



THE ORDER OF AUSTRALIA ASSOCIATION

STRATEGY & MARKETING COMMITTEE CHARTER

Updated April 16, 2021: name change adding Marketing, committee now has five directors

1 Purpose

- 1.1 The Board Strategy & Marketing Committee (SM) 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 SM Committee exercises its powers within a policy framework determined by the Board.

2 Membership of Committee

- 2.1 The membership of the Strategy & Marketing Committee as of April 16, 2021 is five directors:
- National Membership Director (Chairman)
 - Director NSW
 - Director NT
 - Director TAS
 - Director WA

National President and National Chairman are ex officio

3 Meetings

- 3.1 The SM Committee meets as required
- 3.2 The agenda/minute secretary of the SM Committee will be appointed by the SM Committee Chair
- 3.3 Any member may request the chairman to convene a meeting of the SM Committee
- 3.4 The agenda for SM Committee meetings is determined by the chairman, SM Committee members shall submit agenda items and distribute to the SM Committee at least five (5) days before the meeting.
- 3.5 A SM Committee meeting may be called or held using any technology consented to by each member. The consent may be a standing one.
- 3.6 A quorum for any meeting is three (3) members of the SM Committee.
- 3.7 The SM Committee 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.
- 3.8 If a SM Committee 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 SM Committee and it is agreed that the person may be present.
- 3.9 Decisions of the SM Committee 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 SM Committee and signed by all SM Committee members who are entitled to vote on the resolution.
- 3.10 All Members, directors and other attendees at SM Committee 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 SM Committee meeting.

4.2 The draft minutes of each SM Committee meeting are to be reviewed by the SM Committee chairman and circulated to all SM Committee members and others attending as soon as practicable. Ideally within ten (10) days together with an action sheet.

4.3 The SM Committee must confirm the minutes of each SM Committee meeting at its next meeting and signed by the presiding SM Committee Chair.

4.4 A copy of the minutes must be included in the papers for review at the next Board meeting.

5 Responsibilities

In performing its role, the responsibilities of the SM Committee 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 SM Committee, 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, 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.

6.3 Notwithstanding the SM Committee'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.

6.4 All actions and decisions of the SM Committee under this delegated authority are to be reported to the Board as soon as practicable.

7 Reporting Responsibilities

7.1 Develop and implement an annual Work Plan to ensure all the SM Committee's responsibilities are undertaken in the required timeframe.

8 Review of the Committee Charter

8.1 Any modifications to or replacements of this Charter must be ratified by the Board in consultation with other appropriate Committees.

8.2 SM Committee to conduct an annual performance self-evaluation

9 Wind up of entity

9.1 Ensure statutory wind up regulations are complied with and included in Strategic Plan.