

IAP2 AUSTRALASIA

MEMBER VALUE COMMITTEE - TERMS OF REFERENCE

1. Constitution

The Member Value Committee ("MV Committee") shall be a committee of the Board of the International Association for Public Participation Australasia ("IAP2A") established by the Board with written Terms of Reference agreed by the Board.

2. Objectives

The objective of the MV Committee is to provide advice and guidance to the Board and Chief Executive Officer (CEO) on IAP2's Member Value work program.

The MV Committee shall act as an advisor to the Board to assist the Board discharge its responsibilities relating to Member Value, including:

- Strategic review of the Member Value Strategy;
- Strategic advice and guidance on the implementation and prioritisation of the Member Value Strategy; and
- To provide a voice and advocate on behalf of the membership of IAP2.

3. Authority

The MV Committee is authorised, within the scope of its role and responsibilities, to:

- 3.1. Obtain any information it needs from any employee and/or external party (within approved budget);
- 3.2. Request the attendance of any employee, including the CEO and CFO, at MV Committee meetings; and
- 3.3. Work collaboratively with other board committees as required to support the fulfilment of strategic objectives.

4. MV Committee Membership

Membership

- 4.1. The Committee shall consist of a minimum of three directors appointed by the Board, comprising:
 - 4.1.1. The MV Committee may invite up to three additional members from outside the Board onto this Committee.

- 4.1.2. The CEO or a nominated replacement from management will not be members of the Committee but shall attend meetings of the Committee at the invitation of the Chair of the Committee.

Appointment

- 4.2. The Board is to approve all MV Committee members as follows:
 - 4.2.1. Committee members will be appointed annually.
 - 4.2.2. At the first meeting following the AGM each year the Committee members will elect a Chair of the Committee.
 - 4.2.3. The Chair of the Committee will be approved by the Board.
 - 4.2.4. The invited additional members to the MV Committee will be approved by the Board.

Term

- 4.3. Members are to be appointed as follows:
 - 4.3.1. Directors are appointed on an annual basis. They shall be eligible for reappointment the following year (provided this does not exceed their term on the Board), after a review of the MV Committee and their performance by the Board.
 - 4.3.2. Non-Directors can be reappointed by the Board after the annual review of the MV Committee and their performance.

Skills and Attributes

- 4.4. The MV Committee members, taken collectively, will have a broad range of skills and experience relevant to the objectives of the MV Committee.

Responsibilities of Members

- 4.5. MV Committee members are expected to:
 - 4.5.1. Contribute the time needed to study and understand the papers and information provided;
 - 4.5.2. Apply good analytical skills, objectivity and good judgement;
 - 4.5.3. Express opinions, frankly, ask questions that go to the core of the issue, and pursue independent lines of enquiry; and
 - 4.5.4. Ensure that the annual member value workplan is completed in a timely manner.

Conflicts of Interest

- 4.6. MV Committee members must declare conflicts of interests at the start of each MV Committee meeting, and these will be appropriately recorded in the minutes.
- 4.7. Where a member is deemed to have a real, or perceived conflict of interest at a meeting, it may be appropriate that they are excused from MV Committee deliberations on the issue where the conflict of interest exists.

Induction

- 4.8. New members of the MV Committee will receive relevant information and briefings on their appointment by the Chair and CEO to enable them to meet the MV Committee's responsibilities.

5. Secretarial and Meetings

Secretarial

- 5.1. The Company secretary or the CEO, or the CEO's delegate, shall be appointed Secretary of the Committee.
- 5.2. The Chair in conjunction with the CEO or the CEO's delegate of the MV Committee shall draw up an agenda which shall be circulated, together with supporting papers, to members of the Committee prior to each meeting.
- 5.3. Minutes of all meetings shall be kept. Minutes will be reviewed by the Chair and circulated within one week of the meeting to each MV Committee member. Minutes will be approved by the MV Committee via email/virtual and confirmed at its next meeting. Following their approval by the MV Committee, the minutes will be circulated to the Board for information.

Meetings

- 5.4. A quorum shall consist of a majority of MV Committee members.
- 5.5. Meetings shall be held on an as required basis. Meetings shall be held up to 6 times a year.
 - 5.5.1. The MV Committee can invite other parties to attend meetings from time to time as circumstances require.
 - 5.5.2. Meetings may be held in person, by telephone or by video conference.
- 5.6. It is not necessary for face to face meetings to be held in order to reach agreement regarding a recommendation to the board. Decisions to make a board recommendation can be made by round-robin email.
- 5.7. An annual meeting plan, including dates and key agenda items, will be agreed by the Committee each year. The meeting plan will cover all the MV Committee's responsibilities as specified in this Terms of Reference.

6. MV Committee Role and Responsibilities

MV Committee Powers

- 6.1. The MV Committee has no executive powers; it can only make recommendations to the Board.
- 6.2. The MV Committee is directly responsible and accountable to the Board for the exercise of its responsibilities. In carrying out its responsibilities, the MV Committee must at all times recognise that primary responsibility for management of the entity rests with the CEO.
- 6.3. The responsibilities of the MV Committee may be revised or expanded in consultation with, or requested by, the Board from time to time.

7. Reporting

- 7.1. The approved minutes of all MV Committee meetings shall be circulated to members of the Board.
- 7.2. The MV Committee will report annually to the Board on its operation and activities for the year. The report should include a summary of the work the MV Committee performed to discharge its responsibilities.
- 7.3. The MV Committee may, at any time, report to the CEO or the Board on other matters it deems of sufficient importance.

8. Reporting Procedures

- 8.1. The Chair of the MV Committee, in consultation with the Chair of the Board, may initiate a review of the performance of the MV Committee at least once every two years. The review will be conducted on a self-assessment basis (unless otherwise determined by the Board) with appropriate input sought from the CEO, any other relevant management personnel and any other relevant stakeholders as determined by the Chair of the Board in discussion with the Chair of the MV Committee.

9. Review of these Terms of Reference

- 9.1. Once a year, the MV Committee will review these Terms of Reference. The review will include consultation with the Chair of the Board and the CEO.
- 9.2. Any substantive changes to these Terms of Reference will be recommended by the MV Committee and formally approved by the Board.