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Questions or Training Needs?
If you have questions about committee service at UOW or would like to arrange a training session about committee operation, please contact the Governance Unit governance@uow.edu.au.
1 Forward

Good practice governance at the University of Wollongong (UOW) is facilitated through the provision of Gold Standard Committee Service.

This handbook provides the framework for the provision of Gold Standard Committee Service at UOW. The guidelines outline the four key goals of Gold Standard Committee Service at UOW. These four goals are:

- An integrated and focussed committee framework;
- Informed and responsible committee members;
- A framework for efficient and effective decision making; and
- Enhanced committee operations through evaluation, review and improvement.

Each goal is supported by concrete measures to achieve excellence in governance at the University.

This resource is intended to assist committee executive officers, committee members and staff across the University in providing high quality committee service and in facilitating informed, efficient and effective decision making. The information provided in the handbook is supported by templates and reference material to assist the implementation of Gold Standard Committee Service at UOW.


Melva Crouch, CSM
Chief Administrative Officer
2 Guidelines for the Provision of Gold Standard Committee Service at UOW

2.1 INTRODUCTION

These guidelines provide for Gold Standard Committee Service at the University of Wollongong (UOW). They are informed by good practice governance standards such as the ASX Corporate Governance Principles and Recommendations\(^1\) and by the PARI (Plan, Act, Review, Improve) continuous improvement model. Each goal includes concrete measures towards achieving excellence in governance at the University.

2.2 SCOPE

These guidelines are intended to assist committee executive officers and staff across the University to provide high quality committee service to facilitate informed, efficient and effective decision-making. They set out the key elements in the provision of committee service across the University and provide samples of key documents and templates to assist committee executive officers implement Gold Standard Committee Service at UOW.

2.3 DEFINITIONS

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair</td>
<td>The term used to describe the person elected or appointed to preside over a committee.</td>
</tr>
<tr>
<td>Committee</td>
<td>A forum where a representative group of individual’s come together to consider, debate and make decisions.</td>
</tr>
<tr>
<td>Conflict of Interest</td>
<td>Where an individual’s interests or the interests of a person known to that individual may be considered by the Committee. A conflict of interest includes an actual, perceived or potential conflict of interest.</td>
</tr>
<tr>
<td>Deputy Chair</td>
<td>The term used to describe the person elected or appointed to assist in presiding over a committee.</td>
</tr>
<tr>
<td>Executive Officer</td>
<td>The term used to describe the Committee administrator who manages and supports the committee, its processes and membership.</td>
</tr>
<tr>
<td>Ex-Officio</td>
<td>A person who serves on a committee by virtue of his/her position.</td>
</tr>
<tr>
<td>Parent Body</td>
<td>The body to which a given committee reports or was created by.</td>
</tr>
<tr>
<td>Quorum</td>
<td>The minimum number of members required for a group to officially conduct business and to cast binding votes, often but not necessarily a majority.</td>
</tr>
<tr>
<td>Standing Orders</td>
<td>The rules prescribing procedures by which a committee is run.</td>
</tr>
</tbody>
</table>

2.4 GOLD STANDARD COMMITTEE SERVICE PRINCIPLES

2.4.1 Goal 1: An Integrated and Focussed Committee Framework

a) All committees of the University Council\(^2\) and the Academic Senate shall have terms of reference approved by their parent body. Other University committees shall have terms of reference approved by their parent committee and/or the relevant Executive Dean, Director or member of the Senior Executive. Refer to Section 7.7: Terms of Reference & Membership Provisions Template.

b) A committee’s terms of reference will detail the duties and responsibilities of the committee and, if appropriate, should include any delegated decision-making powers conferred upon it. These powers shall be reflected in the Delegations of Authority Policy, available via the University’s policy webpages.

c) Committee terms of reference should be reviewed every 1-3 years to ensure the committee’s responsibilities remain appropriate.

d) Each committee shall have clear reporting lines which are outlined in the Terms of Reference and will be communicated to its members at induction.

e) Each committee shall have clear provisions setting out the membership of the committee and identifying ex-officio positions and members that are to be elected or appointed. Membership provisions shall provide for a regular turnover of elected and/or appointed committee members and will have regard to equity considerations in the make-up of committees. In the absence of specific requirements to the contrary, the standard term of an elected member and that of Chair and Deputy Chair of a committee is 2 years.

f) Continuity of membership will be maintained through the timely appointment or election of new members and the filling of casual vacancies.

g) Short term leaves of absence by committee members should be approved by the committee.

h) Each committee will specify its quorum provisions in the Terms of Reference and indicate the frequency of meetings (usually, a quorum is half the number of members, plus one).

i) Procedures for the administration of University committees should be developed to provide continuity of service.

2.4.2 Goal 2: Informed and Responsible Committee Members and Executive Officers

a) On joining Council, Senate or any University committee or subcommittee, members should be given the opportunity to attend an induction session with the executive officer and/or chair covering:

   i. The terms of reference of the committee;

   ii. The committee’s place within the wider UOW Committee Organisational Chart (refer to the University committee structure diagram);

   iii. Reporting lines;

   iv. Duties and responsibilities of members including being properly informed, declaring conflicts of interest and being aware of confidentiality, where appropriate;

   v. Conduct of business including meeting procedures, meeting documents such as agendas and minutes, communication methods, expectations and the role of executive officer;

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\(^2\) The University Council has duties and responsibilities set out in the University of Wollongong Act 1989 and in its Statement of Responsibilities.
vi. Key and current issues including the committee’s strategic priorities;

vii. The committee’s evaluation/self-review process (Refer to Section 7.5: Committee Evaluation Template); and

viii. Professional development requirements/opportunities that may enhance the performance of committee members (if appropriate).

b) To assist in the induction of committee members, the committee’s executive officer and/or chair should develop and make available a committee induction manual or handbook.

c) Particular attention should be paid to the induction of new committee chairs. Induction sessions should include material provided to members at induction and may also include:

i. Guidelines on the role of the committee chair, deputy chair and executive officer. Refer to Section 3: Committee Roles and Responsibilities;

ii. Biographical profiles of committee members;

iii. An overview of the committee in relation to the strategic objectives of the Faculty/Division and the University as a whole; and

iv. The chair’s role in representing the committee at other meetings and events as required.

2.4.3 Goal 3: A Framework for Efficient and Effective Decision Making

a) Where relevant, at the start of each year, a schedule should be developed setting out a timeline for achieving a committee’s strategic objectives. These objectives should align with the committee’s Terms of Reference and with University’s Strategic Goals, available on the UOW website.

b) Standing orders currently exist for the University Council and the Academic Senate. These standing orders are broadly consistent and differ only in relation to specific functions of each body. University committees may abide by the Council or Senate standing orders or develop and approve standing orders of their own. Standing orders regulate the conduct of committee meetings and can be found on the relevant committee webpages.

c) Documents for Council, Senate and their committees (such as agendas, minutes, terms of reference, chair’s notes) are consistent in format and style to promote continuity and consistency and to support elements of good governance. Other University committees are encouraged to use the same formatting to promote consistency of style and practice across the University. Refer to Section 7: Sample Templates.

d) Environmental issues should be considered when preparing and disseminating documents for Council, Senate, their committees and other University committees. Electronic dissemination of documents is encouraged where possible to save paper, however where committee documents are required to be distributed in hard-copy, Executive Officers are encouraged to print on both sides of the page and to close-up formatting to ensure as few pages as possible are used.

e) Written agendas should be prepared for each meeting. Committee agendas should be circulated to all members no later than one week before each meeting to allow sufficient time for members to review information. For further information about creating agendas refer to Section 4: Preparing University Committee Agendas, Section 7.1: Committee Agenda Template and Section 7.2: Committee Agenda Cover Page Template.

f) All committee decisions, agreed actions and the main discussions leading to those decisions should be recorded in the minutes. Decisions are recorded as resolutions in the minutes. Committee and subcommittee minutes should be forwarded to the chair within 5 working days of the meeting.
g) After each meeting the decisions of the committee should be disseminated appropriately by:
   i. distribution of the draft minutes to all members;
   ii. targeted emails to other key stakeholders;
   iii. distribution of a meeting summary as appropriate.

h) A record should be kept of any decisions or agreed actions that require follow up and appropriate action initiated to ensure that a committee’s intentions are followed through.

i) Minutes are ratified at the next meeting of the committee or subcommittee, and a hard copy of the minutes should be signed by the chair. Committees or subcommittees should provide a copy of their minutes to their parent bodies for noting.

j) Records of meeting papers, minutes and other information leading to, or resulting from committee decisions must be kept to comply with legislative requirements, the UOW Records Management Policy and its associated Procedures. For more information on records management visit the records management intranet page.

k) For Council, Senate and their committees and subcommittees, resolutions should also be entered onto the Resolution Register database maintained by the Governance Unit.

2.4.4 Goal 4: Enhanced Committee Operations through Evaluation, Review and Improvement

a) Each committee should review its performance and report its findings to the parent body every 1-2 years. Reviews may involve:
   i. surveying members;
   ii. focus group discussions; or
   iii. other evaluation methods as appropriate.

The outcomes of such reviews shall be reported to the committee and any agreed actions shall be implemented so as to effect continuous improvement and provide continuity of service.

3 Committee Roles and Responsibilities

3.1 THE COMMITTEE CHAIR

Where the Chair is elected to the position, the term of office is usually 2 years, with a maximum of 2 reappointments (6 years in total).

3.1.1 Role of the Committee Chair

The Chair:

a) Provides leadership and direction to a committee.
b) Ensures that committee meetings function efficiently and effectively and that the committee fulfils the responsibilities set out in its terms of reference.

c) Guides and approves the content of committee agendas as prepared by the executive officer.

d) Ensures the timeliness and accuracy of the committee minutes.

e) Works with the relevant Executive Dean, Director or member of the Senior Executive in ensuring that committee members possess an appropriate mix of skills and experience.

f) Establishes long and short term goals, objectives and priorities for the committee in consultation with the relevant Executive Dean, Director or member of the Senior Executive and in accordance with the committee’s terms of reference.

3.1.2 When chairing committee meetings, the following principles should be observed:

a) Stick to the items on the agenda and encourage other committee members to do the same.

b) If a new issue arises, encourage members to raise it under “other business” on the agenda and consider that the issue might be better dealt with at a future meeting.

c) Keep in mind the key matters that need to be resolved at a meeting and try and ensure that the time allocation reflects the priorities.

d) Ensure that each agenda item is briefly and clearly introduced by the chair or by an appropriate person. A clear introduction summarises the agenda paper and sets out the key issues to be decided upon.

e) Try and move the agenda along to discharge the committee’s business in the allocated time while allowing committee members the opportunity to speak and contribute to the discussion.

f) Maintain a neutral position so as to ensure that committee members feel free to raise their issues and concerns.

g) Focus on the process of the meeting, repeat and summarise discussion and follow a logical and consistent process for reaching a decision.

h) Come to decisions by consensus where possible. The chair should only proceed to a vote or secret ballot if the issue is sensitive or it is unclear what the consensus is.

i) When formal voting is required, follow the set procedures/standing orders for reaching the decision.

j) With the executive officer, ensure that those implementing decisions are clear about what action needs to be taken.

3.2 THE COMMITTEE DEPUTY CHAIR

3.2.1 Role of the Committee Deputy Chair

a) In the absence of the chair, the deputy chair of the committee assumes the role of committee chair.

b) When chairing the committee, the deputy chair should follow the guidelines set out in the previous section regarding the role of the committee chair.

c) Where the Chair of a committee has additional responsibilities by virtue of that position (such as representing the committee on other committees), these responsibilities may be allocated to the deputy chair as appropriate.
3.3 THE EXECUTIVE OFFICER

3.3.1 Role of the Executive Officer

The executive officer:

a) Plays a key role in the operation and conduct of a committee, and in ensuring that appropriate policies and procedures are followed.

b) In carrying out his/her role has a direct reporting link to the chair of the committee regarding the conduct of that committee’s business.

c) Is responsible for establishing and maintaining a strong working relationship with the chair and assisting him/her in the conduct of their duties.

d) Keeps the chair fully informed on all issues relating to the affairs of the committee and works closely with them to establish and implement good governance practices at the University.

e) Provides guidance to the chair and members of the committee as to their responsibilities under the committee’s terms of reference.

f) Coordinates the induction program for new committee members, running those elements of the Program relating to the operations of the committee.

g) Is the point of contact for committee members who wish to obtain information from officers of the University.

h) Is responsible for advising the committee on policy and procedural matters.

i) Is responsible for maintaining a register of conflicts of interest declared by committee members in meetings and to advise the chair in respect of any real or potential conflicts of interest arising for committee members or for the chair’s own position.

j) Is responsible for all aspects of committee meeting arrangements in consultation with the chair.

k) Is responsible for preparation of committee agendas and minutes, the chair’s notes, conducting research and preparing reports where required.

l) Is responsible for ensuring that all documentation provided to the committee is accurate, timely, concise and appropriate.

m) Is not normally a member of the committee.

3.4 THE ROLE OF COMMITTEE MEMBERS

3.4.1 Committee Members

a) Should discuss, debate and vote on matters which are relevant to the committee, and are responsible for reporting back to their respective faculties, divisions, staff and students.

b) Should try to attend every meeting scheduled.

c) Should send apologies to the executive officer before the meeting if they are unable to attend, and where appropriate arrange for a replacement or ‘delegate’ to attend in their place.
d) May be involved in committee working parties which will be formed to investigate an issue or event in detail.

e) May submit agenda items to the executive officer when agenda items are called for, or as appropriate.

f) Should read agendas and committee papers prior to the meeting, and note which items they wish to discuss.

g) With the responsibility of representing a particular group, should consider the interests of the group, but primarily the interests of the University as a whole.

h) Should alert the chair if there is a conflict of interest with a particular item, or with their role as a committee member.

i) Should actively ensure that confidential items are not disclosed thus ensuring there are no financial, legal or other penalties for the committee member, committee or University.

3.5 THE ROLE OF NON-COMMITTEE MEMBERS

3.5.1 Non-Committee Members

a) May attend committee meetings, at the agreement of the chair to:
   
   i. give a report or presentation;
   
   ii. provide an update on a project;
   
   iii. give advice (such as a technical or policy expertise); or
   
   iv. observe the meeting.

b) Are usually not permitted to speak at committee meetings except with express permission of the Chair.

c) Do not have voting rights.
4 Preparing University Committee Agendas

4.1 AGENDA PREPARATION PROCESS

4.1.1 Four Weeks before the Meeting: Call for Agenda Items

a) Send out a call for agenda items via email to the appropriate University officers four weeks before the meeting.

b) When calling for agenda items note the date of the meeting and the deadline for receiving agenda items. The agenda deadline should be at least two weeks in advance of the meeting so there is adequate time to prepare the agenda and allow the Chair and any other key stakeholders to review the agenda prior to distribution. Refer to Section 7.10: Committee Deadlines Template.

4.1.2 Agenda Papers

a) Begin drafting any agenda papers you are responsible for. Refer to Section 7.1: Committee Agenda Template and Section 7.2: Committee Agenda Cover Page Template.

b) When drafting agenda papers, begin with a brief description of the issue for each item.

c) Include relevant background information. For example, if the paper is accompanying a new or amended policy, a review or a report you should describe why the policy/review/report was necessary, what consultation has taken place and what needs to happen next.

d) Agenda papers need to be concise and clear, setting out relevant information in plain English.

e) Agenda papers usually include a draft resolution recommending a course of action for the committee. Note that the committee may be the final receiving body for the item or it may need to pass a resolution referring the matter to a higher authority for approval.

f) Draft Resolutions:

i. Should be consistent in style. For example, “that the Risk, Audit & Compliance Committee note / recommend / receive…” or “that the University Education Committee receive…”

ii. Need to make sense in isolation.

iii. Should have acronyms spelled out when they first appear in a resolution.

iv. Should identify where the report is located, if the resolution is noting a report. For example, “that the Committee note the report provided in the agenda paper / attached to the agenda paper”.

v. Should identify a timeframe if necessary, for example, “effective 1 January 2018”, or “effective immediately”.

g) Verbs used in draft resolutions:

i. Approve: Used when the committee has delegated authority to approve particular issues. Any delegated authority should be set out in the committee’s terms of reference. To clarify who the committee’s delegated authority is you can contact the Governance Unit at governance@uow.edu.au

ii. Note: Used for reports to show that the committee has given consideration to the report.

iii. Receive: Not as strong as “Note” but shows the committee has been presented with the report.
iv. **Recommend**: Issues which need the approval of or consideration by a higher level committee are recommended to that committee or authority in the resolution. For example, “*that the Academic Senate recommend that Council approve the meeting schedule for 2019*”.

v. **Endorse**: shows that the committee agrees with the point of view or proposition put forward in the agenda paper.

h) Any confidential agenda items should be listed in the agenda summary at the front of the agenda papers. However individual confidential papers should not be attached to the agenda papers but sent separately or tabled at the meeting so they can be collected at the end of the committee meeting.

### 4.1.3 Three Weeks before the Meeting

a) Compile your draft agenda using the Committee Agenda Template and the agenda papers prepared by yourself and/or sent to you by other contributors. Begin preparing the chair’s notes. Refer to Section 7.1: Committee Agenda Template and Section 7.4: Chair’s Notes Template.

### 4.1.4 Two Weeks before the Meeting

a) Send the draft agenda (including confidential papers) to the relevant senior officer or the chair of the committee for review and approval, and run through the chair’s notes with the chair.

b) Determine whether confidential papers can be sent out in advance or need to be tabled at the meeting.

c) Incorporate any feedback from the relevant senior officer and/or committee chair.

d) Once finalised organise the printing of agenda papers and confidential papers (if required). Depending on committee procedures, agendas may be published via secure electronic portal or emailed to committee members. For committees requiring hardcopy agenda distribution, print the set of agenda papers and combine using a staple in the top left corner of the papers or coil-binding.

### 4.1.5 One Week before the Meeting

a) Send the agenda papers (and confidential papers, if appropriate) to the committee members at least one week in advance of the meeting (or in accordance with timeframes specified in the committee’s standing orders) in order to allow members time to read the agenda papers.

b) Where possible and depending on the committee, send agenda papers to the committee via secure electronic portal, or via email in a PDF format.

### 4.1.6 Late Items

a) Late items may only be added to the agenda with the chair’s consent. On the chair’s advice and depending on the committee, it may be appropriate to notify the committee before the meeting, and also to recirculate the agenda with the received late items.
5 Preparing University Committee Minutes

5.1 AT THE COMMITTEE MEETING

a) Use a dedicated minute book, or type straight into an electronic document, to record the minutes.

b) Your notes should:
   i. include who is present at the meeting (Refer to Section 7.3: Committee Attendance Template);
   ii. record questions asked and answers given
   iii. identify which members/attendees made specific comments;
   iv. record voting numbers when matters are put to a vote;
   v. record all decisions made
   vi. note action items; and
   vii. include the time the meeting finishes.

5.2 PREPARING COMMITTEE MINUTES

a) Use the Committee Minutes Template as a guide in preparing your minutes. Refer to Section 7.6: Committee Minutes Template.

b) When drafting minutes, do not attribute specific comments to particular committee members. This is intended to encourage committee members to speak without being concerned about being identified by name. For example, use “a committee member disagreed” rather than “Jane Smith disagreed”. The exception is where a member makes a comment in their particular capacity, i.e. “the Director, Student Services Division responded to the question by confirming the academic consideration application process”.

c) Identify speakers by title rather than by name. For example, “The Executive Dean gave a presentation” or “The Director, Human Resources, spoke about the issues raised in the report”.

d) Summarise discussions clearly, concisely and objectively so that the minutes are able to be understood by someone who was not at the meeting or someone reading the minutes at a future point in time. Try and capture the main points of a discussion leaving out circular discussions and digressions.

e) Confidential discussions are recorded separately in confidential minutes at the end of the main minutes.

f) Resolutions:
   i. Should be consistent in style. For example, “that the Risk, Audit & Compliance Committee note / recommend / receive...” or “that the University Education Committee receive...”
   ii. Need to make sense in isolation.
   iii. Should have acronyms spelled out when they first appear in a resolution.
   iv. Should identify where the report is located, if the resolution is noting a report. For example, “that the Committee note the report provided in the agenda paper / attached to the agenda paper”.

Hardcopies of this document are considered uncontrolled please refer to UOW website or intranet for latest version.
v. Should identify a timeframe if necessary, for example, “effective 1 January 2018”, or “effective immediately”.

vi. Should be numbered sequentially from the first to the last meeting of the year in the following format: 2018/1; 2018/2; 2018/3.

g) Verbs used in resolutions:

i. **Approve**: Used when the committee has delegated authority to approve particular issues. Any delegated authority should be set out in the committee’s terms of reference. To clarify who the committee’s delegated authority is you can contact the Governance Unit at governance@uow.edu.au.

ii. **Note**: Used for reports to show that the committee has given consideration to the report.

iii. **Receive**: Not as strong as “Note” but shows the committee has been presented with the report.

iv. **Recommend**: Issues which need the approval of or consideration by a higher level committee are recommended to that committee or authority in the resolution. For example, “that the Finance and Resources Committee recommend that Council approve the meeting schedule for 2018”.

v. **Endorse**: shows that the committee agrees with the point of view or proposition put forward in the agenda paper.

### 5.3 PROOFING THE MINUTES

a) As committee executive officer you should be the first person to proof read your minutes.

b) When a University Officer has made a presentation or spoken to a report, particularly if you are not familiar with the subject matter, you may wish to email that part of your draft minutes to the relevant officer to check you have summarised his or her points effectively.

c) Ensure that the chair of the committee reviews and approves the minutes before they are distributed.

### 5.4 TIMEFRAMES

a) Try to complete the minutes and get approval from the chair within one week of the meeting.

b) Depending on committee procedures, the draft minutes may also be sent to the committee members after approval from the chair and in advance of the next meeting, so that feedback may be provided.

### 6 Records Management

a) Ensure that a copy of the agenda and any other distributed materials including presentations are saved in the University’s records management system, using the appropriate naming conventions.

b) At the next committee meeting, once the minutes have been ratified by the Committee, ask the Chair to sign a hard-copy of minutes. Scan the signed copy and save in the University’s Records Management System. Refer to Section 7.11: Committee Maintenance Template.

c) For further information regarding record-keeping requirements refer to the Records Management intranet website.
7 Sample Templates

Please note that the templates contained in this section are sample templates only.

1. Committee Agenda Template
2. Committee Agenda Item Coversheet Template
3. Committee Attendance Template
4. Committee Chair’s Notes Template
5. Committee Evaluation Template
6. Committee Minutes Template
7. Committee Terms of Reference and Membership Provision Template
8. Committee Actions Arising
9. Committee Deadlines Template
10. Committee Maintenance Template

To view and download templates please visit:

8 Further Resources and References:

UOW Governance website
UOW Policy website
UOW Schedule of Committee Meeting Dates
UOW’s Conflict of Interest Policy

## Version Control Table

<table>
<thead>
<tr>
<th>Version Control</th>
<th>Date Released</th>
<th>Approved By</th>
<th>Amendment</th>
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<td>1</td>
<td>September 2009</td>
<td>Senior Manager, Policy and Governance</td>
<td>New version</td>
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<td>2</td>
<td>April 2014</td>
<td>Senior Manager, Governance</td>
<td>Updates to positions and Units</td>
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<td>Major revision</td>
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<td>4</td>
<td>September 2018</td>
<td>Senior Manager, Governance</td>
<td>Review and update including refreshed branding</td>
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