# (Insert title) Sub-Committee Charter

*Note: The purpose of a Sub-Committee Charter is to clearly define the respective roles, responsibilities, and authorities of an appointed sub-committee. Although each charter will be different, this template is suggestive of the sorts of matters that may be included but should not be seen as required or exhaustive.*

**Purpose**

The (Insert title) Sub-Committee appointed by the Managing Committee of (Insert Club) assists in fulfilling its oversight responsibilities relating to:

* (Insert primary function)

The duties and responsibilities of the Sub-Committee are set out in **Appendix A**.

**Authority**

(Insert Club) Managing Committee has authorised the (Insert title) Sub-Committee, within the scope of their duties and responsibilities set out in this charter to:

* perform the activities required to address its responsibilities and make recommendations to the Managing Committee;
* select, engage, and approve fees within the delegated authority set by the Managing Committee for any professional advisers that the Sub-Committee may require to carry out its duties;
* require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Managing Committee; and
* have unrestricted access to information it considers relevant to its responsibilities under this charter.

**Membership**

The Sub-Committee shall comprise at least three, and not more than five, members. The Managing Committee, will appoint Sub-Committee members and the Chairperson.

**Chairperson**

The Managing Committee shall appoint one of the Sub-Committee members to be the Chairperson. The Sub-Committee Chairperson shall chair the meetings and set its agendas.

Should the Chairperson be absent from a meeting, the Sub-Committee members present must appoint a Chairperson for that particular meeting.

**Meetings**

The Sub-Committee should meet at least (Insert) times per year and participants may attend by video conference and/or teleconference. The Chairperson or any Sub-Committee member may call a meeting. Sub-Committee Members shall declare any conflict of interest before the commencement of each meeting.

**Meeting Attendance**

Any person may be invited by the Chairperson to attend meetings, but not necessarily for the full duration of the meeting. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights.

**Quorum and Voting**

A quorum must consist of more than half of the members of the Sub-Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Chairperson shall not have a second or casting vote.

**Minutes**

The Sub-Committee Secretary or delegate must prepare the meeting minutes within seven (7) working days. After the Chairperson has given preliminary approval, the draft minutes are circulated to all Sub-Committee members. The minutes must be ratified at the next Sub-Committee meeting.

**Conflicts of Interest**

Sub-Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Sub-Committee discussions on the issue where a conflict exists.

**Reviews**

The Sub-Committee will review at least annually this Committee charter and recommend to the Managing Committee for approval any appropriate amendments.

The Managing Committee will at least annually review the performance of the Sub-Committee.

**Reporting**

The Sub-Committee will provide minutes to the Managing Committee subsequent to each Sub-Committee meeting.

## **Appendix A – Duties and Responsibilities**

* 1. *In assisting the Managing Committee in fulfilling their responsibilities, the duties of the Sub-Committee are to:*
* (Insert Duties)
	1. *Managing Committee requests*
* Perform any other duty or undertaking that the Managing Committee may request from time to time.
	1. *Reporting*
* The Sub-Committee chairperson will report to the Managing Committee regarding all relevant matters with appropriate recommendations provided via a written report (with supporting material) for noting or approval.