

# Governance Sub-Committee

## Terms of Reference

04 September 2025

### 1. Purpose

The Governance Sub-Committee (the *Sub-Committee*) is established to support the State Emergency Service Association of NSW (SESA) Committee by overseeing governance frameworks, compliance obligations, policy development, and risk management.

The Sub-Committee also has responsibility for coordinating the establishment and start-up of the Association prior to its formal registration as an incorporated association.

### 2. Authority

The Sub-Committee is a sub-committee of SESA formed under Clause 23 of the Constitution. It operates within the powers delegated by the Committee and reports back to the Committee. The Sub-Committee does not have authority to bind the Association unless expressly delegated.

### 3. Responsibilities

The Sub-Committee shall:

- Coordinate and oversee tasks required for the establishment of the Association, including preparation of incorporation documents, constitution, rules and regulatory filings.
- Provide advice and support to the founding president during the pre-incorporation phase.
- Develop and recommend governance policies and procedures for adoption at or following incorporation.
- Monitor compliance with statutory and regulatory obligations.
- Oversee risk management, including development of a risk register.
- Review and recommend amendments to the Constitution and Association Rules.
- Ensure induction, training and performance evaluation processes are in place for Committee members.
- Provide guidance on conflicts of interest, ethics, and member conduct.
- Report regularly to the Committee with recommendations.

### 4. Membership

- At least four (4) members, appointed by the Committee or, prior to incorporation, by the founding president.
- Members of the Sub-Committee must be members of the Association (or, prior to incorporation, a founding member).
- Members should collectively have skills in governance, law, compliance, risk management, or association management.
- The Chair shall be appointed by the Committee (or, prior to incorporation, by the founding president).

### 5. Reporting

- Minutes of meetings must be kept and submitted to the SESA Committee (or, prior to incorporation, to the founding president).
- The Chair will provide a summary report and recommendations to each Committee meeting.

### 6. Review

- These Terms of Reference shall be reviewed at least annually by the SESA Committee to ensure they remain current, effective, and aligned with the Constitution and Association Rules.
- Any amendments must be approved by resolution of the Committee.