

## **Board Regulation - Constitution Committee Terms of Reference**

30 June 2008

### **1.0 Committee Objectives**

The objectives of the Constitution Committee are:

- 1.1 To assist the Board to discharge its duty with regard to its corporate governance responsibilities and duties, particularly as they are impacted by the Bicycle Victoria Constitution.
- 1.2 To make recommendations to the Board with regard to the internal Board review of its performance.
- 1.3 To recommend to the Board
  - 1.3.1 any changes to the rules and regulations of Bicycle Victoria to ensure their consistency with new government laws, community governance expectations or Bicycle Victoria strategy.
  - 1.3.2 interpretations or practices as to the implementation and observation of the Rules and Regulations.

### **2.0 Membership**

- 2.1 The Constitution Committee shall be appointed by the Board from amongst Board members and shall consist of at least three members.
- 2.2 A quorum shall be 2 members, one whom shall be the convenor or his/her delegate

### **3.0 Operating Principles**

- 3.1 The Committee shall appoint its own convenor.
- 3.2 Meetings shall be held at the time and place scheduled by the Committee.
- 3.3 The convenor shall call a meeting of the Committee if so requested by the Board or by two members of the Committee.
- 3.4 The convenor may call a meeting of the Committee if it is considered necessary to consider any issue arising within the area of its responsibilities.
- 3.5 No less than 7 days' notice shall be given of the time, date and place of any meeting of the Committee.
- 3.6 An agenda detailing the proposed business of the meeting shall be circulated at least three working days prior to any meeting.
- 3.7 The Committee is authorised to obtain external resources as required to assist with its work. Any expenditure will be limited by the existing delegation of authority unless endorsed by the Board.
- 3.8 The Committee shall report to the Board after each committee meeting or as specified or requested by the Board. Committee meetings shall be minuted, a copy to be tabled at the following Board meeting.
- 3.9 Committee business may be conducted by email, provided that decisions are agreed by each Committee member. Decisions made by email shall be reported to the following Board meeting.
- 3.10 The Committee shall annually conduct an assessment of its effectiveness and the contribution of individual Committee members.

### **4.0 Responsibilities**

The Committee shall make recommendations to the Board on:

- 4.1 specific matters relating to the area of its responsibilities.
- 4.2 the annual Board performance review.
- 4.3 Rules and Regulations of Bicycle Victoria.

### **5.0 Authority**

- 5.1 The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary. Any expenditure will be limited by the existing delegation of authority unless endorsed by the Board.
- 5.2 The Committee shall have no executive powers with regard to its findings and recommendations, i.e. it cannot commit the Board to any action or decision unless the Board, in advance, delegates such authority.