

MEMBER ADVISORY COMMITTEE TERMS OF REFERENCE (TOR)

PURPOSE

The **MEMBER ADVISORY COMMITTEE** created by the Board of Holstein assists the Board in fulfilling its oversight responsibilities as well as the Board discharging its responsibility to exercise due care, diligence, and skill in relation to Holstein's objectives.

Reporting directly to the Holstein Board, the Member Advisory Committee provides a focal point within Holstein for considering and recommending policies and systems for effectively engaging with the membership, increasing the value of Holstein membership, and ensuring feedback from members is appropriately addressed.

The committee is to be involved in the following:

- providing insights into member and stakeholder engagement activities including products and/or programs and KPIs for monitoring of their successful implementation and reviewing.
- providing input on a range of effective member services and support mechanisms that are relevant to members across all stages of their businesses.
- maintaining a member focus on providing a forum to:
 - gather feedback from Holstein members on existing programs;
 - identify emerging needs of the membership;
 - solicit input from members into themes for the general direction and nature of future services; and
 - engage members in developing potential future services of Holstein.
- improving member awareness of Holstein's activities and priorities by improving communications to the membership.
- collaborating with and providing advice to member groups.
- supporting orientation and new member information sessions and communications.
- maintaining general oversight of Holstein events, including scheduling and hosting, policies and guidelines and ensuring events meet members' needs.
- providing appropriate acknowledgement and recognition of members' contributions and achievements through member recognition and award programs.
- ensuring Holstein's publications and various communication channels, deliver value and are relevant to members; and
- overseeing a range of operational membership processes.

ROLE

The primary responsibility of the Member Advisory Committee is to assist the Board in its governance role of ensuring that the organisation operates effectively, efficiently, ethically, and legally.

It does this by setting the standards for, and monitoring of:

- the level of services offered

- the range of services available to members
- the extent of member engagement, including marketing and media
- the number and range of member engagement activities and/or events
- the potential for and/or need of fundraising activities and philanthropic opportunities
- the potential of development initiatives
- suggestions on potential high value partnerships of benefit to Holstein including across charitable, public, and private sectors and
- segmentation of membership into key groups for targeting purposes and enhanced relations.

The Board may seek advice separately from the CEO and relevant subject matter experts on these issues.

AUTHORITY

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this charter to:

1. perform the activities required to address its responsibilities and make recommendations to the Board;
2. require attendance by specified personnel at meetings as appropriate, with such attendance encouraged by the Board; and
3. through the Chief Executive Officer have access to management, staff, and information it considers relevant to its responsibilities under this charter

COMPOSITION

The Member Advisory Committee is a committee of the Board.

It comprises one (1) or two (2) non-executive Directors appointed by the Board. In addition, one representative elected from each of the nine (9) member regions or if agreed an additional external party with specialist skills, to be a formal member of the Committee.

Members are appointed for terms of no less than two (2) years and no more than three (3) years with a maximum of 2 terms, as the Board may determine. Each member is expected to have experience as an office bearer of a Holstein Australia Sub-branch or similar role in their community and be familiar with member engagement services and support mechanisms.

The Chief Executive Officer and/or their nominee may also attend its meetings. Other relevant management, together with external parties who are not Directors, but whose expertise or input is relevant to the operation of the Committee, may attend by written invitation.

VOTING RIGHTS, CHAIR AND QUORUM

Only members of the Committee have voting rights. The Committee Secretary, Chief Executive Officer and / or any invited guest or observer attendees do not have voting rights.

The Chair is to be an elected regional representative and appointed by the Committee for a one (1) year term with a maximum of three (3) terms.

The performance of the Committee is reviewed by the Board as part of its periodic self-evaluation process.

The Committee generally meets at least three (3) times per financial year, at appropriate times in the event cycle but frequency may vary according to need. The Committee may from time-to-time choose to meet in regional locations.

Members are expected to attend either in person or through other approved means such as teleconferencing. A quorum must consist of more than half of the members of the Committee. Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present.

The Committee Chair shall not have a second or casting vote.

Proxy attendees are not permitted.

Committee members may be eligible for sitting fees and reasonable out of pocket travel expenses to attend meetings as determined by the Board.

CONFLICTS OF INTEREST

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists

MINUTES

The Committee Secretary or delegate must prepare the minutes of the Committee within seven (7) working days. After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee members who are to confirm they are true and correct within 21 days of the Committee meeting. Regardless, the minutes are then to be available for distribution to next scheduled Board meeting of directors.

The minutes are to be ratified at the next Committee meeting.

REPORTING

The Committee is accountable to the Board of Directors.

The Chair of the Committee ensures that a written report is forwarded to the Board for its next meeting following a meeting of the Committee on those matters discussed and makes any recommendations in writing to the Board prior which have been agreed by the Committee.

Sufficiently detailed minutes are recorded for each meeting and are available to the Board for review as required.

The Committee does not have the authority to commit the Board or management to the implementation of any of its recommendations except where such authority is specifically delegated to it in writing by the Board.

OPERATING PROCEDURES

In discharging its responsibilities, the Committee meets on a regular basis to consider various matters.

Membership Reporting

1. The Committee may meet with Management in between regular meetings to assist with key information and materials that form part of the Committee's recommendations to the Board.
2. The Committee may meet separately from Management but may only make recommendations to the Board when supported by management to ensure the integrity of the Company's business is maintained.

Business Policies and Practices

The Committee reviews Company policies as they relate to member support services and activities from time to time and recommends acceptance or changes to the Board in line with Association and community needs. In so doing it may draw upon expert external assistance where necessary.

Other Matters

The Board may require the Committee to examine specific issues which are outside its normal terms of reference. The Committee may also identify specific issues and recommend to the Board that it be authorised to consider them.