

# Marketing Committee Charter

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The Marketing Committee assists the Board in exercising due care and diligence in discharging its oversight duties in relation to marketing matters.

The Board of Directors of the NTMEC has established the Marketing Committee (the Committee) to assist and fulfil its responsibilities to develop, deliver and promote world class events in the Northern Territory for the local community and visitors, which will create improved event experiences and outcomes as well as strengthen the visitor economy for the benefit of all Territorians. This charter sets out the role and responsibilities of the Committee.

## Role

The primary role of the Committee is to assist the Board in exercising due care and diligence in discharging its oversight duties in relation to marketing matters.

## Authority and Legislative Framework

The Board has authorised the Committee, within the scope of its roles and responsibilities, to:

- Obtain any information it requires from any employee and external party (subject to their legal obligation to disclose information)
- Discuss any matters with external parties (subject to confidentiality considerations)
- Request the attendance of any employee, including Directors, at Committee meetings where appropriate
- Obtain external legal or other professional advice, as considered necessary, subject to appropriate delegations.

In addition to fulfilling its responsibilities, the Committee must ensure compliance with obligations placed upon it by other legislation including, but not limited to legislative references included in the Table 1 - Corporate References at the start of this manual.

In carrying out its responsibilities, the Committee must recognise that primary responsibility for the management of NTMEC rests with the CEO.

## Responsibilities

### General

Specific responsibilities of the Committee include:

- To facilitate two-way communication regarding marketing activities between the Board and the CEO and employees of the company
- To provide advice to the Board on potential future marketing developments and impacts on budgets and performance
- To provide advice on marketing issues considering upcoming opportunities or threats pertinent to NTMEC events.

Responsibility for determining the strategic marketing direction of NTMEC remains vested in the Board of Directors.

## Chairperson of the Committee

In addition to the above, the Chairperson is responsible for:

- Leading and directing the activities of the Committee
- Setting the Committee agenda
- Conducting Committee meetings and other business
- Ensuring the efficient and effective operation of the Committee
- Liaising with and reporting to the Chairperson of the Board
- Inducting and supporting Committee members
- Working with the CEO to oversee the marketing functions of the organisation.

## Chief Executive Officer

The CEO is the primary link between the Committee and the organisation and is responsible for:

- Managing the day-to-day marketing operations of NTMEC
- Implementing the strategic marketing direction set by the Board of Directors
- Presenting marketing and campaign information to the Committee.

## Committee Secretary

The Committee Secretary provides administrative support to the Committee and is relied upon to follow correct procedures and to advise the Committee on accountability standards and legislative requirements. The Committee Secretary will be responsible for:

- Preparing the agenda in consultation with the Chairperson
- Compiling supporting documentation and distributing meeting papers to Committee members at least five days prior to each meeting
- Recording minutes of meetings of the Committee and retaining appropriate records of the Committee's activities
- Arranging for staff members of NTMEC, advisors or observers to attend a meeting of the Committee
- Keeping abreast of, and informing Committee members, of any changes to legislative requirements or governance expectations.

## Appointment of Committee Members

The Committee will be comprised of at least two and not more than five members drawn from the Board. The Chairperson of the Board should not be a member of the Committee. The CEO shall not be a member of the Committee but must attend meetings as an observer. At least one member of the Committee should have substantial marketing experience. The Board will elect a Chairperson by majority vote.

Appointment will be for an initial period not exceeding two years, after which members will be eligible for extension or re-appointment after a board majority decision vote is undertaken.

## Reporting

The Committee shall regularly, but at least once annually, report to the Board on its operation and activities during the year, including:

- A summary of the work performed by the Committee to fully discharge its responsibilities during the year
- Details of meetings, including the number of meetings held during the relevant period, and the number of meetings attended by each member
- Other matters deemed of sufficient importance.

A copy of the approved minutes for each Committee meeting is to be made available to all Directors. A copy of the papers is to be made available to Directors upon request.

## Meetings

The Committee will meet at least two times per year. The Chairperson is required to call a meeting if requested to do so by the Board or another Committee member.

A forward meeting plan, including meeting dates and agenda items will be agreed by the Committee each year.

### Attendance at Meetings and Quorums

A quorum shall consist of a majority (i.e. more than half) of Committee members or a minimum of two.

The Committee may request NTMEC employees to attend Committee meetings to participate in specific discussions or provide strategic briefings.

Minutes will be prepared by the Committee Secretary and must be approved by the Chairperson before being circulated promptly to each member, and to Committee observers where appropriate.

### Conflicts of Interest

On an annual basis, Committee members will provide to the Board written declarations that they do not have any conflicts of interest which would preclude them from being members of the Committee.

If a Committee member has a personal interest in a matter being considered by the Marketing Committee, they must disclose it. Disclosure of personal interests must be recorded in the minutes of the meeting.

At each meeting the chairperson will request a declaration of conflicts of interest from all members and observers present. Where observers at Committee meetings are deemed to have a real or perceived conflict of interest, they will be asked by the Chairperson to leave the meeting.

### Induction

New Committee members will receive relevant information and briefings on their appointment to assist them in meeting their responsibilities.

## Evaluating Committee Performance

A biennial review of the Committee's performance will be assessed as part of NTMECs overall board evaluation. The review will be conducted on a self-assessment basis, unless otherwise determined by the Board. As determined by the Board, input may be sought from the Board, the CEO and/or any other relevant stakeholders.

## Publication and Review of Charter

This Marketing Committee Charter is available on NTMEC's website at <https://www.ntmajorevents.com.au>

The Committee will review this Charter annually to ensure it remains consistent with its objectives and responsibilities. Any substantive changes to this Charter will be put to the Board for approval.