

Baseball Queensland Inc.

Strategic Planning Committee - Terms of Reference

Date: [TBA]

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Strategic Planning Committee - Terms of Reference

1. AUTHORITY & INTERPRETATION

1.1 Authority

- (a) These terms of reference (**Terms of Reference**) are made with respect to the Baseball Queensland Inc. (**BQ**) Strategic Planning Committee (**Committee**), which is a sub-committee in accordance with clause 3.11 of the BQ Constitution (**Constitution**).
- (b) These Terms of Reference:
 - (i) establish the Committee for the purposes set out in clause 2;
 - (ii) are subject to the Constitution;
 - (iii) are consistent with the Constitution; and
 - (iv) when in force, are binding on all members of the Committee.

1.2 Interpretation

- (a) In these Terms of Reference, the following words have the corresponding meaning:

BQ means Baseball Queensland Inc.

CEO means the chief executive officer of BQ as appointed from time to time.

Member Body refers to the ordinary members of BQ.

Official Position means, in connection with any Member Body, a person who:

- (i) is an employee, or a person who holds an elected or appointed position as a director, officer or equivalent of that Member Body, or a body corporate which is owned or controlled by that Member Body; or
 - (ii) has a direct or indirect material ownership or financial interest in that Member Body.
- (b) The interpretation of this document is solely the province of the BQ board (**Board**).

2. PURPOSE

- (a) The purpose of the Committee is to:
 - (i) Review the BQ Strategic Plan and direction;
 - (ii) engage a broad section of the baseball community for feedback throughout the review; and

- (iii) identify potential organisational strengths, weaknesses, threats and opportunities.
 - (iv) Develop a strategic plan for at least the next three year period.
 - (v) Assist BQ in delivering workshops to advise Clubs and Regions on any potential new strategic plan.
- (b) The purpose of these Terms of Reference is to detail how the Committee is to be established and operate, and in particular to clearly identify roles and responsibilities leading to smooth administration and delivery potential outcomes.
 - (c) If the Committee considers that these Terms of Reference are not sufficiently detailed for the Committee to be able to operate, the Committee is to refer all questions of clarification or amplification to the Board.

3. ROLE

3.1 Role

The role of the Committee is to undertake and perform the following:

- (a) Conduct an extensive review of the current strategic plan; and
- (b) Consider current best practice and the needs of key stakeholders in developing potential recommendations to be made; and
- (c) Consider Baseball Australia's Strategic Plan in the development of the BQ Plan.
- (d) Submit the completed Strategic Plan to the Board of Management for approval.
- (e) Assist BQ with the delivery of workshops to present any potential recommended Strategic plan to the Members.

3.2 Operation

- (a) Having regard to this clause 3, the Committee may:
 - (i) make recommendations;
 - (ii) consult; or
 - (iii) give information or notice, to the Board on all matters specified in this clause 3.
- (b) The Committee does not have independent or separate legal status.
- (c) The Committee must ensure the Program operates in accordance with:
 - (i) all rules and regulations established by:
 - (A) Baseball Australia;
 - (B) BQ;

- (C) these Terms of Reference; and
- (ii) any directions of the Board from time to time.

4. COMPOSITION OF THE COMMITTEE

4.1 Composition

The Committee shall:

- (a) be comprised of at least one representative from each Member Region and will be Chaired by a BQ Director;
- (b) consist of between seven and ten members (each a **Committee Member**), who each:
 - (i) must not hold an Official Position with a Member Region; and
 - (ii) shall be appointed by the Board for such term as is determined appropriate by the Board, subject always to:
 - (A) each Committee Member being appointed for at least 12 months;
 - (B) clause 4.2(c); and
- (c) ensure gender equity will be given due consideration in the appointment of Committee Members, including reasonable endeavours to ensure no one gender constitutes less than one Committee Member; and
- (d) include each BQ director as an ex-officio Committee Member.

4.2 Other requirements

- (a) Subject always to clause 5(e), from time to time the Committee can invite a relevant external expert (with relevant industry expertise as required) to attend and assist the Committee for such period as is required. Such invited external expert shall not be an appointed member of the Committee and shall have no voting rights on the Committee (unless and until they are subsequently or otherwise appointed to the Committee under clause 4.1 to the Committee). Such invited expert is to provide guidance to the Committee in their relevant area of expertise.
- (b) The Committee shall annually appoint one of its number to be the Secretary of the Committee (**Committee Secretary**).
- (c) A Committee Member is entitled to serve a maximum of two (2) years on the Committee (**Maximum Term**). Upon reaching the Maximum Term a Committee Member is not eligible for re-appointment to the Committee for a period of two (2) years (such period commencing from the date of their reaching the Maximum Term).
- (d) Vacancies in Committee positions may be filled by the Board from time to time, subject to clause 4.1.

- (e) The Chair of the Committee will be determined by the Board from time to time. Should the Chair of the Committee be absent from a meeting, the members of that Committee present will appoint a chair for that meeting.
- (f) Only one Committee shall be appointed at any one time.
- (g) If a Committee member is absent for two (2) consecutive meetings without notice or a justifiable reason, the Committee will review their membership.
- (h) The Committee may request that the Board remove a Committee member for failure to attend two (2) consecutive meetings. The Board need not remove any Committee member.

5. AUTHORITIES AND LIMITATIONS

The Committee has the following authorities and limitations:

- (a) The Committee is charged by the Board to act in accordance with its role.
- (b) The Committee is authorised by the Board to investigate and pursue any activity covered by its functions and responsibilities.
- (c) The Committee should make decisions within these Terms of Reference and communicate them to the Board. The Board will consider those decisions and have the absolute discretion to moderate, not act upon, review or ratify the decision having consideration of any relevant circumstances. Relevant circumstances may include but are not limited to budget, resources, political and other projects being undertaken.
- (d) The Committee shall have no executive powers regarding its findings and recommendations, and as above it cannot commit or bind the Board to any action, cost or decision unless the Board, in advance, delegates such authority in writing.
- (e) Positions on the Committee are honorary. The Committee is required to seek approval of the Board prior to incurring any expenses.
- (f) The Committee is not able to speak publicly as to its role or operation except with the prior approval of the Board and is to refer all requests for public comment to the Board.
- (g) The Committee may, at the request of the Board, make recommendations on possible candidates for appointment to the Committee.
- (h) The Committee must, in the exercise of its powers or otherwise, at all times conform to any directions or regulations that may be prescribed by the Board. The Board may recall or revoke this power of delegation.

6. PROCEEDINGS

The proceedings of the Committee shall be as follows:

- (a) Convening a Committee meeting:
 - (i) The Committee Chair, any Committee member or the Committee Secretary may call a meeting of the Committee.

- (ii) The Committee shall meet initially every month. Meetings shall then proceed as often as is required, but the Committee shall meet on at least four occasions in each year.
- (b) The procedures for the Committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under the Constitution. For the avoidance of any doubt, meetings can take place either face to face or by video or teleconference. The location for each meeting is to be confirmed and circulated amongst the Committee.
- (c) The quorum of the Committee is subject to the number being no less than the majority of the total number of Committee Members.
- (d) No business shall be transacted unless a quorum is present within half an hour of the time appointed for the meeting.
- (e) The Committee may act notwithstanding any vacancy.
- (f) The Committee Secretary shall keep minutes of proceedings and decisions of each Committee meeting, together with a record of the names of persons present at all meetings.
- (g) Within seven days of any meeting of the Committee, the Committee shall ensure a copy of the minutes and any supporting documents is sent to the CEO.

7. REPORTING AND COMPLIANCE

7.1 Reporting

- (a) The Board may, from time to time, require a demonstration of the Committee's delivery of each responsibility.
- (b) BQ's staff may be called on to provide expertise with the approval of the CEO.
- (c) Regular reporting to BQ by the Committee will allow BQ to better understand the effectiveness of the collective tasks, offer support to the Committee where needed, and provide informed leadership.
- (d) Complying with mandatory reporting requirements set out by the Board is an expectation for the Committee.

7.2 Compliance

- (a) If the Committee fails to comply with these Terms of Reference, the Board may undertake such action as it deems appropriate.
- (b) BQ will endeavour to avoid action being taken through working closely with the Committee to the best of its abilities.

8. REVIEW

- (a) The Board shall review the activities of the Committee on a monthly basis.
- (b) The Committee shall provide to the Board a report of its activities for the preceding month by way of review.

