



Contemporary Subcommittee

Terms of Reference Framework

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TOR Heading	Yes/No		Comments
Terms of Reference	Y	N	
Definition: Each Board Subcommittee should have a Terms of Reference document (TOR) that, at a minimum, describes the purpose, objectives, membership and reporting of the subcommittee.	Y	N	
The TOR is a written road map for the subcommittee and contains clear and specific information on how the subcommittee is organised, what the committee is to achieve, who the members are and when and where they meet. A clear and understandable TOR is the first step to a successful subcommittee.	Y	N	
It is important to annually review the contents of the Terms of Reference.	Y	N	

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TOR Terms of Reference Content should follow the following key headings:	Y N	
Background a. Does the background set the scene for the subcommittee's role?	Y N	
Purpose a. Sets out why the committee established and what it should do. b. Identifies legislative and sector specific responsibilities.	Y N	
Objectives (or similar title i.e., Role, Functions, Authority) a. Defines the oversight and analysis responsibilities for top risks and strategic goals. b. Which other subcommittees report to this subcommittee?	Y N	
Membership (Internal, Board, External) a. Required Directors, organisational Executive and Managers. b. Skills, knowledge, performance, roles and responsibilities.	Y N	
Committee Chair a. Skills, knowledge, performance, roles and responsibilities.	Y N	
Secretariate a. Who will be do secretarial functions of the committee?	Y N	
Attendance a. Who else can be requested to attend – i.e., Executive, External Experts?	Y N	
Quorum a. How many members required for a quorum?	Y N	
Meeting Frequency	Y N	
Reporting Responsibility a. Minutes – circulated when and to whom. b. Key matters discussed and reported to the Board by the committee Chairperson. c. Dashboard Reporting.	Y N	
Evaluation a. Evaluate its performance, i.e., discharged its responsibilities as per the Terms of Reference annually.	Y N	
Review a. Review Terms of Reference annually and any required changes to be endorsed the Board.	Y N	

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1. Background This should set the scene for why this subcommittee is required and what is the organisations commitment to this area.	Y N	
2. Purpose Definition: The role of “purpose” in a subcommittee Terms of Reference is to identify why the subcommittee has been established. It should outline the purpose to be achieved including requirements under Government legislation. – The subcommittee’s overall purpose is to be accountable for the (Particular area) i.e., services provided by the organisation, or areas of oversight for the organisation and seeks to improve the Board’s ability to ensure effective governance of the (Particular area) of all services provided in line with their specific sector legislative requirements.	Y N	
3. Objectives (or similar title i.e., Role, Functions, Authority) Definition: Objectives define the oversight and analysis responsibilities for the committees designated organisational risks, strategy and sector specific legislative requirements relating to all services provided by the organisation. The subcommittee objectives should describe contemporary activities; for example, not just tick the box for compliance but cover strategic risks and strategic implementation. – The subcommittee should also confer with other subcommittees for risks that impact more than just their oversight responsibilities, for example if there is a discussion about a reputational risk in relation to an issue that is impacted by finance and consumer/ community feedback or satisfaction, then the two committees should confer and compile information for the Board to have a “Risk Scenario” conversation.	Y N	

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<p>4. Committee Membership</p> <p>The subcommittee should refer to the skills, qualifications and experience required, and the mix of internal organisational/board and external expertise required:</p> <p><i>Board</i></p> <ul style="list-style-type: none"> - The subcommittee Board Directors membership should consist of the right skills, qualifications, and experience to support robust and enquiring conversations and lead the achievement of its purpose and objectives. <p><i>Internal</i></p> <ul style="list-style-type: none"> - The subcommittee organisations executive representatives, i.e., CEO, Executive and Management membership, should consist of the right/appropriate organisation position, skills, qualifications, and experience to support robust and enquiring conversations and lead the achievement of its purpose and objectives. <p><i>External</i></p> <ul style="list-style-type: none"> - The subcommittee external membership should consist of the right skills, qualifications and experience to support robust and enquiring conversations and lead the achievement of its purpose and objectives as well as provide expert external rigour. 	Y N	
<p>5. Chair Role</p> <p>The Chair should have advanced or at least proficient skills, background and experience in the particular subcommittee matters i.e., the Purpose, Objectives and Chair leadership role for meetings and committee matters.</p> <p><i>Leading the subcommittee performance</i></p> <ul style="list-style-type: none"> - The Chair leads timely and engaging subcommittee meetings, ensuring everyone is encouraged to contribute. The Chair also leads the committees' other functions, such as, agendas, reports and key information is presented and received in a timely and informative way. <p><i>Leading subcommittee behaviours</i></p> <ul style="list-style-type: none"> - The Chair leads and supports membership accountability, along with each committee member holding themselves accountable, for ethical, respectful, and confidential behaviour. <p><i>Leading Reporting to the Board</i></p> <ul style="list-style-type: none"> - The Chair leads the subcommittee to analyse, trend benchmark with commentary the data about the top risks and presents and educates the whole Board on behalf of the subcommittee when required. 	Y N	

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6. Meeting Process <ul style="list-style-type: none"> – Meeting agendas and papers are prepared and provided one week in advance. – Meetings run to agenda and time without compromising enquiring conversations, insightful presentations, and well-informed decisions for recommendations, reporting and minute. – There no less than (Agreed Number) of committee meetings held every year. 	Y N	
7. Reports/Minutes from meetings <p><i>Minutes are prepared and circulated:</i></p> <ul style="list-style-type: none"> – Minutes are prepared, approved by the Chair, and circulated to the committee members, other committees and available for the Board withing (To be agreed number of working days) business days of the meeting. – Reports from the subcommittee also goes to the Board. <p><i>Reports from the subcommittee go to the Board:</i></p> <ul style="list-style-type: none"> – In a Dashboard Style. – Top risks the committee has identified and has oversight for are trended, benchmarked with commentary. – Spoken to at the Board Meeting for insight and education of the whole Board by the committee Chair. <p>The subcommittee has a designated Data analytical/analysts' resource to support the Dashboard Reporting to the Board.</p>	Y N	
8. Evaluation of Committee performance <ul style="list-style-type: none"> – The Committee evaluates its performance, i.e., discharged its responsibilities as per the Terms of Reference annually. 	Y N	
9. Review Of terms Of Reference <p>The Committee reviews the content of the Terms of Reference annually and any required content changes are endorsed the Board.</p>	Y N	

Got Questions?

Connect with our Customer Success team, Bri and Leon for any enquiries about the EOFY offer for our Subcommittee Plus Program or any of our other contemporary governance programs.

CONNECT WITH OUR TEAM



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