

STATE MEMBERS' ADVISORY COMMITTEE TERMS OF REFERENCE



Endorsed by Board: 14 December 2021	Review Date: December 2023
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1. PREAMBLE

Leading Age Services Australia Limited (**LASA**) and its Controlled Entities is governed by a Board of Directors (**Board**).

LASA understands and values the importance of industry representation and leadership and that our Members, as service providers, are deeply influenced by the way in which the industry is governed, funded, and regulated. It is critical that LASA is well positioned and supported to represent the industry with credibility and authority on behalf of our Members.

The Board and Executive (CEO and General Managers) are assisted in this endeavour by a number of inputs including state level Members' Advisory Committees (**State MACs**).

The State MACs act as a structured mechanism for Member feedback to the Board and Executive on issues of strategic importance.

2. OBJECTIVES

The prime objectives of the State MACs are to:

- Provide a conduit to the Board on issues of strategic importance to Members (including issues emerging) in relation to policy, advocacy and sector reform matters which affect the industry nationally and locally;
- Provide feedback on issues of significance referred to the State MACs by the Board such as policy development;
- Provide to the State Managers and Executive information on operational challenges and performance and areas of potential opportunity which would be of benefit to Members; and
- Act as a point of reference to ensure that LASA's key activities (Member Relations & Innovation, Policy, Advocacy & Advisory and Corporate & Business Services) are reflective of, and responsive to, the needs of Members.

3. STATE MAC MEMBERSHIP

The State MAC membership will consist of:

- A minimum of 5 members and up to 11 members representing the span of Membership interests in the State; and
- The LASA Elected state-based Director.

Individuals who are executives of current LASA Member organisations only may nominate and participate as a State MAC member. If the nominee is not the CEO or 'CEO equivalent' of the Member, the nomination must include the endorsement of the CEO/CEO equivalent.

If a State MAC member resigns, the State MAC may seek a nomination for this vacancy. Membership of the State MAC sits with the individual not with their employer organisation. Should the organisation cease to be a LASA Member, the position of the individual on the State MAC will also cease.

Each State MAC may have only one member from the same LASA Member organisation.

A Chair and Deputy Chair will be appointed annually by the State MAC from its members at the first meeting of each financial year. To assist with communications from the State MAC to the Board and assure a degree of independence that is required, the Elected state-based Director will not be the State MAC Chair.

Ideally membership make up will be reflective of the Member composition in the relevant state. Information on local Membership will be provided to the State MAC by the State Manager. This information will include the numbers of Members, operation type (private, not-for-profit, government), location (regional, metro, rural), and service(s) delivered so that consideration can be made by the State MAC when considering its composition to ensure that it is reflective of membership and diversity in the State.

State MAC members will be appointed by the State MAC, with the nominations and appointments process to observe the nationally agreed guidelines and the following requirements:

- Appointments are for a three (3) year term (Term) commencing on the date of appointment. A member may be appointed to serve a Term whenever a vacancy arises but the Term will expire on 30 June of the 3rd year following their appointment. For example, if a member is appointed on 2 January 2022 their Term will not expire until 30 June 2025.
- If a new member is appointed to commence their Term following another member retiring at 30 June, that new member's Term will be also deemed to have commenced on 30 June.
- State MAC members may renominate for two further Terms. If a member has served three (3) consecutive Terms, they may be eligible for reappointment for a further Term by the continuing MAC members if there are no nominees for the vacancy at that time.
- The nomination process will seek experience and expertise aligned with the objectives of LASA.
- A Call for Nominations for vacant State MAC positions will be published in LASA's e-communications, including a copy of the Terms of Reference (**ToR**), with a prescribed nomination form to be completed by nominees. Should a State MAC be seeking particular skills, expertise or representation from a particular sector, this may be included in the Call for Nominations.
- In its appointment decisions, the State MAC will consider, amongst other matters it deems relevant, the representativeness of the proposed appointees with the membership in its jurisdiction, along with the remainder of the Committee members.
- Each State MAC, with the support of the State Manager (or delegate), will manage the nomination and appointment process in accordance with the nationally agreed guidelines.
- State MAC appointments and officeholder appointments (i.e. Chair and Deputy Chair) will be made by the State MAC at a quorate meeting only.

All members of the State MAC shall have one vote in State MAC decisions regarding MAC member and office-holder appointments.

The relevant LASA State Manager (or their delegate) will provide secretariat services to the State MAC.

4. ATTENDANCE

The LASA State Manager (or delegate) will attend each State MAC meeting. The Chair may invite others to be in attendance as required and not necessarily for the full duration of the meeting. Other internal and external attendees may be invited to attend as required by the State MAC.

Members will make all reasonable attempts to attend meetings or to give their apologies in advance. Should a member find regular attendance difficult, the Chair and member will discuss the appropriateness of continued participation.

A State MAC member may, with the consent of the Chair, send a proxy to attend a State MAC meeting in their place if they are unable to attend a State MAC meeting. A proxy has the same entitlements as a member.

5. MEETINGS

5.1. State MAC meetings

Each State MAC shall meet formally up to six (6) times per year and the schedule of meetings will be agreed in advance, ensuring each meeting is conducted prior to the National Meeting of State MACs. Additional meetings may also be convened as required or as requested by the Chair. The timing of meetings will be agreed with members and reviewed annually to ensure that attendance can be maximised.

A quorum will be five members of the State MAC. If a quorum is not present, the meeting may continue, but no appointment decisions can be made. Additionally, for any matters referred to the Board or Executive following the meeting, it will be noted that the meeting was inquorate.

State MAC meetings are to be conducted in a format agreed by the members. Members are not reimbursed for any personal expenses incurred because of their attendance at the meeting.

In the absence of the Chair, the Deputy Chair shall chair the meeting. In the absence of both the Chair and Deputy Chair, the members can elect a member as Chair for that meeting.

The State Manager will prepare the meeting agenda in collaboration with the State MAC Chair. The agenda and any supporting papers should be dispatched one week in advance of each meeting by the State Manager (or delegate). The supporting papers for any agenda item are to be relevant, clear, complete and concise.

A written record of all meetings shall be kept and confirmed. The State Manager (or their delegate) will draft the notes of each meeting. The notes are not a verbatim recording of the meeting, but should accurately record the issues discussed and any matters to be referred to the LASA Board and/or Executive. The meeting notes are to be circulated to State MAC members within one week of the meeting. The meeting notes are not provided to the Board.

The State Manager will provide to the LASA CEO (with a copy to the Board Secretary, General Manager Member Relations & Innovation and General Manager Policy, Advocacy & Advisory) a succinct high level summary of the meeting on the prescribed template, including items for referral to the LASA Board and/or Executive for consideration. This report will be referenced within LASA's Board papers for reporting and discussion as a standing agenda item at each meeting of the LASA Board.

The Elected Director from each state may give a verbal report on the outcomes of the relevant State MAC meeting during discussion at each Board meeting.

A Board report to State MACs will be issued (via the CEO's office) within three weeks of the LASA Board meeting.

5.2. *National Meetings of LASA State MACs*

National Meetings of LASA State MACs (**National Meetings**) are programmed to take place via Zoom video-conference on or near the date of the local State MAC meetings. Each member of a State MAC is eligible to attend a National Meeting.

A National Meeting will include (but not be limited to) presentations by the LASA CEO, General Manager Policy, Advocacy & Advisory and other key staff on matters of importance, including matters raised by State MAC members.

Summary notes of this meeting are provided to all State MAC members following each meeting.

6. RELATIONSHIPS

The primary purpose of State MACs is to consider strategic issues that they believe warrant LASA Board and Executive visibility and/or consideration thereof.

The State MAC will work with the LASA Board and Executive to ensure a stronger and more influential voice on issues and initiatives of importance to our Members and will act as a conduit for review of issues of strategic and operational importance from and to Members and the Board.

The State MAC will work with LASA Executives to ensure that LASA's operations are meeting the needs of its Members efficiently and effectively. The State MAC will also provide a platform for ideas and initiatives under consideration and will assist in evaluating LASA's performance in delivering on key commitments to Members.

The relationship between State MACs and LASA is represented in [Appendix 1](#). State MACs provide reports to the Board but are not part of the formal reporting structure of the Board. They act as an advisory structure to the Board, and more generally, to the organisation by representing the views of Members in a jurisdiction.

7. AMENDMENTS TO THE TERMS OF REFERENCE

The State MAC will review this ToR every two years or at any other time as determined by the LASA Board. Any amendments to the ToR must be endorsed by the LASA Board.

8. CONFIDENTIAL INFORMATION

Members may participate in Departmental Committees or Working Groups that require non-disclosure agreements to be signed as a condition of participation. State MAC members will respect the obligations of their colleagues who enter into such agreements.

LASA ORGANISATIONAL STRUCTURE

