

Standards Australia Limited

Board Corporate Governance Review Task Group

Terms of Reference / Charter

1. Background and Purpose

A review into the Governance of SA was last carried out in 2005.

Standards Australia (SA) has been in a process of significant business transformation to ensure its continued organisational relevance and operational effectiveness. In this context the Board has decided to conduct a review into SA's Corporate Governance to ensure it is fit for purpose.

The Board has confirmed that the broad aims of the Company Governance review should include:-

- a) Modernising and simplifying the constituent documents.
- b) Achieving an adaptive governance framework – i.e. flexibility to respond given future uncertainty.
- c) Making the organisational structure and governance more inclusive.
- d) Encouraging the involvement of new groups that are not currently members.
- e) Ensuring that there is a next generation, committed to the organisation and the development and review of standards for the benefit of the public.
- f) Getting better value from the organisational structure and members' involvement in governance.
- g) Optimising the Board's performance by ensuring the selection of directors best able to meet challenges and maintain values, public purpose.

The Board has agreed that the methodology of the review should involve an inclusive and phased approach and has appointed cameron. ralph. khoury (crk) to assist with the review.

2. Scope


The review will examine the Constitution and Membership Rules (both from a historical perspective and how they now operate) along with the Board skills matrix, Board Charter, Committee Charters, Board procedures and related matters.

Consideration will be given to how fit for purpose these existing Governance structures and activities are and how they can be improved so that they reflect the good governance and operation of a modern, independent public purpose organisation with the multiple roles of:

- National Standards Body
- Standards Development Organisation
- Standards Publisher

This review will need to take into consideration:

- a) the new distribution and licencing responsibilities for SA
- b) maintenance of SA's charitable tax free status
- c) retention of public interest responsibilities and transparency
- d) the criteria for and the rights and responsibilities of membership
- e) the engagement of the Members and Council in advancing the role and work of SA
- f) the requirements and process for appointment of Directors

 21/11/2019

- g) organisational governance decision making
- h) the relationship and interdependencies SA has with other organisations
- i) the role and relationship of SA with the Australian IEC National Committee

3. Timeline

It expected that the work will be completed by November 2020.

4. Membership and Attendance

- a) The Task Group will consist of at least three (3) Directors of the Company.
- b) The Board may appoint Task Group members who are not Directors however the Task Group must always comprise a majority of non-Executive Directors.
- c) The terms of appointment of Task Group members that are not Directors will be determined by the Board.
- d) The Board will appoint a Director as Chair of the Task Group.
- e) If the Task Group Chair is unable to attend a meeting, another Director will act as Chair.
- f) Members of the Task Group will be appointed by resolution of the Board.
- g) The CEO will attend the Task Group meetings and the Company Secretary will be the Committee Secretary and will be responsible for keeping records and minutes of Task Group meetings.

5. Meetings

- a) The Task Group will meet as required.
- b) A meeting quorum will be two Task Group members who are Directors.

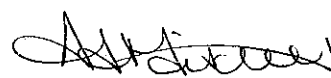
6. Authority

The Task Group:-

- a) Has no executive powers or decision making authority unless specifically approved by the Board.
- b) Has its authority and powers from the Board which approves this Charter and other Board Resolutions made from time to time.
- c) Is not an operational or management committee.
- d) Has access to the SA Executive team and General Counsel.
- e) Can ask for verbal or written reports from SA's Executive team members.

7. Reporting Procedures

- a) The Committee Secretary is responsible for:
 - i) preparing and circulating the agenda and meeting papers.
 - ii) drafting and circulating the minutes, and retaining a permanent Minute Book of all signed minutes.
 - iii) in conjunction with the Chief Executive Officer, carrying out any instructions of the Committee and giving practical effect to the Committee's decisions.
 - iv) ensuring the Annual Report includes a statement describing the responsibilities and activities of the Task Group.
- b) The Task Group Chair shall report to the Board on all significant matters considered by the Task Group and report to Council.

 21/11/2019