

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

World Netball (WN) 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.

RESPONSIBILITIES

The responsibility of the Committee is to review and propose amendments of the following to the Board as considered necessary:

- Memorandum and Articles of Association;
- the Board Governance Policy;
- Committee structure and the relevant Terms of Reference;
- 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;
- to provide leadership, training and guidance in respect of good governance to WN Members, Regional Federations and the wider netball family.

TERMS OF REFERENCE FOR WN BOARD COMMITTEES

COMPOSITION AND MEMBERSHIP	
Chair	A Director appointed by the Board.
Members	No fewer than four and no more than six, of which one is a Board Director, one is the CEO and one is an independent Member. The other Members may be Board, Executive or independent Members.
Composition	The Board will formally approve composition of the Committee and appoint additional Members or remove and replace Members by resolution. Members may withdraw from Membership by written notification to the Board. The Committee may seek the assistance of individuals with relevant professional expertise to assist it to fulfil its responsibilities.
Term	4 years.
OPERATING & REPORTING PROCEDURE	
Procedure	The Committee will be required to operate according to the procedure agreed by the Committee Members at the start of their term of office and approved by the Board.

Reporting	The Committee will report to the Board at each Board meeting and as requested by the Board.
Discussions & Decisions	Must happen in a transparent and efficient way via the appropriate means of communication respecting any deadlines set by the Board.
Majority	Decisions at Committee meetings will require at least a 50% majority of all those Committee Members present and decisions circulated by email require a 50% majority support from all Committee Members. The Chair, where necessary, having the casting vote.
MEETINGS	
Frequency	Minimum of two meetings a year either in person, teleconference or videoconference with additional meetings as necessary.
WN Secretariat	The CEO and or a representative of the Secretariat will be present at any meeting.
Agendas	Agendas prepared by the Chair in conjunction with the CEO and circulated to all Committee Members no later than a week before the meeting.
Minutes	Minutes to be taken by the CEO or nominated person attending the meeting (or viewing the recording if by videoconference), which may include a Member of the Committee. Minutes of all meetings will be circulated to the Board and Committee Members.
Quorum	A quorum of a minimum of 50% of the Committee shall be required for all meetings.
Deputy	The Chair will appoint a deputy to act in their absence.
BUDGET AND SPENDING AUTHORITY	
Meeting Expenses	Covered in accordance with WN's expenses policy. Any other expenses must be approved through the CEO in accordance with WN's financial policy and budgets.
ASSESSMENT AND EVALUATION OF THE COMMITTEE'S PERFORMANCE	
Assessment	At least once during each financial year, the Committee will have an assessment in the method prescribed by the Board and having regard to the requirements of these Terms of Reference.
Goals & Objectives	The Committee will determine the goals and objectives for the forthcoming year and review the Terms of Reference in light of any modification to the goals and objectives as may be decided by the Board.