



THE ROYAL SOCIETY OF NEW SOUTH WALES

BUSINESS CONTINUITY COMMITTEE

TERMS OF REFERENCE

(as approved by Council on 23 September 2020)

1. General Scope and Authority

1.1 The purpose of the Committee is to provide advice to the Council on matters of relating to the ongoing business resilience of the Society during and immediately after the COVID-19 pandemic, and in the longer term.

2. Composition

2.1 The Committee is comprised of members of the Council or other members of the Society appointed by Council resolution and *ex officio* members defined in the Rules.

2.2 Committee members appointed by resolution of Council shall have their Committee membership reviewed at the Council meeting immediately following the AGM or earlier should circumstances require it.

2.3 The Chair of the Committee is appointed by resolution of Council.

2.4 The Committee should appoint a Committee Secretary

2.5 In the chair's absence, the Committee may nominate another Committee member to chair meetings.

2.6 In making appointments to the Committee, the Council should take into account special expertise that individual Council members might possess.

2.7 *Ex officio* Committee members have the right but not the obligation to attend meetings.

3. Meetings

3.1 The Committee conducts its business by formal and informal meetings that take place as frequently as required.

3.2 Formal committee meetings

3.2.1 Complex matters or those of material importance to the Society should be dealt with in formal meetings of the Committee.

3.2.2 Any Committee member may request the Chair to call a formal meeting.

3.2.3 An agenda for each formal meeting confirming the date, time, venue and agenda shall be forwarded to each Committee member at least three days prior to the date of the meeting, unless waived by agreement of all Committee members. The agenda should include relevant supporting documents for the items to be discussed.

3.2.4 A quorum shall be reached when two-thirds of the members of the Committee are present, provided that at least one of those present is the Chair or the President or an Office Bearer.

3.2.5 Minutes of meetings and Committee resolutions are to be kept by the Committee Secretary. The Committee Secretary should distribute draft minutes to all Committee members for confirmation within seven days of Committee meetings. Minutes should be finalised within fourteen days of Committee meetings and when final the Committee Chair should table them at the next Council meeting.

3.3 Informal committee meetings

- 3.3.1 The Committee may conduct minor business via telephone, email correspondence and other means, provided that all Committee members are copied on such correspondence and that all decisions are confirmed in writing. All business conducted in such a manner need not be minuted but must be included in the report to Council.
- 3.3.2 At each Council meeting, the Chair or delegate should report to the Council matters discussed at Committee meetings and include all material details of decisions executed by the Committee.

4. External advice

- 4.1 Approval to seek paid advice from external advisers as might be required for the Committee to discharge its responsibilities requires resolution of the Council.
- 4.2 All such advice shall be communicated to the Council.

5. General responsibilities

- 5.1 Responsibilities include but are not limited to providing advice to the Council on:
- external business conditions that may affect the viability of the Society;
 - the Society's financial position and any concerns regarding the Society's financial health;
 - business process changes that could improve productivity or enhance service delivery to members;
 - mapping the resources of the Society to its strategic goals.

6. Limitations on executive authority

- 6.1 Executive limitations are resolved by Council from time-to-time.