



GOVERNANCE COMMITTEE TERMS OF REFERENCE

OVERALL AIM

The Australian National Working Equitation Limited (ANWEL) Board is committed to ensuring working equitation as an equestrian sport is fair, inclusive, safe and well governed.

OBJECTIVES

The Governance Committee is a subcommittee of the Board of ANWEL and exists to assist and advise the Board in fulfilling its duties and responsibilities regarding:

- the constitutional administration of ANWEL
- risk and compliance
- dispute resolution, disciplinary and grievance issues
- composition and recruitment of Committees
- general governance matters

AUTHORITY

The Board has authorised the Governance Committee within the scope of their duties and responsibilities set out in this Terms of Reference to perform the activities required to address its responsibilities and make recommendations to the Board. This includes:

- obtain any information it requires from an ANWEL member or external party
- obtain outside legal or other independent professional advice.

DUTIES AND RESPONSIBILITIES

- The Governance Committee considers any matters necessary in order to fulfil its objectives and makes recommendations to the Board. The Committee also considers any other matters referred to it by the Board.
- Periodically present to the Board a list of individuals recommended as suitable for appointment to the Committees of the Board (including this Committee).
- Consider, review and make recommendation to the Board on any constitutional matters that will enable ANWEL to achieve its purpose.
- Monitor compliance with ANWEL corporate governance policies to the extent such policies are applicable to the Committee's objectives and responsibilities

- Make recommendations about changes to the Terms of Reference of other Board committees which arise during the course of matters considered by the Committee from time to time, and after consultation with the respective Board Committee Chairs.
- Oversee the development and implementation of fair and just dispute resolution, discipline and grievance policies and procedures.
- Appoint an independent, impartial, and suitably qualified Panel to address discipline and grievance matters. The Panel will consist of no less than three and no more than five persons. One member of the Panel is to be selected as Chair.
- Make recommendation to the Board on any action to be taken as an outcome of any compliance breach, investigation, panel hearing or incident review.
- Ensure provision and application of appeal processes
- The Committee also considers any other governance matters referred to it by the Board.

The Governance Committee in the course of their duties are to consider any risks that may impact ANWEL, its members, riders, community and livestock and make appropriate recommendation for risk mitigation to the Board.

The Governance Committee is to submit all recommendations to the ANWEL Board.

The Board is to ratify all national ANWEL policies and procedures, disciplinary actions and dispute resolution outcomes.

COMPOSITION

The Governance Committee will comprise of no more than five (5) members:

- ANWEL Director
- four appointed members, which may include a second ANWEL Director

Wherever possible the Governance Committee composition shall incorporate a reasonable geographical spread as well as appropriate skill sets to consider Australian law, compliance, risk, dispute resolution and sport governance.

MEMBERSHIP

By way of expressions of interest, the Board will seek and assess applications for membership to the Governance Committee.

The Board shall ratify all Governance Committee and Panel appointments.

Membership on the Governance Committee is honorary and carries no remuneration.

At least four (4) Governance Committee members are required to be a member of Australian National Working Equitation Ltd.

A suitably qualified independent member may be appointed to the Committee.

Induction of New Members

The Chair will provide all newly appointed members with all necessary and relevant information to enable the member to understand the purpose and function of the Governance Committee, along with their duties and responsibilities.

Term

Governance Committee members may serve two (2) terms of two (2) years each. After the first two (2) year term, the Chair will request that two (2) members stand down to allow consideration of new applicants. Members who stand down may re-apply.

After completing two (2) terms Governance Committee members are not then eligible for re-appointment to any position on the Governance Committee for a minimum period of 12 months.

SUBJECT MATTER EXPERTS

Through invite of the Chair, subject matter experts (SMEs) and guest contributors may attend a meeting. Other members may request that the Chair invite SMEs and guest contributors. Attendance of SMEs and guest contributors is at the discretion of the Chair; however, approval requested by a member should not be unreasonably withheld.

MEETINGS

Frequency

The Governance Committee will schedule meetings to meet its objectives and meet not less than four times a year.

Duration

Meetings will be two (2) hours in length.

Quorum

A quorum will be a minimum of three (3) members.

Decision-making

Committee decision making will be by consensus. In the event that consensus is not achieved, the majority view will determine decision. The Chair will have a casting vote in the event of a 50/50 view.

Conflicts of interest

Committee members must declare any conflicts of interest prior to or at the start of each meeting or before discussion of the relevant agenda item or topic.

ADMINISTRATION

The Governance Committee will appoint a Secretary to keep minutes of all meetings of the Committee and to forward recommendations to the Board. The Secretary will not have voting rights on the Governance Committee unless they are an appointed member.

Agenda and Minutes

Circulation of the Governance Committee agenda will occur at least three (3) days prior to the meeting date. Agenda items must be forwarded to the Secretary at least five (5) days prior to circulation.

Distribution of the minutes to Governance Committee members and the ANWEL Board will occur within one (1) week of the meeting date.

Recommendations

A register of all decisions and recommendations made by the Governance Committee will be maintained by the Secretary.

Action management

The Secretary will maintain a register of Action items arising from Governance Committee meetings. At each Governance Committee meeting, the Secretary will advise on the Actions that remain open.

Expenses

Reasonable expenses incurred while executing the functions of the Governance Committee shall be met by ANWEL.

COMMITTEE GOVERNANCE

An annual work plan sets out the activities to be covered by the Governance Committee. The work plan should allocate the key tasks to be covered at specific meetings to ensure that all activities are addressed at the appropriate time and that all key responsibilities are covered.

The work plan and committee performance metrics will be developed each year, endorsed by the Governance Committee and then submitted to the ANWEL Board for approval.

The Governance Committee Terms of Reference will be reviewed annually by the Committee to ensure it remains consistent with the Committee's objectives and responsibilities.

All amendments to the Terms of Reference must be ratified by the ANWEL Board.

The Governance Committee must maintain transparency of actions at all times. Members are to remain neutral when performing his/her duties and may not represent the interest of any specific stakeholder.

CONFIDENTIALITY

Matters discussed at this meeting may be of a confidential nature and must be treated as such by members of the Governance Committee, including the Secretary and any invitees.

Members of the Governance Committee, and Secretary are to refrain at all times from making any statements either written or oral, including but not limited to the media or in social media, or behaving in any way or taking any actions or omitting to take any

action, that might cause harm to ANWEL or to equestrian sport in general. This includes statements that might create a perception of bias.

Breaches of privacy or confidentiality may result in disciplinary action.