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1. Purpose

This charter sets out the role, responsibilities, structure and processes of the Board of directors of Stormwater Industry Association Ltd (Company) and which responsibilities are delegated to Board Committees or to management, as well as the membership and operation of the board.
2. Responsibilities

The purpose and function, and major aims and activities of Stormwater Australia are set out in Paragraph 3 of the Constitution of the company.

The Board is responsible for

2.1. Giving effect to the purpose and function, and major aims and activities set out in Paragraph 3 of the Constitution

2.2. Approving Stormwater Australia’s strategy, business plans and policies

2.3. Monitoring the Stormwater Australia’s strategic direction and portfolio of activities, and the associated risks

2.4. Reviewing, approving and monitoring the Stormwater Australia’s risk management systems, including internal compliance and control mechanisms

2.5. Approving the annual report and financial statements and any other published reporting, upon recommendation from the Finance, Audit and Risk Committee, and in accordance with the Constitution, Corporations Act, and any other applicable regulations

2.6. Approving and monitoring the progress of major expenditure, financial management and income raising initiatives

2.7. Approving the member fees and funding arrangements

2.8. Overseeing Stormwater Australia’s accounting and corporate reporting systems and appointing, re-appointing or removing the Company’s external auditors and approving the auditor’s remuneration, upon recommendation from the Audit and Risk Committee

2.9. Approving and monitoring the effectiveness of the company’s system of corporate governance, including formation of Board committees and the terms of applicable governing charters

2.10. Monitoring and guiding the culture, reputation and standards of conduct of the company

2.11. Approving the Company’s Code of Conduct and other Stormwater Australia level policies, and monitoring their effectiveness

2.12. Determining the size, composition and structure of the Board, and the process for evaluating its performance

2.13. Appointing and removing any consultants and employees, and approving the remuneration of and overseeing the performance review of any consultants and employees;
2.14. Approving and reviewing Board and Company succession plans;

2.15. Monitoring Stormwater Australia’s performance in delivering its strategic plans;

2.16. Approving and monitoring the systems and policies to ensure integrity of budgets, financial statements and other reporting;

2.17. Overseeing and approving strategies for Stormwater Australia to maintain a strong balance sheet;

2.18. Overseeing the management of the Stormwater Australia’s interactions and communications with members and the broader community;

2.19. Reviewing the division of functions and responsibilities between the Board, operational roles and associated support services and volunteers; and

2.20. Such other activities as the Board determines are necessary and desirable and consistent with the Constitution.

3. The Role of Management

3.1. The day to day operations of SW are managed by the volunteer activities of its Board, committees and members, by service providers and the support of a Finance Officer.

3.2. The Board delegates to the Executive Officer as a non-executive Director all powers to manage the day-to-day business of the Stormwater Australia, subject to those powers reserved to the Board in clause 2 and any specific delegations of authority approved by the Board.

3.3. In the absence of an Executive Officer as a non-executive Director or Finance Officer, the Board will need to ensure the day-to-day duties are met through delegation to its Committees to progress through volunteer based Working Groups.

3.4. The key responsibilities of the Executive Officer* non-executive Director are to:

(a) manage and administer the day-to-day operations of Stormwater Australia in accordance with the strategy, business plans and policies approved by the Board;

(b) develop strategies for the Company, its initiatives and management, and make recommendations to the Board on such strategies;

(c) develop the Stormwater Australia’s annual budget and conduct the Stormwater Australia’s activities within the approved annual budget;

(d) develop strategies for Stormwater Australia to maintain a sound balance sheet;

(e) develop and maintain the Stormwater Australia’s risk management systems, including internal compliance and control mechanisms;
(g) assign responsibilities clearly to member volunteers and paid suppliers, and supervise and report on their performance to the Board;

(h) recommend to the Board significant operational changes, and major expenditure, which are beyond delegated thresholds

*In the absence of an Executive Officer the Finance, Audit and Risk Committee will adopt Executive Officer Responsibilities.

4. Composition, Size and Structure of the Board

4.1. Composition: The Board is responsible for determining an appropriate mix of skills, knowledge, experience, expertise and diversity on the Board, necessary to review and approve the strategic direction of Stormwater Australia, and to guide and monitor the management of the Company, upon recommendation from the Nomination Committee.

4.2. Size: The number of directors on the Board shall be determined in accordance with the Constitution and the requirements of the Corporations Act.

4.3. Structure: The Board shall consist of a majority of non-executive directors who satisfy the criteria for independence in clause 13.

4.4. Qualifications: The Nomination Committee is responsible for reviewing Board composition, skills and experience, and making recommendations in relation to Board appointments and re-elections, including preparing a description of the role and capabilities required for a particular Board appointment, identifying suitable candidates to fill Board vacancies as and when they arise, and nominating candidates for the approval of the Board and confirmation by a General Meeting.

5. Tenure

5.1. The Board will review biennially its composition and the duration of terms served by directors, upon recommendation from the Nomination Committee. The Nomination Committee is responsible for developing and reviewing the succession plans of the Board
(including the role of Chair), with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity on the Board over time.

5.2. The Nomination Committee is responsible for identifying existing directors who are due for re-election at Annual General Meetings, in accordance with the Constitution and notifying the Board.

5.3. Each non-executive director shall consider the views of other non-executive directors of the Company when deciding whether to stand for re-election.

5.4. An executive director shall tender their resignation as director immediately upon cessation of their Director role with the Company.

6. Performance Review

6.1. The Board is responsible for undertaking a formal evaluation process to review its performance and that of its committees once every two years. The Nomination Committee is responsible for scheduling these formal reviews.

7. Appointment and Responsibilities of Chair (President)

7.1. The Board shall appoint a Chair in accordance with the Constitution. The Chair of the Board shall be the President.

7.2. The Chair must be one of the non-executive directors who satisfy the criteria for independence in clause 13.

7.3. The role of Chair must not be held by someone who is performing the role of Executive Officer or other paid role within Stormwater Australia’s operations.

7.4. The Chair must retire from that position in accordance with the Constitution.

7.5. The appointment of the Chair shall be formally reviewed at the end of a two year period.

7.6. The responsibilities of the Chair are to:

(a) maintain effective communication between the Board and any employees or consultants;
(b) ensure effective communication between the Board and members and stakeholders;
(c) lead the Board;
(d) ensure the efficient organisation and conduct of the Board’s function;
(e) brief all directors in relation to issues arising at Board meetings;
(f) chair general meetings of the Company; and
(g) exercise such specific and express powers as are delegated to the Chair by the Board from time to time.

8. Company Secretary

8.1. The Board may choose to appoint a Company Secretary.

8.2. Where the board chooses not to appoint a Company Secretary they shall ensure the duties of Company Secretary are performed.

8.3. Appointment and removal of the Company Secretary is subject to Board approval.

8.4. The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

8.5. Each director has a right of access to the Company Secretary at all times.

8.6. The role of the Company Secretary is compliance and governance administration, which includes:

(a) assisting the Board and Board committees on governance matters;
(b) monitoring Board and committee policy and procedures;
(c) co-ordinating the timely completion and dispatch of Board and committee papers;
(d) facilitate Director and Board access to necessary or desirable company information;
(e) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
(f) helping to organise and facilitate the induction and professional development of directors.
9. Committees of the Board

9.1. The Board may from time to time establish and delegate any powers to a committee of the Board in accordance with its constitution.

9.2. The Board is responsible for approving and reviewing the charter terms and membership of each committee established by the Board.

9.3. The Board has established the following committees:

(a) Finance, Audit and Risk Committee;
(b) Nomination Committee;
(c) Stakeholder Engagement Committee
(d) Policy and Governance Committee.

9.4. Each Committee Chair will be responsible for:

9.4.1. Minutes – circulation to all Committee members for review, and

9.4.2. Collation of business papers, including agenda.

9.5. The Chair of the Committee will report to the Board of Directors at the next ordinary Board meeting following each Committee meeting on all matters relevant and major Committee activity, and to special Board meetings when necessary or desirable or requested by the Board.

9.6. All directors shall be entitled to attend meetings of Board committees where there is no material conflict of interest.
10. **Board Meetings**

10.1. The Board shall meet at least five times per year, and otherwise as often as the directors determine necessary to enable the directors and the Board to fulfil their duties and responsibilities to the Company.

10.2. A director may call a meeting of the directors, and the Company Secretary must, if requested by a director, call a Board meeting.

10.3. The Company Secretary is responsible for preparing and distributing Board meeting papers to directors prior to each meeting.

10.4. A quorum for a Board meeting shall be determined in accordance with the Constitution.

10.5. The Chair is responsible for the conduct of all Board meetings, including briefing all directors in relation to the issues arising at Board meetings. The Chair has a casting vote, subject to the terms of the Constitution.

10.6. Draft minutes of each Board meeting shall be prepared by the Company Secretary promptly following the meeting for review by the Chair.

10.7. The Company Secretary must maintain a complete set of board papers. Individual directors may also retain their own board papers at a secure location.

10.8. The Board will adopt a rolling 12 month board calendar which includes all scheduled board and committee meetings, as well as major corporate and board activities such as the AGM.

10.9. At any time when there is no Company Secretary appointed, the Board shall ensure that the Chair or Secretary of the Board shall meet the obligations prescribed in 10.2, 10.3, 10.6 and 10.7.
11. **Ethical Standards and Legal Duties**

11.1. Each director shall abide by the terms of the Stormwater Australia’s Code of Conduct, and are expected to uphold the ethical standards and behaviour described in the Code.

11.2. The Board will operate in a manner reflecting the obligations, values and agreed behaviours of Stormwater Australia, the Constitution, the Corporations Act and all other applicable laws and regulations.

12. **Conflicts of interest**

12.1. Each director has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties. In accordance with the Stormwater Australia’s Conflicts of Interest Policy, each director is required:

(a) to ensure that the Board is notified (whether by formal standing notice or notification to the Company Secretary or Board immediately on becoming aware) of any such conflicts of interest; and

12.2. if any matter is or likely to be brought before the Board which could give rise to such a material conflict of interest, then the director:

(b) shall disclose this to the Board;

(c) shall continue to receive Board papers or other information which relates to the matter which is the subject of the conflict of interest, unless the director requests, that he or she shall not receive any or all of those documents;

(d) may choose to withdraw from any part of a Board or Board Committee meeting for the duration of any discussion; and

(e) may choose to not vote on the matter.

12.3. Where a Director declares a material conflict of interest, or potential material conflict, it shall be recorded in a register maintained by the Chair.

13. **External Directorships**

13.1. A director should continually evaluate their workloads and the number of boards of companies (and any committees of those boards) on which the director serves, to ensure that each company can be given the time and attention to detail required to properly exercise the director’s powers and discharge the director’s duties to that company, in
addition to any review by the Nomination Committee of the time commitments required by
the non-executive directors and whether these time commitments are being met.

13.2 A director shall notify the Chair prior to accepting an invitation to become a director of any
company. Prior to accepting such an invitation, the director must consider:

(a) the views and recommendations of the Chair with respect to the director acting
simultaneously as a director of the Company and as a director of an external entity; and
(c) best practice standards on multiple directorships.

14. **Director Protection**

14.1 A complete set of board papers shall be held by the Company Secretary on behalf of each
director (individually) for a period of at least seven years. Directors are entitled to access
the papers for the period when they were a Director on request, even if they have ceased
to be Directors.

14.2 Stormwater Australia shall keep current an appropriate Directors and Officers insurance
policy, and all Directors shall be provided with full details.

14.3 All Directors shall be provided with an individual Deed of Indemnity and Access.

15. **Independent advice**

15.1 The Board collectively, and each director individually, may obtain independent
professional advice at Stormwater Australia’s expense, as considered necessary to assist
in fulfilling their relevant duties and responsibilities.

15.2 Individual directors who wish to obtain independent professional advice should seek the
approval of the Chair (acting reasonably), and will be entitled to reimbursement of all
reasonable costs in obtaining such advice. In the case of a request made by the Chair,
approval is required by the Chair of the Finance, Audit and Risk Committee.

16. **Access to members and key stakeholders**

16.1 Where Directors engage with members and key stakeholder in their capacity as Directors,
they should advise the Chair in accordance with the Stakeholder Engagement Policy.
17. **Confidentiality**

17.1 Confidentiality will be in accordance with standard Stormwater Australia confidentiality agreements.

18. **Review and Access**

18.1 The Board will every three years review the Charter to ensure that it meets best practice standards and meets the needs of the Company and the Board.

18.2 The Charter is available on Stormwater Australia’s website and/or copy will be made available on request.

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1. Purpose

The role of the Finance Audit, & Risk (FA&R) Committee is to assist the Board in fulfilling its governance responsibilities by providing oversight and direction of Stormwater Australia’s financial and risk management programs.

In fulfilling its obligations, the FA&R Committee is to provide advice and recommendations to the Board within the scope of its terms of reference as outlined in this Charter.

FA&R committee supports the Board’s oversight responsibilities relating to:

• Financial Management
• External Audit
• Investments
• Compliance
• Internal Controls
• Risk Management

2. Responsibilities

In supporting the Board’s responsibilities, the duties of the FA&R Committee shall be to:

Financial Management

• Review and provide oversight of the development of the annual budgeting process;
• Monitor the financial performance against the Board’s approved budget;
• Ensure that financial reporting is provided to an appropriate standard, specifically that it is reliable, timely and to the required quality.

External Audit

• Consider and make recommendations to the Board on an annual basis as to the recommendation of external auditors for ratification at the AGM;
• Development of the annual audit plan in conjunction with management and the external auditor before the audit commences.
• Monitor the performance of the external auditor;
• Review the external auditor’s annual financial report prior to distribution to the Board with appropriate recommendation(s);
• Discuss problems and concerns arising from the audit, and any matters the auditor may wish to discuss (in the absence of the Executive Officer where necessary);
• Review the auditor’s management letter(s) including scope, interim and final reports;
• Review all representation letters signed by management.

**Investments**
• Oversight and monitoring of the SWIA’s financial investments;
• Approve any management recommendations regarding its investments;
• Monitor and ensure reporting to the Board on the financial performance of investments;
• Develop and review investment and reserve policies on an annual basis.

**Compliance**
• Ensure there are processes in place to confirm compliance with laws, regulations, legal obligations, accounting standards and internal policies.

**Internal Controls**
• Ensure the adequacy and effectiveness of financial and non financial controls including the exposure to cyber security threats, fraud and theft;
• Review the auditor’s recommendations to internal control evaluations and monitor the implementation of agreed actions;
• Monitor all financial matters and review major expenditure proposals.

**Risk Management**
• Ensure there is an adequate risk management system developed and implemented;
• Monitor and review the Risk Register and other reporting of risk information to the Board, including steps to minimize such risks;
• Annually review insurance coverage and monitor the adequacy of insurances.

### 3. Membership and Meetings

• The FA&R Committee shall be appointed by the Board and comprise of up to three Directors of the Board;
• The Board shall appoint a Director as FA&R Chair, who shall not be the Chair of the Board;
• The Chair of the Board will be ex-officio member of the Committee;
• The Executive Officer/representative is Secretary to FA&R and will participate in all meetings as advised by the Chair;
• Directors of the Board may attend meetings of the FA&R Committee;
• All members of the FA&R Committee must be financially literate. It is desirable that at least one member has accounting or financial management expertise;

• The FA&R Committee may invite any staff or external or internal auditor to attend all or part of a meeting of the AF&R Committee;

• With Board approval, the FA&R Committee may procure independent experts and institute any investigation it considers necessary to fulfil its obligations and responsibilities;

• A meeting quorum shall be at least two Committee members;

• The FA&R Committee shall meet at least three times per year;

• Membership of the FA&R Committee is to be reviewed by the Board annually.

4. Authority

The FA&R Committee acts as an advisory and review committee on behalf of the Board and as such does not have delegated decision making powers unless specifically stated by the Board.

5. Reporting procedures

The Committee Secretary must prepare the minutes of the Committee meetings and circulate to all Committee Members for review within two weeks following each meeting. Following approval by the committee, the minutes will be distributed to all Board Directors within 4 weeks of each meeting.

The Chair of the Committee shall report to the Board at each Board meeting as appropriate.

6. Review and Access

The FA&R Committee will review this charter every three (3) years or as often as the Committee determines and recommend to the Board any changes it determines necessary.

This Charter will be available to view on the SWIA website and/or a copy will be made available on request.

7. Charter History and Version Control
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# Policy & Governance (P&G) Committee - V1.2

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1. Role

The purpose of the Policy & Governance (P&G) Committee is to assist the Stormwater Australia Board of Directors fulfil its responsibilities by providing direction and guidance in relation to strategy and initiatives, in the following areas:

1.1. Keeping the Board informed of current relevant best practices in governance and policy;

1.2. Reviewing corporate governance and policy trends for their applicability to Stormwater Australia;

1.3. Updating and developing Stormwater Australia’s corporate governance principles, governance practices, and policies;

1.4. Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and

1.5. Such other initiatives or activities in relation to policy and governance as the Committee determines necessary or desirable.

In fulfilling its obligations, the P&G Committee is to provide advice and recommendations to the Board within the scope of its terms of reference as outlined in this Charter.

2. Responsibilities

The P&G Committee is responsible for fulfilling the role described above. Without limiting the generality of that responsibility, the Committee is responsible for:

2.1. assessing the Board’s and organisation’s risk and needs, within the scope of the role of the Committee, and proposing to the Board any changes necessary or desirable;

2.2. ensuring the adequacy and integrity of the systems for determining, managing, and deploying policy and governance initiatives;

2.3. overseeing the appointment and performance of any consultants and sub-Committees operating within the scope of the role of the Committee;

2.4. reporting and making recommendations to the Board, as necessary or desirable, within the scope of the role of the Committee;

2.5. ensuring systems are in place which deliver compliance with the law and reporting obligations, and relevant reports are provided to the Board;
2.6. Evaluating whether Stormwater Australia’s governance principles, systems, and practice, and policies, are aligned with, and adequate and suitable for achieving, the Board’s activities and strategic objectives, and:

2.6.1. Reporting on any such evaluation, and

2.6.2. Making recommendations arising from any such evaluation;

2.7. Reviewing and recommending to the Board appropriate financial and resource investments to support and improve Stormwater Australia’s policy and/or governance, as well as its policy and governance support of member States;

2.8. Undertaking such other activities as are necessary or desirable to properly perform the role set out above; and

2.9. Performing such tasks as are allocated by the Board.

3. Membership and Meetings

3.1. The P&G Committee shall be appointed by the Board and comprise of more than one and up to three Directors of the Board.

3.2. The P&G Committee shall be appointed two yearly, with casual vacancies filled as needed.

3.3. The Board shall appoint a Director as P&G Chair, who shall not be the Chair of the Board.

3.4. The Chair of the Board will be an ex-officio member of the Committee.

3.5. The Executive Officer, or absent an Executive Officer a member of the P&G Committee appointed by the Committee, is Secretary of the P&G Committee and will participate in all meetings as such.

3.6. The Committee shall meet at least three times per year, and may be in person, or by phone or other electronic means. The Chair can call a meeting of the Committee at any other time and shall do so at the request of a member of the Committee.

3.7. Other Board directors shall have an open invitation to attend all Committee meetings, but not speak unless the Committee so determines, and shall not vote.

3.8. The Committee may extend an invitation to any person to attend all or part of a meeting.

3.9. Members must be given one weeks’ written notice of meetings and items to be discussed at any meeting, except that in the event of unanimous agreement of Committee members, this notice period can be reduced or increased.
3.10. A meeting quorum shall be at least two Committee members present.

4. Authority

4.1. The Committee may investigate any activity within its Charter.

4.2. The Committee shall review all policy and/or governance initiatives, strategies, investments and activities before they are determined by the Board.

4.3. The Committee may utilise the National Committee for specific working group initiatives.

4.4. The Committee may work with other Board Committees on relevant initiatives.

4.5. With Board approval, the Committee may have the authority to commission research and obtain professional advice from appropriate stakeholders and external advisors.

4.6. In the event of urgent necessity, the Chair of this Committee in consultation with the President has the powers of the Committee.

5. Reporting

5.1. The Committee Secretary will be responsible for:

5.1.1. Minutes – circulation to all Committee members for review within two weeks of meeting, and

5.1.2. Collation of business papers, including agenda.

5.2. The Chair of the Committee will report to the Board of Directors at the next ordinary Board meeting following each Committee meeting on all matters relevant and major Committee activity, and to special Board meetings when necessary or desirable or requested by the Board.

6. Review and Access

The Committee will review its charter every three years or as often as the Committee determines and make any recommendations to the Board to alter the charter.

The Charter will be available on the Stormwater Australia website and and/or a copy will be made available on request.
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1. Purpose

The purpose of the Stakeholder Engagement Committee (SEC) is to assist the Stormwater Australia Board of Directors in fulfilling its governance responsibilities by providing direction and guidance in relation to strategy and initiatives that maintain, grow and enhance stakeholder and member relationships in the following areas:

- Membership, marketing and communication tools and initiatives e.g. newsletter/s, website/s, social media, national events
- Marketing of products and services
- Other matters as they pertain to the above areas

In fulfilling its obligations, the SEC provides advice and recommendations to the Board within the scope of its terms of reference as outlined in this Charter.

2. Responsibilities

Make recommendations to the Board in relation to membership, marketing and communications strategies and initiatives.

Evaluate the adequacy and appropriateness of the various strategies to achieve the Board’s strategic initiatives in relation to membership, marketing and communications, in particular:

- Articulating and promoting the work of Stormwater Australia and its State Members
- Communicating the role of the association and the value of membership, and
- Facilitating national initiatives.

Ensure the alignment of Stormwater Australia’s membership, marketing and communications initiatives with the Board’s strategic intent and planning.

Review and recommend to the Board appropriate financial and resource investments to support and improve Stormwater Australia’s positioning and relevance in the market, as well as its support of member States.

3. Membership and Meetings

The SEC shall be appointed by the Board and comprise of up to three Directors of the Board.

The Board shall appoint a Director as SEC Chair, who shall not be the Chair of the Board.

The Chair of the Board will be an ex-officio member of the Committee.
The Executive Officer/Representative is Secretary of the SEC and will participate in all meetings as advised by the Chair.

The Committee shall meet at least three times per year. The Chair can call a meeting of the Committee at any other time.

Other Board directors shall have an open invitation to attend all Committee meetings.

The Committee may extend an invitation to any person to attend all or part of a meeting.

A meeting quorum shall be at least two Committee members present.

4. Authority

The Committee shall investigate any activity within its Charter.

The Committee shall review and approve specific marketing, media and communication content as directed by the Board e.g. Bulletin.

The Committee shall utilise the National Committee for specific working group initiatives.

The Committee shall work with the Policy, Member Value and Advocacy Portfolio roles on related initiatives.

With Board approval, the Committee shall have the authority to commission research and obtain professional advice from appropriate stakeholders and external advisors.

5. Reporting

The Committee Secretary will be responsible for:

- Minutes – circulation to all Committee members for review within two weeks of meeting
- Collation of business papers, including agenda

The Chair of the Committee will report to the Board of Directors at the next possible Board meeting following each Committee meeting on all matters relevant and major Committee activity.

6. Review and Access

The Committee will review its charter every three years or as often as the Committee determines and make any recommendations to the Board to alter the charter.

The Charter will be available on the SWA website and and/or a copy will be made available on request.
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