

Title: Terms of Reference- Corporate Governance Committee**Department:** Corporate \ Board of Directors**Approved by:** Board of Directors

Committee:	Corporate Governance
Purpose and Objectives:	The REDHS Corporate Governance Committee (“the Committee”) will assist REDHS Board of Directors in fulfilling its finance, audit and risk governance responsibilities. Corporate Governance incorporates establishment and evaluation of finance and audit responsibility of the organisation, capital and infrastructure planning, corporate risk, including compliance and workforce review and performance and corporate policy review.
Roles and Responsibilities:	<p>FINANCE</p> <ul style="list-style-type: none"> • Review the financial reporting process and REDHS financial performance • Discuss with management any significant deviations in financial statements between periods and from budget and ensure that such deviations are consistent with prevailing business conditions. • Confirm the acceptability and correct accounting treatment for and disclosure of significant abnormal business transactions. • Review changes to the Accounting Standards (AASB) and make recommendations to the Board on the timing of their adoption • Assess whether management has appropriate controls in place for unusual types of transactions and/or any particular transactions that may carry more than an acceptable degree of risk. <p>BUDGET</p> <ul style="list-style-type: none"> • Consider the annual budget development and endorse to the Board for approval • Receive relevant clinical activity reports and monitor performance against targets and risk appetite <p>AUDIT</p> <ul style="list-style-type: none"> • Review the scope of work, performance and independence of internal and external auditors comprising: <ul style="list-style-type: none"> ○ Review and approval of the audit plans, their scope and progress ○ Meeting separately with auditors’ in-camera to discuss any matters that the Committee or the auditor(s) believe should be discussed privately ○ Ensure any internal control recommendations made by the internal and/or external auditors, endorsed by the Committee and approved by the Board, have been implemented by management. That is, track all agreed recommendations arising from audit. <p>ANNUAL ATTESTATION</p> <ul style="list-style-type: none"> • Review annual statement of accounts • Meet the Ministerial Standing Directions for Risk Attestation requirements • Endorse REDHS Annual Report of Operations <p>KEY REVIEW MATTERS DELEGATED TO COMMITTEE</p> <ul style="list-style-type: none"> • Endorsement or otherwise of designated policies for Board approval. <p>WORKFORCE MATTERS</p> <ul style="list-style-type: none"> • Review systems and performance relating to REDHS workforce including: <ul style="list-style-type: none"> ○ implementation of REDHS Workforce Plan ○ staff satisfaction, culture, mandatory training and performance development ○ OH&S KPIs,

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	<p>INFRASTRUCTURE AND ENVIRONMENT</p> <ul style="list-style-type: none">Review systems and performance relating to REDHS infrastructure and environment, including:<ul style="list-style-type: none">Information Communications and Technology (ICT),Asset Management and Preventative Maintenance,Essential ServicesEnvironmental Sustainability <p>RISK MANAGEMENT</p> <ul style="list-style-type: none">Receive and review the Risk Register focusing on risks, controls and treatment plans allocated to the Committee within its designated responsibility. <p>LEGISLATIVE COMPLIANCE</p> <ul style="list-style-type: none">Receive reports on legislative non-compliance and any planned, in progress or completed actions to achieve compliance and make any necessary recommendations including the addition of a non-compliance to the REDHS Risk Register. <p>COMPLIANCE BURDEN</p> <ul style="list-style-type: none">Consideration of any potential compliance burden associated with decisions made by the Committee will be made <p>COMMITTEE EVALUATION</p> <ul style="list-style-type: none">Review the performance of the Committee and provide recommendations to the Board.
Committee Reports To:	<ul style="list-style-type: none">The Chairperson or a Board Director will provide a report to the Board of Directors after each meeting. Minutes will be provided to the Board.
Receives reports from:	<p>Per Board Calendar/Work Plan & Committee Structure</p> <ul style="list-style-type: none">Finance AccountantAuditors – Internal & ExternalCEO, Executive, Quality Systems ManagerCorporate Service Manager - Corporate Quality and Risk Committee (Maintenance, Security, Sustainability)Manager People and Culture - Occupational Health, Safety and Wellbeing Committee
Membership:	<p>The Committee shall comprise:</p> <ul style="list-style-type: none">Up to four (4) directors of the Board who shall be elected to this Committee in accordance with Board Governance Procedure A.2.REDHS may look to appoint up to two (2) appropriately skilled independent members to the Corporate Governance Committee should no current Board Director be able to provide appropriate expertise in financial accounting or auditing or to meet the requirement for majority of independent members.Were appointed (as above) independent member(s) will be appointed for a two (2) year term. This may be extended for a further two (2) years at the discretion of the Committee and upon agreement by the independent member, however, appointment shall not exceed two (2) terms or four (4) years. Such independent members are eligible to reapply after a gap of one (1) term of two (2) years.The Board Chair shall be an ex-officio member where such membership is

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	<p>not otherwise provided (Board Governance Procedure A.2.3)</p> <ul style="list-style-type: none"> In attendance - Chief Executive Officer, Executive Assistant, and as required any of the following staff: Director of Clinical Services, Corporate Services Manager, Manager People and Culture, Quality Systems Manager, contracted accountant and/ or other staff deemed relevant for the meeting by the committee. Internal and external auditors when presenting reports, management letters and other relevant information. <p>Note: in-camera sessions shall exclude staff.</p>
Co-opting powers:	<ul style="list-style-type: none"> The Committee may invite any person to attend or co-opt other persons as required (Board Governance Procedure A.2.4.)
Chair:	<ul style="list-style-type: none"> The Committee Chair will be a Board Director elected by the Board from the above membership.
Authority: Decision-making, Advisory	<p>Per REDHS Board Governance Framework: <i>unless explicitly empowered by the full Board, committees and sub-committees cannot make binding Board decisions or speak for the Board. For the most part the function of committees and sub-committees is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.</i></p> <ul style="list-style-type: none"> The Corporate Governance Committee does not have delegated authority for decision-making, but may endorse matters such as draft budget, policies and procedures, and recommend them for the approval of the Board of Directors.
Quorum:	<ul style="list-style-type: none"> A quorum for a meeting will be half membership plus one, including two (2) Board Directors.
Meeting frequency:	<ul style="list-style-type: none"> The Committee will meet at least six (6) times a year (bi-monthly) and at such time and place as determined by the Committee.
Minutes: Responsibility, Distribution, Approval	<ul style="list-style-type: none"> Minutes will be taken by Executive Assistant. Draft Minutes will be provided to Committee Chair within 2 weeks of meeting for review. Unconfirmed Minutes will be made available to members following review by Chair. When minutes are confirmed at following meeting, copy will be posted on Convene for Committee and Board reference.
Committee and TOR Evaluation	The Committee shall conduct an annual review of Committee Effectiveness and Terms of Reference.
Approval Date:	20 August 2020