



Terms of Reference: Board Governance Review

Organisation: Australasian Research Management Society Inc www.researchmanagement.org.au

Review Period: Commencing Q4 2025

Approved by: Board and Governance, Finance and Audit Committee (GFAC)

Introduction

Effective governance is vital to the success of ARMS. Periodic review of the Board of Directors ensures its alignment with [ARMS' Strategic Priorities](#) which include:

- Demonstrating the value of ARMS to research leaders, government peak bodies and key stakeholders in the research ecosystem through advocacy, insights and engagement.
- Building a research management environment that embeds and respects the practices of First Nations and Indigenous Peoples
- Continuing to develop and elevate professional development for our members
- Increasing the breadth, depth and diversity of membership.

Principles

The review will be guided by the following principles:

- Respectful, genuine and constructive feedback shared with integrity
- A commitment to continuous improvement and Board effectiveness
- Clear, achievable and evidence-based recommendations

Objectives

The goal of the review is to assist the Board of Directors in ensuring ongoing governance improvement especially considering the rapidly changing external environment, and the establishment of a new Strategic Plan.

The review aims to assess and strengthen:

- Board composition, including diversity and member expertise
- The relationship of the Governance, Finance and Audit Committee to the Board and visa versa.
- The clarity, and effectiveness, of the Board's role and responsibilities
- Board workload and meeting efficiency
- Governance systems, documentation and decision-making processes
- Relationships between the Board and key stakeholders
- Assess and strength the Board's prioritisation of opportunities to support the new Strategic Plan in the context of an evolving operating environment
- In addition, the review should highlight any concerns or risks impacting governance.

Methodology

Part 1: Desktop Review

A structured review of governance documentation to assess processes and structural effectiveness. The following documents will be provided as part of the review:

- Board meeting minutes and agendas
- Induction materials

- Committee Terms of Reference and related governance policies
- KPIs and Strategic plan
- Board member profiles: experience, skills, and diversity
- Report from COO summarising implementation of previous recommendations
- Other relevant information.

Part 2: Stakeholder Survey

Anonymous online survey focusing on perceptions of Board composition, workload, and collaborative effectiveness. Stakeholders to be targeted include:

- Current Board members and up to three (3) former Board members, acknowledging the relatively short standard term of two years for current Board members, except for President/Elect which serves a 3-year term.
- Executive Office Staff
- Convenors of Standing Committees and Networks

Part 3: Interviews and Observations

Conducting individual interviews and in-meeting observations with Board members to gain meaningful insights into the Society's leadership dynamics, decision-making processes and overall effectiveness.

Reporting and Response

- A Review Report, including recommendations, will be provided by the consultant as the final deliverable.
- The Review Report will be presented to the Board by the Convenor of the Governance, Finance and Audit Committee.
- A lay summary will be prepared for broader distribution.
- A formal response to the review will be prepared by the President and the President-Elect, and during years when no President-Elect is in place, the Deputy President. Where appropriate, this response will be shared with the broader membership.

Roles and Responsibilities

Role	Responsibilities
President and President-Elect	Approve the Terms of Reference; prepare Board response
Board Members	Approve the Terms of Reference; Participate in review activities
Governance, Finance & Audit Committee	Review and provide critical input into the Terms of Reference for endorsement by the Board; oversee Call for Proposal process and recommend to the Board an appropriate consultant to undertake the review; receive final report
Standing Committees & Subgroups	Participate as requested
Executive Office	Assist with survey distribution, provide documents as needed

Document Control

Version	Date	Amendment Summary	Author	Approver
V1	September 2025	Final	COO	ARMS Board/GFAC