitations of current members of the Board, Board Committees, staff and volunteers.

Accountability

The Governance Committee is accountable to the Board for the following tasks:

- annual assessment of the Board's performance, including strengths, weaknesses and skills of the Board as a whole
- annual assessment of the performance of each Board Committees, including strengths, weaknesses and skills of each Committee as a whole
- recommending a plan for Board development based on the strategic plan and the annual Board assessment
- ongoing recruitment of Board members who can augment the Board's strengths and build on its weaknesses
- inducting and mentoring new Board members in order to develop their skills as Board members
- monitoring the attendance and contribution of Board members
- drafting governance policies and budgets for Board development
- keeping and up-dating records of recruitment history (e.g. names suggested, who was approached, what happened) and other relevant recruitment documents
- keeping minutes of the business of the Governance Committee, circulating these to all members of the Committee and making them available to the Board

Meetings

Conflicts of Interest

Committee members are required to declare any conflicts of interest in relation to Governance Committee business and to stand down from participating in meetings when required.

Conduct of meetings

The Governance Committee will meet formally six times a year or more often if required to meet the requirements of these Terms of Reference.

Committee members will participate in most meetings with allowance being made for absence of a maximum of two meetings a year.

The quorum for meetings will be 3 members, of which one must be a Board member.

Meetings will generally take place via Zoom web-conference but face to face meetings may take place (subject to available budget). In between meetings, discussions may take place via email to enable decisions to be made in a timely manner.

Decisions of the Committee are made by simple majority but the Committee aims to achieve consensus decisions whenever possible. Decisions will be formally documented in minutes as recommendations to the Board.

Review

These Terms of Reference will be reviewed after the first year and then every two years. The review process will include:

- review by the Governance Committee of its operation and effectiveness
- review by the Board of the Governance Committee Terms of Reference and performance, in consultation with the Governance Committee