



TERMS OF REFERENCE

Governance and Strategic Affairs Committee (GSAC)

August 2025

1. Context

The Occupational Therapy Council of Australia Ltd (OTC) has been appointed to carry out statutory functions with respect to the profession of occupational therapy. These include appointment by the Occupational Therapy Board of Australia (OTBA) as the accreditation authority for the occupational therapy profession, to perform accreditation functions under the terms of the Health Practitioner Regulation National Law Act 2009 (National Law), as well as having been appointed by the Department of Home Affairs as the relevant assessing authority for the purposes of skilled migration in the category of occupational therapist.

2. Functions of this Committee

The OTC Board has constituted the Governance and Strategic Affairs Committee (GSAC) for oversight of corporate governance issues impacting on the OTC, including systems for strategic planning, risk management, management and reporting of key service agreements, quality improvement, stakeholder engagement, policy development, and legislative compliance to ensure safe, efficient and effective governance.

3. Reporting relationship

1. The Committee is established by the OTC Board, and responsible to the OTC Board for carrying out its functions.
2. The Committee shall provide reports on its activities to all meetings of the OTC Board and at other times as requested by the Chairperson of the OTC Board.

4. Delegated authority

The Committee will have the power to make decisions in relation to the matters listed below. If a matter is not listed, the decision may only be made by the OTC Board.

1. Make recommendations to the OTC Board on all matters related to the Committee's functions.
2. Call for reports on issues related to the Committee's functions.
3. Enter into non-binding discussions or negotiations with third parties as to contracts, memoranda of agreement, etc, within the scope of the Committee's functions.
4. To oversee the recruitment process for the directors of the OTC Board, on referral by the OTC Board where vacancies arise from time to time, including determining, and undertaking, processes to develop a short-list of candidates for recommendation to the OTC Board.
5. To facilitate review of the OTC Constitution as required.
6. To support CEO contract and performance review.

7. To provide, if requested by the CEO, support and guidance on operational governance matters within the CEO's purview, including the development of operational policies and procedures, risk and financial management, and the like.
8. To deal with other matters referred to the Committee by the OTC Board from time to time.

5. Committee membership

Minimum four OTC Board members to include:

- at least one of the Chair or Deputy Chair of the OTC Board (to be agreed between them, or failing which, by the OTC Board)
- a community member with perspectives outside of the occupational therapy profession
- at least one person who is a registered occupational therapist (who may also be the Chair or Deputy Chair of the OTC Board)
- a member with legal expertise where possible
- an Aboriginal and/or Torres Strait Islander member unless the Aboriginal and Torres Strait Islander director(s) determine otherwise.

Some members will fall into two or more of the above categories.

The Committee shall appoint a Chair whenever there is a change in composition of the Committee, or a vacancy occurs. In the absence of the Chair in attendance at a meeting, the Committee shall appoint another member from amongst those present to chair the meeting.

6. Quorum

A minimum of three members present.

7. Secretariat

OTC CEO or their delegate.

8. Term of office

Three years with possible reappointment for further terms (subject to continuing appointment as an OTC Board member).

9. Regularity of meetings

At least one face-to-face meeting per annum with additional meetings as required.

10. Review

The terms of reference shall be reviewed at least once every three years.

11. Document information

Policy location	OTC Governance Manual		
Date	Revised August 2025	Version	V3
Approved	23 February 2026 – OTC Board	Review Date	November 2028

The Occupational Therapy Council of Australia Ltd acknowledges the traditional custodians of the lands where we work and live. We celebrate the diversity of Aboriginal and Torres Strait Islander Peoples and their ongoing cultures and connections to the lands and waters of Australia. We pay our respects to Elders past, present and emerging.