



# GOVERNANCE AND RISK COMMITTEE TERMS OF REFERENCE

## RIMPA GLOBAL

RECORDS AND INFORMATION MANAGEMENT  
PRACTITIONERS ALLIANCE  
Advancing and Connecting the Records and Information  
Management Profession.

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## 1 Document Control

VERSION	DATE	AUTHORS	APPROVAL	COMMENTS
0.1	15 May 2023	Peter Williams	RIMPA Global Board	Received Feedback
1.0	29 June 2023	Peter Williams	RIMPA Global Board	
1.1	12 July 2024	Lisa Read White	CEO	Amendment to introduction
1.2	7 November 2025	Governance and Risk Committee	CEO	Two Year Review
2.0	7 April 2026	Governance and Risk Committee	CEO	Two Year Review

## 2 Effective Date, Review, and Amendments

The Terms of Reference (**ToR**) is effective from 15 May 2023 and is reviewed every two years.

This ToR may be amended, varied, or modified by the Records and Information Management Practitioners Alliance Global (RIMPA Global) Board.



### 3 Introduction

The Governance and Risk Committee (the GRC) is established by the RIMPA Global Board of Directors (the Board) to assist in fulfilling the Board’s oversight responsibilities relating to governance, risk management, and compliance matters.

### 4 Purpose

The purpose of this Terms of Reference is to identify the objectives, responsibilities, and operation of the Governance and Risk Committee (the group) for RIMPA Global.

### 5 Purpose of the Governance and Risk Committee

The Governance and Risk Committee is an advisory body and has been established to:

- Review and recommend updates to RIMPA Global’s governance framework, incorporating best practice and regulatory requirements
- ~~Oversee the implementation of RIMPA Global’s governance practices~~
- Manage RIMPA Global’s risk framework, ensuring significant risks are identified and properly managed
- Report to the board and make recommendations to address governance issues and manage risk
- Ensure appropriate reporting mechanisms are in place to inform the Board of governance and risk issues.

**Commented [AC1]:** This sounds like the committee oversee the operational aspects of governance whilst this is the role of the Company Secretary. Can I suggest that this is removed as a purpose in line with what the Board discussed at the last meeting where it was agreed to lessen operational tasks.

**Commented [JC2R1]:** I agree with this approach. @Sunshine Craig can we add another column to the Policy library which identifies which policies are operational? I think this is different to the internal/external column which indicates which documents are published to the members.

**Commented [SC3R1]:** @Julie Carpenter, this has been actioned. I will export a list of all policies and update if they are operational or not.

### 6 Term of the Governance and Risk Committee

The term of the Governance and Risk Committee is not limited to a defined period, and members will be replaced based on natural attrition.

### 7 Responsible Portfolio

The Governance and Risk Committee supports the Governance and Risk portfolio.

### 8 Authority

The ~~CEO Board~~ authorises the Governance and Risk Committee within the scope of its responsibilities, to:

- perform activities to undertake the purpose of the group
- investigate any activity within its terms of reference.

**Commented [JC4]:** The GRC is authorised by the Board not the CEO.

**Commented [SC5R4]:** @Anne Cornish

**Commented [AC6R4]:** Julie is correct. Please change

- seek information as required from:
  - RIMPA Global employees
  - RIMPA Global members
  - partner organisations (ARMA, ALIA, ASA)-via a RIMPA Global email account
  - external parties-via a RIMPA Global email account.

The group can endorse and recommend solutions but does not have any final decision-making power.

## 9 Organisation

### 9.1 Membership

The Governance and Risk Committee will be agreed upon by the group by a majority vote.

The Secretariat will be the RIMPA Global (Board Secretariat).

The Governance and Risk Committee consists of at least four and no more than ten members.

The Governance and Risk Committee’s members can be:

- Members of all levels
  - ~~Vendors~~
  - ~~External Experts~~
  - ~~Life Members~~
- Board Members
- Portfolio Leads
- RIMPA Global Staff Members
- ~~Consultants~~
- ~~Sponsors~~
- ~~Ambassadors~~
- CEO
- Additional members may be appointed as required.

The group ~~with must~~ include the following roles:

- Chair ~~-(if absent, the Chair can delegate the role to a committee member)~~
- ~~RIMPA Global’s Governance and Risk Portfolio Lead (who may also be the chair)~~
- Secretariat
- Committee members, appointed by the board, based on their expertise, experience, and qualifications in governance, human resources, risk management, and compliance matters based on the needs of RIMPA Global at the time.

Commented [JC7]: Why is it necessary to list all of these people?

Commented [SC8R7]: @Anne Cornish

Commented [AC9R7]: have shortened

Commented [AC10]: This goes against the administrative guidelines for the Board where we state that a Board member does not necessarily have to chair a committee if not warranted. It doesn't mean they cannot chair but this document states that the Board member must chair. I believe this should be changed to state that there is a chair from the committee and not enforce that it is a board member.

Commented [JC11R10]: Agreed, I understand that other committees are not chaired by board members. I would consider handing this over if someone was identified who could drive delivery of the workload.

Committee members should have:

experience in policy development or review, policy promotion, and policy assessment

- experience with assessing risk using a risk management framework
- a good insight into RIMPA Global’s purpose and stakeholders
- a good insight into industry trends
- relationships with knowledge experts in many areas of information management
- experience working with a team to effect good output and outcomes
- good communication skills
- a demonstrated high level of emotional quotient
- the ability to understand the perspectives and experiences of others.

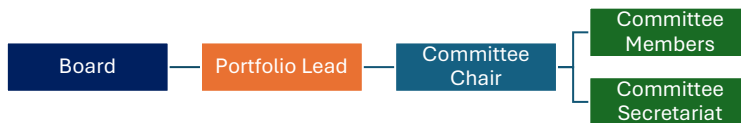
### 9.2 Structure

The GRC reports to the board, through the Governance and Risk Portfolio Lead

The GRC operates in two streams:

- Governance – developing and reviewing policies and procedures
- Risk – monitoring the organisation’s risks and implementing the risk plan.

Members can nominate to work in either stream or across both.



### 9.3 Appointment and Resignations

Members may be appointed at any time by the board or RIMPA Global.

Members may resign by notice to the Chair at any time.

Where a member resigns and they have recognised responsibilities, the Chair will reassign to another member.

### 9.4 Meeting Protocol

The Governance and Risk Committee will meet at least quarterly and as often as deemed necessary. The Chairperson or any two members may call a meeting of the Committee.

A quorum is three members present.

Committee members can meet to discuss work as required between committee meetings.

The Chair may invite guests as it deems necessary to attend and advise at meetings.



All meetings can be held on-line.

### 9.5 Meeting Agenda

Ordinary meeting agenda should include:

- Apologies – Chair
- Interest declaration / Risk identification - Secretariat
- Actions from previous minutes – Chair
- Policies approved by the board – Chair
- Policy review discussion – any
- Risk Management discussion – any
- General business – any
- Next meeting – Secretariat.

### 9.6 Voting Procedures

Any matters requiring a decision will be decided by a majority of votes by members present. In the event of a tied vote, the Chairperson shall exercise a casting vote.

A matter can pass, fail, or be laid over.

### 9.7 Dispute Resolution

If an impasse is met and cannot be resolved by the Committee, the issue is to be referred to the Board for resolution or action.

## 10 Roles and Responsibilities

### 10.1 Portfolio Lead

Is responsible for:

- overseeing committee governance
- reporting outcomes to the board.

### 10.2 CEO

Is responsible for:

- managing budget requirements where applicable
- ~~publishing the approved annual schedule of events~~
- providing the escalation point for all matters.

**Commented [JC12]:** This section reads like it is relevant to other committees which may require budget allocation and events organised. CEO was not included in the version that we submitted as the GRC report directly to the Board through the portfolio lead.

**Commented [SC13R12]:** @Anne Cornish

**Commented [AC14R12]:** allows for me to agree to budget requirements if you need them under my delegation such as some legal advice.

**Commented [SC15R12]:** @Julie Carpenter

### 10.3 Chair

Is responsible for:

- scheduling committee meetings
- setting the agenda
- reporting to the Portfolio Lead.
- reporting to the CEO on approved motions.

### 10.4 Secretariat

Is responsible for:

- scheduling committee meetings as advised by the Chair
- taking note of actions and tasks
- following up on outstanding actions or tasks
- updating the CEO on progress.

### 10.5 Governance and Risk Committee Members

Are responsible for:

- ~~Contributing expertise~~ Contributing expertise to the development, review and implementation of RIMPA Global's governance and risk frameworks
- Identifying and escalating emerging governance, compliance and risk issues to the Chair for consideration by the committee
- Participating in governance (policy/procedure) and risk work streams, including out-of-session work as required to progress agreed actions
- Preparing for and actively participating in committee meetings, including reviewing papers and providing input to recommendations for the Board
- Maintaining confidentiality of committee discussions and documents, and declaring any actual, potential or perceived conflicts of interest
- Supporting communications and implementation of approved governance and risk initiatives within the RIMPA Global community where appropriate to their role.