



Terms of Reference

Committee: Vitality Committee

Review responsibility: Committee chair with CEO

Review frequency: Annually

| Version | Approved By | Approval Date | Effective Date | Sections Modified |
|---------|-------------|---------------|----------------|-------------------|
| 1 | AES Board | 21 March 2021 | 21 March 2021 | Original version |
| 2 | AES Board | 20 March 2022 | 20 March 2022 | |
| 3 | AES Board | 23 Nov 2024 | 23 Nov 2024 | ALL |

1. Primary strategic focus

Vitality domain: The role of the committee is to support the AES to realise its strategic goal of “A sustainable organisation fostering a sense of belonging, connections, and enhancing value for members”.

2. Purpose

Play an advisory role to the Board in relation to the Vitality Domain, to support and enact the AES Strategic Priorities 2024–2028.

The Vitality Committee’s main function will be to advise the Board and CEO on:

- Current Strategy (e.g., existing Domain priorities, matters referred by the Board)
- Emergent Strategy (e.g., bring new/nascent/emerging issues to the Board’s attention)
- Operational Strategy (e.g., oversee and provide governance for discrete projects these undertaken by project teams whose membership would draw upon the broader AES membership).

Deliver activities to achieve Vitality outcomes including through:

- Enabling connections across AES regions and NZ to support organisational learning and information sharing.
- Overseeing and providing governance for discrete projects undertaken by project teams whose membership would draw upon the broader AES membership

3. Strategic outcomes and priorities:

Goals/Desired Outcomes

1. The AES is an inclusive organisation where all members are welcome
2. The AES understands the needs and issues of our membership and the communities they work with
3. The AES communicates the work of the AES to members

Priorities

- Develop a strategy to coordinate the networks for new and enhanced connections
- Review existing products / service to provide member benefits
- Develop a general membership and communication strategy
- Clarify member value proposition statement and publish on website
- Create a membership retention strategy

4. Included advisory roles

The Vitality Committee may also play advisory roles both inward (to the AES Board, CEO and its other committees and member groups) and outward (to other organisations and/or public audiences).

5. Responsibilities

- Keep up to date with evolving needs of our membership
- Share information between regions
- Identify/prioritise needs to be addressed
- Recommend what needs to be done to address needs, in relation to current and emerging strategy
- Directly coordinate and/or deliver discrete projects to support vitality outcomes and priorities listed in section 3.

6. Chair

Jointly chaired by a Board member and CEO

7. Membership

- Membership consists of Regional Network Committee Convenors with one from each region expected to consistently attend, and at least one Board member who would normally act as chair (or co-chair)
- AES Chief Executive Officer, Membership and Events Executive, and Administrative Assistant as ex-officio members.

All Committee members will have a commitment to, and responsibility for, the following elements of good governance:

- Accountability – taking shared responsibility for the operations and impact of the Committee
- Transparency – ensuring that information about the Committee’s activities is accessible to the AES Board
- Disclosure – being open to scrutiny and dealing effectively with potential conflicts of interest
- Independence – maintaining a collective decision-making culture and independence from outside direction or interests.

The AES Board makes the final decision on membership of the Vitality Committee.

8. Quorum

- A quorum will be the Chair or the Chair's representative and 50% of the Committee members
- Decisions of the Committee shall be made on a simple majority basis
- The Chair has a deciding vote in the case of no clear majority
- Ex officio attendees may not be included to constitute a quorum.

Meetings, reporting and minute taking

- It is recommended that the committee meet at least every six weeks, or more frequently as required
- Responsibility for minute-taking will be taken by an AES staff member or, in their absence, rotated among Committee members
- Meetings may be called by the Chair or on request to the Chair by one or more members of the Committee.

9. Tenure and commitment

- Tenure: for the duration of the Committee member's tenure as a Convenor of their Regional Network Committee
- Expected time commitment: not exceeding six hours a month;
- Committee members are guided by the terms of reference for the Committee
- Committee members must attend to the Committee's function and terms of reference with reasonable care and diligence
- Committee members may be called on to contribute to the development of discussion papers or proposals
- The Committee may examine new proposals relevant to the Vitality domain to test whether taking action is in the best interests of the AES and its members
- Committee members will work together in a spirit of cooperation, collaboration and mutual respect.

From time to time, Committee members will have responsibility for overseeing specific projects between or outside meetings to help achieve strategic objectives of the AES. This usually involves working with other AES committees. As part of these discrete projects, it is expected that the total time commitment for a Committee member will usually be up to 6 hours in a given month, and is not expected to exceed 12 hours in a given month. There may, however, be occasions where this may increase for a specific project.

10. Conflict of interest

All members will be required to declare any potential conflict of interest related to their involvement in the Committee or working group, including items on each meeting's agenda.

The Chair's role is to monitor and address any potential conflicts of interest arising in the course of work being undertaken by the Committee or its sub-groups.

11. Confidentiality and Non-Disclosure

The Vitality Committee (Committee) is a Board Advisory Committee, its members are bound by the same confidentiality and non-disclosure principles as Directors.

- With the exception of disclosing information necessary to carry out the work of the Board, Committee and/or operations of the AES, Committee members (members) must keep confidential all information pertaining to matters dealt with by the Committee. This includes meeting minutes, agendas, reports to the committee and Board and associated documents, and information contained in those documents
- The obligation to maintain confidentiality continues to apply even after a person has left the Committee; and
- Any person [such as invited visitors] who is not a member of the Committee but is present at a meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

Papers means all written and electronic communications to Committee members including without limitation Committee papers, Board reports, submissions, agendas, minutes, letters, memoranda, other sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to members during their time on the Committee.