



ACIPC

Australasian College
for Infection Prevention and Control

Governance and risk committee Terms of reference

Terms of reference

Purpose

The purpose of the Governance Finance and Risk Committee (the Committee) is to ensure there are robust and effective processes for evaluating the performance of the Board and Board Committees and to ensure that the Board fulfills its legal, ethical and functional responsibilities. The Committee must ensure compliance with statutory reporting responsibilities and assist the Board in fulfilling its oversight responsibilities. This includes reviewing draft financial reports, the systems of internal controls and risk management which the Board has established, and the audit process.

Function

The function of the Committee is articulated as follows:

Governance

- Develop and review governance policies and procedures
- Provide advice to the Board on suitable Board membership and functions
- Provide advice on induction and training programs for Board members
- To provide advice to the President on the performance of the Board of Directors and its committees to ensure that the Board is meeting its responsibilities as set out in the ACIPC Constitution and relevant legislation.

Finance and Risk

- Ensure compliance with statutory reporting responsibilities
- Advise the Board on the appointment of the auditors and the results of their work
- Assess the adequacy of accounting, financial and operating controls including:
 - the review and monitoring of monthly and annual financial statements
 - review of annual capital and operating budgets and recommending approval to the board
- Assess the effectiveness of the management of business risk and reliability of management reporting
- Review and monitor ACIPC risk management practices and regular review of key risks
- Review of the ACIPC Risk Management Plan, insurances, Delegations of Authority Policy and Procurement Policy and other high-level policies relevant to the Committee's purpose
- Report to the Board any significant deficiencies identified above

Membership

The committee will consist of a chair and up to six members with the requisite skills and experience.

- The chair of the committee is a board director appointed by the executive management team. If required, the chair may nominate one of the members as deputy chair or co-chair.
- Members are appointed by written application to the chair of the committee with final approval by the board of directors.
- Members serve a term of two years and may seek reappointment (Appendix 1 Current Committee).

- Members are required to attend a minimum of 75% of all scheduled meetings unless a leave of absence, or alternative arrangement has been approved by the chair or there is a cancellation of the meeting, which will be at the discretion of the chair.

Meetings

- Meetings are held monthly via Zoom on the last Tuesday of the month at 2 pm AEST or as advised.
- Meeting dates will be set by the office and send to members' calendars prior to the following year.
- Rescheduling or cancellation of the meetings will be at the discretion of the chair.
- A quorum consists of one half of the membership of the committee plus one.

Reporting

The chair of the committee (or delegate) is required to:

- provide a written report to the board of directors using an approved reporting template each month;
- provide a yearly report to be included in the ACIPC Annual Report AGM.

Office support

The office of ACIPC will provide secretariat support to the committee and action the following:

- preparation of agenda and notice of meeting;
- recording of minutes of the meetings;
- circulation of draft minutes from previous meeting to be circulated one week following the meeting.

Confidentiality

Committee members are to maintain confidentiality on all issues discussed, and members' applications. This requirement survives the termination or expiry of membership of the committee.

Conflict of interest

Members will at all times declare any actual/potential or perceived conflicts of interests and this will be noted in the minutes of the meeting. The chair will determine any action arising from any perceived conflicts of interest.

Review

At the end of each financial year the committee will undertake a self-assessment of performance as directed by the committee chair. This review will be tabled at an ACIPC Board meeting.

Review of the terms of reference

The committee must review the terms of reference each year.

Effective date	30 July 2023
Authorised by EMT / board	ACIPC Board
Date for review	July 2024

Appendix 1

2022-2023 Governance and Risk Committee members

Chair:

Associate Professor Stéphane Bouchoucha (ACIPC President-Elect)

Members:

Kristie Popkiss

Dianne Smith

Janine Carrucan

