



Common Terms of Reference

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1 Purpose

- 1.1 These Common Terms of Reference (“CToR”) will apply to all Boards, Committees, Task Forces and Working Groups and Parties established by Management Committee or Congress (Collectively “Committee or Committees”) unless specific ally noted otherwise either in whole or in part.
- 1.2 The CToR do not apply to Management Committee (“MC”) or Congress.

2 Authority

- 2.1 Committees are established for strategic or compliance purposes.
- 2.2 Committees are authorised to provide strategic advice and guidance to
 - a. their relevant executive director via their Secretary or Strategic Initiatives Executive (SIE) as appropriate; and
 - b. MC via their relevant VP.
- 2.3 Committees may request information required to enable the Committee to provide strategic advice, or for compliance purposes as contemplated by the Committee’s Terms of Reference from the National Secretariat via their SIE or Secretary.
- 2.4 The SIE or Secretary may at their reasonable discretion vary the information request if the information is not readily available or otherwise capable of being provided to the Committee.
- 2.5 Committees may recommend projects, activities and structures within the Committee’s purpose that will most effectively deliver the Strategic Plan outcomes;
- 2.6 Boards will monitor the effectiveness and outputs of activity within their portfolio;
- 2.7 Committees have authority to establish Task Forces for a specific duration provided that the Task Force:
 - a. report as directed to the Committee
 - b. purpose is consistent with the Committee’s annual plan and ToR;
 - c. operates within the approved budget for the Committee’s portfolio of responsibilities; and,
 - d. is approved by the Management Committee.
- 2.8 A Committee may not:
 - a. Alter its Terms of Reference (ToR) but may recommend to MC via its Vice-President or if there is no relevant Vice-President via its Chair alterations to its ToR; or
 - b. Operate outside its approved annual budget or its ToR; or
 - c. Enter into any arrangements that legally bind the ACS.

3 Reporting

- 3.1 Committees shall report at least every six months, or more frequently if required by the President, to the Committee of which the Committee is a subcommittee; and

- 3.2 The Report will describe the Committee's progress against its purpose and any work plan or performance indicators.

4 Privacy and Conflicts

- 4.1 All members of any Committee ("Members"), whether members of ACS or not, shall formally declare any actual or perceived conflict of interests and shall make the ACS Privacy Declaration and shall otherwise hold information obtained through such membership as confidential.

5 Terms of Office and Expectations

- 5.1 Directors of Boards shall have terms of 2 years commencing on the 1 January following their election by Congress, or such other term specifically determined by Congress.
- 5.2 Other than Directors of Boards, Members are appointed by MC.
- 5.3 Members are normally appointed for 2 years commencing on the 1st of January, however MC may appoint Members for such other terms as MC deems fit.
- 5.4 Diversity and Inclusion will be criteria in the selection of Members.
- 5.5 Members are expected to:
 - a. attend all scheduled meetings unless leave is granted by the Chair of their Committee;
 - b. properly prepare for any meeting including having read any materials provided; and
 - c. complete any tasks or actions agreed to be undertaken by them within the time agreed for the task to be completed.
- 5.6 Members may be removed at any time by ordinary resolution of the MC.
- 5.7 All Members shall be members of ACS, unless a specific exemption has been granted by the MC.
- 5.8 Members may serve more than one term consecutively but may not serve for consecutive terms totaling more than 6 years.

6 Chairs

- 6.1 Chairs of Board Sub-Committees and Task Forces who shall be appropriately qualified, shall be nominated by the relevant Director after consultation with their relevant VP.
- 6.2 Board Directors may nominate their relevant VP to act as Chair of their Board from time to time in which circumstance the VP will be considered an ex-officio member of the Board.
- 6.3 Directors may attend, speak and vote at any meeting of a sub-committee.
- 6.4 Chairs of BAC, DESC, NPPG and other direct sub-committees of MC shall be appointed directly by MC based on their skills and expertise.
- 6.5 Chairs, other than Board Directors, may be removed with cause at any time by special resolution of the MC.

- 6.6 Chairs are, in conjunction with the Strategic Initiative Executive, Company Secretary, Committee Secretary or Governance Officer, responsible for:
- a. Providing leadership and maintaining appropriate levels of activity and progress;
 - b. Preparing, an annual work plan;
 - c. Ensuring a quorum is present and that the meeting has been properly called;
 - d. setting of Agendas;
 - e. the orderly conduct of meetings;
 - f. prompt confirmation of minutes;
 - g. scheduling regular and effective evaluations of the Board/ Committees performance; and
 - h. Reporting under cl 3.

7 National Office Bearers

- 7.1 National Office-bearers, the CEO and the Company Secretary may attend and speak at any meeting of any Committee.

8 Vacancies and casual vacancies

- 8.1 A Member's position become vacant if the Member:
- a. dies; or
 - b. suffers from mental or physical incapacity; or
 - c. where ACS membership is a requirement for the position, ceases to be a member; or
 - d. fails to attend 2 consecutive meetings without leave granted by Chair; or
 - e. fails to complete their induction within time indicated at their appointment; or
 - f. resigns in writing to the President, Chair or Committee Secretary.
- 8.2 Persons appointed to fill a casual vacancy are appointed for the balance of the term of the Member whose position has become vacant.

9 Secretariat

- 9.1 Secretariat support will be provided to the Committees as follows:
- a. Meeting co-ordination including minute taking and distribution, preparation and dissemination of relevant documents, transport, accommodation, video conferencing, IT support, processing of expense reimbursement, and any other operational aspects of meetings;
 - b. Assistance with the preparing of Business Case documentation for proposed new programs, activities and initiatives in a suitable form for the consideration by Management Committee; and
 - c. Supply software licenses and any required technical support for the Committee to discharge its duties.

10 Meetings

- 10.1 Each Committee shall meet at such times as it deems to be appropriate to fulfil its functions (within approved budgets), however not less than twice each year including one face to face meeting.
- 10.2 Other than with the consent of the Chair agenda items, papers, reports and supporting documentation will be uploaded to the Committee's SharePoint site at least seven days prior to each meeting.
- 10.3 Minutes for the meeting will be prepared and circulated to Members following confirmation by the Chair which confirmation will occur within one week of receipt of the draft minutes. Formal approval of the minutes is to take place at the following meeting.
- 10.4 Copies of sensitive documents (in paper or electronic form) retained by Members and others assisting on their behalf should be appropriately secured to protect the privacy of any personal information and the confidentiality of the business information contained therein.
- 10.5 Committee papers and other material provided to a Member remain the property of ACS and at its direction will either be destroyed or returned to the Society on a Member ceasing to be a Member.

11 Quorum

- 11.1 The quorum for any Committee meeting shall be a majority of the members entitled to attend and vote at that meeting.

12 Definitions

- 12.1 Terms defined in the Rules and Regulations shall have the same meanings as defined.
- 12.2 The following terms shall have the following meaning in this Terms of Reference and all Committee Terms of Reference:
 - a. Director means a Director of a Board appointed by Congress;
 - b. Executive Director means an employee of the ACS who is appointed to the Role of Director or Head of a business unit of the ACS;
 - c. Secretary means the Secretary to the Committee; and
 - d. SIE means Strategic Initiative Executive;

13 Review Date

- 13.1 This document is to be reviewed by the Custodian annually.
- 13.2 Minor changes to any Terms of Reference may be made by the Custodian.

14 Version Control

Authors

Multiple

Version History

Date	Document Version	Revision History (reason for change)	Author /Reviser
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4 October 2018	V0.2	Include VP and Director feedback	Company Secretary
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Approvals

This document requires the following approvals.

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Distribution

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Name	Title	Date of Issue	Version
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