

Govern With

Effective Capable Contributing Governance

Subcommittee Plus
Governance Review and Development Program

Why the GovernWith Contemporary Governance Model for Subcommittees

At GovernWith we understand it is essential to have contemporary Subcommittees to support our Boards and Executives ever changing and growing governance requirements.

They play a key role in supporting Directors to be assured in their strategic and oversight roles for risk and compliance, by providing analytical and qualitative information that improves and optimises future governance decisions and performance.

Subcommittee Plus Program:

The types of Subcommittees covered in the GovernWith Subcommittee Plus Program are:

- Audit and Risk
- Finance
- Quality and Clinical Governance
- Remuneration and Nominations (may be called Governance)
- Community and Consumer Advisory Committee

What do the Subcommittee Plus Programs Questionnaires Cover?

Please see the following components of a Subcommittee's key functions that are covered in the questionnaires:

1. Subcommittee Purpose

GovernWith understands the importance of a Subcommittee's purpose stating clearly, from a high-level overview perspective in relation to a targeted area of Corporate and Sector Specific Governance roles and responsibilities.

2. Subcommittee Objectives (Roles & Responsibilities)

GovernWith understands that the Committee Objectives (Roles and Responsibilities, Instructions) must comply with its specific Government, Legislative, Risk, Quality, Safety, Corporate, ESG and Contemporary Governance requirements therefore this part of the questionnaire reflects each individual Subcommittees specific requirements.

For example: If the Subcommittee being reviewed was a *Finance and Audit Committee* in the Health Sector the questions would reflect the functions of this committee that are determined by and must comply with:

- The *Standing Directions 2018 (Under Financial Management Act 1994)*, and
- The Health Services Act 1988 which requires public hospitals under Section 33(2) (j) - to establish the following committees— (i) a Finance Committee, an Audit Committee and a Quality and Safety Committee
- Other relevant legislation and frameworks

Or, if the Subcommittee was a *Quality Clinical Governance Subcommittee*, in the Health Sector the questions would cover the functions of this Committee that are determined by and must comply with:

- *Safer Care Victoria Clinical Governance Framework, March 2018*
- The *NMHS Clinical Governance Framework* takes into consideration the *National Safety and Quality Health Service Standards (NSQHSS)* that are developed by the *Australian Commission on Safety and Quality in Health Care (ACSQHC)*.
- Other relevant legislation and frameworks

The questionnaires would also reflect GovernWith's Corporate, ESG, Contemporary and Leadership and Learning Styles Governance requirements based on 12 years of GovernWith Governance Data Insights.

3. Subcommittee Membership

GovernWith understands that to achieve its objectives, the Subcommittee Membership, both internal and external, must have the right capabilities through contextual skills, qualifications and experience relating to the specific Government, Legislative, Risk, Quality Safety, Corporate, Contemporary, ESG, Leadership and Learning Styles Governance requirements.

This part of the questionnaire reflects the governance skills and attributes required relevant to the specific Sector.

4. **GovernWith also has key questions in the Subcommittee Review about the following areas** in the context of the type of Organisation, Subcommittee and its Corporate, Sector specific, ESG, Contemporary, Leadership and Learning Styles Governance requirements, in relation to but not limited to:

- Subcommittee Authority
- Subcommittee Chair Role, Membership Responsibilities and Capabilities
- Subcommittee Meeting process
- Subcommittee Reporting process to the Board
- Term of Appointment
- Remuneration (if required)
- Evaluation of Committee Performance and evaluation of Terms of Reference

Subcommittee Plus Program Options:

1. Foundation Subcommittee Review (\$5,000 per Subcommittee):

The *Foundation Subcommittee Review and Development Program* will take each Board Subcommittee Member through a review questionnaire reflective of the key role of the Committee to assess, (but not limited to), purpose and relevant roles and responsibilities, aligned skills and capabilities of Members, Chair role, reporting structure and overall effectiveness.

This is achieved through:

- Subcommittee questionnaires based on the GovernWith Contemporary Model version of the Terms of Reference

- All Committee Members (Board, Executive and external Members if required) complete online questionnaire
- Results Insights and Recommendations Report (downloadable) created – presented to Chair and Subcommittee Members for review and discussion to choose priorities
- Insights and Recommendations Video by GovernWith Contemporary Governance Leader – Taking you through the Results report, this video is presented to Chair to forward to Subcommittee Members for review and discussion to choose priorities
- Action Plan created as part of whole Boards' Action Plan or individual Subcommittee review program
- Revised Terms of Reference presented to Chair to socialise, review and revise (if required), endorsed by Subcommittee and whole Board

2. Effectiveness Subcommittee Review (\$10,000 per Subcommittee):

The *Effectiveness Subcommittee Review and Development Program* is the perfect solution for achieving the tri-annual requirement for an external review of certain Subcommittees, for example; the Audit and Risk. This program will bring extra rigour for this important review.

This is achieved through:

- Subcommittee questionnaires with the opportunity for bespoke content based on the GovernWith Contemporary Model version of the Terms of Reference
- All Committee Members (Board, Executive and external Members if required) complete online questionnaire
- Facilitator complete a Desk Top Review for Subcommittee reporting
- Results Insights and Recommendations Report (downloadable) created – presented to Chair and Subcommittee Members for review and discussion to choose priorities
- Insights and Recommendations Video by GovernWith Contemporary Governance Leader – Taking you through the Results report, this video is presented to Chair to forward to Subcommittee Members for review and discussion to choose priorities
- Action Plan created as part of whole Boards' Action Plan or individual Subcommittee review program
- Revised Terms of Reference presented to Chair to socialise, review and revise (if required), endorsed by Subcommittee and then whole Board

3. Subcommittee Membership Peer Review (\$5,000 per Subcommittee):

GovernWith understands that just a contemporary contextual Terms of Reference is not enough to have a high functioning Subcommittee. It is also important to have a Membership that functions well through being well led, having relevant skills, experience, qualifications and behaviours, are diligent, inclusive and have enquiring minds and are happy to ask respectful challenging questions.

The Subcommittee Peer Review Questionnaire enables Subcommittee Members to reflect upon their own, and the other Committee Members, ability to achieve the above.

This is achieved through:

- Tailored Subcommittee Peer Review Questionnaire
- Individual Member Insights Recommendations Report

- Chair or External Facilitator take member through Report for Insights and Development Opportunities

4. Facilitation Plus (TBC Minimum Investment \$5,000 per Subcommittee):

One of our Partnered Conveners would be your expert external facilitator for this program if required - this is optional and depends on the needs of the Subcommittee Review being internally or externally led. Further support is always provided regardless by the GovernWith Customer Success Team.

Next Steps

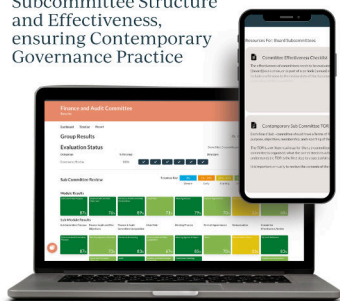
I am delighted to answer any questions about our GovernWith Subcommittee Plus Programs, designed to enhance the GovernWith Boardroom Plus and Executive Plus programs we also provide.

Go well,



Bri Mahony
Accounts and Engagement Officer
0430 364 381

Optimise your Subcommittee Structure and Effectiveness, ensuring Contemporary Governance Practice



Testimonial

"The GovernWith Board Subcommittee Review and Development Program delivered excellent outcomes for our Finance Audit and Risk Subcommittee Review. The Review was designed around a fit-for-purpose questionnaire reflecting contemporary sub committee roles and responsibilities, as well as skills and behavioural attributes. The Review delivered insightful results and actionable recommendations, including priorities for capability building and a new contemporary Terms of Reference for our Subcommittee."





Robert Camm
Board Member, Maryborough District Health Service

Program Investment

Subcommittee Plus Programs					SUBTOTAL	\$0	✓ Selected
Description	Item	Quantity		Price			
<input type="checkbox"/> Subcommittee Foundational Review ----- <i>*Subcommittee Review questionnaire based on Corporate, Sector and Contemporary Governance requirements</i> <i>*All Committee Members participate in questionnaire</i> <i>*Creation of Insights and Recommendations Report</i> <i>*Virtual presentation of Insights and Recommendations Report for Committee to discuss</i> <i>*Create Action Plan</i> <i>*Draft Contemporary Subcommittee Terms of Reference (TOR)</i>	\$5,000	1	<input type="text"/> ^ v	Committee	\$5,000		
<input type="checkbox"/> Subcommittee Effectiveness Review -----	\$10,000	1	<input type="text"/> ^ v	Committee	\$10,000		

Description	Item	Quantity	Price
<input data-bbox="155 386 217 445" type="checkbox"/> <ul style="list-style-type: none"> <i>*Review/Bespoke Subcommittee Review questionnaire</i> <i>*All Committee Members participate in questionnaire</i> <i>*Desk Top Review of Subcommittee Reporting to the Board and other information</i> <i>*Creation of Insights and Recommendations Report</i> <i>*Virtual presentation of Insights and Recommendations Report for Committee to discuss</i> <i>*Create Action Plan</i> <i>*Draft Contemporary Subcommittee Terms of Reference (TOR)</i> 			

Description	Item	Quantity	Price
<div data-bbox="159 386 217 449" style="border: 1px solid black; width: 36px; height: 30px; display: inline-block; margin-bottom: 10px;"></div> <p data-bbox="245 403 626 474">Peer Review of Subcommittee Membership</p> <hr style="border-top: 1px dashed black; margin: 5px 0;"/> <p data-bbox="245 522 656 1226"> <i>*Creation and endorsement of questions for Subcommittee Peer Review Questionnaire</i> <i>*All Committee Members complete questionnaire</i> <i>*De-Identified Peer Review Results Report created</i> NOTE: <i>Either presented to Chair of Committee who will take each Director through their own report and make recommendations for development to go into Director Development Plans or Subcommittee Development Plans, if required OR upgrade to External Facilitation of Subcommittee Peer Review Results Report</i> </p>	<p data-bbox="737 403 821 432">\$5,000</p>	<p data-bbox="954 394 1208 457">1  Committee </p>	<p data-bbox="1370 403 1455 432">\$5,000</p>
<div data-bbox="159 1346 217 1409" style="border: 1px solid black; width: 36px; height: 30px; display: inline-block; margin-bottom: 10px;"></div> <p data-bbox="245 1362 594 1472">External Facilitation of Subcommittee Peer Review Results Report</p> <hr style="border-top: 1px dashed black; margin: 5px 0;"/> <p data-bbox="245 1520 656 1866"> <i>* External Facilitator will take each Subcommittee Member through their confidential Subcommittee Peer Review Results Report and add recommended development to their either Individual Director Development Plans or Subcommittee Member Development Plans</i> </p>	<p data-bbox="737 1362 821 1392">\$5,000</p>	<p data-bbox="954 1362 1065 1392">1 Group</p>	<p data-bbox="1370 1362 1455 1392">\$5,000</p>

Total Excluding Tax	\$0
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GST	\$0
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Total	\$0
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