



Guidelines for Governance Sub-Committee (1) 03/07/24

1. Purpose
 - a. The role of the Governance Sub-Committee is to review, clarify, and propose changes to any and all NTOI governance policy documents as needed so that:
 - i. The Board Of Directors, whose members change from time to time, can understand how to operate in accordance with NTOI's mission and objectives in a legal and ethical way.
 - ii. The members at large can easily understand the responsibilities of membership.
 - b. The need for such reviews or changes should come from operational problems encountered by Board members, sub-committee members, and members in general and can be driven by changes in organisational priorities or evolving best practices in governance.
 - c. The role includes developing new and overseeing existing policy and procedural documents relating to corporate governance, membership codes of professional practice, disciplinary procedures, the scope of practice for each sub-committee, and data protection.
 - d. The aim is to improve the efficiency and effectiveness of all NTOI operations and decision-making processes.
2. Composition of subcommittee
 - a. The Governance Sub-Committee shall consist of no less than 3 and no more than 5 NTOI members.
 - b. As per all subcommittees, the number of non-practising members (including student members) should be limited to a maximum of 1.
 - c. The sub-committee should strive for diversity in its membership to bring varied perspectives and ideas to governance practices.
 - d. Members should have a background or interest in governance, legal matters, or organisational management.
3. Functioning of subcommittee
 - a. Decisions should be carried by a majority vote
 - b. A chairperson, with an additional casting vote in the event of a tie, shall be designated either by agreement of the other members, or in the event of no agreement then by the directors.
4. Responsibilities



- a. It is the responsibility of the sub-committee to respond to requests from the BOD on an ad-hoc advisory basis in relation to any governance issue.
 - b. The sub-committee has no role in policy enforcement, rather it is deemed to occupy a reactive rather than proactive position.
 - c. The sub-committee should operate in a transparent and accountable way, maintain accurate records of meetings and decisions and update NTOI members on governance initiatives and developments as they happen through newsletters, Bulletins, and Facebook announcements.
 - d. The Sub-committee should meet at least four times per year.
 - e. The chairperson shall ensure that quarterly reports about ongoing projects and progress are sent to the BOD.
5. Adoption
- a. Any proposed changes to governance policy documents shall require approval by the NTOI Board of Directors and should be communicated to the members and other relevant stakeholders.
6. Effective Date
- a. The guidelines outlined in this document shall take effect immediately upon adoption by the NTOI Board of Directors and shall remain in force until amended or repealed.
7. Signed: [Name of NTOI Directors]