

---

# **EGMi Board of Directors Charter and Terms of Reference**

for

**East Gippsland Marketing Inc**

---

The logo for East Gippsland Marketing Inc (EGMi) features the lowercase letters 'egmi.' in a teal, serif font. The 'e' is lowercase and has a small dot above it. The 'g' is lowercase and has a small dot above it. The 'm' is lowercase and has a small dot above it. The 'i' is lowercase and has a small dot above it. The period is a solid teal dot.

Prepared by:

**Vanessa Medling**

Director and Vice Chair of East Gippsland Marketing Inc (EGMi)  
and Chair of Governance Sub-committee

## Revision History

Rev.	Date	Notes	Author
1.0		Initial DRAFT for comment by Governance Sub-committee	ConsciousOrg
1.1			V Medling
1.2			
1.3			
1.4	18 March 2022	Update based on feedback from Pat and Lyn	V Medling
1.5	15 July 2022	Final amendments ready for board distribution	V Medling and L Wallace
1.6	12 October 2022	Final document for uploading to website	L Wallace

## Table of Contents

Table of Contents .....	1
Glossary of Terms .....	2
Board Charter .....	3
Responsibilities of Directors .....	4
Expectations of Directors.....	5
Objects and Purpose .....	7
Governance Process Policies.....	8
Board –Executive Officer Inter-relationship Policies.....	17
Executive Officer Delegation Policies .....	19
Appendix – Sub-committees Terms of Reference .....	22
Marketing Sub-committee.....	22
Executive Officer Recruitment and Remuneration Sub-committee .....	23
Stakeholder and Growth Sub-committee.....	<b>Error! Bookmark not defined.</b>
Governance Sub-committee .....	26

## Glossary of Terms

**East Gippsland Marketing Inc is an Incorporated Association.** As such it is governed by the Associations Incorporation Reform Act 2012 (VIC), Associations Incorporation Reform Regulations 2012 (VIC), and the Model Rules of Association as set by Consumer Affairs Victoria. It trades as EGMI.

**The Board** – the Board of Directors of East Gippsland Marketing Inc (EGMI).

**Executive Officer** – the most senior manager of East Gippsland Marketing Inc accountable to the Board.

**Director** – a person elected or appointed to govern East Gippsland Marketing Inc as a member of the Board.

**Key stakeholders** – include: community members, East Gippsland Shire Council, Visit Victoria, Regional Development Victoria, Destination Gippsland Ltd, Business and Tourism Associations, Committee for Gippsland (C4G) and Chambers of Commerce, Local and Regional Members of Parliament and local businesses.

**KPIs** – Key Performance Indicators that define the measures used by the Board as the basis for monitoring and assessing the organisation, and thus the team's performance.

**Relevant legislation and regulations** – includes but is not limited to: Associations Incorporation Reform Act 2012 (VIC), Associations Incorporation Reform Regulations 2012 (VIC), Model Rules of Association, Occupational Health and Safety Act 2004 and subsequent amendments, Fundraising Act 1998 (Vic), Fundraising Regulations 2009 (Vic), Spam Act 2003, Privacy Act 1988 and the EU General Data Protection Regulation.

## Board Charter

On behalf of its key stakeholders, the Board of East Gippsland Marketing Inc is responsible for the stewardship and future well-being of the organisation. The Board should exercise leadership, enterprise, integrity, and judgement in directing the organisation to provide assurance of its continuing and lasting sustainability.

In discharging their responsibilities Directors have a duty to act in the best interests of the East Gippsland community irrespective of personal, professional, commercial or other interests, loyalties or affiliations. A Director's first duty and loyalty is to the legal entity.

### **The Board:**

1. Provides leadership to East Gippsland Marketing Inc ensuring that it achieves continuing prosperity in the best interests of all stakeholders.
2. Establishes the Vision, Purpose, Values and Key Result Areas to be achieved, setting the Strategic Plan as the basis for future planning, eg. Annual and longer-term planning.
3. Establishes governance policies that provide the framework for the management of East Gippsland Marketing Inc and ensures internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Board as required.
4. Employs the Executive Officer and monitors management and organisation performance against Board-established criteria.
5. Identifies and monitors the management of organisational risks.
6. Ensures that the organisation complies with all internal and externally imposed legal and compliance requirements.
7. Establishes and maintains effective interrelationships with key stakeholders.

## Responsibilities of Directors

### Meeting legal requirements

The Director's first duty is to the legal entity. In meeting this duty Directors must ensure that all legal requirements under the Model Rules of Association and relevant Acts (Associations Incorporation Reform Act 2012 (VIC); Associations Incorporation Reform Regulations 2012 (VIC); Occupational Health and Safety Act 2004 and subsequent amendments, Fundraising Act 1998 (Vic), Fundraising Regulations 2009 (Vic), Spam Act 2003, Privacy Act 1988 and the EU General Data Protection Regulation) are met and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders.

In particular, Directors have the following legal obligations:

1. A Director must exercise a power for a proper purpose.
2. A Director must not act, or agree to the organisation acting, in a manner that contravenes relevant Rules, Statutes and Regulations or the constitution of the organisation.
3. A Director must not agree to the business of the organisation being carried on in a manner likely to create a substantial risk of serious loss to the organisation's creditors.
4. A Director must not agree to the organisation incurring an obligation unless the Director believes at that time on reasonable grounds that the organisation will be able to perform the obligation when it is required to do so.
5. A Director, when exercising powers or performing duties, must exercise reasonable care, diligence, and skill.
6. A Director, when exercising powers or performing duties, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional and expert advice.
7. After becoming aware of the fact that he or she is interested in a transaction or proposed transaction and, where such transaction places the Director in conflict with the organisation, they must cause this to be entered in the Conflicts of Interests Register.
8. A Director who has information in his or her capacity as a Director or employee of the organisation, being information that would not otherwise be available to him or her, must not disclose that information to any person, or make use of or act on the information, except:
  - a. For the purposes of the company; or
  - b. As required by law.
9. Directors, individually or collectively are potentially liable if they act illegally or negligently.

### Governance philosophy and approach

The Board will govern East Gippsland Marketing Inc with an emphasis on three core areas:

1. Ensuring a sustainable entity
2. Business continuity and risk management, and
3. Meeting all legislative and compliance requirements.

The Board will achieve this by:

1. Serving the collective interests of East Gippsland Marketing Inc key stakeholders and accounting to them for the performance of the entity and for the Board's stewardship and performance,
2. Remaining up to date in terms of key stakeholder's concerns, needs and aspirations,
3. Developing a future focus rather than being preoccupied with the present or past,
4. Providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail,
5. Behaving proactively rather than reacting to events and others' initiatives,
6. Bringing a diversity of opinions and views to bear on decisions,
7. The development and expression of a collective responsibility for all aspects of the organization, and
8. Ensuring there are positive conditions for the motivation of the Executive Officer and ensure that there is adequate training to support him/her in their role.

### Other

The Board will perform such other functions as prescribed by law or assigned to the Board under the governing documents of East Gippsland Marketing Inc.

## Expectations of Directors

To execute their governance responsibilities, Directors must, so far as possible, possess certain skills, characteristics, abilities and understandings.

### Directors' responsibilities

Directors must fulfil their fiduciary duty to act in East Gippsland Marketing Inc's best interest, at all times, regardless of personal position, circumstances or affiliation. They must be fit and proper at all times to be a Director and cease to be a Director if they are convicted of a crime or become bankrupt. They should be familiar with East Gippsland Marketing Inc's constitutional arrangements and be aware of, and fulfil, the statutory and fiduciary responsibilities of a director.

### Strategic orientation

The Board is responsible for working with management to set the strategy of the organisation and overseeing its implementation and achievement of objectives.

Directors should be future orientated, demonstrating vision and foresight. They are expected to think conceptually, focusing on strategic goals and policy implications rather than operational detail.

### Integrity and accountability

Directors must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on – and remain collectively accountable for – all Board decisions. Directors must be committed to speaking with one voice on all policy and directional matters.

### Informed and independent judgement

Directors must have the ability to provide wise, thoughtful counsel on a broad range of issues. They must have (or be able to develop) a sufficient depth of knowledge about East Gippsland Marketing Inc's business in order to understand and question the assumptions upon which strategic and business plans and important proposals are based and be able to form an independent judgement as to the probability that such plan can be achieved, or proposals successfully implemented. Each Director must be willing to take a reasoned, independent position.

### Financial literacy

The Board is responsible for overseeing the financial performance of the organisation. Directors must be financially literate; they should be able to read financial statements and understand the use of financial ratios and other indices for evaluating the financial performance of the business.

Directors will approve the purchase of capital items equal to or above AUS \$5000.00

### Industry and sector knowledge

Directors must bring a level of industry and sector knowledge (or learn this through the orientation and induction process) sufficient to contribute to the Board's deliberations and considerations.

East Gippsland Marketing Inc. operates under two broad objectives:

1. Promote the East Gippsland region as a desirable destination to visit, live, work and invest, and
2. Increase local awareness of the region and its attributes to encourage residents and stakeholders to act as ambassadors for the region.

## Advocacy

The Board recognises that advocacy is not the primary role of the organisation and as such Directors will focus on issues which the Board considers will directly impact the ability to attract economic activity to the region by way of increased visitors, working population and commercial investment.

The following guidelines will apply:

1. Issues will only be considered as appropriate for lobbying if the matter directly impacts the ability to attract increased economic activity in the region, by way of increased visitation, working population and commercial investment.
2. The Board of Directors will discuss in its meetings issues of concern and will decide an appropriate course of action, if any, with consideration of the role of East Gippsland Marketing Inc.
3. Individual Directors may only advocate or lobby as representatives of East Gippsland Marketing Inc with the prior approval of the whole Board. This approval may be sought at monthly meetings or via email (if the matter is considered urgent).
4. The Executive Officer is primarily responsible for carrying out activities that relate to the core objectives of the organisation, being the marketing of the East Gippsland region and increasing local awareness of regional attributes.
5. If advocating or lobbying as representatives of East Gippsland Marketing Inc., Board members and staff are required to act in the best interests of East Gippsland Marketing Inc. at all times.

## Objects and Purpose

### Purpose

We create compelling marketing, collaborations and opportunities for thriving livelihoods, businesses and experiences for all in naturally beautiful East Gippsland.

### Vision

Thriving and naturally beautiful East Gippsland.

### Objects of the company

The principal purpose of the organisation is to promote the key strengths of the East Gippsland's region to build its economy, in particular;

1. To raise the profile of the East Gippsland region to help attract investment, increase visitation and attract skilled workers to the area
2. Help to maintain and improve social and economic outcomes for the community
3. Present a united community position on the region's strengths that in turn helps to attract private and Government investment in the area
4. Collaborate and partner with other institutions with similar purposes; and to
5. Do all lawful things consistent with, necessary or desirable to support and further the Principal Purpose



## Governance Process Policies

### Overarching Governance Processes

The Board's job on behalf of its members, community and stakeholders is to ensure the East Gippsland Marketing Inc achieves its purpose and strategic goals and objectives, and in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

### Governance through policies

**The Board is committed to governing through policies, enabling it to speak with one voice on critical issues and core values.** The Board will carry out its governance responsibilities based on the following four groups of policies:

1. **Objects and Purpose Policies (as documented in the Strategic Plan):** describing the results the Board wants achieved. Objects and Purpose Policies will include the organisation's Purpose statement, a statement of Core Values, a set of Key Result Area statements (KRAs) defining the benefit provided, beneficiaries and the cost or worth of the benefit and Key Performance Indicators (KPIs) defining the next level of outcomes in detail. These are located in the Strategic Business Plan.
2. **Governance Process Policies:** describing the way the Board carries out its governing role including a definition of its relationship with the Executive Officer.
3. **Board- Executive Officer Inter-relationships Policies:** defining the nature of the working relationship between the Board and the Executive Officer and the nature and extent of delegated authority.
4. **Delegation Policies:** making clear constraints or limits on the choice of operational means available to the Executive Officer for the achievement of organisational outcomes or results.

### Code of Conduct

**The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.**

Directors shall:

1. Act honestly and in good faith at all times in the best interests of East Gippsland Marketing Inc. as a whole.
2. Treat fellow Directors, staff and stakeholders with respect, courtesy and fairness, maintaining an open and transparent style which creates a psychologically safe Board meeting.
3. Declare all interests that could result in a conflict between personal and organisational priorities.
4. Exercise diligence and care in fulfilling the functions of the office.
5. Make reasonable enquiries to ensure that East Gippsland Marketing Inc. is operating efficiently, effectively, legally and ethically in the pursuit of its corporate goals and strategies.
6. Maintain sufficient knowledge of East Gippsland Marketing Inc's business and performance to make informed decisions.
7. Not agree to East Gippsland Marketing Inc incurring obligations unless he/she believes that such obligations can be met when required.
8. Attend Board meetings and devote sufficient time to prepare for Board meetings to allow for full and appropriate participation in the Board's decision making.
9. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of East Gippsland Marketing Inc's business.
10. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
11. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
12. Abide by Board decisions once reached notwithstanding a Director's right to pursue a review or reversal of a Board decision.
13. Not to make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of East Gippsland Marketing Inc.
14. At all times serve as ambassadors for the organisation.

The Board shall:

15. Ensure an appropriate separation of duties between itself and the Executive Officer.
16. Make every reasonable effort to ensure that East Gippsland Marketing Inc. does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
17. Meet its responsibility to ensure that the workforce is treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
18. Carry out its meetings in such a manner as to ensure fair and full participation of all Directors.

### Conflict of Interests

**The Board places great importance on making clear any existing or potential conflicts of interest for Directors.**

A conflict of interest exists when a Director has a personal interest which could possibly affect or influence their duties as a Director.

Conflicts of interest may occur:

1. When a Director or his/her immediate family or business interests, stands to gain financially from any business dealings, programs or services provided to East Gippsland Marketing Inc.
2. When a Director offers a professional service to East Gippsland Marketing Inc.
3. When a Director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.
4. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Director and his/role and relationship with East Gippsland Marketing Inc., must be declared and registered in the Register of Interest.
5. The Conflicts of Interests Register shall be updated at the first meeting following the AGM.
6. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
7. All conflicts of interest must be declared by the Director concerned at the earliest time after the conflict is identified. There will be the opportunity at the commencement of each Board meeting for conflicts of interest to be declared.
8. New Directors who are nominating for Director Roles are required to declare their conflicts on interest in their nomination form or letter.

The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.

Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the Director concerned shall not vote on any resolution relating to that conflict or issue.

The Director shall only remain in the room during any related discussion with Board approval.

The Board will determine what records and other documentation relating to the matter will be available to the Director. All such occurrences will be minuted.

Individual Directors, aware of a real or potential conflict of interest of another Director, have a responsibility to bring this to the notice of the Board.

### Confidentiality

Directors may periodically be in receipt of information that is regarded as 'commercial in confidence' or have privacy implications. Directors acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain, including protecting the East Gippsland Marketing Inc's intellectual property. Directors acknowledge that all proceedings of the Board are strictly confidential and will not be disclosed to any person other than Company members, except as agreed by the Board or as required by law.

### Board size and composition

The Board will comprise no less than eight (8) and not more than fourteen (14) members. It is at the Board's discretion to appoint members within these boundaries.

Vacancies can be advertised at any time decided by the Board of Directors within the financial year, unless vacancies are available due to re-election of existing Board Members.

### Tenure

Directors are appointed for three (3) years after which time they must be re-elected at the Annual General Meeting (AGM). No more than four Directors will be re-elected at any one time.

The Board will review its composition and the duration Directors are appointed, annually, with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity on the Board over time, and in accordance with Company objectives and outcomes.

Directors may resign from the Board in writing to the Chair of the Board.

The Executive Officer is responsible for maintaining a record of Board appointments and terms of office, which is presented at the AGM each year. The Executive Officer will advise Board Directors four (4) months from the AGM that their term is completed and that they must reapply in order to be considered for re-election at the AGM to remain on the Board.

The Committee of Management (Chair, Deputy Chair and Treasurer) is appointed annually by way of nomination and voted at the first meeting after the AGM.

Committee of Management may nominate themselves for re-election, or they may be nominated by other existing Directors whose term is not yet complete when this nomination is due.

### Appointment

Board vacancies will be advertised up to and including, two months prior to the AGM

The Board is responsible for:

1. Reviewing the Board's, skills, experience, perspectives and diversity, annually
2. Making decisions in relation to the appointment tenure or renewal of Directors
3. Approving an Expression of Interest description of the role and capabilities for Board vacancies, recommended by the Directors or Chair, and
4. Approving suitable candidates to fill Board vacancies as and when they arise.

The Executive Officer is responsible for:

5. Nominating candidates for consideration by the Board and approval by the Board
6. Managing the recruitment administration, induction and onBoarding of new Directors.

### Director Induction and OnBoarding

**The Board will provide to all newly appointed/elected Directors a thorough induction into the affairs of both the Board and East Gippsland Marketing Inc at large.**

1. All Directors will be provided with all relevant information.
2. Upon appointment/election and prior to attendance at their first Board meeting, new Directors will:
  - a. Receive a copy of the Charter and Terms of Reference, policies, Strategic Plan, Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual calendar from the Executive Officer
  - b. Meet with the Chair, Deputy Chair or member of the Governance Sub Committee for a governance familiarisation
  - c. Meet with the Executive Officer for an operational familiarization

## Termination

A position becomes vacant where a Director:

1. Resigns by written notice addressed to the Chair
2. Is removed by special resolution at the Annual General Meeting
3. Dies
4. Becomes insolvent under administration (bankrupt)
5. Becomes a 'represented person' for the purposes of the Guardianship and Administration Act 1986 (Vic)
6. Stops residing in Australia, or
7. A statutory manager is appointed to conduct the affairs of the organisation
8. Changes to the Model Rules require a Director to resign, and
9. Any additional circumstances when a position becomes vacant. These include where a Director:
  - a. fails to attend three consecutive committee meetings without a leave of absence being approved by the Chair, in writing.

## Co-opted Board members

The appointment of co-opted Board Members is an important element in assisting with succession planning and bringing specific skill-sets and experience to the Board.

Up to five (5) people can be co-opted, in addition to permanent Board Directors, to complement the current skill-mix on the Board for a discrete timeframe determined by the Board, but normally for a period of twelve (12) months.

Board members will bring a nomination to the next Board meeting, with all skill and experience details included so that the full Board can vote on the recommended appointment. An appointment can only be successful where half the full Board plus one, are in support.

Co-opted Members are governed by the same rules and responsibilities as other Directors, excluding the right to vote.

## Ex-Officio Board Members

An ex-officio board member is a person who holds a seat on the board by virtue of their position, usually because they need to have input into company decision making. Typically, they are senior level executives however in the instance of our Board, the person is from the East Gippsland Shire Council as part of the Agreement with Shire. To avoid any real, or perceived conflict of interest raised by members, stakeholders or external parties, ex-officio board members shall not have voting rights. Due to this, they are not subject to the same obligations and duties as a regular director.

## Board Sub-committees and Working Parties

**The Board will establish Sub-committees and working parties to support it in its governance work. The work of Sub-committees and working parties should not conflict with the Executive Officer's delegated responsibilities.**

Sub-committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.

Unless explicitly empowered by the Board, Sub-committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of Sub-committees and working parties, in fulfilling their role, is to make recommendations to the Board.

Sub-committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.

Sub-committees and working parties shall not exercise authority over staff nor shall they delegate tasks to any staff unless the Executive Officer has specifically agreed to such delegations.

Sub-committees and working parties will not mirror operational divisions, departments or staff functions.

## Chairperson Role (Chair)

**The Chair provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies.**

As appropriate, the Chair represents the Board and the organisation to outside parties. It is expected that the Chair will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound Directorship.

The Chair will chair Board meetings ensuring that:

1. Meeting discussion content is confined to governance matters as defined in the Board's policies.
2. All Directors are treated even-handedly and fairly.
3. Conflicts between Directors are handled in accordance with the processes outlined in the Model Rules of Association.
4. All Directors are encouraged and enabled to make a contribution to the Board's deliberations.
1. The Chair has no authority to unilaterally change or reinterpret any aspect of Board policy.
2. The Chair will ensure that Board meetings are properly planned, including the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.
3. The Chair will ensure that all Board decisions are understood by Directors and accurately recorded.
4. With the approval of the Board the Chair may establish a regular communication arrangement with the Executive Officer in which there is an exchange of information. This might also provide an opportunity for the Executive Officer to use such sessions as a sounding Board for proposed actions or to check interpretations of Board policy.

However;

5. The Chair will recognise that such sessions are not used to 'personally' supervise or direct the Executive Officer.
6. The Chair will maintain an appropriate professional distance from the Executive Officer to ensure objectivity and attention to governance matters and concerns.
7. The Chair will not inhibit the free flow of information to the Board necessary for sound governance. Therefore, the Chair will never come between the Board and its formal links with the Executive Officer.
8. The Chair may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

## Deputy Chair Role

The Deputy Chair is elected on an annual basis and cannot be an employee or paid contractor of the organisation. The Deputy Chair provides support to the Chair and carries the duties of the Chair in the absence of the Chair.

## Treasurer Role

The Treasurer is elected on an annual basis and cannot be an employee or paid contractor of the organisation. The Treasurer is responsible for:

1. Preparing the annual financial plan for the Board's review and approval.
2. Ensuring accuracy and timeliness of financial reporting to the Board.
3. Overseeing the financial management of the organisation.
4. Overseeing enterprise and administrative risks and risk management.
5. Providing support and guidance to the Executive Officer and Marketing Communications Assistant on matters concerning financial management.
6. Appointing an Auditor on an annual basis.
7. Reviewing and approving financial statements for submission to the Auditor.
8. Reporting to the Board at the Annual General Meeting on the financial performance of the organisation.

## Committee of Management

Together, the Chair, Deputy Chair and Treasurer function as East Gippsland Marketing Inc's Committee of Management.

## Strategic Planning

**An essential element in the Board's leadership role is its responsibility to design and monitor the Strategic Plan for East Gippsland Marketing Inc.**

Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget.

In partnership with management, the Board will establish and review the Purpose, Key Results and high-level strategies of East Gippsland Marketing Inc. annually, and:

1. Review annual business plans to ensure alignment with the Strategic Plan, priorities and strategies.
2. Ensure that all services are provided in an effective and responsive way to ensure positive outcomes for key stakeholders
3. Ensure that opportunities sought to enter into partnerships with other organisations are aligned with the Vision, Purpose, Values, Strategic Plan and Key Results.
4. Schedule a program of strategic dialogue at Board meetings that reflects the priorities as defined by the Board and that creates opportunities for the Board and management to think strategically about future issues of strategic importance to East Gippsland Marketing Inc's wellbeing and success.

## Financial Governance

**The Board has a core duty to ensure the financial integrity and viability of East Gippsland Marketing Inc. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving East Gippsland Marketing Inc's financial plan and budget and financial announcements.**

**Accordingly, the Board will:**

1. Develop, review and monitor the implementation of governance level financial policies.
2. Provide guidance on budget parameters and priorities and approve the annual budget and financial plan including capital expenditure.
3. Approve expenditure outside budget parameters.
4. Review and approve the full year financial statements, reports and outcomes.
5. Receive and approve the financial annual plan and scheduled reports from the Treasurer.
6. Review and approve regularly scheduled financial statements and reports, ie. for each Board meeting or at the Board's request.

## Risk Management

**The Board will identify and evaluate the principal risks faced by East Gippsland Marketing Inc and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital. Accordingly, the Board will:**

1. Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk. The Board shall ensure it is kept abreast of all key corporate risks areas and strategies in a timely manner.
2. Ensure that suitable internal controls are in place and are enacted and monitored to ensure effective and efficient operation and management of the organisation's resources.
3. Ensure that the organisation is governed and managed in accordance with its constitution and policies.
4. Ensure that proper accounting records are kept.
5. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards including clinical and occupational health and safety.



## Board and Director Performance Assessment and Professional Development

**The Board's value-adding role requires that the Board as a whole and all Directors regularly review their performance and have access to professional development relevant to the role and duties of Directorship.**

1. The Board may be requested to undertake a periodical self-assessment of its performance and a which will include assessment of the performance of individual Directors.
  - a. The criteria for assessing the Board's performance will be drawn from the documented policies of the Board together with any further criteria agreed by the Board from time-to-time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and Board leadership of the organisation.
  - b. A peer and self-assessment process may be undertaken.
  - c. A suitably qualified independent specialist may be used to assist the Board in this process.
2. An annual Board Cost of Governance budget will be established that provides for both Board and individual Director performance assessment and professional development together with other governance associated costs. The quantum of this budget item will be determined on a year-by-year basis.
3. All Directors will be encouraged to undertake relevant professional development. The Board will develop an agreed criteria and process for professional development. Directors will be encouraged to attend conferences relevant to their role as Directors or conferences related to other aspects of their Directorship of East Gippsland Marketing Inc. The Board will consider covering all or some of the costs associated with such attendance on a case-by-case basis.
4. Directors attending professional development on behalf of or at the expense of East Gippsland Marketing Inc will share the lessons and resources with other Directors
5. All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including;
  - a. meeting costs associated with effective communication with key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third party reviews or consulting services

## Board meetings

**The majority of Board business will be conducted in Board meetings. In order to ensure effective meetings the following principles apply:**

1. The Board will make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible outside of these areas to the Executive Officer.
2. The Board will develop a work plan (annual calendar) covering the next 12 months that addresses:
  - a. Review of progress towards the achievement of the Strategic Plan and relevant strategic issues;
  - b. Assurance that all relevant compliance requirements are addressed;
  - c. Education and continuous focus on improved governance effectiveness;
  - d. Review of Board stated results as indicated in the Board's Objects and Purpose policies, eg. via Executive Officer reports and presentations;
  - e. Time for strategic planning;
  - f. Assessment of organisational risk;
  - g. Consultations with key stakeholders as appropriate;
  - h. Board effectiveness review;
  - i. Executive Officer performance appraisal review meeting and remuneration review;
  - j. Preparation for, or review of AGM matters;
  - k. Meeting with the external auditor; and
  - l. Board Sub-committee reporting.
3. The Chair will, in consultation with the Executive Officer, establish the agenda for each Board meeting although each Director is free to suggest the inclusion of item(s) on the agenda. The focus of the meeting will be a topic(s) drawn from the calendar. All Directors have the opportunity to contribute to the agenda.

4. The Board meets monthly. If, after the first 30 mins of the appointed start time, a quorum is not present, the meeting may be re-scheduled to a date prior to the following monthly meeting; or the decision items transferred to the next monthly meeting.
5. No decisions will be made at a meeting without a quorum. A quorum will consist of half plus one of Board of Directors membership.
6. Supplementary meetings may be called and are at the discretion of the Board of Directors. The Board may also be invited to attend other events as representatives of East Gippsland Marketing Inc.
7. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
8. Directors will receive their Board papers at least five (5) working days prior to the meeting.
9. Others (e.g. staff) may participate in Board meetings at the Board's discretion. Such attendees will respect the Board's integrity and accountability and will thus accept any constraints imposed by the Board or the Chair on their participation and presence.
10. The Board may hold 'Board only' sessions at its discretion. Such sessions which will usually be scheduled prior to or at the commencement of the meeting. They will not exclude the Executive Officer from deliberations on matters to which his/her role as the Board's chief adviser would be compromised.
11. The Executive Officer will provide a report to the Board on the operational activities of the organisation in the Board pack circulated five (5) days ahead of the Board meeting. The report will provide performance information relating to fundraising and financial management, along with action items carried over from previous meetings for reporting.

### Annual General Meeting

The Board will conduct an Annual General Meeting within five (5) months after the end of the organisation's financial year in accordance with the Associations Incorporation Regulations Reform Act 2012. The date of the Annual General Meeting will be at the discretion of the Board of Directors.

The ordinary business of the AGM shall be:

1. To confirm the Minutes of the previous AGM and of any general meeting held since that meeting; and
2. To receive from the Chair, reports on the transactions of the Association during the preceding financial year; and
3. For Stakeholder members who are members of the Association to elect officers of the Association and (re)appoint Directors of the Board.

### Monitoring Operational Performance

**The Board has a duty to oversee and monitor the performance of the operational organisation.**

The Executive Officer will report to the Board on the performance of East Gippsland Marketing Inc at a frequency and to a standard specified by the Board.

All such reporting should be targeted at the Board's interests and duties rather than a description of management actions.

### Media Statements

**Interaction with the media, radio, press, television and other media outlets, shall at all times be designed to present an accurate and positive expression of East Gippsland Marketing Inc's related matters. It shall be consistent with East Gippsland Marketing Inc's policy and Board decisions and free from personal opinions and interpretations.**

1. The Chair shall be the spokesperson for governance-related matters and all other matters that the Board determines are best presented by the Chair.
2. The Executive Officer shall be the spokesperson for all operational matters and all other matters that the Board deems are best presented by the Executive Officer.
  - a. The Executive Officer may permit specified staff to act on his/her behalf but remains accountable for such delegation.



### Indemnities and Insurance

**East Gippsland Marketing Inc will provide Directors with and will pay the premiums for Association Liability Insurance (which includes Officers and Directors Insurance), and professional and public indemnity insurance cover while acting in their capacities as Directors, to the fullest extent permitted by the relevant legislation.** A Certificate of Currency will be provided to Directors via email attachment in the meeting agenda at the anniversary date, with the Insurance coverage to be reviewed by the executive Officer on an annual basis.

### Reimbursement of Director's Expenses

**East Gippsland Marketing Inc will develop an agreed criteria and process for the reimbursement all reasonable expenses incurred by Directors in the carrying out of their role.**

## Board –Executive Officer Inter-relationship Policies

### Delegation to the Board

**The Board delegates responsibility to the Executive Officer for implementation of its Strategic Plan while complying with the Executive Officer Delegation policies.**

1. The Executive Officer is the sole linkage and point of accountability between the Board and the operational organisation.
2. The Board will view Executive Officer performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful Executive Officer performance.
3. Only the Board acting as a body can instruct the Executive Officer. Typically, instruction to the Executive Officer will be codified as policy.
4. The Board will formulate East Gippsland Marketing Inc's Strategic Plan, including performance indicators to be applied by the Board, when reviewing the organisation's and the Executive Officer's performance.
5. The Board will make clear to the Executive Officer, in writing, any limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation, allowing the Executive Officer any reasonable interpretation of these policies (further defined in the Executive Officer Delegation of Authority policy).
6. The Executive Officer is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation.
  - a. Neither the Board nor individual Directors will 'instruct' staff in any matters relating to their work.
7. Provided that the Executive Officer achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and values of East Gippsland Marketing Inc, the Board will respect and support the Executive Officer's choice of actions.
8. The expert knowledge and experience of individual Directors is available to the Executive Officer.

### Executive Officer Role

The Executive Officer is a paid employee of the organisation and is responsible for managing and administering the operations of East Gippsland Marketing Inc. The responsibilities of the Executive Officer include:

1. Development and implementation of an annual Regional Marketing Plan to support and guide the actions and visions of the organisation.
2. Work collaboratively and cooperatively with other organisations and bodies within the region and with an interest in the region, to align marketing and promotion efforts and ensure that key opportunities are being maximised and a set of key messages exist.
3. Work with and build upon the existing brand identity for East Gippsland to align this identity to the experience, product and market offer.
4. Obtain ongoing commitments from a range of stakeholders including individual businesses, government funding bodies and other instrumentalities to support a range of regional promotional, development and marketing activity.
5. Advocate on behalf of the region and its stakeholders, as appropriate to the objectives of East Gippsland Marketing.
6. Build and maintain networks and working relationships with a range of stakeholders to pursue the objectives of East Gippsland Marketing Inc, including co-operation with and/or undertake joint promotions and projects with other associations or persons that such co-operation is calculated to assist in, or facilitate, the fulfilment of the objectives of East Gippsland Marketing.
7. Manage and provide support to staff and contractors of East Gippsland Marketing Inc and ensure that key performance targets are met.
8. Manage the financial performance of the organisation.
9. Report immediately to the Board of Directors, issues of concern that may affect financial viability or otherwise of the organisation,
10. Report to the Board on performance of the organisation against agreed objectives.
11. In exercising the delegation for the management of the workforce, the Executive Officer must not fail to ensure that there is provided a workplace environment conducive to sound workplace practices,

consistent with workplace legislation and East Gippsland Marketing Inc core corporate values. The Executive Officer must not:

- a. Allow staff to be employed in the absence of clear guidelines as to their rights, entitlements and workplace obligations.
- b. Permit the workforce to be placed in 'inequitable', 'unsafe', 'undignified' or 'unfair' working conditions or circumstances as defined in relevant workplace legislation.
- c. Deny to any workforce member their right to an approved and fair internal grievance process.
- d. Refuse any workforce member access to the Board (access to the Board is via the Chair) to express a grievance when:
  - i. The internal grievance process has been properly followed, and
  - ii. The grievance asserts that the Executive Officer has breached a Board policy to his or her detriment, and/or
  - iii. The grievance asserts that the Board has not provided adequate protection of the workforce member's human rights and there is verifiable evidence of this.
  - iv. Allow workforce members to be uninformed of their rights under this policy.

### Executive Officer Authority

1. As long as the Executive Officer applies '*any reasonable interpretation*' of the Board's policies guided by the Risk Appetite Statement and Delegation Schedule, i.e. does not set out to defeat the stated intent or the spirit of the policies, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
2. Acknowledging a Director's right to have access to information necessary to meet his/her duty of care to the organisation, the Executive Officer may refuse instructions or requests from individual Directors or from unofficial groups of Directors if, in his/her opinion, such requests or instructions are:
  - a. inconsistent with the Board's policies,
  - b. are deemed to make unjustifiable intrusions into the Executive Officer's or other staff members' time; or
  - c. are an unjustifiable cost to the organisation.
3. The Executive Officer must notify the Chair of the use of point 2.

### Executive Officer Performance Assessment

**The Executive Officer's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Board-determined strategic outcomes and compliance with Executive Officer Delegation policies. The Board will provide regular performance feedback to the Executive Officer.**

1. Organisation performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.
2. The standard applied to all facets of the performance assessment shall be that the Executive Officer has met or can demonstrate compliance with the intent or spirit of the Board's policies.
3. The Board shall monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
4. The Board shall use any one or more of the following three methods to gather information necessary to ensure Executive Officer compliance with Board policies and thus to determine its satisfaction with that person's performance:
  - a. Executive Officer reporting,
  - b. Advice from an independent, disinterested third party, or
  - c. Direct inspection by a Board approved Director or group of Directors.
5. There will be an annual formal appraisal of the performance of the Executive Officer. The timing, format and process for this meeting will be negotiated between the Executive Officer and the Board at the beginning of the performance year.
6. A Board committee may assist the Board in this process which may make recommendations to the Board.
7. If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the Executive Officer's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not the Executive Officer.

## Executive Officer Delegation Policies

### Overarching Executive Officer Limitation

**The Executive Officer must not take, allow or approve any action or circumstance in the name of East Gippsland Marketing Inc that is in breach of the law, is imprudent, which contravenes any organisation specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.**

### Budgeting and Financial Planning

**Budgeting and financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined outcomes. In developing the operational financial plan and budget the Executive Officer must not allow budgeting that:**

1. Contains too little information to enable (a) a credible projection of revenues and expenses, (b) demonstration of Board determined spread of revenue sources, (c) separation of capital and operational items, (d) projection of cash flows, and (e) disclosure of planning assumptions.
2. Creates financial risk beyond Board-determined parameters or is inconsistent with the risk management plan.
3. Plans expenditure in any financial year that would result in default under any of East Gippsland Marketing Inc financing agreements or cause insolvency.
4. Anticipates the achievement of a 'bottom line', materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Omits Board developmental and other governance specific expenditure.

### Financial Management

**The Executive Officer is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Accordingly the Executive Officer must not:**

1. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities.
2. Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
3. Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
4. Authorise expenditure beyond the level established by the Board.
5. Acquire, encumber or dispose of land or buildings.
6. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.

## Remuneration and Benefits

**In managing the setting and review of salaries and benefits, the Executive Officer must not make decisions or promises that would in any way cause or threaten financial harm to the organisation.**

**Accordingly, the Executive Officer must not:**

1. Change his/her remuneration.
2. Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
3. Cause unfunded liabilities to occur or in any way commit East Gippsland Marketing Inc to benefits that incur unpredictable future costs.
4. Make promises or offer guarantee of long-term employment under circumstances when such guarantees or promises cannot realistically be honoured.

## Protection of Assets

**The Executive Officer shall not neglect to take all prudent and reasonable actions to ensure that East Gippsland Marketing Inc assets, physical and intellectual, are protected against all foreseeable damaging circumstances. Accordingly the Executive Officer must not:**

1. Permit any unauthorised person to handle cash.
2. Allow the receipt or disbursement of funds to be processed outside of controls acceptable to the duly appointed auditor.
3. Allow the assets to be insured for less than is considered necessary for prudent risk- management.
4. Allow the Directors or workforce to be unprotected against claims of liability.
5. Make any purchase of goods or services without protection against conflict of interest.
6. Allow inadequate protection against theft, improper use or significant damage to intellectual property and organisation information.
7. Allow the organisation to be in a state of unpreparedness in order to maintain the effective and efficient operation of the organisation, ensuring business continuity and reducing risk.
8. Subject plant and equipment to improper wear and tear or insufficient maintenance.

## Communication and Support to the Board

**The Executive Officer shall not permit the Board to remain uninformed about issues and concerns essential to the meeting of its duty of care, the carrying out its responsibilities and the meeting of its accountabilities to its owners and key stakeholders. Accordingly the Executive Officer must not:**

1. Allow the Board to be uninformed about matters critical to the Board's timely and effective governance of the organisation.
2. Provide financial reports that do not address:
  - a. significant trends
  - b. data relevant to agreed benchmarks and Board-agreed measures
  - c. further Board financial data as determined by the Board from time-to-time.
3. Allow the Board to be informed of significant external environmental trends, adverse media publicity, achievement of, or progress towards the achievement of, the organisational outcomes as stated in the Strategic Plan or changes in the basic assumptions upon which the Board's policies are based.
4. Leave Directors uninformed when, for any reason, there is actual or anticipated non- compliance with a Board policy.
5. Allow the Board to be uninformed of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting East Gippsland Marketing Inc.
6. Permit the Board to be unaware of any occasion, action or decision that result in it being in breach of its Board Process policies particularly when this relates to the Executive Officer's ability to carry out his/her responsibilities.
7. Allow him/herself to be drawn away from treating the Board as a single entity except when responding to individual requests for information or requests from Board committees or working parties.

### Emergency Executive Officer Succession

The Board recognises that one of its major risks is the loss of key personnel, particularly its Executive Officer. To this end the Executive Officer must not fail to ensure that there is in place an emergency management regime that can operate in the event of unexpected loss of his or her services. The Board is ultimately responsible; the Executive Officer best endeavours to have something in place.

### Public Affairs

The Executive Officer shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to East Gippsland Marketing Inc.

### Review of Board Charter

The Board Charter will be reviewed by the Board as part of its annual work plan following the AGM.

## Appendix – Sub-committees Terms of Reference

East Gippsland Marketing Inc operates with four (4) Sub-committees. These are listed with their Terms of Reference.

### 1. Marketing Sub-committee

#### Purpose

In collaboration with internal and external stakeholders, including East Gippsland Shire Council Marketing Services, define East Gippsland Marketing Inc's marketing strategy and brand position, identify and attract new stakeholders and work with other organisations with similar aims and objectives in promoting East Gippsland as a place to visit, live and invest.

#### Duties and Functions

- a. Oversee market research into stakeholder needs and expectations
- b. Guidance on East Gippsland Marketing Inc's branding, and strategic communications
- c. Represent East Gippsland Marketing Inc at external meetings, Government forums and conferences

#### Membership

Sub-committee membership includes at least three (3) Directors.

#### Meetings

Meetings of the Sub-committee will be chaired by an appointed Director, and will take place on a quarterly basis.

The quorum for a meeting will be at least two members of the Sub-committee, one of whom must be the Executive Officer. If a quorum is not present within 30 minutes after the scheduled meeting commencement time, the meeting will be rescheduled.

#### Conflict of Interest

Members must declare any conflicts of interest whether actual, potential, apparent, or appear likely to arise, and manage those in consultation with the Chair.

#### Confidentiality

Members of the Sub-committee may periodically be in receipt of information that is regarded as 'commercial in confidence' or have privacy implications. Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain.

#### Minutes and meeting protocol

The business of the Sub-committee shall be recorded in minutes. Minutes shall be distributed to the Sub-committee Chair two working days after the meeting for review and agreement to release. The minutes are then distributed within five days, to the Sub-committee members.

The Agenda and attached papers will be distributed one week prior to the next meeting

The Minutes shall be distributed and accepted by Sub-committee members as a true and accurate record at the commencement of the next meeting.

Outcomes and implementation of recommendations will be communicated throughout the organisation as deemed appropriate by Chair.

#### Reporting

Minutes are circulated to the next Board meeting for endorsement.

The Chair will report to the Board of Directors providing verbal communication and written reports of the processes have been undertaken and recommendation.

#### Review

These terms of reference may be reviewed at any time by the Sub-committee or Board. However, any changes can only be made by the Board.

## 2. Stakeholder and Growth Sub-committee

### Purpose

The Stakeholder and Growth Sub-committee is responsible for ensuring the ongoing financial viability of the organisation. These responsibilities include:

- a. Providing guidance on attracting new business and maintaining current business
- b. Supporting representations on behalf of East Gippsland Marketing Inc to prospective funding bodies including local businesses, East Gippsland Shire Council, Government funding bodies and State Ministers, and providing guidance on grant applications
- c. Supporting promotions to encourage investment in East Gippsland
- d. Reviewing and approving sales materials used by the Stakeholder Communications Officer and the organisation when sourcing funds.

### Governance Policy (précis)

The Stakeholder and Growth Sub-committee supports the Board in its work and will not conflict with the Board's exercise of, or Management's delegated responsibilities.

The Sub-committee makes recommendations to the Board, and so unless explicitly empowered by the full Board, the Stakeholder and Growth Sub-committee cannot make binding Board decisions or speak for the Board. The Sub-committee will make recommendations to the Board through a report provided to the Board from the Sub-committee.

### Roles and responsibilities

The Sub-committee provides strategic advice to ensure ongoing financial commitments from the business community.

### Membership

Membership consists of the Board Chair and at least four (4) Board Directors and the Executive Officer. The Stakeholder Relationship Coordinator and a member representing East Gippsland Shire Council attend as guests.

### Conflict of Interest

Members must declare any conflicts of interest whether actual, potential, apparent, or appear likely to arise, and manage those in consultation with the Chair.

### Confidentiality

Members of the Sub-committee may periodically be in receipt of information that is regarded as 'commercial in confidence' or have privacy implications. Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain.

### Minutes and meeting protocol

The Executive Officer will minute meeting outcomes, actions and recommendations. Minutes shall be distributed to members two working days after the meeting for review and agreement to release. The minutes are then distributed within five days, to the Sub-committee members.

The Agenda and attached papers will be distributed one week prior to the next meeting

The Minutes shall be distributed and accepted by Sub-committee members as a true and accurate record at the commencement of the next meeting.

### Reporting

Minutes are circulated to the next Board of Directors meeting.

The Executive Officer will report to the Board of Directors providing verbal communication and written reports of the proceedings of the meeting and any recommendations to the Board.

### Meeting frequency

The Sub-committee meets on a bi-monthly basis.



### 3. Recruitment Sub-committee

#### Purpose

The purpose of the Recruitment Sub-committee is to advise and assist the Board in fulfilling its responsibilities concerning the Executive Officer, along with assisting and other employment matters, being:

- a. The recruitment and appointment of the Executive Officer
- b. Determining the Executive Officer's Performance Plan (Plan)
- c. Assessing the Executive Officer's performance against set performance criteria in the Plan
- d. Determining the remuneration of the Executive Officer and other contractual conditions of employment
- e. The extension, reappointment, or advertising of an Incumbent Executive Officer position
- f. Dealing with other Executive Officer employment matters that may arise from time to time
- g. Assist the Executive Officer with recruitment of other staff, especially with the interviewing process.

#### Duties and functions

- a. The Sub-committee has no delegated power from the Board
- b. To make recommendations to Board on employment matters relating to the Executive Officer or the person appointed to act as the Executive Officer, including the following:
  - c. The appointment of the Executive Officer
  - d. The appointment of an acting Executive Officer when the position is vacant
  - e. Any extension or reappointment of the appointment of the Executive Officer
  - f. Remuneration and contractual conditions of appointment of the Executive Officer
  - g. The outcome of annual performance reviews of the Executive Officer
  - h. Develop performance criteria and performance review methodology
  - i. Deal with any relevant Executive Officer employment matter that may arise from time to time.
  - j. Assessment of the Executive Officer's performance against set criteria at regular performance reviews.

#### Membership

This Sub-committee membership includes Board Chair, Deputy Chair and Treasurer and the Executive Officer. Up to two (2) other Directors may be appointed by the Board who have served at least two years on the Board, to provide continuity in the performance management process.

#### Meetings

Meetings of the Sub-committee will be chaired by the Chair, or if not present, the Deputy Chair and will take place on an ad hoc basis but at least one per annum.

A special meeting of the Sub-committee may be called by resolution of the Sub-committee, the Chair, or the Board, where the Chair is incapable of calling the special meeting.

The quorum for a meeting will be at least three members of the Sub-committee, one of whom must be the Chair or Deputy Chair. If a quorum is not present within 30 minutes after the scheduled meeting commencement time, the meeting will be rescheduled.

#### Conflict of Interest

Members must declare any conflicts of interest whether actual, potential, apparent, or appear likely to arise, and manage those in consultation with the Chair.

#### Confidentiality

Members of the Sub-committee may periodically be in receipt of information that is regarded as 'commercial in confidence' or have privacy implications. Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain.

#### Minutes and meeting protocol

The business of the Sub-committee shall be recorded in Minutes. Minutes shall be distributed to the Chair two working days after the meeting for review and agreement to release. The minutes are then distributed within five days, to the Sub-committee members.

The Agenda and attached papers will be distributed one week prior to the next meeting

The Minutes shall be distributed and accepted by Sub-committee members as a true and accurate record at the commencement of the next meeting.

Outcomes and implementation of recommendations will be communicated throughout the organisation as deemed appropriate by Chair.

### Reporting

Minutes are circulated to the next meeting for endorsement.

The Chair will report to the Board of Directors providing verbal communication and written reports of the processes have been undertaken and recommendation.

### Review

These terms of reference may be reviewed at any time by the Sub-committee or Board. However, any changes can only be made by the Board.

## 4. Governance Sub-committee

### Purpose

The purpose of the Governance Sub-committee is to ensure that there is a robust and effective process for evaluating the performance of the Board, Board Sub-committees and individual Directors and to ensure that the Board fulfils its legal, ethical, and functional responsibilities.

### Membership

The Governance Sub-committee will be appointed by the Board and will comprise three members, the majority of whom will be members of the full Board. A quorum will be two members. The Board may remove or replace any member at any time.

The Deputy Chair of the Board will Chair the Governance Sub-committee.

### Responsibilities

The Governance Sub-committee is authorised by the Board to:

- a. Review the organisation's governance matters and make recommendations to the Board
- b. Take any actions to enable the Governance Sub-committee to fulfil its responsibilities
- c. Seek independent advice to perform its duties where necessary.

The Governance Committee is accountable to the Board of Directors for the following tasks:

- a. Annual assessment of the Board's performance, including strengths, weaknesses and skills of the Board as a whole
- b. Recommending a plan for Board development based on the strategic plan and the annual Board performance evaluation
- c. Ongoing recruitment of Board members who can augment the Board's strengths and build on its weaknesses
- d. Providing induction, onBoarding and mentoring for new Directors in order to develop their skills
- e. Monitoring the attendance and contribution of Directors
- f. Drafting governance policies and budgets for Board development
- g. Keeping and up-dating records of recruitment history (e.g. names suggested, who was approached, what happened) and other relevant recruitment documents

### Governance Policy Development

The Governance Sub-committee will ensure that policies are created and periodically reviewed which define:

- a. The roles and responsibilities of the Board
- b. Duties and responsibilities of Directors and the Executive Officer
- c. Directors' standards of conduct, including any Code of Conduct and currency of the Directors' Charter and Terms of Reference
- d. Procedures for ensuring the organisation's legal and regulatory compliance
- e. Conflict of Interest procedures
- f. Procedures for nomination, selection, and removal of directors

### Recruitment and Selection

The Governance Committee will ensure that:

- a. There is a clear Board-approved process for Board recruitment, and that this process is effectively implemented
- b. The number of Directors does not fall below the number required by the Constitution
- c. Members appointed to the Board understand and agree with the purpose of the organisation and the Code of Conduct
- d. Members appointed to the Board understand and agree to the time commitment and participation requirements of Directors
- e. Elections and appointments to the Board comply with the Constitution and other legal requirements

## Board Education

The Governance Sub-committee will ensure that there are effective induction, onBoarding, mentoring processes and development plans for Directors and that they have the necessary knowledge to be able to discuss, debate and plan the following:

- a. East Gippsland Marketing Inc's purpose, goals, objectives, programs and services
- b. The organisation's budget and financial statements
- c. The roles, duties and responsibilities of the Board, Sub-committees, individual Board members and the Executive Officer.

## Board Performance Evaluation

The Governance Sub-committee will be responsible for arranging the annual Board performance evaluation to ensure that the Board, its Sub-committees and Directors are able to plan their activities with knowledge of the achievements, abilities, strengths and limitations of current Directors and staff.

## Minutes and meeting protocol

The business of the Sub-committee shall be recorded in Minutes. Minutes shall be distributed to the Chair two working days after the meeting for review and agreement to release. The minutes are then distributed within five days, to the Sub-committee members.

- a. The Agenda and attached papers will be distributed one week prior to the next meeting
- b. The Minutes shall be distributed and accepted by Sub-committee members as a true and accurate record at the commencement of the next meeting
- c. Outcomes and implementation of recommendations will be communicated throughout the organisation as deemed appropriate by Chair.

## Reporting

Minutes are circulated to the next meeting for endorsement.

The Chair will report to the Board of Directors providing verbal communication and written reports of the processes have been undertaken and recommendation.

## Review

These terms of reference may be reviewed at any time by the Sub-committee. However, any changes can only be made by Board.