

Terms of Reference

These Terms of Reference outline the objectives, powers, and responsibilities of the Lord Howe Island Board Committee. They define the roles of key participants, meeting procedures, membership requirements, and other relevant governance arrangements to support the Committee's effective operation.

Establishment

The Lord Howe Island Board Committee was established by resolution of the Lord Howe Island Board with effect from 27 August 2025.

Purpose and functions of the Committee

The Committee has been established to strengthen the governance arrangements of the Lord Howe Island Board and enhance the efficiency and effectiveness of its decision-making processes.

The Committee is intended to streamline the Board's consideration of business-as-usual matters and provide targeted, strategic and policy advice on key issues referred to the Committee by the Board or the Chair from time-to-time.

In consultation with the Lord Howe Island administration, the Committee may:

- Review and filter routine administrative matters, providing recommendations to the Board to support efficient decision-making
- Initiate new matters for the Board's consideration, where the Committee considers appropriate.

Structure

Compliance obligations of the committee

As a committee of the Lord Howe Island Board, the Committee must comply with all obligations of the Board under the Act.

Compliance obligations for individual members of the Committee are outlined in the Board's Code of Conduct.

Accountability

The Committee operates under the direction and authority of the Lord Howe Island Board.

All recommendations and decisions of the Committee will be reported to the Board through the Chair in writing, accompanied by formal recommendations.

Membership

Position criteria

The Committee will be comprised of the 4 Lord Howe Island Board elected members appointed under S4(3)(a) of the act.

The Deputy Chair of the Lord Howe Island Board will be appointed as Chair of the Committee provided they are an elected member of the board. If the Deputy Chair is not an elected member, the Chair of the Lord Howe Island Board will appoint one of the four elected members to serve as Committee Chair.

Term of Appointment

A Committee member holds office for the duration of their membership on the Lord Howe Island Board.

Alternate members

The Committee does not allow for the use of alternate members.

Roles and responsibilities

Lord Howe Island Board

The Lord Howe Island Board:

- will ensure that the Committee has the appropriate resources to enable it to undertake its functions.

Secretariat and other support

The Lord Howe Island administration will provide secretariat and management support to the Committee, including, where requested by the Committee:

- Organising meetings—preparing agendas, distributing papers, taking minutes, and tracking follow-up actions
- Maintaining registers for conflicts of interest, duties, gifts, benefits, and hospitality
- Assisting the Committee in carrying out its responsibilities
- Administering procedures related to Committee activities.

Chief Executive Officer

The Chief Executive Officer will attend meetings of the Committee as standard procedure, except when the Committee is meeting in closed session.

Chair

The Chair of the Committee is responsible for:

- Leading the Committee and ensuring it operates effectively
- Making sure the Committee fulfils its responsibilities
- Setting meeting agendas with support from the Secretariat
- Calling extra meetings when needed or requested by the Chair or the Board
- Running meetings in line with standard procedures and these Terms of Reference
- Encouraging open and timely discussion of agenda items
- Ensuring all members can actively participate and contribute
- Representing the Committee's views—whether unanimous, majority, or differing opinions
- Supporting clear communication between members and stakeholders
- Managing declarations of conflicts of interest, duties, gifts, benefits, and hospitality

Members

Members are responsible for:

- supporting the Committee to perform its functions
- acting in the interest of the proper and effective functioning of the Committee
- attending meetings and participating in discussions
- informing the Chair as soon as possible if they are unable to attend a meeting
- providing written and verbal input as appropriate
- managing and reporting conflict of interests and duties and gift, benefits and hospitality declarations
- representing the range of views of the community.

Meeting procedures

Generally

The meeting procedures in Schedule 1A Part 3 of the Act will apply to the Committee in the same way as they apply to the Board, except that the presiding member of the Committee is the Deputy Chair of the Board, if an elected member, or otherwise an elected member appointed by the Board Chair.

The Board's Code of Conduct applies equally to Committee members.

The Board's policy and practice applicable to respecting confidentiality apply equally to the conduct of Committee meetings.

Agendas and Minutes

Members may submit agenda items to the Chair for inclusion on the agenda.

Business papers will be circulated to members as soon as practicable prior to a meeting.

The minutes of the meeting will be distributed to members after review by the Vice-Chair within 10 working days of each meeting.

The minutes of the previous meeting will be tabled at the next Committee meeting for approval.

Meeting frequency and location

The Committee will meet as often as needed to carry out its responsibilities effectively and as a general rule monthly.

Attendees/ observers

The Committee may grant permission for non-member attendees to be present as required in order to conduct its business effectively.

Quorum

In line with Section 52 of the *Interpretations Act 1987*, decisions made by the Committee remain valid even if there are vacancies in the membership.

A quorum is achieved with a majority of members appointed at the time.

Decision making

Decisions will, wherever possible, be reached through consensus of members present at a quorate meeting.

If a consensus cannot be reached, a decision supported by a majority of the Committee members at a meeting is a decision of the committee.

Information access and proactive release of information

Boards and committees are encouraged to proactively release decisions of their meetings in accordance with the NSW Government's Open Government policy unless there is an overriding public interest against disclosure.

Release of committee decisions and minutes is a decision for the Lord Howe Island Board.

Committee recommendations will be recorded in Board papers and minutes.

Because the NSW Public Sector provides secretariat support and holds board or committee's documents, those documents are subject to an information access application under the Government Information (Public Access) Act 2009 (GIPA Act). If there is an information access application relating to your board or committee, the relevant department's GIPA team will liaise with the secretariat about the appropriate response.

The relevant department is the decision maker in relation to GIPA applications made to it for documents it holds even though those documents relate to the work of the board or committee.

If information is required to be produced under subpoena, standing order 52 or other legal order, the relevant department will also assist with that process.

Conduct of members

Members of the committee are bound by the Lord Howe Island Board Code of Conduct.

Communication with third parties

Confidentiality of Committee business must be maintained in any communication with third parties.

Remuneration and Allowances

Remuneration

Members are not entitled to additional remuneration for their participation or membership of the Committee.

Agreement

These Terms of Reference were endorsed by the Committee members as at 27 August 2025 and will remain in effect until amended, replaced, or revoked by the Board.

Chair:

Signature:



Date: