



## **Committee Terms of Reference**

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# 1. Executive Committee

## Terms of Reference

### Constitution

The Executive Committee is constituted through Clause 57.1 of the Constitution:

*The President, the two Vice-Presidents and the Honorary Treasurer and such other member or members of the Council as they may from time to time by unanimous resolution determine shall constitute an Executive Committee. The Executive Committee, subject to restrictions and limitations the Council may impose, shall be entitled to exercise all the powers for the time being of the Council including the power by paragraph (b) of the Article conferred upon the Council.*

These Terms of Reference provide the Council's restrictions and limitations on the Executive Committee.

### Membership

The Executive Committee will consist of the President, Senior and Junior Vice-Presidents and the Honorary Treasurer.

The Chief Executive Officer (non-voting) may attend the Committee.

### Chairman

The Chairman is to be the President.

### Secretary

The Secretary is to be the Chief Executive Officer, who will not be a member of the Committee.

### Other attendees

Other specialists may be invited to attend meetings of the Executive Committee, as required but may not vote.

Non-Board members are required to sign confidentiality and code of conduct agreements.

### Quorum

A quorum will be three Board members who are members of the Committee.

### Meetings

Executive Committee meetings will be held as and when required on an as needed basis. In addition, the Chairman is required to call a meeting of the Executive Committee if requested to do so by a Board member, any member of the Executive Committee or the Chief Executive Officer. Decisions may also be made by circular resolution of the Executive Committee, which will require a 100% unanimous vote from all committee members.

## **Authority**

The Executive Committee is empowered to make urgent decisions on behalf of the Board in matters of financial, legal or human resources matter, prior to the convening of a full Board meeting and according to the Board approved Strategic Plan and Business Plan.

The Executive Committee is authorised to investigate any activity within its Terms of Reference. It will have access to management and has rights to seek explanations and additional information. It is authorised to seek any information it requires from the Chief Executive Officer who is directed to cooperate with any request made by the Executive Committee.

The Executive Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Executive Committee is required to present all decisions made by the Executive Committee to the next meeting of the Board for ratification. Decisions of the Executive Committee are not binding on the Board.

## **Reporting procedures**

The Secretary shall circulate the minutes of the meetings to the Chairman for comment and change. The minutes of the Committee meeting are to be circulated to all Board members within 7 days of the meeting and tabled at the next Board meeting following the Committee meeting along with any decisions of the Committee.

## **Duties of the Executive Committee**

1. The Executive Committee is responsible for supporting the Chief Executive Officer in the operational delivery of the Strategic Plan and Business Plan between Board meetings.
2. The Executive Committee will ensure that the approving authorities for the signing of AWA contracts are to be as follows:
  - Whole Board – where a new or revised policy or strategy is involved in the contract
  - Executive Committee – where the Board has resolved an action resulting in the requirement for the contract
  - CEO – where the contract involves operational implementation within the current Business Plan and Budget, as specified in the Board Charter CEO Limitations.

## **2. Corporate Affairs Committee**

### **Terms of Reference**

#### **Constitution**

The Corporate Affairs Committee has been established by resolution of the Board.

#### **Membership**

The Corporate Affairs Committee will consist of not less than three members. Members will be appointed by the Board from amongst the Board members. The Board may also appoint any other person with certain expertise considered necessary for the successful functioning of the Committee.

The Board Chairman will be an ex-officio member of the Committee.  
The Chief Executive Officer ex-officio (non-voting) may attend the Committee.

#### **Chairman**

The President is ex officio Chairman of the committee but may appoint a nominee from the Board as the Chairman of the committee.

#### **Secretary**

The Secretary is to be Chief Executive Officer.

#### **Other attendees**

Other specialists may be invited to attend meetings of the Corporate Affairs Committee, as required but may not vote.

Other Board members may attend the Committee and may be heard but may not vote.

Non-Board members are required to sign confidentiality and code of conduct agreements.

#### **Quorum**

A quorum will be three Board members who are members of the Committee.

#### **Meetings**

Corporate Affairs Committee meetings will be held not less than four times a year. In addition, the Chairman is required to call a meeting of the Corporate Affairs Committee if requested to do so by the Board, any member of the Corporate Affairs Committee or the Executive Officer.

#### **Authority**

The Corporate Affairs Committee is authorised by the Board to investigate any activity within its charter. The Corporate Affairs Committee will have access to management and has rights to seek explanations and additional information. It is authorised to seek any information it requires from the Executive Officer who is directed to cooperate with any request made by the Corporate Affairs Committee.

The Corporate Affairs Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Corporate Affairs Committee is required to make recommendations to the Board on all matters within the Corporate Affairs Committee's charter.

### **Reporting procedures**

The Secretary shall circulate the minutes of the meetings to the Chairman for comment and change. The minutes of the Committee meeting are to be tabled at the next Board meeting following the Committee meeting along with any recommendations of the Committee.

### **Duties of the Corporate Affairs Committee**

The Corporate Affairs Committee is responsible for delivery of:

- Corporate Goal 2: **Marketing & Communications**: Increase demand for Australian Wagyu domestically and internationally in all sectors of the supply chain; and
- Corporate Goal 3: **Corporate Services**: Increase the efficiency and effectiveness of the AWA administration.

This involves reviewing Membership By-laws, legal matters including intellectual property, statutory regulatory reporting; and all communications, media relations and marketing and promotion; and the annual Business Plan. In particular, the Corporate Affairs Committee has the following duties:

#### ***Membership By-laws***

1. To review the By-laws relating to membership including categories, benefits and recruitment.

#### ***Legal matters***

2. To review legal matters relating to the Association.
3. To establish and monitor trademarks and other intellectual property owned by the Association.

#### ***Statutory regulatory reporting***

4. To ensure all statutory regulatory reporting is delivered in a timely and satisfactory manner, including to the Australian Securities and Investments Commission (ASIC). This does not negate the audit responsibility held by the Audit & Risk Committee.

5. To establish testing, monitoring and management practices for those conditions,

***Member communications***

6. To ensure members are kept appropriately informed of Board decisions and Association and industry developments and opportunities.

***Media relations***

7. To monitor, protect and enhance the Wagyu image with the Australian beef industry and the public.
8. To approve all AWA media releases prior to their circulation.

***Marketing & Promotion***

9. To establish cost effective strategies to promote and market the Association, its services and the Wagyu breed in general to increase their uptake.

***Planning***

10. To establish and monitor the annual AWA Business Plan.
11. To establish and monitor the Communications & Marketing Strategic Plan.

## **3. Audit & Finance Committee**

### **Terms of Reference**

#### **Constitution**

The Audit & Finance Committee has been established by resolution of the Board.

#### **Membership**

The Audit & Finance Committee will consist of not less than three members. Members will be appointed by the Board from amongst the Board members. The Board may also appoint any other person with certain expertise considered necessary for the successful functioning of the Committee. At least one Committee member is to hold financial expertise either as a qualified accountant or a financial professional with appropriate experience in financial and accounting matters. This appointment may be external to the Board if appropriate qualifications and expertise are not available within the Board.

The Board Chairman will be an ex-officio member of the Committee.  
The Chief Executive Officer (non-voting) may attend the Committee.

#### **Chairman**

The Chairman is to be the Honorary Treasurer.

#### **Secretary**

The Secretary is to be the Finance Officer, who will not be a member of the Committee.

#### **Other attendees**

Representatives of the external Auditor or other specialists may be invited to attend meetings of the Audit & Finance Committee as required but may not vote..

The Committee shall meet with the external Auditors at least once a year, without any management staff present.

Other Board members may attend the Committee and may be heard but may not vote.

Non-Board members are required to sign confidentiality and code of conduct agreements.

#### **Quorum**

A quorum will be three Board members who are members of the Committee.

#### **Meetings**

Audit & Finance Committee meetings will be held not less than four times a year. In addition, the Chairman is required to call a meeting of the Audit & Finance Committee if requested to do so by the Board, any member of the Audit & Finance Committee, the Executive Officer or the external Auditor.

### **Authority**

The Audit & Finance Committee is authorised by the Board to investigate any activity within its charter. The Audit & Finance Committee will have access to management and Auditors with or without management present and has rights to seek explanations and additional information. It is authorised to seek any information it requires from the Executive Officer who is directed to cooperate with any request made by the Audit & Finance Committee.

The Audit & Finance Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Audit & Finance Committee is required to make recommendations to the Board on all matters within the Audit & Finance Committee's charter.

### **Reporting procedures**

The Secretary shall circulate the minutes of the meetings of the Chairman for comment and change. The minutes of the Committee meeting are to be tabled at the next Board meeting following the Committee meeting along with any recommendations of the Committee.

### **Duties of the Audit & Finance Committee**

The Audit & Finance Committee assists with delivery of:

- Corporate Goal 3: **Corporate Services**: Increase the efficiency and effectiveness of the AWA administration.

As such the Committee is responsible for reviewing the accuracy and appropriateness of the Association's financial planning and reporting and the integrity of the Association's financial controls and reporting. The committee oversees the independence of the external Auditors, and reviewing organisational risk. In particular, the Audit & Finance Committee has the following duties:

#### ***Financial Planning***

1. To recommend financial policies which are consistent with the Constitution and ensure viable and secure financial management.
2. To ensure the annual budget reflects the requirements of the annual business plan. The budget is to also project income and expenditure for the following two years to ensure longer term financial viability.
3. To ensure the projected annual cash flow matches the monthly business requirements and does not exceed financial reserves.
4. To review fee levels prior to budget approval and ensure they meet revenue requirements while remaining commercially viable to the members.



### ***Financial Investments***

5. To ensure that investments adhere to the investment policies set by the Board and make recommendations to the Board regarding investments.

### ***Financial Monitoring***

6. To monitor and review the financial reports, particularly the Balance Sheet, Profit and Loss Statement and Cash Flow Statement and report to the Board with appropriate recommendations.
7. To assist the Board undertake its responsibility of ensuring the Association continues to function in a financially viable state.

### ***Related party transactions***

8. To monitor and review the propriety of any related party transactions.

### ***External Audit Sub-committee***

9. Establish an Audit Sub-committee, the chair of which is to be of the Audit and Finance Committee, but not the chair of the Audit and Finance Committee. A minimum of 2 additional Board members are required to form the quorum of the Audit Subcommittee of which the CEO will be the Secretary.
10. The Audit Sub-committee will oversee the annual independent audit process and review the Audited annual financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:
  - significant adjustments, accounting and financial reporting issues resulting from the Audit;
  - compliance with accounting policies and standards, and legal requirements; and
11. Each year, to review the external Auditor, their independence, the Audit fee, and any questions of resignation or dismissal; and to recommend to the Board the appointment of the external Auditor.
12. To discuss problems and reservations arising from the annual Audit, and any matters the Auditors may wish to discuss (in the absence of management where necessary).
13. To review any regulatory reports on the organisation's financial operations and management's response.

### ***Communication***

14. To provide, through regular meetings, a forum for communication between the Board, senior financial management staff involved in internal control procedures and the external Auditors.
15. To establish procedures for complaints and reports regarding accounting, internal accounting controls and Auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

### ***Risk Management***

16. To establish and maintain a Risk Register on behalf of the Board.
17. To review organisation risks, rate the risks and identify appropriate mitigation strategies. Where appropriate, the Audit & Finance Committee may seek input from other Board sub-committees in the identification of risk and development of mitigation strategies, including making recommendations to other Board sub-committees in the following areas:
  - a. Genetic improvement
  - b. Legal and corporate
  - c. Staffing and resources
  - d. Major operational activities such as the Annual Conference, AGM and workshops
18. To report key risks to the Board with recommendations for their mitigation.

## **4. Conference and Competitions Committee**

### **Terms of Reference**

#### **Constitution**

The Conference and Competitions Committee has been established by resolution of the Board.

This Committee is functionally a component of the Corporate Affairs Committee's responsibility for communications, promotion and marketing. However, the workload of this activity warrants its own separate committee. As such the Conference and Competitions Committee will work closely with the Corporate Affairs Committee.

#### **Membership**

The Conference and Competitions Committee will consist of not less than three members. Members will be appointed by the Board from amongst the Board members. The Board may also appoint any other person with certain expertise considered necessary for the successful functioning of the Committee.

The Board Chairman will be an ex-officio member of the Committee.  
The Chief Executive Officer (non-voting) may attend the Committee.

#### **Chairman**

The President is ex officio Chairman of the committee but may appoint a nominee from the Board as the Chairman of the committee.

#### **Secretary**

The Secretary is to be the Professional Conference Organiser, who will not be a member of the Committee.

#### **Other attendees**

Board appointed members and other specialists may be invited to attend meetings of the Conference and Competitions, as required but may not vote.

Other Board members may attend the Committee and may be heard but may not vote.

Non-Board members are required to sign confidentiality and code of conduct agreements.

#### **Quorum**

A quorum will be three Board members who are members of the Committee.

#### **Meetings**

Conference and Competitions Committee meetings will be held not less than four times a year. In addition, the Chairman is required to call a meeting of the Conference and Competitions Committee if requested to do so by the Board, any member of the Conference and Competitions or the Executive Officer.

### **Authority**

The Conference and Competitions Committee is authorised by the Board to investigate any activity within its charter. The Conference and Competitions will have access to management and has rights to seek explanations and additional information. It is authorised to seek any information it requires from the Executive Officer who is directed to cooperate with any request made by the Conference and Competitions.

The Conference and Competitions Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Conference and Competitions Committee is authorised by the Board to manage and operate within the budget approved for Conferences, Competitions, Meetings and Workshops and to review and approve the execution of contracts and agreements as necessary to undertake these functions.

The Conference and Competitions Committee is required to disclose all contracts and agreements entered into to the Board.

### **Reporting procedures**

The Secretary shall circulate the minutes of the meetings to the Chairman for comment and change. The minutes of the Committee meeting are to be tabled at the next Board meeting following the Committee meeting along with any recommendations of the Committee.

### **Duties of the Conference and Competitions**

The Conference and Competitions Committee assists in the delivery of:

- Corporate Goal 1: **Product Improvement**: Increase the rate of genetic gain and product performance in the Australian Wagyu population; and
- Corporate Goal 2: **Marketing & Communications**: Increase demand for Australian Wagyu domestically and internationally in all sectors of the supply chain.

As such the Committee is responsible for delivery of the annual national Wagyu conference and the delivery of the annual national Wagyu Competitions. In particular, the Conference and Competitions Committee has the following duties:

### ***Timing and location***

1. To establish the timing and location of the Conference and AGM.

### ***Goals, objectives, policies and procedures***

2. To establish the goals, objectives, policies and procedures for the Competitions.

***Theme and program content***

3. To establish the theme and program content of the Conference and AGM.
4. To establish the timing and location of the Competitions and operationally deliver the Competitions

***Financial management***

5. To ensure the Conference, AGM and Competitions are delivered including the financial expenditure and approve contracts and agreements to deliver in accordance with the budget approved by the Board.

***Attendance***

6. To ensure members and the public are suitably informed of the Conference to obtain targeted attendance levels.
7. To ensure members and the public are suitably informed of the Competitions to obtain targeted levels of involvement.

***Sponsorship***

8. To obtain sufficient sponsorship support to deliver financial targets and other benefits to the Wagyu breed.
9. To manage commitments made to sponsors to ensure adequate sponsor satisfaction.

***Media coverage***

10. To ensure the Conference and AGM content is widely circulated in the public media to maximise its benefits to members, the beef industry and the public.
11. To ensure the Competitions content is widely circulated in the public media to maximise its benefits to members, the beef industry and the public.

***Annual General Meeting***

12. To conduct the Association's Annual General Meeting to ensure statutory and Constitutional requirements are met and members are fully informed.

***Wagyu Branded Beef Competition***

13. To conduct the Association's annual Wagyu Branded Beef Competition and report the results and awards at the conference.

# 5. Genetic Improvement Committee

## Terms of Reference

### Constitution

The Genetic Improvement Committee has been established by resolution of the Board.

### Membership

The Genetic Improvement Committee will consist of not less than three members. Members will be appointed by the Board from amongst the Board members. The Board may also appoint any other person with certain expertise considered necessary for the successful functioning of the Committee.

The Board Chairman will be an ex-officio member of the Committee. The Chief Executive Officer and Technical Services Manager may attend the Committee (non-voting).

### Chairman

The President is ex officio Chairman of the committee but may appoint a nominee from the Board as the Chairman of the committee.

### Secretary

The Secretary is to be the Technical Services Manager

### Other attendees

Other specialists may be invited to attend meetings of the Genetic Improvement Committee, as required but may not vote.

Other Board members may attend the Committee and may be heard but may not vote.

Non-Board members are required to sign confidentiality and code of conduct agreements.

### Quorum

A quorum will be three Board members who are members of the Committee.

### Meetings

Genetic Improvement Committee meetings will be held not less than four times a year. In addition, the Chairman is required to call a meeting of the Genetic Improvement Committee if requested to do so by the Board, any member of the Genetic Improvement Committee or the Executive Officer.

### Authority

The Genetic Improvement Committee is authorised by the Board to investigate any activity within its charter. The Genetic Improvement Committee will have access to management and has rights to seek explanations and additional information. It is authorised to seek any information it requires from the Executive Officer who is directed to cooperate with any request made by the Genetic Improvement Committee.

The Genetic Improvement Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Genetic Improvement Committee is required to make recommendations to the Board on all matters within the Genetic Improvement Committee's charter.

### **Reporting procedures**

The Secretary shall circulate the minutes of the meetings to the Chairman for comment and change. The minutes of the Committee meeting are to be tabled at the next Board meeting following the Committee meeting along with any recommendations of the Committee.

### **Duties of the Genetic Improvement Committee**

The Genetic Improvement Committee is responsible for:

Corporate Goal 1: **Genetic Improvement**: Increase the rate of genetic gain in the Australian Wagyu population.

It's responsibilities will include: animal registration By-laws, BREEDPLAN, genetic conditions and other technical matters, including overseeing the Wagyu Collaborative Genetics Research Project. In particular, the Genetic Improvement Committee has the following duties:

#### ***Animal registration By-laws***

1. To review the By-laws relating to animal registers, and the recording of pedigree and phenotypic performance data.

#### ***Animal performance analysis***

2. To review the Association's use of the BREEDPLAN and other technologies for the prediction of genetic performance.
3. To encourage members to measure the performance of their animals and record the performance in BREEDPLAN.

#### ***Genetic conditions***

4. To review the genetic conditions associated with the Wagyu breed and identify those with sufficient effect to negatively impact the breed to warrant management.
5. To establish testing, monitoring and management practices for those conditions,

#### ***Genomic services***

6. To monitor emerging genomic services and recommend their use where they are considered to offer sufficient benefits compared to their costs.

***Research & development***

7. To establish and oversight the delivery of research and development projects to advance the Wagyu breed.
8. To provide the Project Management Committee for the Wagyu Collaborative Genetics Research Project.

***Dissemination of information***

9. To publish and disseminate genetic information across the membership to develop knowledge and skills in animal breeding and husbandry.



# 6. Strategic Planning Committee

## Terms of Reference

### Constitution

The Strategic Planning Committee has been established by resolution of the Board.

### Membership

The Strategic Planning Committee will consist of not less than three members. Members will be appointed by the Board from amongst the Board members. The Board may also appoint any other person with certain expertise considered necessary for the successful functioning of the Committee.

The Board Chairman will be an ex-officio member of the Committee. The Chief Executive Officer (non-voting) may attend the Committee.

### Chairman

The President is ex officio Chairman of the committee but may appoint a nominee from the Board as the Chairman of the committee.

### Secretary

The Secretary is to be the Chief Executive Officer

### Other attendees

Other specialists may be invited to attend meetings of the Strategic Planning Committee as required but may not vote.

Other Board members may attend the Committee and may be heard but may not vote.

Non-Board members are required to sign confidentiality and code of conduct agreements.

### Quorum

A quorum will be three Board members who are members of the Committee.

### Meetings

Strategic Planning Committee will be convened for the purposes of developing the Associations 5-year Strategic Plan or for the purposes of reviewing the Strategic Plan as required by the Board. The Chairman is required to call a meeting of the Strategic Planning Committee if requested to do so by the Board, any member of the Strategic Planning Committee or the Executive Officer.

### Authority

The Strategic Planning Committee is authorised by the Board to investigate any activity within its charter. The Strategic Planning Committee will have access to management and has rights to seek explanations and additional information. It is authorised to seek any information it requires from the Executive Officer who is directed to cooperate with any request made by the Strategic Planning Committee.

The Strategic Planning Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Strategic Planning Committee is required to make recommendations to the Board on all matters within the Strategic Planning Committee's charter.

### **Reporting procedures**

The Secretary shall circulate the minutes of the meetings to the Chairman for comment and change. The minutes of the Committee meeting are to be tabled at the next Board meeting following the Committee meeting along with any recommendations of the Committee.

### **Duties of the Strategic Planning Committee**

The Strategic Planning Committee is responsible for reviewing and further developing the Association's Five-Year Strategic Plan. In particular, the Strategic Planning Committee has the following duties:

#### ***Current situation analysis***

1. To review the current situation and its potential impacts in relation to the Association.

#### ***Corporate focus***

2. To review the Association's Corporate focus in terms of Vision for the future, Mission or purpose of the Association, Corporate Goals and Values.

#### ***Strategies***

3. To identify viable strategies for the achievement of each Corporate Goal,
4. To prioritise the strategies and the time frames in which they are expected to be addressed.

#### ***Performance indicators***

5. To identify appropriate and feasible performance indicators to enable monitoring of the progress of the Corporate Goals.