

THNSW Board Subcommittee: Collections & Curatorial (C&CC)

Terms of Reference (ToR)

<p>Purpose</p>	<p>To provide governance support and strategic advice to the THNSW Board in relation to THNSW's:</p> <ol style="list-style-type: none"> (1) collection, collection management and curatorial matters including making recommendations with respect to Collection policy, acquisition, deaccessioning as well as restoration projects and managing risks to the collection, and (2) its external accountability and compliance requirements as they apply to the above areas. <p>Note: The collection includes all of the stored, displayed and operated heritage collection items but not items of plant and equipment. THNSW's responsibilities for the NSW Government owned collection items are outlined in the Master Heritage Asset Custody Management Agreement (MCMA) and subject to review and/or determination by either the Independent Funding & Advisory Panel (IFAP) and/or the Transport Asset Holding Entity (TAHE) or their agent Transport for NSW (TfNSW) as the owner.</p>
<p>Scope</p>	<p>The C&CC will:</p> <ul style="list-style-type: none"> • play an important role in guiding THNSW's continuous improvement and governance in relation to the THNSW-owned and NSW Government-owned collections – stored, displayed and operational. • Oversee and provide input to: <ul style="list-style-type: none"> - collection and curatorial matters including collection significance, acquisition and deaccessioning; - curatorial and collection management plans, policies guidelines and procedures; - conservation and restoration projects involving collection items; - collection items being considered for use and/or operation; - applications by THNSW for direct custody of items in the NSW Government-owned collection; - compliance with applicable heritage legislation, regulations and guidelines; and - implementation of museum, collection, heritage and conservation industry good practice, • provide support and guidance to the THNSW Management team if requested as to matters within the purview of the C&CC, • be an exemplar of Board and Management collaborating for the long-term future of THNSW.

Operation of the C&CC

Meetings	<p>Meetings will be held as frequently as required, ideally quarterly, and not less than three (3) meetings to be held each financial year.</p> <p>The C&CC Chair and CEO are responsible for setting the annual schedule of meetings. Extraordinary meetings may be set as / if required.</p> <p>Meetings ideally will be held prior, to the Board Meeting of the same month, subject to the key business activity(s) for that meeting.</p> <p>The C&CC will comprise a minimum of six (6) members: two (2) THNSW Board Directors (one of which is the C&CC Chair), two (2) non- THNSW Board Directors, (ideally one (1) THNSW Member and one (1) Independent Member) and the two (2) Management positions (CEO and Senior Functional Manager)</p> <p>Each meeting must be attended by at least one (1) THNSW Board Director, which can be the C&CC Chair.</p> <p>A quorum will consist of a minimum of three (3) members present, comprising of at least one (1) THNSW Board Director.</p> <p>If a quorum is not achievable, the meeting may be adjourned and/or rescheduled or carried over to the next scheduled meeting.</p> <p>The C&CC Chair may appoint another THNSW Board Director who may or may not be a member of the C&CC to chair a specific meeting in their absence.</p> <p>In addition to meetings, the C&CC's activities will include visits to sites at which THNSW-related items are housed.</p>
Agendas, Briefing Notes & Minutes	<p>The C&CC Chair and C&CC Secretary will maintain records of Agendas, Briefing Notes and Papers, Minutes, and tracking of agreed actions.</p> <p>When a meeting date is set, C&CC members will be informed and will be invited to submit topics for the agenda.</p> <p>The C&CC Chair and C&CC Secretary will circulate the proposed Agenda, any Briefing Notes and/or other relevant materials to Members no later than four (4) calendar days prior to the meeting.</p> <p>The C&CC Chair and Secretary will endeavour to distribute draft Minutes and updated Actions Status List within seven (7) calendar days of a meeting so that Members and Management have sufficient time to confirm them prior to the next meeting and also to progress the actions they are responsible for.</p>
Reporting	<p>Reporting to the THNSW Board will be via the Minutes of meetings.</p> <p>The C&CC Chair may provide verbal updates and/or additional Briefing Notes to the Board jointly with the CEO, as/if required.</p>
Review	<p>The C&CC Chair will lead a biennial (two-yearly) self-review of the performance of the C&CC, as well as of its members, to ensure ongoing effectiveness and that the C&CC is effectively performing against these Terms of Reference.</p> <p>Any resulting proposed material changes to these Terms of Reference will be recommended to the THNSW Board jointly by the C&CC Chair and CEO for the Board's determination.</p>

Composition of the C&CC

Role	Description	Appointment & Tenure
Chair	<ul style="list-style-type: none"> • is a strategic governance role, reporting to the Chair of the THNSW Board and the THNSW Board, • is a current THNSW Board Director, • is appointed by the THNSW Board, • acts as the single point of contact on behalf of the Board for leading and overseeing the C&CC, • must have an appropriate level of working knowledge of the key areas within the purview of the purpose and scope of the C&CC, • has the experience, skills and/or qualifications to successfully chair and lead the C&CC, • determines the composition and size of the C&CC to meet its needs during any given time period, • works closely with the CEO to set the annual work program for the C&CC. 	<ul style="list-style-type: none"> • appointed initially for one (1) term of up to three (3) years or the duration of their remaining current term as a Director at the time of their appointment as C&CC Chair, • appointment is reviewed and reconfirmed, or otherwise, annually by the Board at a Board Meeting as soon as practicable following each year's AGM, • may be appointed and reappointed up to a maximum of six (6) consecutive years as the C&CC Chair, • ideally will have served one (1) or two (2) consecutive terms as a member of the C&CC preceding appointment as Chair, • a previous C&CC Chair may again in the future be appointed as the C&CC Chair after an appropriate period of time since completion of their previous term serving as Chair of the C&CC. <p><i>Note: an interim appointment may be made by the THNSW Board, or the Chair of the Board may be appointed on an interim basis by the THNSW Board, if required from time to time until the vacancy is filled.</i></p>
Member(s)	<ul style="list-style-type: none"> • are recommended by the C&CC Chair, and once ratified by the THNSW Board, are appointed, • may be a current THNSW Board Director and/or the (Volunteer) Company Secretary, • may be an adult THNSW Member, • have the expertise (e.g., an SME) and/or an appropriate level of working knowledge of a key area(s) within the purview of the purpose and scope of the C&CC, • must be current and/or up-to-date in their knowledge, skills, experience and/or qualifications that apply to their productive participation as a member of the C&CC, • are able to commit to the requirements of the C&CC, including the expectations of the C&CC and its members, as well as the time required and their availability, • the recruitment, selection and appointment process for members will be determined by the C&CC Chair in consultation with the Board and CEO. 	<ul style="list-style-type: none"> • THNSW Board Director membership will be limited to no more than two (2) current Board Directors in addition to the C&CC Chair, • a Board Director may be appointed initially for one (1) term of up to three (3) years or the duration of their remaining current term as a Director at the time of their appointment as a member, • non-Board Director members similarly may be appointed or reappointed for a term length of up to three (3) years, • all members may be appointed and reappointed up to a maximum of six (6) consecutive years as a member, • in exceptional circumstances the Board may decide that a member of the C&CC will be eligible for re-appointment beyond six (6) consecutive years, • a previous C&CC member may again in the future be appointed as a member of the C&CC after an appropriate period of time since completion of their previous term (however not less than 12 months), • performance will be reviewed annually by the C&CC Chair, • for continuity of knowledge and operation of the C&CC, members ideally will be appointed, and therefore changeover, in staggered or offset terms or years amongst the members of the C&CC, • where a member steps down prior to the end of their appointed term, that vacancy may be filled up to the end of its previous term to maintain separation of C&CC members' appointed terms.

Role	Description	Appointment & Tenure
Independent Member(s)	<ul style="list-style-type: none"> • are “truly independent” and able to bring a particular area(s) of expertise and objectivity, who are external to THNSW, its Membership (i.e., are not THNSW Members), and to its immediate key stakeholder management relationships may be appointed to the C&CC by the C&CC Chair, • must meet the same Member(s) expectations and requirements as above, • the recruitment, selection and appointment process for independent members will be determined by the C&CC Chair in consultation with the Board and CEO. 	<ul style="list-style-type: none"> • appointment is on an unpaid basis, • independent members may be appointed for a term length of up to three (3) years, • all independent members may be appointed and reappointed up to a maximum of six (6) consecutive years as a member, • performance will be reviewed annually by the C&CC Chair, • for continuity of knowledge and operation of the C&CC, ideally independent members will be appointed, and therefore changeover, in staggered or offset terms or years amongst the members of the C&CC, • where an independent member steps down prior to the end of their appointed term, that vacancy may be filled up to the end of its previous term to maintain separation of C&CC members’ appointed terms.
CEO	<ul style="list-style-type: none"> • has overall accountability for implementation and day-to-day operation of THNSW’s internal risk management, compliance frameworks and controls and governance controls, aligned to THNSW’s agreed strategic directions and annual business plans and budget, as delegated by the THNSW Board, • will work closely with the C&CC Chair to set the annual work program for the C&CC. 	<ul style="list-style-type: none"> • appointment is on the basis of their role as CEO.
Responsible Senior Functional Manager	<ul style="list-style-type: none"> • has specific accountability for implementation and day-to-day operation of the internal risk management, compliance frameworks and controls and governance controls, aligned to THNSW’s agreed strategic directions and annual business plans and budget, within the purview of the C&CC, and as delegated by the THNSW Board and the CEO. 	<ul style="list-style-type: none"> • appointment is on the basis of their role as Heritage & Collections Manager, • typically will be delegated responsibility for the Secretariat function.
Attendance – by standing invitation	<p>Volunteer Company Secretary (V/Co Sec), if not a member, is a Standing Invitee in a governance capacity and to provide guidance, advice, and particular input as needed or requested.</p>	
	<p>Other THNSW Board Directors, if not a member, are encouraged, however not required, to attend at least one (1) meeting per financial year.</p>	
Attendance – by ad hoc/ special invitation	<p>The C&CC Chair may call upon or invite specific persons to attend to provide particular expertise or other input to the benefit of the C&CC from time-to-time.</p>	
Secretariat	<p>Nominated and provided by the CEO.</p>	

C&CC Desired Competency (Knowledge, Skills, Experience & Qualifications) Matrix

Curatorial and research in a museum	Collection management	Heritage and conservation management in Australia and NSW
History; particularly in relation to NSW and the role of railways and transport more generally	Conservation and restoration experience, preferably on rollingstock, engineering items or formal materials conservation	Museum interpretation / presentation / display
Appreciation of the significance of individual items to the history of railways in NSW	Registration and archive management	Knowledge of the existing collection

Other considerations include:

- recency of qualifications and/or experience, i.e., must be within (3) years
- professional memberships, e.g., AMaGA, ICOM, ICOMOS, etc.
- knowledge / understanding of NfP / charity organisation environment
- relevant management and corporate knowledge / experience, e.g., heritage, legal, financial, project management, museum, attraction, private sector.

Expectations, Authority & Decision Making of all THNSW Board Subcommittees/Working Groups and their respective Members

Expectations, Authority & Decision Making

The THNSW Board sets and approves the Terms of Reference for any Subcommittee or Working Group that it appoints and retains ultimate responsibility for all functions and activities delegated to that Subcommittee or Working Group.

The term 'Subcommittee' (SC) is used to refer to those established by the Board that are intended to be standing until otherwise determined by the Board, whereas the term 'Working Group' (WG) is used to refer to those established for a fixed duration or for a specific function or activity until completed.

The SC/WG has no executive or decision-making powers and is always responsible and accountable to the THNSW Board.

The THNSW Board authorises the SC/WG to carry out those activities as set out in this Terms of Reference (ToR). The Board may additionally authorise the carrying out of specific projects or other reasonable activities as the Board may otherwise determine from time to time.

All Members of a SC/WG are expected to carry out their role and the activities of the SC/WG honestly, fairly and diligently, in accordance with and abiding by the law, and THNSW's Constitution, Code of Conduct and all THNSW policies and procedures, and are required to:

- act with the degree of care and diligence that a reasonable person might expect to show in their role on the SC/WG, providing sound and impartial judgements at all times,
- act in good faith in the best interests of the company for a proper purpose, including avoid conflicts of interest, and to disclose any actual, potential or perceived conflict of interest and abide by the determination as to how the conflict is to be managed,
- not to improperly use their position or role on, or the information they gain in the course of their position or role on the SC/WG to gain an advantage for themselves, someone else, or to the detriment to THNSW, and
- treat the discussions of the SG/WG and information provided to them as confidential whether or marked or described as confidential including upon leaving the SC/WG.

All SCs/WGs are expected to take on a proactive role, supporting continuous improvement in THNSW's overall governance, risk management and its external accountability requirements within the purview of their respective purpose and scope and aligned to THNSW's agreed strategic directions and annual business plans and budget.

Any SC/WG as a collective is responsible for making sound, objective, impartial, appropriate and implementable recommendations for either THNSW Board or Management decision, depending on the specific nature/scope of the recommendation being made.

All Members of a SC/WG are expected to make themselves available as required to prepare for, attend and participate in meetings; apply good analytical skills, objectivity and good judgement; abide by the relevant ethical codes that apply to THNSW; and express opinions frankly, ask questions that go to the fundamental core of the issue and pursue independent lines of constructive enquiry.

All SCs/WGs and their members are expected to be an exemplar of THNSW Board and Management collaboration for the betterment of THNSW.

(Additional reference: Clause 22.1(a) of the Constitution of THNSW)