

## **AWARE Board Committees – General Terms of Reference**

### **Board committees (BC):**

Public-facing activities: ARC, CARE, Fundraising, SPACE

Organisational strength: Audit, HR, Board Recruitment, Leadership & Governance

**Purpose:** Ensure functional oversight to the management team in line with AWARE's vision, mission, strategies, and goals, and to extend the Board's on-going work.

### **Members:**

1. Minimum three (3) members who are AWARE members, one (1) of whom must be a Board member.
2. Relevant staff representatives may be invited.
3. Board Chairs are responsible for recruiting members to their Committees and engaging them in the work of the Committee. **Including:**
  - a. Conducting checks on their Professional background, including existing principal commitments and past experiences
  - b. Ensuring a declaration of any conflict of interest
  - c. Encouraging them to sign up for AWARE membership
4. All appointments are to be approved by the Board.
5. Board members will each serve on one (1) Board Committee and no more than two (2) Committees.
6. Non-AWARE members should be experts/specialists in their fields.
7. President is Ex-Officio on all Board Committees.

**Tenure:** Two years, renewable in an election year.

### **Frequency of meetings/Mode of Operations:**

1. Meetings are held a minimum of twice a year.
2. Quorum is established when at least half of the members are present.
3. The Chair is responsible for the agenda; members may propose topics for inclusion.
4. Meetings and consensus may be achieved virtually if members are unable to meet face-to-face.
5. Meeting notes are required and may be taken by any committee member using the template provided.

### **Responsibilities:**

1. Advise relevant members of management team on their work strategy and projects.
2. Provide objective advice and subject matter expertise to enhance the implementation of the strategy and to ensure ethical practices are in place.
3. Monitor performance against plan and identify issues and concerns for early intervention.
4. Ensure all activities are aligned with AWARE's mission, values, integrity and transparency.
5. Monitor resourcing needs to ensure sustainability of work.

### **Governance:**

1. Board member on Committees to keep Board updated on work plan half-yearly. Staff representative is to keep ED informed at all times of Board Committee proceedings.
2. Seek Board approval for the creation or termination of sub-committees.

**Budget:** None