



## **THE MORETON BAY FOUNDATION LIMITED**

**VISION:** Moreton Bay will be an international treasure, known for its excellent environmental health, biological diversity, and ecological sustainability, its innovative, robust and resilient economy, and its Indigenous culture and heritage.

**VALUES:** Evidence Based, Integrity, Independent, Collaboration

**MISSION:** To focus expertise, wisdom and enthusiasm for the benefit of Moreton Bay.

## **Members Advisory Committee for The Moreton Bay Foundation (TMBF) Terms of Reference**

**Delegation:** Pursuant to clause 60 of the Constitution, the Board may delegate any of its powers and functions to a committee, as they consider appropriate. That delegation will be recorded in the Company's minute book.

1. The Members Advisory Committee (MAC) will not have any delegated authority, and decision making will rest with the Board.
2. The MAC will not have any authority to engage with media or other parties on behalf of either the MAC or TMBF, and all media statements will be given by the Chairman or CEO of TMBF.

### **Purpose and role of the MAC:**

1. The broad purpose of the MAC is to provide the Board with impartial, transparent and accountable advice and guidance regarding any matter relevant to TMBF's principal and other objects (as stated in clauses 7(b) and (c), and clause 8 of the Constitution - <https://moretonbayfoundation.org/constitution/>)
2. The role and responsibilities of the MAC will include, but not be limited to:
  - a) Working collaboratively to ensure timely advice is provided to TMBF Board including, but not limited to:
    - i. Identifying, forming, growing and maintaining relationships with members and partners relevant to the goals of TMBF
    - ii. Providing a communication and collaboration conduit between member institutions and individuals, for the benefit of shared TMBF goals
    - iii. Making recommendations to the Board on the matter of TMBF strategy, risk and opportunity; and
    - iv. Providing a sounding board and delivering advice to the Board regarding TMBF proposed strategies, programs and initiatives.
  - b) Regularly reporting to the Board, and seeking its endorsement of recommendations regarding MAC activities; and
  - c) Maintaining good record keeping and other documentation, to ensure transparent processes and TMBF compliance with legal and other obligations.

### **Membership of the MAC:**

1. Membership of the MAC will be open to representatives of Research and Ordinary Members, an elected representative of the Friends of Moreton Bay members, and of other individuals by invitation of the Board.
2. Individual membership of MAC will be endorsed by the Board.
3. The Chair of the MAC is nominated by the members of the MAC and endorsed by the Board.
4. There are no restrictions on the number of appointees to the MAC.



5. Membership and these Terms of Reference will be reviewed annually by the Board.

#### **Meetings of the MAC**

1. Meetings must be held in accordance with the provisions of the Constitution, as if holding a meeting of the Board.
2. The MAC may invite guests to attend any meeting of the MAC, if that guest may positively contribute to the success of TMBF objects.
3. Meetings will be held at least quarterly and can include teleconference meetings and participation.
4. The Chair or their delegate will prepare an agenda and any necessary meeting papers and send to MAC members at least four days before each meeting.
5. Any member of the MAC can request the Chair to include any item of business relevant to either TMBF objects on the agenda.
6. The Chair or their delegate will draft meeting minutes for consideration by all MAC members, and endorsement at the next MAC meeting.
7. A copy of each meeting's minutes will be provided to the Board, as part of the Board papers for the meeting immediately following each MAC meeting.

#### **Review:**

1. The MAC will review the relevance and value of its work at the end of each meeting, to ensure that it continually meets its purpose and role.
2. The MAC will provide reports, at least annually to the TMBF Board on MAC activities including recommended changes (if any) to these MAC Terms of Reference.
3. The Board may in its absolute discretion accept or reject any recommendation of the MAC.

#### **Definitions of terms:**

- Board means the Board of Directors of TMBF
- Constitution means the constitution of TMBF
- Ordinary Member means a member of TMBF, who satisfies that membership category, as determined by the Board and in accordance with the Constitution.
- TMBF means The Moreton Bay Foundation Limited
- MAC means the Research Advisory Committee to The Moreton Bay Foundation
- Research Member means a member of TMBF, who satisfies that membership category, as determined by the Board and in accordance with the Constitution.
- Friends of Moreton Bay Member means a member of TMBF, who satisfies that membership category, as determined by the Board and in accordance with the Constitution.