

# CP Dudley Governance Subcommittee

## Terms of Reference

### Purpose

The purpose of the Governance subcommittee shall be to; assure the LPC's adherence to the LPC's governance framework and duties under the LPC constitution and rules; review the provisions of the LPC governance framework at specific intervals; promote and demonstrate good governance as part of the LPC's values; consider any complaints about an alleged breach of governance by any member or officer of the committee referred to the subcommittee by the main committee (subject to 3.1) in accordance with the provisions of the LPC model constitution, rules and the governance framework.

### Membership

- 1.1 Three members of the main committee shall be elected by ballot to the Governance subcommittee.
- 1.2 In the event that a Governance subcommittee member ceases to be a member of the LPC, is disqualified from being a member of the subcommittee or resigns, a ballot shall take place to elect a new Governance subcommittee member for the remaining the term of office.
- 1.3 The members of the Governance subcommittee may co-opt an additional member from members of the LPC, if it is necessary to ensure that the subcommittee includes representation of both the independent and multiple sectors.
- 1.4. The members of the subcommittee shall appoint a chairman from amongst the members.
- 1.5 The Governance subcommittee members should not also be officers of the main committee.

### Accountability

- 2.1 The Governance subcommittee shall be accountable to the main committee.
- 2.2 The Governance subcommittee shall determine the frequency of its meetings to discharge its duties. The subcommittee may need to meet more frequently should a specific issue arise which needs further discussion and agreement.
- 2.3 The Governance subcommittee shall report its discussions and outcomes to the main committee; if confidential information has been discussed by the Governance subcommittee

but cannot be immediately reported to the main committee, the subcommittee shall inform the committee and provide the information when it is in a position to do so.

2.4 A Governance subcommittee member with a conflict of interest should step down temporarily, in which case the subcommittee shall co-opt an additional member from the main committee.

2.5 The subcommittee may invite the LPC Chief Officer or other officer to part or all of one or more of its meetings if their input is required to deal with a specific issue.

2.6 There is no quorum for the subcommittee, but the maximum attendance will be sought when arranging a meeting.

2.7 In the event of an emergency or circumstances that do not fit with the norm, the subcommittee has the right to amend the governance process if required to do so.

## **Actions**

3.1 The LPC Finance and audit subcommittee or Treasurer may refer directly to the subcommittee any matter of governance relating to Committee of members' expenses claims.

3.2 The subcommittee may require any LPC member to report directly to it.

3.3 Shall investigate all complaints or allegations made against members or officers of the committee referred to it by the main committee.

3.4 May, with the consent of the main committee, investigate an alleged breach of governance, on behalf of another LPC, in accordance with the model LPC constitution.

3.5 Review the LPC's governance framework at least annually and assure the LPC's adherence to the framework and the governance provisions set out in the LPC constitution and rules.

3.6 The subcommittee should be re-elected 2-yearly. This election should coincide with the election of the new Officers.

Adopted April 1<sup>st</sup>. 2024

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