



Governance and Risk Management Committee Terms of Reference

1. Title

1.1 The committee will be known as the Governance and Risk Management Committee (GRC).

2. Purpose

2.1 The purpose of the Committee is to provide independent advice and assistance to the Branch Executive Committee (BEC) of The Scout Association of Australia ACT Branch Inc. (Branch) in fulfilling its responsibilities under the *Associations Incorporation Act 1991* (ACT) and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the Branch's Constitution, in relation to governance, risk management and internal control (other than financial control). The Committee also monitors compliance with relevant requirements of applicable laws, regulations and rules.

2.2 The Committee is a sub-committee of the BEC.

3. Duties and Responsibilities

3.1 Risk Management and Mitigation

- 3.1.1 Oversee the Branch's risk management framework and processes.
- 3.1.2 Consider adequacy of risk mitigation strategies and levels of residual risk.
- 3.1.3 Ensure there are procedures in place to identify, monitor, document, and communicate risks and risk awareness across all functions of the Branch.
- 3.1.4 Review the impact of the Branch's risk management framework on its control environment and insurance arrangements.
- 3.1.5 Advise on appropriate insurance policies to ensure that Scouts ACT meets its legislative and administrative requirements.
- 3.1.6 Support and assist management with insurance renewals and claims or other insurance matters.
- 3.1.7 Review whether a sound and effective approach has been followed in establishing the Branch's business continuity planning arrangements in relation to non-financial matters, including whether disaster recovery plans have been tested periodically.

3.2 Internal Control Framework

- 3.2.1 Review whether management has in place relevant policies and procedures, including Executive Officer Instructions or their equivalent, and that these are periodically reviewed and updated.
- 3.2.2 Determine whether the appropriate processes are in place to assess, at least once a year, whether policies and procedures are complied with.
- 3.2.3 Review whether appropriate policies and procedures are in place for the management and exercise of delegations.
- 3.2.4 Consider how management identifies any required changes to the design or implementation of internal controls.
- 3.2.5 Review whether management has taken steps to embed a culture which is committed to ethical (code of conduct) and lawful behaviour.

3.3 Compliance and Governance

- 3.3.1 Evaluate the adequacy and effectiveness of non-financial legal and regulatory compliance control and reporting systems.
- 3.3.2 Review compliance with non-financial laws, regulations, the Branch's constitution and policies, contractual government or other commitments and discharging reporting or other requirements of regulators.
- 3.3.3 Advise and assist the BEC to ensure that an appropriate non-financial governance framework and processes are in place

3.4 Avenue for Whistleblowers

- 3.4.1 Act as an independent avenue for 'whistle blowers' and disclosures of possible illegal activities (e.g. fraud, corruption or improper payments) where appropriate and within its area of responsibility.

3.5 Other

- 3.5.1 Undertake such other related, relevant and appropriate activities that may be requested by the BEC.

4. Framework and Context

4.1 Committee establishment and membership

- 4.1.1 The Committee members will be appointed by the BEC and will be recorded in the BEC minutes. BEC will appoint the Chair from among the Committee members.
- 4.1.2 The Executive Officer, the Branch President and the Chief Commissioner will be ex-officio members of the Audit and Risk Management Committee, with voting rights and shall count towards quorum.

4.1.3 The Chair of the committee may, with BEC approval, co-opt additional expertise to the Committee. Committee members should have the appropriate skill, knowledge and experience to undertake the functions and responsibilities of the Committee.

5. Authority

- 5.1 The Committee is advisory only, other than as delegated by the BEC.
- 5.2 The Committee is charged by the BEC to undertake its approved role and purpose and discharge the activities detailed in this document.
- 5.3 Other than the Executive Officer, the members of the Committee are not employees, and their role does not extend into operational management of the Branch.
- 5.4 Subject to BEC and budgetary approval, the Committee may retain independent legal counsel, specialist accountants or experts to assist it to perform its functions.

6. Meetings

- 6.1 The Committee will ordinarily meet ten times a year and as required by changed or special circumstances. The likely meeting time will be 2-3 hours.
- 6.2 The external auditor should attend at least one meeting annually.
- 6.3 Once a year, the Chair may request an 'in camera' meeting of Committee members only with the external auditors, and other selected invitees as appropriate, without staff members present.
- 6.4 A quorum will be more than half the members. In the Chair's absence, members present will select a Chair for that meeting.
- 6.5 All members are expected to attend every meeting either in person or via telephone or videoconference, or to provide an apology for non-attendance at the meetings.
- 6.6 The notice and agenda of a meeting will include supporting papers.

7. Voting

- 7.1 All matters requiring decision will be decided by a simple majority of votes of members present. The Chair has no casting vote.

8. Conflicts of Interest

- 8.1 Conflicts of Interest of members should be avoided where possible.
- 8.2 Committee members are to disclose any conflicts of interests and potential conflicts of interest at the commencement of each meeting, and the Committee will determine if the participation of a committee member should be limited because of a determined conflict of interest.
- 8.3 Conflicts are to be recorded in a Conflicts Register. Should a conflict cease this is to also be notified and the register updated.
- 8.4 Members and invitees having a real or perceived conflict of interest may not participate in any discussion on the conflicted matter.

9. Confidentiality

9.1 Unless required by law or the Branch Constitution, all Committee discussions and documentation are confidential to the Committee, relevant staff, the auditor and the BEC. However, if the committee's advice is included in BEC deliberations, then such advice may be referred to in BEC Minutes.

10.Minutes

- 10.1 Minutes will be written, approved by the Chair and circulated to the members of the Committee (by electronic soft copy if appropriate) within 2 weeks of a meeting. The minutes will be subsequently ratified at the next meeting.
- 10.2 The Committee may determine that minutes or part thereof may be kept confidential to the Committee and the BEC.

11. Reporting

- 11.1 The Committee will usually submit a report to each meeting of the BEC. The Chair of the Committee will report to BEC in person at least annually.

12. Review

- 12.1 The Committee will review these Terms of Reference annually and submit the revised Terms of Reference to BEC for approval.

Approved by the Branch Executive Committee: **04 September 2025**