

Governance and Strategy Committee Terms of Reference

The Governance and Strategy Committee is a Board Committee formally established by the Board

Definition

Director: The term Director refers to Member Elected and Board Appointed Directors as described in the Transport Professionals Association (formerly AITPM) Constitution.

1 Purpose and authority

1.1 Purpose

The purpose of this Governance and Strategy Committee Terms of Reference is to specify the authority delegated to the Governance and Strategy Committee (Committee) by the Board of Directors of Transport Professionals Association (TPA) and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a sub-committee of the Board established in accordance with the TPA Constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities and in line with good governance practices. The Committee has the authority and power to exercise the role and responsibilities set out in these Terms of Reference and any separate matters granted to it by the Board from time to time.

2 Role of the Committee

2.1 Governance and Strategy

The Committee assists and provides advice to the Board by overseeing the effective governance of TPA in accordance with its Constitution and Charters, Policies and procedures, including:

- a. provide oversight and guidance on matters related to organisational governance, including the Constitution and Charters, policies and procedures;
- b. develop and review TPA's strategic plan, ensuring alignment with its mission and vision;
- c. monitor the implementation of strategic initiatives and assess their impact.

3 Governance and Strategy Responsibilities

The Committee is responsible for:

- a. reviewing and recommending updates to TPA's governing documents, including Charters, policies and procedures;
- b. conducting an annual assessment of the Board's performance and effectiveness;
- c. collaborating with management to review, provide input into, and make recommendations on TPA's

strategic plan;

- d. reviewing and making recommendations on the governance framework, the roles and responsibilities and division of function between the Board and Management;
- e. reviewing and recommending to the Board the Company Code of Conduct;
- f. reviewing and recommending to the Board, the Board Skills Matrix framework;
- g. reviewing and making recommendations in relation to any corporate governance policy requirements and issues as requested by the Board from time to time.

4 Committee Membership

4.1 Composition and size

The Committee will consist of:

- a. the Chair of the Board;
- b. at least 3 Directors;
- c. the CEO

Each member must declare any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

The term of service of Committee members will be reviewed by the Board at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee. The members of the Committee are recommended by the committee and appointed and removed by the Board.

4.2 Chair

The Board Chair will be the Chair of the Governance and Strategy Committee.

If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chair for the meeting.

4.3 Secretary

The Company Secretary is the secretary of the Committee.

5 Committee meetings and process

5.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the TPA constitution regulating meetings and proceedings of the Board and Committees of the Board in so far as they are applicable and not inconsistent with these Terms of Reference.

Committee members may attend meetings in person or by electronic means.

5.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than twice a year.

5.3 Quorum

At least (3) Directors who are Committee members constitute a quorum for meetings of the Committee.

5.4 Attendance by management and advisers

The Committee Chair may invite other employees, or directors who are not members of the Committee and external advisers to attend meetings of the Committee.

5.5 Notice, agenda and documents

The Chair of the Committee will determine the meeting agenda after appropriate consultation.

Unless otherwise agreed or considered necessary by the Chair, notice of each meeting confirming the venue, date, and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the Company Secretary to each Committee member and any other individual invited to attend, not less than 3 business days before the meeting.

5.6 Minutes

The Company Secretary will keep minutes to record the proceedings and resolutions of Committee meetings.

The Chair of the Committee, or delegate, will report to the Board after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

5.7 Access to information and advisers

The Committee has the authority to engage external advisers to support the discharge of the Committee's remit, for the purposes of providing a quotation to enable a fulsome recommendation to be presented to the Board for approval.

6 Review of the Terms of Reference

The Committee will review its Terms of Reference annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The Terms of Reference may be amended by resolution of the Board.