

THNSW Board Subcommittee: Organisational Culture (OCC)

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> <ul style="list-style-type: none"> (1) promotion of good corporate health as it relates to the culture of THNSW, and (2) pursuit of being an employer and volunteer organisation of choice.
<p>Scope</p>	<p>The OCC will:</p> <ul style="list-style-type: none"> • play an important role in supporting THNSW's active pursuit of a diverse, equitable, inclusive, supportive and just culture within the organisation, • oversee the periodic review of THNSW's Code of Conduct, making recommendations to the THNSW Board, • oversee the frequency and thematic content and form of periodic workforce (staff and volunteers) surveys designed to ascertain the organisation's culture at a given point in time, • provide advice and recommendations to the THNSW Board on specific initiatives and actions arising from such surveys that contribute to the development of THNSW's organisational culture, • provide oversight to the development and implementation of THNSW's Volunteer Recognition Program, including volunteer recruitment, • oversee the formalisation of a framework for how best to align available volunteer resources with business needs, operational requirements and the agreed objectives of the organisation. • provide support and guidance to the THNSW Management team if requested as to matters within the purview of the OCC, • be an exemplar of Board and Management collaborating for the long-term future of THNSW. <p>The OCC will be strategic in its focus and not deal with management, operational, remuneration or specific staffing and/or volunteer matters.</p> <p>WHS matters will remain under the purview of the THNSW Board's Safety & Environment Subcommittee (SEC)</p>

Operation of the OCC

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 OCC Chair and CEO are jointly responsible for setting the annual schedule of meetings. Extraordinary meetings may be set as and 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 OCC will comprise of up to six (6) members: three (3) THNSW Board Directors (one of which is the OCC Chair), the CEO, the Responsible Senior Functional Manager, and one additional OCC member with relevant subject matter expertise.</p> <p>Each meeting must be attended by at least one (1) THNSW Board Director, which can be the OCC Chair.</p> <p>A quorum will consist of a minimum of three (3) members present, comprising of at least one (1) THNSW Board Director as or acting as the OCC Chair.</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 OCC Chair may nominate another THNSW Board Director who is a member of the OCC to act as Chair of a specific meeting in the absence of the appointed OCC Chair.</p>
Agendas, Briefing Notes & Minutes	<p>The OCC Chair and OCC Secretary will maintain records of Agendas, Briefing Notes and Papers, Minutes, and tracking of agreed actions.</p> <p>The OCC Chair and OCC 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 OCC Chair and Secretary will endeavour to distribute draft Minutes and updated actions status list within ten (10) 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 those actions for which they are responsible.</p>
Reporting	<p>Reporting to the THNSW Board will be via the Minutes of meetings.</p> <p>The OCC Chair may provide verbal updates (in camera if deemed necessary) and/or additional Briefing Notes to the Board, as/if required.</p>
Review	<p>The OCC Chair will lead a biennial (two-yearly) self-review of the performance of the OCC, as well as of its members, to ensure ongoing effectiveness and fit-for-purpose/contribution of the OCC.</p> <p>Any resulting proposed material changes to these Terms of Reference will be recommended to the THNSW Board jointly by the OCC Chair and CEO for the Board's determination.</p>

Composition of the OCC

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, and may be the Chair of the THNSW Board, • is appointed by the Chair of the THNSW Board, • acts as the single point of contact on behalf of the Board for leading and overseeing the OCC, • must have an appropriate level of working knowledge of the key areas within the purview of the purpose and scope of the OCC, • has the experience, skills and/or qualifications to successfully chair and lead the OCC, • determines the composition and size of the OCC to meet its needs during any given time period, • works closely with the CEO to set the annual work program for the OCC. 	<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 OCC Chair, • appointment is reviewed and reconfirmed, or otherwise, annually by the Chair of 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 OCC Chair, • ideally will have served one (1) or two (2) consecutive terms as a member of the OCC preceding appointment as Chair, • a previous OCC Chair may again in the future be appointed as the OCC Chair after an appropriate period of time since completion of their previous term serving as Chair of the OCC. <p><i>Note: an interim appointment may be made by the Chair of 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 OCC Chair, and once ratified by the THNSW Board, then may be appointed by the OCC Chair. • may be a current THNSW Board Director and/or the (Volunteer) Company Secretary, • may be an adult THNSW Member or an adult non-THNSW Member, may or may not actively volunteer in other areas of the organisation, • 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 OCC, • 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 OCC, • are able to commit to the requirements of the OCC, including the expectations of the OCC 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 OCC Chair in consultation with the CEO. 	<ul style="list-style-type: none"> • THNSW Board Director membership will be limited to no more than two (2) current Board Director in addition to the OCC 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, ideally not less than two (2) years, • the Board Director who served as the immediate past OCC Chair may be appointed as a member for one (1) term of up to three (3) years following the completion of their term as Chair in addition to the above limit on current Board Directors serving as members, • 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 three (3) consecutive terms as a member, • a previous OCC member may again in the future be appointed as a member of the OCC 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 OCC Chair,

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		<ul style="list-style-type: none"> • for continuity of knowledge and operation of the OCC, members ideally will be appointed, and therefore changeover, in staggered or offset terms or years amongst the members of the OCC, • 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 OCC members' appointed terms.
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 OCC by the OCC Chair, • must meet the same Member(s) expectations and requirements as above, • the recruitment, and selection process for independent members will be determined by the OCC Chair in consultation with the CEO. • are recommended by the OCC Chair, and once ratified by the THNSW Board, may be appointed by the OCC Chair. 	<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 OCC Chair, • for continuity of knowledge and operation of the OCC, ideally independent members will be appointed, and therefore changeover, in staggered or offset terms or years amongst the members of the OCC, • where a 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 OCC 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 OCC Chair to set the annual work program for the OCC. 	<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 OCC, 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 Human Resources & Culture Manager who has responsibility for the People functions (both staff and volunteers, i.e., Human Resources and the Volunteers Program), • 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>	

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	Other THNSW Board Directors , if not a member, are encouraged, however not required, to attend at least one (1) meeting per financial year as observers.	
Attendance – by ad hoc/ special invitation	The OCC Chair may call upon or invite specific persons to attend to provide particular expertise or other input to the benefit of the SC/WC from time-to-time.	
	External Auditor(s) may be required or asked to, or ask to, attend specific meetings in relation to annual auditing, potential audit-related matters or potential matters requiring advice which may also include in camera discussions.	
Secretariat	Nominated and provided by the CEO.	

OCC Desired Competency (Knowledge, Skills, Experience & Qualifications) Matrix

Corporate Human Resources management e.g., AHRI	HR Planning and/or Corporate Development & Training	IR and/or Employment Law
Company Culture & Engagement and/or Volunteers Program Management	Managing a business/enterprise	Governance e.g., AICD
Commerce e.g., MBA	Board Director of another organisation or recently completed AICD Board Director	Organisational Culture Board Subcommittee Member for another organisation

Other Considerations include:

- recency of qualifications and/or experience, i.e., must be within (3) years
- professional memberships, e.g., ARHI (Australian HR Institute), AICD
- NfP / charity organisation environment knowledge / understanding
- Relevant management and corporate knowledge / experience, e.g., heritage, HR, IR, 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)