



**INTERNATIONAL  
NETBALL  
FEDERATION**

## **Governance Committee – Terms of Reference**

**The Governance Committee** is authorised by the INF Board of Directors to conduct its business in accordance with the Terms of Reference as set out below. The Board of Directors may review these at any time and, when appropriate, revise in accord with the changing requirements of INF. The Committee is advisory and will make recommendations to the INF Board to assist INF achieve its vision, values and strategic goals as outlined in the Strategic Plan with reference to ensuring that the INF is governed with integrity.

International Netball Federation Limited (INF) is fully committed to the principles of equality of opportunity and is responsible for ensuring that no employees, job applicants, office holders, volunteers, consultants or members of committees and panels are unlawfully discriminated against because of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race religion or belief, sex and sexual orientation.

### **1. Composition and Membership:**

- 1.1. The Committee will consist of no fewer than three and no more than five members.
- 1.2. The Board will formally approve the composition of the Committee and appoint additional members to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.
- 1.3. The Committee will consist of:
  - 1.3.1. at least two Directors and the CEO;
  - 1.3.2. If deemed necessary by the Board, one or more individuals who are not directors or management with relevant professional expertise to assist the Committee to fulfil its functions.
- 1.4. The Chair of the Committee shall be a Director and be appointed by the Board.
- 1.5. The Committee may seek the assistance of individuals with relevant professional expertise to assist it fulfil its responsibilities.
- 1.6. The term of office of the members of the Committee shall be 2 years, and they can be reappointed

### **2. Responsibilities**

- 2.1. The responsibilities of the Committee are to review and propose amendments of the following to the INF Board as considered necessary:
  - 2.1.1. Memorandum and Articles of Association
  - 2.1.2. Board Governance Policy

- 2.1.3. Committee structure and Terms of Reference
- 2.1.4. Any other matters pertaining to the operation of the Board including but not limited to indemnities, declarations of interests, elections, induction, conflicts of interest and review of policies etc. as delegated by the Board.
- 2.1.5. Provide leadership, training and guidance in respect of good governance to INF Members, Regional Federations and the wider netball family.

### **3. Operating & Reporting Procedure.**

- 3.1. The Committee will be required to operate according to procedure agreed by the Committee at the start of their term of office and approved by the Board
- 3.2. The Committee will report to the Board at each Board meeting and as requested by the Board.
- 3.3. Discussions and decisions taken by the Committee must happen in a transparent and efficient way via the appropriate means of communication in accordance with any deadlines set by the Board
- 3.4. Any decisions circulated by email require a 50% majority support from all Committee members with the Chair, where necessary, having the casting vote.
- 3.5. Any decisions at Committee meetings will require a 50% majority from all those Committee members present with the Chair, where necessary, having the casting vote.
- 3.6. Non response within the required timeframe to a request for a decision will be regarded as support for the decision.

### **4. Meetings**

- 4.1. The Committee will hold at least two meetings per year. The Committee may hold any additional meetings as it decides are necessary to fulfil its duties. If appropriate these may be conducted by teleconference or by videoconference.
- 4.2. The CEO or a representative of the Secretariat will be present at any meetings
- 4.3. Meeting agendas will be prepared by the Chair in conjunction with the CEO and circulated to all members of the Committee no later than a week before the meeting
- 4.4. Minutes will be taken by the CEO or nominated person attending the Meeting, which may include a Member of the Committee.
- 4.5. Minutes of all meetings will be circulated to the Board and Committee Members
- 4.6. A quorum of a minimum of 50% of the Committee shall be required for all meetings
- 4.7. In the absence of the Chair, the Committee will appoint a Deputy

### **5. Budget and spending authority**

- 5.1. Meeting expenses will be covered in accordance with INF's expenses policy.
- 5.2. Any other expenses must be approved through the CEO in accordance with INF's financial policy and budgets.

### **6. Assessment and Evaluation of Committee's Performance**

- 6.1. The Committee will, at least once in each financial year:

- 6.1.1. Have its performance assessed in the method prescribed by the Board and having regard to the requirements of this Terms of Reference; and
- 6.1.2. Determine the goals and objectives of the Committee for the forthcoming year and review the Terms of Reference in light of any modifications to the Committee's goals and objectives.