



RIMPA Governance Advisory Branch Australasia (GABA)

Terms of Reference

1. Purpose

The Governance Advisory Branch Australasia (GABA) will be responsible for oversight, investigating, monitoring and reporting to the Board on matters pertaining to Governance, Risk and any other matters relating to the administration of the Company, and seek external advice from time to time with the approval of the Chair.

2. Term

These Terms of Reference are effective from September 2017 and will be reviewed not more than every five years.

3. Membership

GABA will comprise:

- One Director appointed by the Board independently of an existing State or Territory Branch. The appointed Director is the Executive Director of GABA, and an Executive Director of the RIMPA Board.
- A minimum of two professional members, where possible, drawn from members not currently sitting on the RIMPA Board.
- Board members, including Directors and appointed advisors will be considered members of GABA as appropriate for the action assigned or adopted by GABA.

GABA members must nominate via the Branch Council nomination process. Suitable nominations must be presented to the Board for approval.

Members are expected:

- To hold an active individual professional membership.
- Have been a professional member for a minimum of 2 years.
- Have an understanding of Company legislation and governance requirements.
- To hold the same accountability for the actions before them as an appointed Director.

The Executive Director of GABA must be approved by the Board and have a demonstrated understanding of Company legislation and governance requirements sufficient to successfully undertake the role and advise the Board on matters before GABA.

The Board may appoint a member not meeting these expectations at its discretion so long as the decision and reasoning is recorded in the Board minutes.

4. Roles and Responsibilities

The Executive Director is responsible for reporting to the Board and ensuring decisions and outputs are recorded in the Board meeting minutes.



Each GABA member is responsible for ensuring they are appropriately informed of:

- the matter they are considering, and
- RIMPA governance, policy, By-Laws, and procedures.

GABA is accountable for:

- Investigating, monitoring and reporting to the Board on matters pertaining to governance.
- Review and monitoring of the Constitution, By Laws and policies of RIMPA, and reporting to the Board on a regular basis.
- Attending all Board meetings and as appropriate invite a subject matter expert to address the Board.

GABA Members expect:

- to be provided with complete and accurate information in a timely manner relating to the matter.
- to be given reasonable time to make recommendations.
- to be alerted to potential risks and issues as they arise.
- open and honest discussions.

5. Meetings and Minutes

Recommendations will be made by consensus (i.e. members are satisfied with the recommendation even though it may not be their first choice) in the best interests of the Company. If a consensus is not possible, the GABA Executive Director makes the final recommendation.

Meetings will be held as required between two or more members as appropriate to the action being considered. These meetings are not required to be minuted where the recommendation or output is to be submitted to the Board for consideration and approval and recording in the Board minutes.

Where the action being considered by GABA requires a clear record of proceedings, chain of evidence, timeline or collation of facts, these must be recorded and submitted to a Board meeting along with the recommendation for recording in the Board minutes.

All recommendations and outputs will be submitted to the Executive Director of GABA for approval and subsequent submission to the Board for consideration and recording in the Board minutes.

6. Amendment, Modification or Variation

This Terms of Reference may be amended, varied or modified in writing after consultation and agreement by RIMPA Board Directors.

Drafted September 2017

Approved the Board in June 2018.