

BY-LAW

Procedure for operation of committees of the board

(Pursuant to Clauses 25, 29, 30, 31 and 36 of the [Constitution](#))

Procedure to provide for the set up and management of Committees of the Board.

The *Constitution* states there shall be an Advisory Committee, consisting of Branch chairs and Interest Group convenors, and Branch Executive Committees. By-law – *Branches* makes provision for Branch Executives. By-laws also make provision for specific Committees. The Board may delegate any of its powers to other committees according to Clause 29.1 of the *Constitution*. Branches may also set up committees which report to the Branch Executive and the clauses of this By-law can be applied in that context.

1. In this procedure:

Committee of the Board is a Committee to which the Board has delegated specific powers. Committees of the Board may be named an Advisory Committee, a Management Committee, a Working Party, or other names designated by the Board.

Advisory Committee is to provide expert opinion in specific areas.

Sub-Committee is a secondary Committee appointed from a main Committee.

Management Committee is to ensure the proper utilisation of funds and appropriate progress of projects or business activities, as determined by the Board.

Working Party is to progress specific activities of the Board.

Director Responsible is a Director responsible for the facilitation, and operation of the Committee and its interaction with the Board. A Director Responsible may also be the Chairperson of a Committee.

Chairperson is a Director or a Member with Dietetic Qualifications and APD status appointed by the Board.

Committee Member is appointed to a Committee in accordance with the Terms of Reference,

- (a) a Member with Dietetic Qualifications and APD status, or an Life Member; or
- (b) a Member without Dietetic Qualifications.

Terms of Reference are documents ratified by the Board and which specify all matters relating to the operations of the Committee.

2. Establishment of a Committee of the Board

- (a) A Committee shall be established by the Board.

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- (b) Individual members or a group of members may forward proposals for establishing a new Committee to the Board for consideration.

2.2 Name of Committee

The Board shall determine the name of a Committee. In general each Committee of the Board shall be preceded by the word 'DA' e.g. DA Marketing Advisory Committee. The name should reflect the function of a Committee.

Where there is a Committee within a Branch this will be a subcommittee of the Branch Executive Committee and shall report to the Branch Executive.

3. Terms of Reference

A Committee shall have current Terms of Reference ratified by the Board. The Board shall determine the life of the Committee.

3.1 The Terms of Reference shall include the role and functions of a Committee

- (a) Role and functions shall comply with the Strategic Plan.
- (b) Role and functions shall be specific.
- (c) Role and functions shall be achieved within budget allocations.

3.2 Outcomes/Performance Measures

The Board shall be responsible for assessing and measuring the outcomes of a Committee's operations against a Committee's role and functions and annual plan and report outcomes to the Board.

3.3 Reporting

A report of a Committee shall be submitted to the Board meeting dealing with the annual reports and at other times at the specific request of the Board. Reports shall be submitted as defined in the terms of reference.

(a) Status Report

A Committee's Board Report shall be prepared by the national office staff assigned to the committee and approved by the Chairperson and Director Responsible before the report is submitted to the Board.

A Committee's Report shall contain a summary of activities and outcomes against the objectives set out in the terms of reference.

(b) Final Report

Before a Committee ceases operations a Final Report shall be submitted reporting against the role and functions in the terms of reference. Where an outcome or activity varies from the terms of reference, a full explanation shall be given.

The report shall include recommendations for the implementation if required.

(c) Member Information Reports

When a Committee wishes to inform DA members of its activities, in the DA Newsletter or Website a report shall be prepared by the Chairperson and approved by the Director Responsible before the Chairperson submits the report. The National Office staff will check to ensure the information does not conflict with policy and will edit. Need for significant content change will be referred back to the Chairperson prior to publication

3.4 Communication and Consultation Processes

- (a) National office shall forward all Board communications to a Committee via the Chairperson with a copy to the Director Responsible.
- (b) Communications between Committees shall be via the Chairperson with a copy to the Director Responsible.
- (c) A Committee may acquire information from members via: individuals, Branch Executives, Interest Groups or Discussion groups.
- (d) A Committee may acquire information from experts in the field or other organisations.
- (e) Committee may use Newsletters, National weekly email or the DA Website, or other medium to disseminate or acquire information.

3.5 Consensus within the Committee

(a) Voting

All committee members shall have full voting rights.

Decisions of a Committee shall be by majority vote if a vote is necessary.

Committees make a decision and provide their recommendation to the Board.

(b) Quorum

A quorum of a Committee shall be one half in number of DA Members with Dietetic Qualifications or Life Members, or the closest number above that fraction or as specified in the terms of reference.

3.6 Length of the Committee Activity

The Terms of Reference may specify the life of the Committee.

3.7 Length of Office for Committee Members

(a) Chairperson

The Chairperson of a Committee shall be a current Board member appointed according to the Terms of Reference of a Committee.

The Board shall appoint the chair on an annual basis taking account of the individual Director's period of appointment on the Board for a three year period or for the life of the Committee where the activities of the Committee are identified as being less than three years, either by the following procedures:

- (i) direct appointment by the Board; or
- (ii) ratifying the nominee of the Committee.

A Chairperson of a Committee is eligible to re-nominate.

(b) Member Selection

Members of a Committee shall be appointed by the Board according to the Terms of Reference of a Committee. The selection process of, and selection criteria for, committee members should ensure Aboriginal and Torres Strait Islander voices are included and candidates who identify as Aboriginal and/or Torres Strait Islander are actively encouraged to apply.

(c) Members

Members of a Committee shall be appointed according to the Terms of Reference of the Committee.

The Board may fill Committee positions for a three year period or for the life of the Committee where the activities of the Committee are identified as being less than three years.

The Board may fill Committee positions by:

- (i) calling for expressions of interest;
- (ii) appointing members from the Board; or
- (iii) by inviting members.

Reappointment of Members of a Committee for a second term Shall be at the discretion of the Board.

3.8 Meeting participation by Committee Members

- (a) Attendance is required through the year by all members at the rate of not less than 50% or an absence of more than 2 consecutive meetings without reasonable apology and approval for a leave of absence from the chair.
- (b) Members who fail to meet the attendance requirement will be required to step down from the Committee.
- (c) If the member fails to meet the active participation requirement they will be asked by the chair to resign from the Committee. If the chair is the member in question, the Board will ask them to resign.
- (d) The chair of DA Committees may give leeway to members participating at less than 50% attendance or absent from more than 2 consecutive meetings if:
 - (i) The member sends apologies prior to meeting and
 - (ii) The member contributes via a verbal or written communication to the chair or staff between meetings.
- (e) A cumulative attendance record is to be kept for all Committee meetings.

4. Dissolution

The Board shall dissolve any Committee if the Committee's functions are no longer relevant or not fulfilling the stated terms of reference of the Committee.

5. Committee Functions

- (a) Strategies for achieving functions shall be determined by a Committee.
- (b) A Committee or individual members shall not act as spokespersons for DA without the authority of the President, and shall not make commitments on behalf of DA.
- (c) Each Committee member shall maintain appropriate levels of confidentiality.
- (d) Committee members shall make a general declaration of potential or actual conflict of interest on appointment. Committee members shall identify any conflicts of interest related to specific agenda items to be noted in the minutes. Where a substantial conflict of interest is identified around an item of business, the member may be required to absent themselves from the meeting.

- (e) The review process for a Committee is determined by the Board. It will include: assessment of outcomes from functions, the performance of the Chairperson and members; and the strategic impact or relevance of the Committees.

5.2 Administrative Functions

- (a) Notification of Meetings

Each member is entitled to notification of meetings either in writing, or by telephone, or by other means of communication (including electronic).

- (b) Agenda

The agenda for a Committee meeting shall be prepared by the national office staff assigned to the committee and approved by the Chairperson.

- (c) Minutes

Minutes of each meeting shall be maintained by the national office staff.

Minutes shall be circulated to each member of the Committee.

6. Finance

- (a) Support funding for routine operations of all Committees shall be established by the Board and managed by National office.
- (b) Application by a Committee for any project funding shall be forwarded to the Board. A Committee shall prepare a budget indicating how funds allocated to it shall be managed.
- (c) Any income or surpluses are those of DA and shall not be identified as funding for a specific purpose.
- (d) All accounts for payment or requests for reimbursement shall be accompanied by the relevant documentation.
- (e) Members of a Committee may be eligible for sitting fees as determined by the Board on an annual basis.

7. Correspondence

- (a) The Chairperson of a Committee may sign correspondence:
 - (i) if the issue is one for which the Committee has been given authority by the Board; and
 - (ii) the issue is specialised and falls only within the brief of the Committee; and
 - (iii) the issue does not create new policy unless that policy has been accepted and minuted by the Board.
- (b) Committees shall comply with the Policy *DA Committee Chairpersons Signing Correspondence*.
- (c) DA letterhead shall be used for all correspondence.
- (d) Copies of all correspondence, either in writing, telephone or other means of communication (including video, email, electronic) shall be sent to the Director Responsible.

- (e) Correspondence shall be signed by the Chairperson, on behalf of the Committee. All general correspondence shall be sent via the National Office staff member assigned to the committee for record keeping.
- (f) External correspondence, including letters or submissions to government agencies, outside organisations or individuals, outside the abovementioned criteria shall be referred in draft form to the National Office for formatting, checking and style editing.
- (g) Unless specific authority has been delegated by the Board, correspondence shall not give guarantees on behalf of DA; and shall not enter into commitments on behalf of DA.

8. Implementation of Recommendations

8.1 Board Approval

All recommendations shall have approval in writing from the Board before implementation.

8.2 Preparation of Submissions and draft DA Position Statements or Policies

All submissions and publications unless otherwise indicated in the terms of reference shall be submitted to the DA staff for editing and approval according to delegated authority.

8.3 Preparation of Publications and other Material

Where the function of a Committee involves publication of material a draft shall be submitted to DA for approval under Delegations of Authority before publication continues.

8.4 Publication and Distribution

Publication and distribution of any material is the responsibility of the National Office.

9. Copyright

9.1 Copyright

- (a) All material produced by a Committee or an individual of a Committee for the purposes of committee business shall remain the property of DA unless otherwise specified by the Board.
- (b) If a committee member chooses to work on committee business in their normal work time and location or their own time that does not change ownership of the material.
- (c) If committee members use the material developed for the committee for other purposes, explicit permission from DA and acknowledgement of the committee is required.
- (d) Any externally developed material used by a committee in preparing a publication shall be appropriately acknowledged and IP ownership of that material is vested in the original author.

9.2 Acknowledgments in Written Publications

The document shall include an acknowledgment listing contributors and references as required.

9.3 Acknowledgments in Forums

When presenting the achievements of a Committee to any forum appropriate acknowledgment of a Committee's members shall be given.