



## **Augusta-Margaret River Tourism Association Committee of Management Role and Responsibilities**

### **1. Composition**

- 1.1. The Committee of Management ("COM") of the Augusta-Margaret River Tourism Association Inc ("Association") is comprised of 9 financial members (each elected at an annual General Meeting of the Association), together with the CEO (Ex-officio).
- 1.2. The Chairperson and the Vice Chairperson shall be elected from the appointed members of the COM.

### **2. Term**

- 2.1. COM members serve for a two year term (unless taking a vacant position terminated early by an outgoing COM member) and may be re-elected, with no limit on the number of times they can be elected.

### **3. Remuneration**

- 3.1. The position of a member of the COM is unpaid. With prior approval certain expenses will be reimbursed.

### **4. Meetings**

- 4.1. The COM shall meet regularly for conducting the business of the Association ( at least once monthly, with additional meetings as required).
- 4.2. A quorum of five members is required before a COM meeting can commence.

### **5. Overall Role**

- 5.1. The COM's role, acting on behalf of its members, is to govern the Association, so that it achieves its mission, strategic goals and objectives while at all times remaining within the law and its own constitution, governance rules and policies.
- 5.2. To facilitate the development of its overall responsibilities the COM will develop and monitor a governing framework containing policies in each of the following areas:
  - 5.2.1. Strategic direction and monitoring results
  - 5.2.2. COM governing principles and practices

5.2.3. Delegation of authorities to the CEO together with any limitations that may be imposed on this delegation

5.3. The COM will delegate responsibility to the CEO for carrying out its policies and achieving and monitoring its strategic results.

## **6. Duties of the Committee of Management Members**

6.1. COM members share a common law and statutory duties. These include:

6.1.1. A duty to act in good faith in the best interests of the Association

6.1.2. A duty to act with care and due diligence

6.1.3. A duty to avoid conflict of interest in the position of COM and/or any other interest that the COM may have

6.1.4. A range of duties which prohibit the misuse of information obtained as a COM member

6.2. The COM will formally report to its Members at least once a year providing them with a set of audited accounts from the immediate past year, a report on activity, a report on strategic achievements and a governance statement setting out the COM's membership and COM's achievements during the reported year.

## **7. Committee of Management Focus**

7.1. The COM's focus is the achievement of its strategic and financial goals rather than operational administration. COM results/goals to be achieved, together with the COM policies, enable such focus.

## **8. Code of Conduct**

8.1. Members of the COM will adhere to the COM Code of Conduct.

## **9. Relationship with the CEO**

9.1. The COM's sole connections to the operations of the COM is through the CEO, the COM's sole direct administration employee, all other staff are employed by and are accountable to the CEO. The CEO and COM will jointly establish an instrument/s of delegation that makes clear the COM's performance expectations.

9.2. The COM will establish annual and ongoing performance expectations for the CEO and will regularly monitor achievements against these, culminating in a performance review.

9.3. Whilst the CEO is employed by the COM, aspects of the relationship between the COM and CEO may be delegated to the Chairperson who will always act in accordance with COM policy.

9.4. The COM will ensure there is a CEO succession plan in place and that in the CEO's absence there is a clear line of authority reporting to the COM.

## **10. Strategic Direction**

10.1. The COM is responsible for providing strategic leadership to the Association and will determine strategic direction by developing the strategic policies after taking into consideration the benefits, costs and implications of/to its Members, other stakeholders and the environment.

10.2. The COM will regularly monitor results of its policies.

10.3. All operational planning is the responsibility of the CEO.

## **11. Objects of the Association**

11.1. The COM shall instruct the CEO to conduct and review a five year business plan which details the current objectives of the Association which in broad terms achieves the objects of the Association:

11.1.1. To promote the Augusta-Margaret River region as a tourist destination

11.1.2. To provide tourist services and attractions

11.1.3. To protect, preserve and maintain the natural environment of caves and associated land vested in the Association

## **12. Board Responsibilities**

12.1. The COM is responsible for ensuring the Association complies with all statutory requirements, regulations, local government by-laws, its Constitution and Rules, contractual agreements with funding bodies and the COM's own policies.

12.2. The COM will pay special attention to its responsibility to monitor the ongoing financial status of the Association, with regular review of its financial performance.

12.3. The CEO is responsible for the day to day financial management, always acting within the policies established by the COM.

12.4. The COM will from time to time undertake a review of its performance. The basis of this will be the COM's Code of Conduct and the COM's Role and Responsibilities.

## **13. Powers of the Committee of Management (as per Constitution 7<sup>th</sup> November 2001)**

13.1. Subject to the members at General Meetings, these Rules and the Association's Act 1987, the Committee of Management shall have all such powers do all such things as are necessary to carry out the objects of the Association.

- 13.2. The COM may delegate specific powers to persons employed in the service of the Association and may revoke or vary such delegation.
- 13.3. The COM may form sub-committees to which specific powers are delegated.
- 13.4. The COM may cancel the appointment of the sub-committees so formed at any time.
- 13.5. The sub-committee may contain financial members, advisers or employees in addition to members of the Committee of Management in its composition provided that financial members shall always be in the majority and a member of the Committee of Management shall be the Chairperson.
- 13.6. The COM may make bye-laws for the regulation of the conduct of persons at the Association's premises or at a tourist attraction managed or conducted by the Association; including the price of admission, the issuance of free passes, the times and dates of opening the Association premises and attractions. The bye-laws may include the power to refuse entry to or eject from the premises or attractions, any person whose presence or actions may not be conducive in the obtainment of the Associations objects.

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