



# **THE ORDER OF AUSTRALIA ASSOCIATION**

## **BOARD EXECUTIVE COMMITTEE CHARTER**

### **1 Purpose**

1.1 The Board Executive Committee (EC) is a committee of the Board of Directors of The Order of Australia Association (OAA) established under clause 46.1 of OAA Constitution,

1.2 The EC exercises its powers within a policy framework determined by the Board.

### **2 Membership**

2.1 The membership of the EC is:

- National Chairman (chairman)
- Deputy National Chairman
- National Secretary
- National Treasurer
- National Membership Director
- National President (ex officio)

### **3 Meetings**

3.1 The EC meets as required

3.2 Any member may request the chairman to convene a meeting of the EC.

3.3 The agenda for EC meetings is determined by the chairman and, where required, is advised in advance to all members of the Board

3.4 An EC meeting may be called or held using any technology consented to by each member. The consent may be a standing one.

3.5 A quorum for any meeting is any three (3) members of the EC

3.6 The EC may invite other people including Members of the OAA and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.

3.7 If an EC member or other person attending has a material personal interest in a matter that is being considered at a meeting, he or she must not be present for consideration of that matter unless the interest has been fully disclosed to the EC, and it is agreed that the person may be present.

3.8 Decisions of the EC may be made either at a duly called and constituted meeting; or by a resolution in writing, including email, notified to all members of the EC and signed by all EC members who are entitled to vote on the resolution.

3.9 All Members, directors and other attendees at EC meetings are required to keep all information presented (whether written or oral) or discussed confidential where this restriction is agreed

#### **4 Minutes**

4.1 Minutes are to be prepared for each EC meeting.

4.2 The draft minutes of each EC meeting are to be reviewed by the EC chairman and circulated to all EC members and others attending within five working days.

4.3 The EC must confirm the minutes of each EC meeting at its next meeting (or the next practicable meeting if the minutes are not available at the next meeting).

4.4 A copy of the minutes must be included in the agenda pack at the next Board meeting.

#### **5 Responsibilities**

In performing its role, the responsibilities of the EC include, but are not limited to:

5.1 Providing advice, guidance and counsel to Branches and office management in relation to OAA affairs.

5.2 Working with Branches and office management to implement Board decisions.

5.3 Considering and deciding on procedural and administrative matters arising between Board meetings.

5.4 Performing any other duties and undertaking or overseeing any specific projects as required by the Board from time to time.

#### **6 Authority**

6.1 The Board has authorised the EC, within the scope of responsibilities set out in this Charter, to:

- Perform the activities required to address its responsibilities and make recommendations to the Board.
- Make decisions with respect to procedural and administrative matters which the Board has not expressly reserved to itself or which are not required by law to be exercised only by the Board.
- Select, engage, terminate and approve the fees and other terms and conditions of engagement of employees, contractors, special or independent experts and other advisors as it deems necessary to carry out its duties, within limits agreed by the Board.
- Have unrestricted access to office management and information it considers relevant to its responsibilities under this Charter.

6.2 Notwithstanding the EC's delegated powers, it must, if so requested by one or more of its members, decline to act or decide in respect of any matter specified in that request until the matter has been considered by the Board.

6.3 All actions and decisions of the EC under this delegated authority are to be reported to the Board as soon as practicable.

## **7 Reporting Responsibilities**

7.1 Minutes of EC meetings will be tabled at the next scheduled Board meeting or, if required, provided earlier to directors.

## **8 Review of the Committee Charter**

8.1 Any modifications to or replacements of this Charter must be approved by the Board.

8.2 The Board shall review the Charter every two (2) years or as required, after the annual performance assessment, or when confirming EC members

Version 2: August 2017

Version 3: March 2021