

Memorandum



Law Council
OF AUSTRALIA

To: Directors and Constituent Body Chief Executive Officers

From: James Popple, Chief Executive Officer

Date: 28 February 2024

Call for Nominations—one LCA non-Executive Director member to the Corporate Governance Committee

Action Request

I call for nominations for one LCA non-Executive Director member of the Corporate Governance Committee with expertise relevant to the Committee's Terms of Reference. Nominations are request by **COB, Wednesday, 13 March 2024**.

Background

1. During 2023, Ms Joanne van der Plaat, the NSW Law Society appointed LCA Director was a member of the committee, fulfilling the requirement of the Terms of Reference (**attached**) that at least one member of the Committee should be a current non-executive Director. Ms van der Plaat completed her tenure as LCA Director on 31 December 2023.
2. At its meeting held on 22 February 2024, the Executive nominated Ms Elizabeth Carroll for the position of Chair and Mr Lachlan Molesworth for the position of Executive member on the Corporate Governance Committee for 2024.
3. The Terms of Reference for the committee provide that membership of the Committee is as follows:
 - A member of the Executive (Chair)—*nominated by the LCA Executive*
 - One other member of the Executive—*nominated by the LCA Executive*
 - Up to four other members with expertise relevant to the Committee's Terms of Reference, at least one of whom must be a non-Executive Director of the Law Council of Australia
4. All members of the CGC are to be appointed by Directors on the recommendation of the President-elect.
5. The following table sets out the current and proposed membership of the Corporate Governance Committee for 2024, which is expected to be confirmed by Directors at their meeting scheduled for 23 March 2024:

Chair	<i>Elizabeth Carroll - TBC</i>
Executive Member	<i>Lachlan Molesworth - TBC</i>
Up to four other members, at least one of whom must be a non-Executive Director of the Law Council of Australia.	David Price (Member)
	Tom May OAM (Member)
	Rebecca Sandford (Member)
	<i>Nominee—Non-Executive LCA Director - TBC</i>

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About the CGC

6. The primary purpose of the CGC is to consider and advise the Law Council Board on corporate governance and related matters of the Company, with reference to the Law Council's existing and future governance policies and procedures, the Governance Standards of the Australian Charities and Not-for-profits Commission (ACNC) and associated legislation and other legislation and regulations, such as, but not limited to, the *Corporations Act 2001*.
7. The CGC's role includes reviewing established Law Council governance policies and procedures, overseeing development of new Law Council governance policies and procedures, and considering and providing recommendations to the Directors in respect to matters relating to the corporate governance of the Law Council.

Nominations

8. Nominations should be forwarded to James Popple, Chief Executive Officer at james.popple@lawcouncil.au and CCed to daniel.sybaczynskyj@lawcouncil.au

Contact

9. In the first instance, please contact Dan Sybaczynskyj, Executive Officer/Company Secretary on (02) 6246 3733 or daniel.sybaczynskyj@lawcouncil.au if you would like any further information.



James Popple
Chief Executive Officer

Terms of Reference

Corporate Governance Committee



Law Council
OF AUSTRALIA

Title:	Corporate Governance Committee – Terms of Reference
Issue Number:	(3) – revised and drafted February 2022
Application:	The Corporate Governance Committee (CGC) is a Committee established by the Board of Directors of the Law Council of Australia Ltd (the Board).
Summary:	<p>The primary purpose of the CGC is to consider and advise the Law Council Board on corporate governance and related matters of the Company, with reference to the Law Council’s existing and future governance policies and procedures, the Governance Standards of the Australian Charities and Not-for-profits Commission (ACNC) and associated legislation and other legislation and regulations, such as, but not limited to, the <i>Corporations Act 2001</i>.</p> <p>The CGC’s role includes reviewing established Law Council governance policies and procedures, overseeing development of new Law Council governance policies and procedures, considering and providing recommendations to the Law Council Board of Directors in respect to matters relating to corporate governance of the Law Council.</p>
Authority:	Board of Directors of the Law Council of Australia
Approval date:	25 June 2022
Contact:	Chair, Corporate Governance Committee and the Chief Executive Officer of the Law Council of Australia
Sunset date:	N/A
Review date:	3 years from approval date

Role of the CGC

The Board is committed to excellence in corporate governance and recognises the importance of strong, properly regulated relationships between the Law Council, its members and other stakeholders. The CGC's work should ensure these relationships continue to operate effectively and efficiently by:

1. Reviewing and providing recommendations to the Board on:
 - a. Law Council governance policies and procedures to enhance:
 - i. Internal Law Council structures and processes;
 - ii. Existing and/or new company processes relating to governance that control and implement accountability systems and legal compliance, subject to collaboration with the Finance and Risk Committee where identified (refer to paragraph 2, below);
 - iii. A reporting framework to assess the progress of the implementation of the Law Council's Strategic Plan; and
 - iv. Codes of conduct that relate directly to the Directors.
 - b. Proposals to amend the Constitution of the Law Council.
2. Noting that the Finance and Risk Committee of the Law Council is responsible for overseeing the Law Council's financial and other risk management, including the development and implementation of controls and accountability systems for financial and other risk management. The CGC should regularly review the Law Council Finance and Risk governance policy to ensure that it has and maintains an operational structure fulfilling the Finance and Risk committee responsibilities and that its terms of reference are appropriate to fulfil its responsibilities.
3. Advising the Board in relation to corporate governance principles, including:
 - a. ethical, responsible and legally compliant decision making;
 - b. Board and management competency, efficiency and effectiveness;
 - c. attention to the legitimate interests of Law Council members; and
 - d. implementation of the strategic plan.

Authority

4. The CGC's role is limited to making recommendations to the Board in the area of corporate governance.

Access to Advice

5. Should the CGC consider it necessary to obtain professional advice, a request for approval of any required expenditure must be sought from the Board of Directors.
6. Any such professional advice obtained must be communicated to the Board.

Composition

Membership:

7. The Constitution of the Law Council provides that at least one member of each Board Governance Committee, such as the CGC, must be a Director (clause 45.4).
8. As set out in the Law Council's Board Committees Charter, The CGC will consist of the following members:
 - A member of the Executive (Chair)
 - One other member of the Executive
 - Up to four other members with expertise relevant to the Committee's Terms of Reference, at least one of whom must be a non-Executive Director of the Law Council.
9. The CGC will be supported by the Chief Executive Officer and the Company Secretary who will generally attend CGC meetings subject to any contrary direction of the Chair.

Term:

10. The membership term for each member is up to 2 years from the date of appointment. A member may be reappointed.

Nominations and appointment:

11. All members of the CGC are to be appointed by Directors on the recommendation of the President-elect, except in the case of the President-elect being nominated as a member to the CGC, in which case the appointment may be made upon the recommendation of the President.
12. The Executive will nominate the positions of Chair and one other member of the Executive.
13. The *other members* of the CGC will be nominated by the Directors and Constituent Bodies. If a vacancy arises mid-term, nominations will be sought from the Directors and Constituent Bodies.
14. The Chair may invite or permit persons who are not members of the CGC to attend its meetings. In circumstances when that occurs, the Chair may direct that any part of the deliberations of the CGC occur in the absence of any person who is not a member of the CGC.

Meetings

15. Meetings of Board Governance Committees, such as the CGC, are governed by the provisions of the Constitution that deal with Directors' meetings as if each member were a Director (clause 45.7).
16. The CGC will meet as frequently as is necessary to undertake its role effectively and as required by the Law Council's Board Committees Charter.

17. The CGC meetings may be attended in person or remotely (via video or telephone).
18. The quorum for a CGC meeting is a simple majority of its current membership.
19. The Chair may call a meeting of the CGC if required. The Chair must call a meeting if requested by three (3) or more Committee members. The meeting agenda will be set by the Chair and Committee papers are to be provided to CGC members, where possible, five working days prior to the relevant meeting.
20. Committee business may be undertaken by any available form of communication.
21. Any matters requiring decision will be decided by a majority of members present or participating.

Secretariat Duties

22. The Company Secretary will be the CGC secretary and will prepare and keep all records of the CGC, including the agenda, minutes and any reports or recommendations.
23. The Chair and Company Secretary will settle an annual work plan for the CGC, in consultation with Committee members. The annual work plan should comprise viable and measurable objects for the CGC for the upcoming year.
24. The Company Secretary may be asked to undertake research and writing tasks for the Committee and to keep the Committee apprised of best practice developments in corporate governance.

Reporting

25. The CGC must provide a written report of its operations at the final meeting of the Board of Directors each year as per the Law Council's Board Committees Charter.
26. The CGC must provide a recommendation to the Board on any matter within the CGC Terms or Reference, if so requested by the Board, within a reasonable time.
27. All CGC meeting minutes will be provided to the Board for noting.

Review

28. The CGC must review these terms of reference every three years.

Funding

29. Travel, accommodation and meeting expenses of the CGC will be the responsibility of the Law Council and met in accordance with the relevant Policy.