

Fundraising Working Group (FWG)

Established by the Board under Clause 22.1(a) of the Constitution of THNSW

Terms of Reference

(Approved by the THNSW Board 30 March 2021)

FWG Purpose & Terms of Reference

- **Purpose:**
 - Support and advise the Board on matters relating to fundraising opportunities and activities, and the capacity of the organisation to effectively and efficiently pursue and resource same; and
 - Be an exemplar of Board and Management collaborating for the betterment of THNSW in a specialist area
- **Responsibilities & Authority:**
 - The Working Group is responsible for fundraising activities for THNSW aligned to the Company's strategic direction, goals and objectives
 - The Working Group will be authorised by the Board to investigate any activity as set out in its Terms of Reference, including:
 - Assessing external fundraising activities and their merits and suitability for THNSW
 - Assessing and advising the Board on fundraising matters – short-term, mid-term and longer-term, plus both monetary and non-monetary (including: 'in-kind')
 - Reviewing THNSW's capacity to implement specific fundraising activities
 - Review the annual fundraising goals and KPIs set by other similar organisations, their effectiveness and suitability for THNSW
 - The Working Group is also responsible for making recommendations to the Board as to THNSW's potential fundraising goals and targets, and the prioritisation of fundraising activities
 - The Working Group will develop the proposed engagement approach and specific communications in relation to specific fundraising initiatives and activities

FWG Terms of Reference (continued)

- **Decision Making:**

- All Members of the Working Group will be required to provide objective judgements at all times
- The Working Group is collectively responsible for making sound, appropriate and implementable recommendations for either Board or Management decision, depending on the specific nature/ scope of the recommendation
- In order to assist the Working Group to make fair, transparent and impartial recommendations, the Working Group should be familiar with and adhere to all relevant laws, policies, guidelines, procedures and reports

- **Meetings:**

- Meetings will be held as frequently as required, however not less than 3 times per year
- Each Meeting must be attended by at least one (1) Board Director
- The Working Group Chair can nominate another Board Director or another Working Group Member to act as Working Group Chair for a specific Meeting
- A quorum will consist of a minimum of three (3) Members present, which must include at least one of either a Board Director or the CEO
- If a quorum is not present, that Meeting will be adjourned and either rescheduled or carried over to the next scheduled Meeting
- Extraordinary meetings may be called, if required
- From time to time, alternative persons may be appointed to the Working Group on a temporary basis, i.e., as a substitute in the event that a member is unable to attend, or if specific expertise is required

FWG Terms of Reference (continued)

- **Agendas, Papers & Meeting Records:**

- The draft agenda and any advance papers or other relevant materials will be circulated to Members ideally two (2) days prior to each meeting for information
- Minutes of Meetings will be maintained, records of Agendas and Papers kept, as well as an up-to-date status tracking log of agreed actions
- The draft Minutes and updated Actions Log will be distributed to Members within five (5) working days of a meeting taking place to ensure that Members have sufficient time to confirm them prior to the next Meeting and also to progress those Actions for which they are responsible
- Conflicts of Interest – all Working Group members are required to disclose at the start of each Working Group Meeting any real or potential conflicts of interest either professional or personal that may compromise their ability to perform their role or represent a real or perceived conflict of interest, and these are to be minuted accordingly

- **Reporting:**

- The Working Group will regularly prepare its Report for summary/inclusion within Board Papers

- **Annual Review:**

- The Working Group will review its own performance and this Terms of Reference at least annually to ensure that both the Working Group remains effective and continues to operate within its objectives, responsibilities, and authority
- Any proposed significant changes are to be jointly recommended by the Working Group Chair and the CEO to the Board for approval

FWG Terms of Reference (continued)

Membership:

All Working Group Members acknowledge THNSW's Code of Conduct including confidentiality and declarations of conflicts of interest.

• Working Group Chair

- determined by the Chair of the Board to act as the single point of contact on behalf of the Board for overseeing the Working Group, ideally a Board Director or alternatively the Chair of the Board may appoint another person from time to time as the Working Group Chair for a set term
- the Working Group Chair will be formally approved or reappointed by the Board annually as soon as practical following an AGM
- the Working Group Chair will initially be appointed for one (1) term of ideally three (3) years (or the duration of their remaining tenure as a Board Director if a Board Director is appointed as the Working Group Chair), subject to annual review and reappointment (as above), and may be reappointed up to a maximum of six (6) years

• Other Director(s)

- any Board Director Working Group members will be formally approved or reappointed by the Board annually as soon as practical following an AGM
- a Board Director will initially be appointed for one (1) term of ideally three (3) years (or the duration of their remaining tenure as a Board Director, subject to annual review and reappointment as above), and may be reappointed up to a maximum of six (6) years
- all Directors to attend at least one (1) Meeting of the Working Group per year

• Chief Executive Officer (CEO)

- the CEO has overall accountability for implementation of the governance, (non-safety) risk frameworks, external accountability requirements, and financial management matters of THNSW, as delegated by the Board

FWG Terms of Reference (continued)

Membership (continued):

- **Head of Engagement (HoE)**

- Reports as agreed regularly to the Working Group Chair and the CEO
- Is the staff member who is accountable for delivering the outcomes in the expert area(s) covered by the Working Group and as delegated by the CEO
- Undertakes all aspects of administering the Working Group on behalf of the Working Group Chair

- **Head of Finance & Corporate Resources (HoF&CR)**

- **Members' Representative(s)**

- a Members' Representative(s) may be appointed for an initial period of up to three (3) years from the time of their appointment, subject to annual review and reappointment (as above), and may be reappointed up to a maximum of six (6) years
- Consecutive tenure should not exceed two (2) consecutive terms (i.e., a total of six (6) consecutive years), however a previous Working Group Member may return to the Working Group following an absence 12 months or more

- **Ad-hoc Invitees / Additional Members**

- can be called in from time-to-time at the discretion of the Working Group Chair as needed to give particular input, e.g., SMEs; others who have the appropriate knowledge, skills, or experience that benefit the Working Group for the current term of the Working Group and who are able to commit to the requirements of the Working Group