

[Introduction / Background

The Victorian Pride Centre Board has had a committee to deal with communications, marketing and external affairs since its inception. In 2021 the “Communications Committee” became the “Communications and Engagement Committee”

That change elevated the focus from solely one of communications to a more explicit look at stakeholders as well as communications. With an elevated staff team with a leader focused on communications and fundraising the time has now come to take a further step change.

It is proposed to create a more strategically focused subcommittee, with a clear remit for external relationships and fundraising and delete the focus on communications.]

Terms of Reference

Fundraising and Engagement Committee

(to replace the current Communications and Engagement Committee)

Purpose

The purpose of the Committee is to facilitate the provision of external advice and expertise to the VPC’s staff and Board on matters of external relations and fundraising.

With financial sustainability essential to ensuring the VPC fulfills its purpose, this new Committee will help management, and the Board, by providing additional capability (through its expertise as well as its networks), as well as capacity (the ability for more people to be applied to the many priorities of the organisation).

The VPC’s brand and relationships are fundamental to achieving its purpose. Yet without sustainable funding its purpose is also imperilled.

The Fundraising and Engagement Committee is named for the two important things it will focus on:

- **Advising the VPC on external relations** This includes its stakeholder relationships including Government, the LGBTIQ+ community, patrons, corporate and other partners, sponsors, donors, (excluding resident organisations and stakeholders engaged on other committees)
- **Advising the VPC on matters of fundraising** including the full suite of corporate and other partners, donor relations, bequests, and grants.

The role of the Committee is to provide expert advice and assurance as well as undertaking some strategic work to support the work of the Marketing, Communications and Fundraising Manager, the CEO and Board (to be clear its work program will be approved by the Manager and CEO, it will not have the ability to set its own agenda).

Scope

External and stakeholder relations, corporate and other fundraising, donations, bequests

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CEO and Board (to be clear its work program will be approved by the Manager and CEO, it will not have the ability to set its own agenda).

Role

The role of the Committee is to provide strategic advice and assurance in line with its scope, including:

- Support the VPC to achieve its strategic objectives and the Marketing, Communications and Fundraising Manager
- Advise the VPC on new approaches and best practice in the area of external affairs and fundraising
- Connect the VPC to additional networks and opportunities, adding practical support to the role of securing additional funding
- Provide assurance to the Board through its deliberations on the VPC's key strategic priorities as they relate to external affairs and fundraising

It is constituted as a subcommittee of the Board providing advice to management and the Board.

Responsibilities

Specifically, it will provide strategic advice to the CEO and Board on:

- all aspects of VPC's external relations including brand, communications and community connections, marketing, sponsorships, community and stakeholder relations as well as its Government Relations,
- (Develop with the Marketing, Communications and Fundraising Manager) a comprehensive financial sustainability strategy
- (Develop with the Marketing, Communications and Fundraising Manager) a comprehensive Government Relations strategy that:
 - builds on the solid relationship with the Victorian Government and City of Port Phillip
 - develops the relationships it has with the Federal Government,
 - maintains and grows the relationships with State and federal opposition and minor parties.
- Provide a network for mentoring and support to the Marketing, Communications and Fundraising Manager as part of their development.

For clarity, this subcommittee is not responsible for the organisation's relationships with the centre's resident organisations (except for any joint communications/ events activity and only then in that capacity).

Membership

[It is proposed to recruit anew for this committee. Membership of the Committee should be advertised but recruitment is by invitation. Members will be appointed on the basis of their skills and experience, not as representatives of organisations or bodies. Participation on the Committee is as a volunteer. The Committee may co-opt volunteer assistance in its work.]

Chaired by a Board Member (David Imber) with at least one other member of the VPC Board to be a member.

There are to be at least 4 external members.

At least 1 of the members is to have skills in corporate affairs and/ or stakeholder relations in a corporate or Not for Profit setting.

At least 2 of the members are to have skills and expertise in one or more of the following areas: fundraising, donor relations, philanthropy, corporate social responsibility.

The CEO and Board Chair are to receive standing invitations and be ex officio members of the Committee.

Members are appointed by the Committee following an expressions of interest process. Direct appointments may take place if the expressions of interest process do not yield sufficient members, or members with the requisite mix of skills

Chairing Arrangements

The Committee is to be chaired by David Imber, with the other VPC Board Member to be the alternate Chair.

Secretariat

To be provided by the Partnerships and Donor Engagement Coordinator

Meetings

The FEC will meet at least four times per year. The agenda and supporting papers will be delivered to the members of the FEC by the Secretary (or his or her delegate) at least one week in advance of each meeting.

Meetings may be called or held using any technology consented to by the members of the FEC. The consent may be a standing one.

A quorum will be three REC members (two board Directors and one external person).

If a quorum is not met, meetings will proceed with minutes circulated to non-attending members for input before minutes and recommendations are circulated to Board. Non-attending members will be given seven days to provide input.

In the absence of the FEC Chair, the FEC members must elect another member to act as chairperson of that meeting.

There is no provision for proxies should a member of the FEC be unable to attend a meeting.

The FEC may invite other people including employees of VPC or external advisors to attend all or part of its meetings (as observers), as it deems necessary or appropriate.

All Directors may be in attendance at any FEC meeting (however prior notice or papers need not be given non-member Directors).

Decisions of the FEC may be made at any duly called and constituted meeting or by circular resolution.

Decisions will be made by consensus or, where consensus cannot be reached, by 50% plus 1 of the FEC members who are entitled to vote on the resolution.

In case of an equality of votes at a meeting, the FEC Chair will have a casting vote in addition to any vote the FEC Chair has in their capacity as a FEC member (with appropriate reporting of the matter that was the subject of that vote to the Board).

Minutes of the meeting will be recorded and endorsed by the FEC Chair and stored by the

Committee Secretary on Sharepoint.

The Minutes must be made available to any non-member Director upon request.

Reporting

The minutes of each meeting are provided to the next VPC Board meeting for noting.

The Marketing, Communications and Fundraising Manager is responsible for overseeing the Secretariat services, reporting to the Board and implementation of recommendations from the committee.

Authority/Limitations

The Committee's role is to advise the VPC and undertake delegated tasks to it by the Board or by management.

There's no standing delegation or budget for the committee.

Assessment of Performance

In order to ensure that the FEC is fulfilling its duties, the FEC Chair will obtain feedback from the Board on the FEC's performance on an annual basis and implement any agreed actions.

Confidentiality

All members, Directors and other attendees at FEC meetings are required to keep all information presented (whether written or oral) or discussed at FEC meetings confidential and only use or disclose that information in proper discharge of their duties to VPC.

Obligations of the members

Good faith and diligence.

Review of Terms

Any modifications to or replacement of these Terms of Reference must be approved by the Board.

These Terms of Reference will be reviewed biennially or as otherwise required to ensure the purpose and objects of the FEC are being met.

Conflict of Interest

Subcommittee members will be required to disclose any conflict of interest related to their participation in the group or on any particular matter as it arises.

Reimbursement of Expenses

The VPC will reimburse expenses incurred by committee members on behalf of the VPC or in the course of business so long as such expenses are reasonable and previously authorised in accordance with the VPC Expenses Policy. Members incurring authorised expenditure must retain and produce receipts or other evidence of such expenditure.

[Membership of the current Committee]

The current Communications and Engagement Committee has a total of 7 members, with a quorum of 4.

Members of the C&EC are currently:

David Imber (Chair)

Jess Ball (appointed in 2021)

Martin Commons (appointed in 2021)

David Micallef (appointed in 2018 or 2019)

Ms Rowena Doo (appointed in 2018)

Tony Lee (appointed in 2018)