



**Royal Society of New South Wales
Business Operations Committee**

Terms of Reference

1. Introduction

1.1 Background

The Royal Society of NSW (the Society, RSNSW) traces its origins to the Philosophical Society of Australasia, which was established on 27 June 1821. The Society received Royal Assent in 1866 and was incorporated by an Act of the NSW Parliament in 1881.

Today, the Society is an inclusive learned institution that aims to enrich lives through knowledge and inquiry. It encompasses a diverse group of people who are dedicated to ideas that matter and contributing to a just, secure, and sustainable society by:

- Mobilising the multidisciplinary expertise of Society members
- Providing authentic and authoritative information
- Addressing national and global challenges
- Recognising and promoting excellence.

1.2 Organisational Structure

The Council is responsible for delivering the initiatives of the 2021-23 Strategic Plan.

The organisational structure of the Society has been conceived as a collection of programs that is designed and implemented by Council and its Committees. The Committees will undertake the detailed work of the Society, providing reports and advice to Council on the present and future conduct of the programs.

This document sets out the roles and responsibilities of the RSNSW Business Operations Committee, in accordance with the Society's Rules, Values, Strategic Plan, Policies, Programs, and Council Handbook.

2. Role and Responsibilities

The purpose of this Committee is to lead the Society's Operational Program of the Society on behalf of Council. The Operational Program is designed to map the resources of the Society to the achievement of its strategic goals and to ensure that the Society has strong organisational and business foundations.

2.1 Program

The Committee will undertake the following activities:

2.1.1 Finance and Business Systems

- Oversee and monitor the Society's financial position and budget. Address any matters that could impact the effective operation of the Society including:
 - Oversight of the contracts with and performance of the Society's external service providers.
 - The Deductible Gift Recipient (DGR) Status of the Society.
 - The effectiveness, efficiency and sustainability of the Society's operations that ensure business continuity of the Society including membership retention and growth.

2.1.2 Information Technology and Audio-Visual Services

- Ensure that IT, AV and social media technology meet the requirements for high quality delivery of external (events/forum) and internal business support processes (collaboration, communications, committee operations, and document management) by investing in AV/IT:
 - To record face-to-face events and other promotional material.
 - For improved member services and increasing engagement of the membership.
 - For efficient, secure and fit-for purpose business support services.

2.1.3 Paid Workforce and Volunteers

- Provide Human Resource oversight of the Society's employees.
- Develop and implement a volunteer workforce plan, including ways to acknowledge volunteer contributions appropriately, in conjunction with the relevant Committees.

2.1.4 Risk Management

- Oversee and take necessary steps to address organisational risks and develop mitigation strategies

2.2 Policies and Guidelines

The Society has several documents that govern the processes for each Committee:

- Diversity and Inclusion Policy
- Conflict of Interest Policy
- Fundraising Guidelines
- Council Handbook.

These documents will be made available to the Committee by the Secretary of the Society.

3. Committee Composition

3.1 Members

3.1.1 The Council appoints committee members who are members of the Society, but who are not necessarily members of Council. In certain circumstances Council may determine that a representative of a partner organisation should also be a member of a Committee to further the mission of both organisations.

3.1.2 Rule 21 states that the President and the Secretary are *ex officio* members of all committees and have the right but not the obligation to attend Committee meetings.

- 3.1.3 It would be desirable to have cross-representation with the Library and Assets Committee to align knowledge management and IT systems.
- 3.1.4 Council will ensure that the Business Operations Committee membership meets the requirements of the Diversity and Inclusion Policy.
- 3.1.5 Committee members are appointed for a two-year term from the Annual General Meeting by Council resolution at a Council meeting immediately following the Annual General Meeting or earlier should circumstances require it.
- 3.1.6 The Treasurer and Webmaster will be members of the Business Operations Committee.

3.2 Chair

- 3.2.1 The Chair of the Committee will be a member of the Executive Committee appointed by resolution of Council.
- 3.2.2 The Chair has the responsibility for:
 - Making committee membership recommendations to the Executive Committee to endorse and forward to Council for approval
 - Ensuring that the Committee develops and maintains an annual work plan for the Business Operations Program
 - Developing, with assistance from the Committee Secretary, agendas for formal business meetings of the Committee
 - Reporting on the Business Operations Program work plan activities to each Council meeting using the standard reporting template
 - Ensuring effective communication and engagement, as appropriate, with other Council Committees, Office-bearers, key Society appointees, Branches, and relevant partner organisations (including service providers) for the conduct of the business of the committee
 - Ensuring that Business Operations Committee activities comply with Policies and Council Handbook requirements.

3.3 Secretary

- 3.3.1 The Committee will appoint a Committee Secretary from within its membership, other than the Committee Chair.
- 3.3.2 The Secretary has the responsibility for:
 - Working with the Chair to develop the meeting agenda and preparing it with the standard agenda template
 - Circulating draft minutes including actions of any meeting to all Committee members within one week of each meeting, writing meeting minutes using the standard template, and with the Chair's approval, circulating the minutes to Committee members within two weeks of each meeting
 - Tracking subsequent actions from meetings
 - In advance of each Council Meeting, providing the Society Secretary with the Chair-approved report on Business Operations Program activities using the standard Council reporting template
 - Ensuring that the agendas, minutes, actions, and any other relevant material are stored in the Business Operations Committee collaborative space and are accessible to all Committee members

- Liaising with the Society’s Webmaster to ensure that the Committee’s decisions are reflected on the website, as appropriate.

4. Expert Advisors

- 4.1 The Committee may engage suitable advisers who are not necessarily members of the Society to provide the Committee with expert, independent advice, provided that if any expenditure is required it must be authorised by the Executive Committee on behalf of Council.
- 4.2 The Committee is not bound by the independent advice it receives, but it is responsible for advice it provides to Council.

5. Meetings

5.1 Formal Meetings

- 5.1.1 The Committee conducts its business by formal meetings, the dates being determined annually in advance to facilitate reporting to Council meetings.
- 5.1.2 An agenda for each formal meeting, prepared using the standard template, and any relevant supporting documents will be forwarded to each Committee member at least seven (7) days prior to the date of the meeting, unless otherwise agreed by all Committee members.
- 5.1.3 The quorum for Committee meetings shall be the number which exceeds one half of the Committee members provided that at least one of those present is the Committee Chair or Committee Secretary.
- 5.1.4 The Committee Chair has a deliberative and a casting vote.
- 5.1.5 In the Chair’s absence, the Committee shall choose another Committee member to chair the meeting.
- 5.1.6 An additional meeting of the Committee may be called at the written request of two or more Committee members.

5.2 Informal Meetings

- 5.2.1 The Committee may conduct routine business by appropriate means, provided that all Committee members are apprised of the decisions in writing and that a record of those decisions is included in the Business Operations Committee collaborative space and in the Committee’s report to Council.
- 5.2.2 Informal meetings may take place as frequently as required.

6. Key Dates

Date Originated	March 2021 (Council Approval)
Date of last review	N/A
Date of next planned review	Jan 2023 by the Business Operations Committee for submission to Council
Designated Owner	Business Operations Committee Chair