

Sub Committee Charter

INVESTIGATIONS SUB-COMMITTEE CHARTER

MOTORCYCLING NSW SUB-COMMITTEE CHARTER

Title: Sub-Committee Charter - Investigations

Creation Date: February 2022

Next Review Date: February 2023

Responsible Persons: Motorcycling NSW Board

Authority: This document is a Charter made pursuant to the Motorcycling NSW Governance Policy. MNSW may unilaterally introduce, vary, remove or replace this Charter at any time.

INVESTIGATIONS SUB-COMMITTEE CHARTER

TERMS OF REFERENCE

Purpose

The Investigations Sub-Committee (the **Committee**) is appointed by the Board of Directors of Motorcycling New South Wales (MNSW) and will be accountable for providing governance and oversight over investigations undertaken by, or on behalf of, MNSW.

The Committee shall be responsible for:

- Conducting an initial review of all complaints or matters received by the MNSW Board
- Deciding upon and appointing an independent third party (which may include a panel, tribunal or private organisation, as appropriate) to perform an investigation into the facts of the complaint / matter, as required
- Providing governance and oversight to all investigations performed at the request of the Committee
- Reviewing the outcomes of all investigations
- Passing a resolution agreeing the Committee's recommended course of action based on the outcome(s) of the investigation(s)
- Providing the Committee's recommendation(s) to the Board for decision

The duties and responsibilities of the Committee are set out in **Appendix A**. The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

Authority

In line with the MNSW Constitution, the Board has prescribed the ambit of authority and task(s) to be performed by the Committee. The Board may revoke this delegation at any time. The Committee may not further delegate the power as prescribed by the Board.

The Board has authorised the 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 Board;
- select, engage, and approve fees within the delegated authority set by the Board for any professional advisors that the Committee may require to carry out its duties;

- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
- have unrestricted access to management, employees, and information it considers relevant to its responsibilities under this Charter.

Membership

The Committee shall comprise at least three, and not more than five, Directors who are otherwise members of the Board. MNSW may provide a Committee Secretary, if requested by the Committee, otherwise the Committee members will nominate one member to act as the Committee Secretary.

Chairperson

The Committee members will nominate one of their members to be the Committee Chairperson. The Chair of the Committee will be appointed annually by the Committee and must be a sitting Director. The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

The Committee members will nominate one of their members to be the Deputy Chairperson. The Deputy Chair of the Committee will be appointed annually by the Committee and must be a sitting Director. Should the Committee Chairperson be absent from a meeting, the Deputy Chairperson will act as the Chair for that particular meeting.

The Committee Chairperson and Deputy Chairperson will be conveyed to the MNSW Board at the next meeting of the full Board for noting.

Meetings

The Committee should meet at least four times per annum, or more frequently if required. Participants may attend in person or by video conference and / or teleconference. The Committee Chairperson or any Committee member may call a meeting of the Committee. Committee members shall declare any conflict of interest before the commencement of each meeting.

Meeting Attendance

The Committee Chairperson may invite any person with relevant experience or expertise to attend meetings of the Committee, 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 Committee. No business may be transacted, or resolutions passed, unless a quorum is present.

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

Minutes

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

Conflicts of Interest

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 Committee discussions on the issue where a conflict exists.

Reviews

The Committee will review at least annually this Committee Charter and recommend to the Board for approval any appropriate amendments.

The independent body responsible for the review of the MNSW Board will review the performance of the Committee in line with the regular review cycle as prescribed in the MNSW Constitution.

Reporting

The Committee will regularly update the Board about Committee activities and make appropriate recommendations. The minutes of each Committee meeting will be tabled at the next Boarding following ratification by the Committee; however, a redacted version may be provided in the case of conflicts of interest within the full Board.

The Committee Chairperson will refer matters considered to be of major importance to the Board for its attention in order for the Board to discharge its duties.

APPENDIX A – DUTIES AND RESPONSIBILITIES

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

1.1. Review all complaints / matters based on their merits

- Perform an initial review of all complaints and / or matters received by the MNSW Board
- Agree to investigate further complaints and / or matters which are not, in the view of the Committee, frivolous or vexatious in nature
- In the case of complaints and / or matters which are determined to be frivolous or vexatious, pass a resolution recommending the complaint be dismissed and outlining the grounds for this determination, to be provided to the full Board

1.2. Provide governance and oversight to all investigations

- Identify and agree on the appropriate independent body (or bodies) to perform an investigation into the complaint / matter received. Independent bodies must possess the appropriate experience and expertise to perform the investigation at a reasonable cost
- Engage, and agree the terms of engagement, with the third party (or parties) conducting the investigation. The terms of engagement will include information on the cost of the investigation, the scope and parameters of the investigation, and the outcome to be delivered to the Committee at the conclusion of the investigation
- Provide support to the third party (or parties) conducting the investigation, including facilitating access to all relevant persons and / or documentation
- Maintain regular governance and oversight of all investigations, including:
 - Request and receive regular updates on the progress of the investigation
 - Identify and seek resolutions to any risks, issues, or blockers to the progress of the investigation
 - Regularly review the associated costs, and ensure these are aligned with the work agreed and performed
 - Review planned work, and work performed, to ensure it does not exceed the scope of that as outlined in the terms of engagement. If additional matters come to light throughout the course of the investigation, this will be discussed by Committee members and a resolution passed as to whether the scope is to be adjusted

1.3. Pass resolutions and provide recommendations to the Board

- Review the statement of facts provided by the independent third party (or parties) at the conclusion of the investigation, ensuring completeness and alignment with the statement of work
- Discuss and pass a resolution outlining the recommended course of action, as based on the statement of facts
- Provide these recommendations to the Board for decision at the next meeting of the full Board

1.4. Board requests

- Perform any other duty or undertaking that the Board may request from time to time that aligns with the purpose, intent, and scope of the Committee

1.5. Reporting

- The Committee Chairperson will report to the Board on the Committee meetings regarding all relevant matters, including providing a summary on the progress of ongoing or planned investigations
- The Committee Chairperson will provide appropriate recommendations in a written report (with supporting material) for approval by the Board

1.6. Privacy, integrity, and non-disclosure

- At no point will any Committee member attempt to interfere in the work performed by the third party (or parties), nor seek to unduly influence the outcome of any investigation(s)
- Committee members will not discuss sensitive matters which are the subject of planned or current investigations other than with other members of the Committee, the third party conducting the investigation, or with the prior approval of the Committee Chairperson
- All invitees are to be aware of the sensitive nature of investigations prior to attending any Committee meeting(s), and agree to not discuss Committee matters without the prior approval of the Committee Chairperson



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