



## **BUSINESS DEVELOPMENT COMMITTEE**

### **Terms of Reference**

#### **BACKGROUND**

The Board of Management (“the Board”) of St Michael’s Association Inc. (ABN: 17 850 072 308) (“St Michael’s”) has resolved pursuant to Clause 28(1) of its Constitution to establish a sub-committee to be known as the Business Development Committee (“the Committee”).

These Terms of Reference set out the purpose, role and responsibilities of the Committee, together with its membership and operating arrangements. The Terms of Reference reflect the Board’s current priorities.

#### **PURPOSE**

The purpose of the Committee is to assist the Board in dealing with regional development, the NDIS, mergers and acquisitions and organisational improvement as a key part of its ongoing good governance. The Committee is not a policy-making body, it is to assist the Board in developing Board policy, monitoring business development and making recommendations to the Board for resolution where required.

#### **ROLES AND RESPONSIBILITIES**

The Committee is authorised to exercise those Board powers expressly delegated to it in these Terms of Reference. The Committee is accountable to the Board for its performance.

The role of the Committee is to:

- develop a plan to increase revenue of the Association, over and above organic growth;
- develop a comprehensive marketing plan for the Association;
- develop a comprehensive communication plan for the Association;
- develop a comprehensive property development plan for the Association;
- develop a comprehensive asset maintenance plan for the Association;
- consider all proposed business development activities against the various plans prior to consideration by the Board; and
- any other matters that may concern the business development of St Michael’s.

Nothing in these Terms of Reference limits any powers or responsibilities of the Board.

The Committee must report to the Board at least once per financial year on its operation and activities during the relevant year. The report should include:

- details of meetings, including the number of meetings held during the relevant period, and the number of meetings each Committee Member attended;
- a summary of the work the Committee performed to fully discharge its responsibilities during the preceding year; and
- A high-level summary of any recommendations made to the Board as described below.

The Committee may, at any time, report to the Board orally or in writing on any other matter it deems of sufficient importance to do so.

## **MEMBERSHIP AND TENURE**

The Board is responsible for the appointment of Committee members. The Committee membership will be constituted wholly by Directors or partly by Directors and partly by other persons. The Board is also responsible for appointing the Chair of the Committee from one of the Directors appointed to the Committee.

Pursuant to Clause 28(3) of the Constitution, the Committee will consist of at least three members.

The Committee will comprise the following members appointed by the Board:

- at least three (3) Directors;
- any other co-opted persons that the Committee thinks fit; and
- any other persons, as determined by the Chair, but will not be members of the Committee.

Pursuant to Clause 28(2) of the Constitution *“the committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.”*

Relevant members of the St Michael’s Management Team, including the CEO, will assist the Committee. These people may participate in the business of the Committee but have no voting rights.

Committee members will be appointed for a term of two (2) years and will be decided by the Board at its first full meeting after the Annual General Meeting that endorsed the new Board. Committee members may be eligible for extension or re-appointment for further terms if so appointed by the Board.

The Board may, by notice in writing, remove or replace a member of the Committee before the end of their term. A member of the Committee might be replaced for misbehaviour, mental or physical incapacity or if the Board is of the opinion a Committee Member’s performance has been unsatisfactory for a significant period of time.

A Committee member will cease to be a member of the Committee when that member ceases to be a Director of St Michael’s.

## **COMMITTEE MEETINGS**

The Committee will meet at least quarterly, and otherwise where considered by the Chair to be necessary, to undertake its role effectively.

All Committee members are expected to attend each meeting in person or through other approved means such as teleconferencing or video conferencing.

A quorum will be more than half the members. In the Chair’s absence from a meeting, the members present will select a chair for that particular meeting from the member Directors present.

A quorum must be in attendance at all times during the meeting.

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Where there is a real or perceived conflict of interest, they will be excused from committee discussions on those issues.

Any matters requiring decision generally will be decided by consensus, or if a consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson has a casting vote, if necessary, in addition to any vote they have as a member Director.

The notice and agenda of a meeting will include relevant supporting papers. Minutes will be kept and be considered and ratified at the next meeting of the Committee. They will be circulated in draft form to the full Board for consideration at the next scheduled Board meeting.

## **BOARD OVERSIGHT**

The Board will oversee the work of the Committee through receipt of the draft Minutes of Committee meeting, together with a report from the Committee's Chairperson.

The Committee must provide to the Board the following:

- draft Minutes of Committee meetings; and
- any other report/s deemed necessary by the Committee or the Board.

The Board retains responsibility for decisions and the performance of the Committee.

## **INDEPENDENT EXTERNAL ADVICE**

The Committee or an individual Committee member may engage an independent external adviser in relation to any Committee matter, at the expense of St Michael's. Before the external advice is sought, consent must be obtained from the Chair of the Committee.

## **REVIEW OF COMMITTEE**

The Chair of the Committee, in consultation with the Board, will initiate a review of the performance of the Committee once per year.

The review will be conducted on a self-assessment basis (unless otherwise determined by the Board) with appropriate input sought from the Board, the CEO, management and any other persons the Board considers appropriate.

The Committee will review these Terms of Reference at least once during its term to ensure that they remain consistent with the Board's objectives and responsibilities.

Any substantive changes to these Terms of Reference will be recommended by the Committee and formally approved by the Board.