

NEAS ADVISORY COUNCIL TERMS OF REFERENCE

An advisory council is a body that advises the management of a corporation, organization, or foundation. Unlike the Board of Directors the advisory board does not have authority to vote on corporate matters, nor a legal fiduciary responsibility. The NEAS Advisory Council may not contradict the responsibility and authority of the Directors, as fiduciary and legitimate accountability remains with that body.

Function of the Council

The Advisory Council will provide non-binding but informed guidance and support to the Board and CEO, in the achievement of superior corporate governance and strategic decision making. The Council shall sit in order to serve the interests of NEAS, its members, stakeholders and Board.

Number of Members

It is proposed that the population of the Advisory Council be a minimum of six and a maximum of ten participants at any time.

Method of Nomination

Appointment to the Advisory Council is through the below clearly defined avenue;

- Expression of interest to the Board

Appointment

Nominations and appointments for participation on the NEAS Advisory Council shall be accepted annually. Nominations shall be scheduled to be accepted for consideration by the NEAS Board of Directors, at the first full board meeting after the annual general meeting. The Board of Directors shall be responsible for voting to accept each nomination to be appointed or otherwise.

Composition

The Advisory Council shall include a diverse range of representatives who have the knowledge and skills appropriate to the needs of NEAS and the industry. These may include member representatives, advisory experts, industry and professional specialists.

Meeting

The Advisory Council shall meet through scheduled tele/videoconference meetings, held up to six times annually. The Advisory Council shall be independent of the NEAS Board and shall nominate its own Convenor. The Board Chair, CEO or General Manager shall be available at each meeting to answer queries that the Council may raise.

Term

The term of appointment shall be 24 months from the date of being appointed with an option of renewal for another 24 months. Each Advisory Council member shall be eligible to attend up to

twelve Advisory meetings over the term of their 24 month appointment. New appointments shall be made annually in line with Advisory Council membership requirements.

Decision Making

The Advisory Council will provide informed guidance and support to the Board on such diverse matters as it deems fit, and upon the casting of a simple majority vote by the Council on motions put. The Board will provide due consideration to recommendations made by the Advisory Council.

Record Keeping

A record of Advisory Council business and motions shall be kept by a member of the council whom shall be appointed to the role of note taker at the commencement of each meeting by consensus. The Board will report the adoption of Advisory Council recommendations.

Suspension

An Advisory Council member may be suspended if:

- The Advisory Council votes to exclude a Council member; after such a motion for exclusion is carried at an Advisory Council meeting by a full consensus vote of the Council.
- The Board have cause to believe that the actions of a Council member may bring the good standing of the organisation into question, and as such a motion for exclusion is carried at a General Board meeting by a full consensus vote of the Directors.

Constitutional Standing

The Advisory Council is not recognised in the NEAS constitution and sits as a non-executive body of volunteers. The decision to recall or disband the Council, shall reside with the NEAS Board of Directors. A NEAS Director of the Board, shall be unable to also be an Advisory Council member.

NEAS ADVISORY COUNCIL CONVENOR ROLES AND RESPONSIBILITIES

As the new convenor of a committee, you have several important responsibilities. Though NEAS Advisory Council custom leans towards an all-equal basis for everyone on your committee, it's your job to lead your committee in its work throughout the year. To do this effectively, you'll need to:

1. Call regular committee meetings, either on a quarterly schedule or as needed.
2. Meet with the NEAS CEO prior to the meeting to go over the proposed draft agenda.
3. Prepare an agenda for each meeting and email it to members before your next meeting.
4. Designate a person or persons on the committee to take notes of the minutes of each meeting to be compiled and sent to all members before the next committee meeting. Normally the NEAS General Manager will attend and take minutes.
5. Keep a record of the agendas and minutes of each meeting on NEAS Google Drive.
6. Create and keep up to date an online NEAS Google Folder containing copies of the agendas and minutes of each meeting, plus other materials as needed.
7. Prepare a set of goals for your committee for the calendar year in order to accomplish the work that needs to be done.
8. If there are regular duties to be performed, prepare a time line so that everyone will know what is due when.
9. Engage help from committee members by doing any of the following:
 - a. Find out what sort of interest each member of your committee has in carrying on the work of the committee—organizing events, preparing printed materials, preparing presentations, publicity, etc. More work gets done if you divide the work of the committee up among its members.
 - b. Notice the strong and weak points of committee members and encourage each member to do what he or she does best.
 - c. Determine what skills committee members possess and use them to accomplish the committee's goals.
 - d. If a committee member repeatedly misses committee meetings or doesn't help with committee work, speak to that member and find out why. Perhaps the member doesn't see how he or she can help.
10. Present updates at each NEAS Board meeting either in person or by teleconference.
11. Prepare an annual report (30 minute PPT) of the committee's work for the year and present it at the AGM.
12. Present the committee annual report at Meeting for Business or ask another member of your committee to do so in your absence.
13. Maintain updated contact details of Advisory Council Members.
14. Ensure members are current and source new members when tenure is due.