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## 1. COMMITTEE ROLE AND FUNCTIONS STATEMENT

The Committee's primary role is to protect and enhance the value of the organisation for the benefit of its members and its purposes.

The Committee is responsible for the overall governance of the organisation: the leadership and supervision of the organisation's affairs.

The principal functions and responsibilities of the Committee are to:

1. Approve the Purpose (Mission) of the organisation.
2. Approve the Vision of the organisation.
3. Approve the Values (Culture) of the organisation.
4. Approve, and annually review, the Strategic Plan
5. Approve the Operational Plan which aligns with the Strategic Plan.
6. Approve operational and capital expenditure budgets which align with the Strategic and Operational Plans.
7. Approve the overall organisational structure.
8. Approve a Risk Management Policy for the organisation and agree the risks which will be reported to, and monitored by the Committee and, the frequency of that reporting.
9. Agree the organisational policies which require Committee approval compared with those policies and practices which will be approved and reviewed at management level.
10. Review Committee-endorsed policies.
11. Monitor the organisation's compliance with contractual, regulatory and legal obligations.
12. Monitor the performance of the organisation by agreed annual and longer-term key performance indicators, both financial and non-financial (e.g. customer attitude ratings).
13. Approve and review financial and other reporting.
14. Select and appoint the Executive Officer.
15. Annually review the performance of the Executive Officer based on pre-agreed objectives and key performance indicators
16. Approve the Annual Report.
17. Establish and annually review the composition, powers and functions of any sub-committees of the Committee.
18. Elect the Chair
19. Fill casual vacancies and appointed committee member positions on the Committee.
20. Annually evaluate the performance of the Committee, the Chair, individual committee members and sub-committees.
21. Make recommendations to the General Meeting on matters where the General Meeting has authority, e.g.
  - the appointment of auditors;
  - the election of committee members;
  - changes to the Constitution; and receipt of the financial statements.

## 2. SUB-COMMITTEES

From time to time, the Committee may establish sub-committees for particular tasks. Such sub-committees report directly to the Committee and have no decision-making power.

The Committee may co-opt personnel with certain expertise to serve on sub-committees.

### 2.1 HR Sub-Committee

#### Objective

The HR Sub-Committee is a sub-committee of the Committee. It exists to assist the Committee to:

- comply with work, health and safety laws;
- employ new staff where warranted;
- undertake the performance review of the Executive Officer; and
- determine remuneration levels for all staff members.

#### Responsibilities

The Committee is responsible for:

- determining the organisational structure;
- staff recruitment and employment;
- setting remuneration levels for all staff;
- overseeing the performance review of the Executive Officer;
- establishing work, health and safety policies; and
- monitoring compliance with work, health and safety laws

#### Composition and Appointment

The sub-committee is comprised of three committee members appointed by the Committee. At least one of the sub-committee members has expertise in human resources.

#### Chair and Appointment

The sub-committee member with human resource expertise chairs the sub-committee.

#### Terms of Appointment

The Committee reviews the composition of the sub-committee, annually, at the first committee meeting following the Annual General Meeting. The Committee may choose to rotate committee members at the annual review for any reason including:

- refreshing the sub-committee;
- inducting new committee members; and
- better matching committee member skills with the sub-committee's role.

**Meetings**

The sub-committee meets three times a year and, more frequently if required, to discharge its responsibilities.

**Quorum**

The quorum for a meeting of the sub-committee is two members.

**Attendance at Meetings**

All committee members can attend any sub-committee meeting.

The EO attends meetings to assist the sub-committee, except where the sub-committee is discussing the EO's terms of employment or performance review.

**Minutes**

The EO keeps minutes of sub-committee meetings and includes them in the papers for the next committee meeting.

**Recommendations**

The sub-committee makes recommendations to the Committee only, unless the Committee has specifically delegated decision-making authority over an issue.

**Review**

The Committee reviews this HR Sub-committee Charter annually and updates where necessary.

**2.2 Task Forces**

The Committee may establish a task force to oversee a Committee initiative. The composition, terms of reference and duration of a task force is determined by the Committee.

**3. MATTERS RESERVED FOR THE COMMITTEE'S DECISION****Objective**

The objective of this policy is to draw a clear line between the governance matters which must be decided by the Committee and operational matters which are delegated to the Executive Officer and management for decision.

**Decision-Making Process**

If a matter is listed below, management prepares a separate submission paper for the Committee with a recommendation for decision.

If a matter is not listed below and is, therefore, delegated to management, management may seek input from the Committee prior to decision. The Executive Officer also keeps the Committee informed on matters within delegation by including important issues in the Executive Officer Report to the Committee.

## **Matters Reserved**

The following matters are reserved to the Committee for approval:

### **Strategic and Operational Planning**

1. Mission (Purpose) of the organisation.
2. Strategic direction (Vision).
3. Strategic Plan.
4. Operational/Business/Annual Plan.
5. Business Continuity Plan.
6. Commencing a new business activity.
7. Ceasing an existing business activity.
8. Activities outside the ordinary course of business.

### **Financial Matters**

9. Operating budget.
10. Capital expenditure budget.
11. Operating expenditure over total budget.
12. Capital expenditure within budget but over \$10,000
13. Capital expenditure over budget.
14. Asset sales over \$5,000
15. Contingent liabilities with a projected impact of 10% or more on the Statement of Financial Position (Balance Sheet) or the Statement of Comprehensive Income (Profit and Loss Statement)
16. Taking a loan.
17. Granting a loan.
18. Granting securities.
19. Annual financial statements including the Executive Officer and Chief Financial Officer (CFO) (senior finance manager) management representation.

### **Mergers and Other Ventures**

20. Merger.
21. Acquisition.
22. Founding or selling subsidiaries.
23. Joint ventures.

### **Other Contracts**

24. Acquiring, selling or licensing intellectual property.

- 25. Related party transactions.
- 26. Appointment of legal advisors.
- 27. Insurances.
- 28. Contracts greater than one year or \$10,000

#### **Legal Issues**

- 29. Action following breach of any legislation.
- 30. Potential legal action by, or against, the organisation.

#### **Brand**

- 31. The organisation's brand.

#### **Organisational Structure**

- 32. The overall organisational structure.
- 33. The structure of management reporting directly to the Executive Officer.

#### **Human Resources and Culture**

- 34. The Values of the organisation.
- 35. Executive Officer selection, appointment, remuneration, performance management and dismissal.
- 36. Appointment of the CFO (senior finance manager) and input to their performance management.
- 37. Appointment of the Committee Secretary (and input to their performance management).

#### **Committee Issues**

- 38. Appointment of the Chair.
- 39. Appointment, terms and selection process of Committee members.
- 40. Creating and disbanding of sub-committees of the Committee under charters defining role, composition, delegations and reporting to the Committee.
- 41. Committee, Chair, Committee member and Sub-Committee performance evaluations.

#### **Committee–Endorsed Policy**

- 42. [List here the organisational policies which the Committee considers to be important enough to endorse itself rather than delegate to the Executive Officer and management]
  - a. Risk Management Policy
  - b. Accounting and financial policies
  - c. Human resources policies

#### **Other**

- 43. Move the principal place of operations.

44. Grant or revoke a power of attorney.
45. Grant an authority to sign regulatory or official documents on behalf of the organisation.
46. Any matter which will impact the reputation of the organisation.

#### **Matters for the General Meeting**

47. Annual Report.
48. Appointment of auditor.
49. Change to the Constitution (Rules).
50. Remuneration of the Committee.
51. Election process for committee members.

#### **Review**

The Committee reviews this Matters Reserved for the Committee's Decision Policy annually and updates where necessary.

#### **4. COMMITTEE MEMBER POSITION DESCRIPTION**

A Committee member is required to:

1. represent the interests of members in the governance of Adelaide Showground Farmers Market (ASFM);
2. understand the difference between governing and managing to avoid interfering in operational issues which are the domain of management;
3. monitor the management of operations and the affairs of the organisation; and
4. ensure that the best interests of the organisation are paramount (comply with the Code of Conduct).

#### ***Individual responsibilities***

5. use abilities and experience fully;
6. be able to articulate ASFM's strategy;
7. know the organisation's services and operations;
8. have a working knowledge of the organisation's accounts;
9. be aware of the organisation's stakeholder and community interests;
10. understand the legal and regulatory environment in which the organisation operates;
11. work constructively as part of the Committee team;
12. be an available resource to management and the Committee;
13. make decisions independently;
14. where required, communicate with the Chair or the Executive Officer between meetings;
15. advise the Chair in advance to introduce significant information or material at a Committee meeting;

16. obtain the Chair's or the Committee's authority before representing ASFM in any way;
17. advocate and market ASFM;
18. represent ASFM at relevant forums as requested; and
19. advise the Chair as soon as possible if unable to continue as a Committee member.

#### *Individual rights*

20. access any organisational information required to adequately serve as a Committee member;
21. engage an outside expert at the organisation's expense to provide advice, with the prior approval of the Chair;
22. be covered by the organisation's Directors' and Officers' Liability insurance policy;

#### *Committee responsibilities*

23. be well prepared for Committee meetings;
24. acquire adequate information for effective decision-making;
25. participate fully and frankly in Committee discussions;
26. allow co-Committee members to voice dissenting points of view in an environment of candid discussion;
27. maintain an excellent attendance record at Committee meetings; and
28. overall, assist in maximising member value.

#### *Sub-Committee responsibilities*

Connected to sub-committees of the Committee you are expected to:

29. participate on sub-committees when asked;
30. understand the sub-committee's purpose, objectives and function;
31. understand the role of management supporting the sub-committee;
32. be well prepared for sub-committee meetings; and
33. maintain an excellent attendance record at sub-committee meetings.

#### *Time commitment*

The time commitment as a Committee member will involve preparation for and attendance at:

34. Committee and sub-committee meetings;
35. strategy meetings and planning days;
36. training and development sessions; and
37. other meetings as required.
38. occasional social functions for the Committee and the organisation.

It is estimated that [x] hours per week will be required for effective participation as a Committee member. Any external commitments you have should allow for this, at the time you are appointed as a Committee member and, while you continue to serve.



## 5. OFFICE BEARERS

### 5.1 Chair position description

The Chair is required to:

1. provide leadership to the Committee and ASFM;
2. take responsibility for the effectiveness of the Committee;
3. accept responsibility for the organisation's consistent achievement of its strategy and financial objectives;
4. provide support and advice to the Executive Officer and other committee members; and
5. chair Committee and general meetings.

#### *Individual responsibilities*

6. provide vision and imagination at the highest level;
7. ensure that the Committee functions effectively, interacts with management optimally, and fulfils all of its duties;
8. have a positive working relationship with other Committee members to get the best thinking and involvement of each Committee member, stimulating each one to give his/her best;
9. be an available resource to management and the Committee, where required;
10. periodically consult with Committee members on their assessment of how the Committee is performing;
11. discuss and review issues confronting ASFM, and/or of concern to the Committee, with the Executive Officer;
12. evaluate, annually, the performance of the Committee;
13. evaluate, annually, the performance of individual Committee members;
14. evaluate, annually, the performance of sub-committees of the Committee;
15. ensure that Committee members receive the information they need to fulfil their role;
16. participate in the employment and performance management of the Executive Officer;
17. monitor budgets and financial performance;
18. be the signing officer for certain documents such as meeting minutes, financial reports and annual reports;
19. serve as an alternate spokesperson and ambassador for ASFM with the media, government and other stakeholders as required (subject to agreement and discussion with the Committee and Executive Officer); and
20. act as an additional set of eyes and ears for the organisation.

#### *Chairing meetings*

21. be well prepared to chair meetings;
22. ensure timely committee paper distribution before meetings;
23. ensure orderly conduct and a fair and appropriate opportunity for all to contribute while encouraging wider and deeper discussion of important issues;

24. understand and be able to use the formal meeting rules relevant to general meetings;
25. manage meetings ensuring suitable time allocation per item, directing discussion towards consensus and, clarifying and summing up actions and decisions; and
26. validate meeting minutes and ensure the timely and appropriate reporting and implementation of actions and decisions.

### ***Individual rights***

27. access any organisational information you require to adequately serve as a Committee member and Chair;
28. engage an outside expert, at the ASFM's expense, to provide advice;
29. be covered by the organisation's Directors' and Officers' Liability insurance; and

### ***Time commitment***

The time commitment as Chair will involve preparation for and attendance at:

30. Committee, sub-committee and general meetings;
31. strategy meetings and planning days;
32. training and development sessions; and
33. other meetings as required
34. occasional social functions for the Committee and the organisation.

It is estimated that [x] hours per week will be required for effective participation as Chair. Any external commitments should allow for this, at the time of appointment as Chair and, while continuing to serve.

## **5.2 Treasurer position description**

As Treasurer you are required to:

1. Oversee the financial affairs of the organisation and ensure they are legal and within the rules and accepted accounting practice.
2. Ensure proper records are kept and that effective financial procedures are in place.
3. Monitor and report on the financial health of the organisation.
4. Oversee the production of necessary financial reports/returns, accounts and audits.

### ***Individual Responsibilities***

Your role is outlined more fully below:

5. Make other committee members aware of their financial obligations and take a lead in interpreting financial data for them.
6. Regularly report the financial position at committee meetings (surplus, balance sheet, cash flow etc).
7. Oversee the production of an annual budget and propose its adoption at the last meeting of the previous financial year.

8. Ensure proper records are kept and that effective financial procedures and controls are in place, ie:
  - Cheque signatories
  - Purchasing limits
  - Purchasing systems
  - Petty cash/ float
  - Salary payments
  - Superannuation
  - Others as appropriate
9. Appraise the financial viability of plans, proposals and feasibility studies.
10. Lead on appointing and liaising with auditors.

#### ***Review***

The Committee reviews this Treasurer Position Description annually and updates where necessary.

### **5.3 Committee Secretary position description**

As the Committee Secretary you are legally responsible for maintaining the non-financial records.

#### ***Individual Responsibilities***

As Committee Secretary you are required to:

1. Schedule committee meetings, workshops and AGM
2. Collate and distribute meeting papers
3. Follow up actions with committee members between meetings
4. Ensure ASFM is meeting record keeping and reporting obligations
5. Perform other ad hoc administrative duties as required.

#### ***Review***

The Committee reviews this Committee Secretary Position Description annually and updates where necessary.

### **5.4 Public Officer position description**

Under the Associations Incorporation Act 1985 (SA) ASFM is required to appoint a Public Officer who must be a South Australian resident aged 18 years or over.

If the Public Officer changes address or is replaced, ASFM must give details to the Corporate Affairs Commission or may be fined. ASFM can also be fined if it does not have a Public Officer for more than one month.

### *Individual Responsibilities*

Your role is outlined below:

1. Receive letters and notices sent by the Corporate Affairs Commission
2. File returns
3. File notices of any changes to the rules of ASFM
4. File any change of name of ASFM

## **6. COMMITTEE CODE OF CONDUCT**

The objective of this Code of Conduct is to articulate, in practical terms, the way in which each Committee member agrees to behave in their role as a member of the Committee of the organisation.

Each candidate for election or appointment to the Committee agrees to behave in a way which is consistent with the Code of Conduct

### **Act in Good Faith in the Best Interests of the Organisation**

1. Always act honestly.
2. Act in the best interests of the organisation which means its members and purpose.
3. Treat all members fairly and equitably.
4. Comply with the law in protecting other stakeholder interests (e.g. employees; creditors).
5. Protect the financial viability of the organisation.
6. Only use the powers of the Committee for the purpose they were granted.
7. Exercise my independent judgment and not vote at the direction of anyone else.
8. Bring an open mind to any discussion.
9. Be impartial in decision-making.
10. Foster the good reputation of the organisation and not do anything to discredit that reputation.
11. Seek prior approval for any significant out-of-pocket expenses for which I will claim reimbursement.
12. Not accept any personal benefits likely to place me under an obligation to other organisations or individuals.

### **Avoid or Manage Conflicts of Interest Appropriately**

13. Not put my own interests above those of the organisation as a whole.
14. Not take improper advantage of my position as a committee member to gain, directly or indirectly, a personal advantage for myself or another associated with me (e.g. my family; my company or business; another organisation with which I am involved).
15. Make full disclosure of any conflict or potential conflict to the Committee.
16. Make sure the Committee handles my declared conflict in the way it is required to by the law and the organisation's Rules which involves:

- a minute that I have declared a conflict;
  - a decision by the Committee as to whether I can be present for any discussion on the issue;
  - a minute that I have left the room;
  - the remaining committee members deciding the issue in my absence; and
  - my return to the room to be advised of the Committee's decision on the issue.
17. If my conflict is identified in advance, decide with the Chair and EO, if I should not receive board papers on the issue.
  18. Consider the need to resign from the Committee if the conflict is significant and continuing.
  19. Not seek or accept any benefit for directing a business or service provider to the organisation.

### **Use Information Properly**

20. Not use information gained as committee member improperly.
21. Not provide organisational documents to others outside the organisation.
22. Keep committee meeting discussion, debate and papers confidential unless the Committee has authorised disclosure or it is required by law.

### **Support Decisions Taken By the Committee**

23. Support consensus decision-making in the Committee.
24. Only ask that my vote against a committee decision be recorded in exceptional circumstances.
25. Publicly support the Committee's decision, even where I disagreed.
26. Resign from the Committee rather than undermine its decisions.

### **Act with Care and Diligence**

27. Work to understand my duties and responsibilities as a committee member.
28. Devote adequate time to my role.
29. Attend meetings regularly.
30. Read committee papers and other information provided.
31. Be an active participant in meetings and ask pertinent questions.
32. Become familiar with the operations of the organisation.
33. Make sure that appropriate staff are appointed.
34. Make sure that delegations and policies are in place for the organisation's operations.
35. Make sure that the Committee adequately monitors the organisation's performance.
36. Question the status quo to look for ways to improve the organisation.

### **Act According to the Organisation's Values and Culture**

37. Question to reach the best outcome, not to "catch out".
38. Deal respectfully with conflict.

39. Listen to, and value, the diversity of views.

40. Avoid factionalising the Committee.

Each Committee candidate is required to signify, by signature, their willingness to comply with this Committee Code of Conduct. (Attachment 1).

## **7. COMMITTEE MEMBER INDUCTION**

New Committee members are inducted into the Committee to ensure they are aware of their role and responsibilities and they understand the organisation's objectives and operations.

The induction of new Committee members is overseen by the Chair and predominantly based on this Charter and the Committee Manual.

### *Components of induction*

New Committee members are acquainted with the organisation's:

- Committee and its governance structures, policies and processes;
- strategic direction, business plans and budgets;
- management and organisational structure;
- operational policies endorsed by the Committee; and
- functional areas of operation.

### *Timing of the induction*

The induction occurs over the first three or so months of a new Committee member's tenure. Information is provided, and meetings are arranged, to allow for effective absorption of the facts and follow-up clarification of points, after time for reflection.

### *Induction Process*

The induction process is detailed in Attachment 2. The process is followed for the induction of each new Committee member and signed off "as completed".

## **8. COMMITTEE MEMBER CONTINUING DEVELOPMENT**

Ongoing development and training opportunities are provided to all Committee members within the context of the ASFM's activities.

The Committee performance evaluations are used to identify specific "education" topics for further development of the Committee.

The Committee confirms the topics it will schedule for presentation to the Committee, for the next year, at the Committee meeting at which the results of Committee performance evaluations are discussed.

Committee development sessions are included as agenda items in Committee meetings.

The development sessions comprise:

- presentations by staff on aspects of operations for the information of, not direction by, the Committee. These sessions familiarise the Committee with what is happening at an operational level in the organisation. They inform the Committee in its strategy and policy role; and
- external, expert presentations on topics of relevance to the organisation and its future.

Individual Committee member evaluations and action plans are used to identify development needs of particular Committee members. Committee members can also request training in specific topics. If possible, the training is conducted for the individual Committee member by other Committee members or staff with expertise in the area (e.g. Treasurer for understanding financials). The Committee members may also seek approval to attend an external training and development session.

Committee members may also be authorised to attend sector conferences of benefit to the organisation and the Committee.

A Committee member who wants to attend an external program or conference seeks approval from the Committee. The request is in writing and identifies the benefits of attendance.

Committee members who attend external training and development programs or conferences prepare a report which summarises the benefits from attending and any information valuable to Committee or the organisation. The report is included in the Committee papers for the Committee meeting immediately following attendance.

## 9. SUCCESSION PLANNING: CHAIR AND COMMITTEE MEMBERS

### Committee Responsibility

The Committee is responsible for ensuring that succession plans exist for the Chair and Committee members and are updated annually.

### Chair Succession Plan

As part of the annual Committee performance evaluations, the Committee discusses, with the Chair, the Chair's intentions regarding the position and the Committee's response to those intentions.

The Committee approves a succession plan for the Chair for the next year. The plan covers:

- Which Committee member would immediately assume the position of Chair in the event that the Chair was incapacitated.
- Which Committee member, if any, has the available time, experience and leadership ability to chair the Committee in the foreseeable future.
- What further development should be provided for Committee members who are possible candidates for the position of Chair.
- If no Committee member is regarded as an ideal Chair, how the Committee will select a candidate and secure their position on the Committee for a period of time leading up to their appointment as Chair.

### Committee Member Succession Plan

As part of the annual Committee performance evaluations, the Committee discusses:

- The ideal skill set for the Committee and any gaps in required skills.

- Each Committee member's intentions regarding their position on the Committee and the Committee's response to those intentions.
- How the Committee will, in an orderly way, fill any skill gaps by appointment of Committee members who possess those skills (e.g. by filling a casual vacancy, by appointing Committee members within the Rules or by advising the members, at Committee member nomination and election, of the required person specification/s to fill skill gaps).

The Committee approves a succession plan for the orderly succession of Committee members.

### **Review**

The Committee reviews this Chair and Committee Member Succession Planning Policy annually and updates where necessary.

## **10. COMMITTEE MEMBER SELECTION AND ELECTION**

### **Skill Gap Analysis**

Where there is a vacancy on the Committee or where committee member elections are to be held the Committee undertakes a skill gap analysis. The skill gap analysis involves answering three questions:

1. If we were starting with a blank sheet of paper what specific skills and experience would the Committee most benefit from given the existing circumstances and future directions of the organisation?
2. Which of these skills are not currently represented on the Committee?
3. What person specifications would best fill these skill gaps?

### **Filling Casual Vacancies or Appointing Committee Members**

The person specifications are used to search for candidates to fill committee vacancies.

The search is conducted by the Committee.

### **Committee Member Elections**

Where elections are to be held for committee positions, the person specifications are advised to the members at the time nominations are called for. This serves to inform the membership and potential nominees about the type of candidate the Committee believes will strengthen the governance of the organisation and encourages the election of nominees matching the specification/s.

Nominees are also required to provide a candidate profile. The Candidate Profile is included in election materials.

### **Position Description and Code of Conduct**

Candidates for appointment or election to the Committee receive a copy of the Committee Member Position Description (Attachment 3) and Committee Code of Conduct prior to their appointment or nomination (both documents are attached to the Nomination Form).

Candidates are required to acknowledge, by signature, that they understand their duties and responsibilities outlined in these documents and, if appointed or elected, agree to be bound by them.



## Letter of Appointment

On appointment or election, new committee members receive a letter of appointment.

## Review

The Committee reviews this Committee Member Selection and Election Policy annually and updates where necessary.

## 11. COMMITTEE, CHAIR AND COMMITTEE MEMBER PERFORMANCE EVALUATION

The performance of the Committee, Chair and Committee members is evaluated annually.

The evaluations are usually conducted internally but every third year the Committee uses external, expert, assistance in undertaking the evaluations.

The evaluations uncover areas for governance and personal improvement leading to the development of action plans which are implemented over the next twelve months. A post-implementation assessment occurs as part of the following year's performance evaluations.

The Committee determines the way in which the evaluations will be conducted, from a range of options.

All Committee members participate in Committee, Chair and Committee member and sub-committee evaluations. The Executive Officer also participates.

The methodology used to undertake the evaluations varies. It may include:

- A time scheduled in a committee meeting to agree what the Committee is doing well and what it needs to do to improve
- Completion of internal or external particularised evaluation surveys, including surveys on the performance of the Chair and individual Committee members
- Interviews by an external consultant culminating in reports on committee performance and individual performance

## 12. EXECUTIVE OFFICER PERFORMANCE MANAGEMENT

The Committee acknowledges that the way in which it manages the performance of the Executive Officer sets the tone for performance management for staff generally.

The Committee is responsible for the Executive Officer's performance management. It uses the HR Sub-Committee to handle details of a performance review and, if so, the sub-committee's recommendations flow into, and from, the Committee for its final approval.

### *Role of the Chair*

The Chair is responsible for meeting with the Executive Officer to conduct the formal, annual, performance review and recommend the agreed, performance details to the HR Sub-Committee.

The Chair also schedules a six-monthly performance meeting with the Executive Officer to discuss progress against the objectives and measures agreed in the annual, performance management review.

On an informal basis, the Chair acts as a sounding board for the Executive Officer throughout the year and, so, has the opportunity to discuss the Executive Officer's performance at any time.

### *Components of the performance review*

The components of the performance review comprise:

- aligning agreed, annual and any longer-term objectives with the Annual Plan and the Strategic Plan;
- weighting specific objectives;
- establishing measures for agreed objectives;
- linking salary and any bonus to achievement of agreed objectives;
- ensuring a negotiated, two-way process during the review; and
- agreeing what the Committee can do to support the Executive Officer in their development.

### *Objectives*

The objectives agreed with the Executive Officer:

- align with the Annual and Strategic Plan;
- are no more than seven;
- are more than simply financial;
- are based on a “balanced scorecard” approach (e.g. financial; internal organisational processes; strategy and innovation; stakeholder relations);
- are weighted in importance (e.g. financial – 30%; internal processes – 20%; strategy and innovation – 20%; stakeholder relations – 30%); and
- are measurable (e.g. stakeholder relations: Increase stallholder satisfaction to an overall 75%).

### *Salary and any bonuses*

The Committee uses benchmarked remuneration data in setting the Executive Officer’s salary and any bonus.

### *A two-way process*

The performance review is a negotiated, two-way process. The Executive Officer has the opportunity to comment on the Committee’s performance in assisting the Executive Officer to fulfil the role, effectively, and to suggest how the Committee can support the Executive Officer’s development.

## **13. EXECUTIVE OFFICER SUCCESSION PLANNING**

The Committee is responsible for ensuring that a succession plan exists for the Executive Officer and is updated, annually.

### *Executive Officer succession plan*

The Executive Officer’s intentions, under their employment contract, are discussed as part of the Executive Officer annual, performance management review. The Committee factors the outcome of the discussion into its succession planning for the Executive Officer.

The Executive Officer is responsible for preparing, annually, for the Committee, a succession plan for their position. The succession plan covers:

- In the event of the Executive Officer's incapacitation, who is recommended to immediately assume the role of acting Executive Officer.
- In the longer term, which staff members, if any, have the experience and leadership ability to be appointed Executive Officer.
- What further development is necessary for possible staff candidates for the Executive Officer position and when, and how, this development will be undertaken.
- If no staff member is considered at the time as a longer-term Executive Officer candidate, what process is recommended for undertaking a search for a new Executive Officer.

The Committee discusses the Executive Officer's recommendations, makes any changes it considers necessary and approves the succession plan for the next year.

#### **14. COMMITTEE CALENDAR**

The Committee, annually, agrees a calendar of meetings which details known, agenda items for inclusion in the agenda of scheduled meetings.

The standard Committee agenda items included in the calendar are listed below.

##### *For committee meetings*

1. Strategic Plan: approve or review.
2. Annual Plan: approve.
3. Budget: operating and capital expenditure: approve.
4. Annual financial statements: approve.
5. Audit Report: consider.
6. Annual Report: approve.
7. Committee Charter: approve any changes.
8. Committee-endorsed policies: approve any changes.
9. Committee skill and diversity gap analysis and person specification/s for committee member selection or election: approve.
10. Composition of sub-committees of the Committee: review and approve.
11. Assessment of performance against governance action plans over last twelve months: consider.
12. Method and timing of committee performance evaluations: approve.
13. Reports on committee performance evaluations and determination of governance action plans for next twelve months: receive and approve.
14. Succession Plan for Chair and Committee Members: approve.
15. Succession Plan for Executive Officer: approve.
16. Provide input to Executive Officer performance objectives, any bonus and review of salary: to Chair.

17. Executive Officer performance objectives, any bonus and salary increase: approve.
18. Annual General Meeting: attend.

## 15. COMMITTEE AGENDA

### *Preparation of committee agenda*

The agenda for committee meetings is developed by the Chair in consultation with the Executive Officer. Committee members may make suggestions, through the Chair, for the inclusion of specific agenda items.

The Committee's agenda for particular meetings includes key items noted in the Committee's annual calendar. This ensures orderly and timely decision-making on key, annual matters.

The agenda is structured to deal with more important matters first and follows the sequence of:

- Strategic Matters for Discussion
- Matters for Decision of the Committee
- Matters for Information/Noting

### *Strategic matters for discussion*

The strategic discussion topic allows a free-wheeling examination of important matters impacting the ASFM.

The Committee agrees the strategic discussion topic for a particular meeting at the prior meeting. The Committee also decides whether a briefing paper should be prepared on the topic and, if so, by whom. Occasionally, the Committee may invite an external expert to present on a topic as a prompt for discussion and debate.

At the conclusion of the strategic discussion, the Committee decides if further action is required and, if so, by whom. Required actions are included in the Action List.

### *Matters for decision*

Specific matters require the decision of the Committee because they relate to issues where the Committee has reserved decision-making authority under the Matters Reserved for the Committee's Decision Policy.

### *Matters for information/noting*

The final section of the agenda is dedicated to Business Arising from earlier meetings (Action List), standard reports (e.g. Executive Officer Report; Finance Report) and minutes from any sub-committee meeting or a verbal report by the Chair of a sub-committee, if the sub-committee's meeting was held just before the Committee meeting.

This part of the agenda may also include a presentation by a particular staff member about their area of operation for the Committee's knowledge development.

All written reports are "taken as read" and opened to questions by the Chair. The author of the report does not rehash, in the meeting, the information covered in the report.

***In camera board session***

The Committee may decide to dedicate time at the start of a meeting to an “in camera” discussion where major issues of concern, not included in the agenda, can be raised without management or staff present.

The Chair advises the Executive Officer of the outcomes of any in camera discussion immediately following the discussion or as soon as possible.

**Standard agenda**

1. Open the Meeting
2. Apologies
3. Conflict Declarations (if any)
4. In Camera Discussion (if scheduled)
5. Minutes of Previous Meeting
6. Strategic Discussion Topic
7. Matters for Decision
  - 7.1. Committee Submission:
  - 7.2. Committee Submission:
  - 7.3. Committee Submission
8. Matters for Noting/Information
  - 8.1. Presentation by staff (if scheduled)
  - 8.2. Business Arising
  - 8.3. Executive Officer Report
  - 8.4. Finance Report
  - 8.5. Minutes of Sub-Committee Meetings (or Verbal Report of Sub-Committee Meeting Immediately Prior to Committee Meeting)
9. Other Business
10. Next Meeting

**16. COMMITTEE "MAJOR DECISIONS" PAPERS****Format**

Any major recommendation to the Committee from the Executive Officer is set out in a separate committee paper marked “major decisions” of the Committee.

Each “major decision” committee paper is clear and concise and authored specifically to assist the Committee’s full understanding of the issues. Every impact on the organisation is considered.

Generally, committee “major decision” papers are no more than three pages unless the import of the subject makes this impossible. Background information papers may be attached but, the “major decision” paper “stands alone”.

“Major Decision” committee papers contain the headings listed below.

Information within each heading covers key facts only.

Supporting information is noted in the paper and appended with cross-references to the key facts. Supporting information may include:

- additional information, description or discussion;
- detailed charts, tables or analyses;
- a comparison of alternatives or options as justification for the final recommendation; and
- any impact on key performance indicators (KPIs) in organisational plans.

## **Headings and Content**

### **1. Subject**

Information in this heading clearly identifies what the committee paper for decision is all about.

### **2. Current Situation**

This heading covers key points about the status quo:

- what is currently in place or happening;
- what is the current policy or practice;
- what is the current KPI impact; and
- what alternatives or options have been considered.

Copies of supporting documents are appended and cross-referenced.

### **3. Reason for Change**

This heading covers key points about why change is necessary or beneficial:

- external factors warranting a change;
- internal factors which can be improved; and
- KPIs which can be improved.

Copies of supporting documents are appended and cross-referenced.

### **4. Recommendations**

The recommendations are listed in numerical sequence. Recommendations are clear and concise statements of:

- who;
- what;
- where; and
- when.

## 5. Further Notes

This heading notes if:

- background information papers, relied on by the Executive Officer in making the recommendation, are not attached;
- alternatives or options have not been considered; and
- implementation of the recommendation will not impact KPIs.

## 6. Recommendation Review Date

The paper proposes a review date. The purpose of the review is to test actual, against projected, outcomes, qualitatively and quantitatively.

### Review

The Committee reviews the Committee “Major Decision” Papers Policy annually and updates where necessary.

## 17. COMMITTEE PAPERS

### Responsibilities

The Executive Officer and Chair are responsible for agreeing the agenda for each committee meeting referencing the Committee’s calendar for the particular meeting.

The Executive Officer is responsible for ensuring all committee papers are in the form outlined in this policy and the Committee “major decisions” papers Policy.

The Executive Officer and the Chair approve “major decisions” papers before they are circulated.

The Executive Officer is responsible for collating committee papers in a way which makes them easy to follow and reference (e.g. by page numbering of the complete set of papers or by tabs which match agenda item numbers).

The Executive Officer is also responsible for keeping a copy of all committee (and sub-committee) papers and the minutes of committee (and sub-committee) meetings. A committee member can access these on request.

### Timely Circulation

The committee papers are circulated so they are received by committee members at least five days before the committee meeting.

### Method of Circulation

Committee members can elect to receive the meeting papers by email attachment in PDF for printing out or by hard copy or both.

### Time for Preparation

It should take a committee member about as long as the time of the committee meeting itself to prepare for the meeting. The length of the “pack” takes this into consideration.

### **Papers Tabled at a Meeting**

As a general rule, papers are not tabled at meetings as this does not allow sufficient preparation time. In exceptional circumstances, the Chair may allow a paper to be tabled at a meeting.

### **Matters for Strategic Discussion**

Papers prepared for a “Matter for Strategic Discussion” are designed to provide full information to enable the Committee to engage in creative thinking and are, therefore, not restricted in length. However, if several articles or papers are included, a covering page outlines the various attachments and the reason each has been provided.

### **Matters for Major Decision**

Papers prepared for major decision by the Committee are in the form of the Committee Major Decisions Papers Policy. If the decision is of a minor nature a simple recommendation with the reasons why suffices.

### **Matters for Information/Noting**

There are only two reports for information of the Committee: Executive Officer Report and the Finance Report:

#### **Executive Officer Report**

The Executive Officer reports on all strategic and operational activities.

The Executive Officer Report summarises all other reports (e.g. finance, marketing, membership, services) which are included, in full, as attachments to the Executive Officer Report.

#### ***The Executive Officer Report covers:***

- Strategic matters
- Summary financial performance
- Summary operational areas (any full reports attached)
- Any standard non-financial measures
- Other matters

#### ***The Finance Report***

The Finance Report comprises:

- Statement of Financial Position (Balance Sheet)
- Statement of Comprehensive Income (Profit and Loss Statement or Income Statement)
- Statement of Cash Flows (Cash flow Statement)

It covers performance for the month and year-to-date against budget and forecasts performance to the end of the financial year. It includes meaningful financial ratios and provides commentary on any material matters or deviations from budget.



### **Style of Papers**

Where possible, graphs, bar charts and other visual means are used to demonstrate performance results rather than text alone.

### **Review**

The Committee reviews the Committee Papers Policy annually and updates where necessary.

## **18. MINUTES OF COMMITTEE MEETINGS**

### **Process to Approve Minutes**

The Committee Secretary prepares draft minutes and forwards them, within four days of the meeting, to the Chair and the Executive Officer for review.

Once any amendments have been made, the Chair approves the minutes and they are circulated to the committee members.

Committee minutes are included in the papers for the next committee meeting, for formal approval, if they have not previously been approved by the Committee by circular resolution. If the minutes are amended at the next committee meeting this is reflected in the minutes of that meeting.

Once minutes are formally approved they are entered in the minute book.

### **Time to Circulate Minutes**

Minutes of a meeting are circulated to members within ten days of the meeting.

### **Form of Minutes**

Minutes act as an accurate and official record of the discussion and decisions at meetings.

The minutes include:

- the place, date and time of the meeting
- the nature of the meeting
- those in attendance and any apologies
- names of anyone making a presentation to the meeting
- reference to papers distributed for the meeting, in advance, or during the meeting.

The length of the minutes is directly proportional to the importance of the specific agenda item and reflects:

- the time spent on a particular issue
- the substance of deliberations
- alternatives considered and the reason for selecting a particular alternative
- any dissent or abstention
- the decisions taken, including resolutions
- required follow-up actions

Required follow-up actions are set out at the end of the minutes in an action list which records the required action, who is responsible for the action and the date by which it will be completed and the Committee advised. Items on the Action List are only removed once the action is completed.

**Review**

The Committee reviews the Minutes of Committee Meetings Policy annually and updates where necessary.

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## Attachment 1: Committee Code of Conduct

The objective of this Code of Conduct is to articulate, in practical terms, the way in which each Committee member agrees to behave in their role as a member of the Committee of the organisation.

Each candidate for election or appointment to the Committee agrees to behave in a way which is consistent with the Code of Conduct

Each Committee candidate is required to signify, by signature, their willingness to comply with this Code of Conduct.

### Act in Good Faith in the Best Interests of the Organisation

1. Always act honestly.
2. Act in the best interests of the organisation which means its members and purpose.
3. Treat all members fairly and equitably.
4. Comply with the law in protecting other stakeholder interests (e.g. employees; creditors).
5. Protect the financial viability of the organisation.
6. Only use the powers of the Committee for the purpose they were granted.
7. Exercise my independent judgment and not vote at the direction of anyone else.
8. Bring an open mind to any discussion.
9. Be impartial in decision-making.
10. Foster the good reputation of the organisation and not do anything to discredit that reputation.
11. Seek prior approval for any significant out-of-pocket expenses for which I will claim reimbursement.
12. Not accept any personal benefits likely to place me under an obligation to other organisations or individuals.

### Avoid or Manage Conflicts of Interest Appropriately

13. Not put my own interests above those of the organisation as a whole.
14. Not take improper advantage of my position as a committee member to gain, directly or indirectly, a personal advantage for myself or another associated with me (e.g. my family; my company or business; another organisation with which I am involved).
15. Make full disclosure of any conflict or potential conflict to the Committee.
16. Make sure the Committee handles my declared conflict in the way it is required to by the law and the organisation's Rules which involves:
  - a minute that I have declared a conflict;
  - a decision by the Committee as to whether I can be present for any discussion on the issue;
  - a minute that I have left the room;
  - the remaining committee members deciding the issue in my absence; and
  - my return to the room to be advised of the Committee's decision on the issue.
17. If my conflict is identified in advance, decide with the Chair and EO, if I should not receive board papers on the issue.

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18. Consider the need to resign from the Committee if the conflict is significant and continuing.
  19. Not seek or accept any benefit for directing a business or service provider to the organisation.

### **Use Information Properly**

20. Not use information gained as committee member improperly.
21. Not provide organisational documents to others outside the organisation.
22. Keep committee meeting discussion, debate and papers confidential unless the Committee has authorised disclosure or it is required by law.

### **Support Decisions Taken By the Committee**

23. Support consensus decision-making in the Committee.
24. Only ask that my vote against a committee decision be recorded in exceptional circumstances.
25. Publicly support the Committee's decision, even where I disagreed.
26. Resign from the Committee rather than undermine its decisions.

### **Act with Care and Diligence**

27. Work to understand my duties and responsibilities as a committee member.
28. Devote adequate time to my role.
29. Attend meetings regularly.
30. Read committee papers and other information provided.
31. Be an active participant in meetings and ask pertinent questions.
32. Become familiar with the operations of the organisation.
33. Make sure that appropriate staff are appointed.
34. Make sure that delegations and policies are in place for the organisation's operations.
35. Make sure that the Committee adequately monitors the organisation's performance.
36. Question the status quo to look for ways to improve the organisation.

### **Act According to the Organisation's Values and Culture**

37. Question to reach the best outcome, not to "catch out".
38. Deal respectfully with conflict.
39. Listen to, and value, the diversity of views.
40. Avoid factionalising the Committee.

A breach of this Code of Conduct by any Committee member will result in disciplinary action being taken and may include immediate termination.

A Committee member who suspects or becomes aware that this Code of Conduct may be being breached, must report the matter to the Executive Officer or Chair immediately, including any information or evidence that they have.

I have read, understood and will abide by the ASFM Committee Member Code of Conduct.

Name: \_\_\_\_\_

Signature \_\_\_\_\_

Date: \_\_\_\_\_

## Attachment 2: Committee Member Induction Record

New Committee Member

Name:

	Induction Process	Complete/ Initial	Date
1.	Copy of Committee Manual provided		
2.	Meeting with Chair to discuss:		
	▪ the Committee Manual		
	▪ the Committee and its current emphasis/concerns		
	▪ other governance procedural questions		
	▪ What to contact the Chair about		
	▪ Any other questions		
3.	Meeting with the Executive Officer to discuss:		
	▪ Strategic direction		
	▪ Operational environment		
	– Externally		
	– Internally		
	▪ Organisational structure		
	▪ Contact with staff members		
	▪ Any other questions?		
4.	Meeting with the Treasurer to discuss:		
	▪ Understanding the accounts/financials		
	▪ Challenges		
	▪ Questions		

### Attachment 3: Committee Member Position Description

A Committee member is required to:

1. represent the interests of members in the governance of Adelaide Showground Farmers Market (ASFM);
2. understand the difference between governing and managing to avoid interfering in operational issues which are the domain of management;
3. monitor the management of operations and the affairs of the organisation; and
4. ensure that the best interests of the organisation are paramount (comply with the Code of Conduct).

#### *Individual responsibilities*

5. use abilities and experience fully;
6. be able to articulate ASFM's strategy;
7. know the organisation's services and operations;
8. have a working knowledge of the organisation's accounts;
9. be aware of the organisation's stakeholder and community interests;
10. understand the legal and regulatory environment in which the organisation operates;
11. work constructively as part of the Committee team;
12. be an available resource to management and the Committee;
13. make decisions independently;
14. where required, communicate with the Chair or the Executive Officer between meetings;
15. advise the Chair in advance to introduce significant information or material at a Committee meeting;
16. obtain the Chair's or the Committee's authority before representing ASFM in any way;
17. advocate and market ASFM;
18. represent ASFM at relevant forums as requested; and
19. advise the Chair as soon as possible if unable to continue as a Committee member.

#### *Individual right*

20. access any organisational information required to adequately serve as a Committee member;
21. engage an outside expert at the organisation's expense to provide advice, with the prior approval of the Chair;
22. be covered by the organisation's Directors' and Officers' Liability insurance policy;

#### *Committee responsibilities*

23. be well prepared for Committee meetings;
24. acquire adequate information for effective decision-making;
25. participate fully and frankly in Committee discussions;
26. allow co-Committee members to voice dissenting points of view in an environment of candid discussion;

- 27. maintain an excellent attendance record at Committee meetings; and
- 28. overall, assist in maximising member value.

***Sub-Committee responsibilities***

Connected to sub-committees of the Committee you are expected to:

- 29. participate on sub-committees when asked;
- 30. understand the sub-committee's purpose, objectives and function;
- 31. understand the role of management supporting the sub-committee;
- 32. be well prepared for sub-committee meetings; and
- 33. maintain an excellent attendance record at sub-committee meetings.

***Time commitment***

The time commitment as a Committee member will involve preparation for and attendance at:

- 34. Committee and sub-committee meetings;
- 35. strategy meetings and planning days;
- 36. training and development sessions; and
- 37. other meetings as required.
- 38. occasional social functions for the Committee and the organisation.

It is estimated that [x] hours per week will be required for effective participation as a Committee member. Any external commitments you have should allow for this, at the time you are appointed as a Committee member and, while you continue to serve.

Name: \_\_\_\_\_

Signature \_\_\_\_\_

Date: \_\_\_\_\_