

KNAC AGREEMENT REVIEW COMMITTEE (KNAC ARC) TERMS OF REFERENCE

Document Version Control

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Change History

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1	KNAC Board of Directors	25 February 2025

1. KNAC Agreement Review Committee Purpose

The purpose of the KNAC Agreement Review Committee (**KNAC ARC**) is to provide an additional forum for KNAC Directors and KNAC Members to consider the terms of identified agreements and workshop and how the agreements can be changed to improve outcomes for the Community; to protect and manage Country; and to maximise Commercial terms for the benefit of the Nyiyaparli People.

2. KNAC Agreement Review Committee Function

- a) The functions of the KNAC ARC shall include:
 - i. attending ARC meetings;
 - ii. making recommendations and providing guidance to the KNAC Board on proposed changes to identified agreements.
- b) The KNAC ARC does not make decisions or agreements with external stakeholders about changing terms of the agreements – that is the role of the KNAC Board.
- c) Recommendations must be decided by Consensus, but where a Consensus decision cannot be reached a recommendation may be decided by a majority of votes cast.

3. KNAC Agreement Review Committee Composition & Eligibility Requirements

- (a) The KNAC ARC will be comprised of up to 4 KNAC Member Directors and up to 5 KNAC Members (who are not Directors and who have been KNAC Members for at least 3 years at the time of appointment) appointed by the KNAC Board.
- (b) KNAC ARC Members must sign and return a KNAC Code of Conduct declaration prior to appointment, in particular, the KNAC ARC Members must abide by the Meeting Guide (Annexure B of the Code of Conduct).
- (c) A person ceases to be a member of the KNAC ARC if:

- i. the person passes away;
 - ii. the person resigns from the KNAC ARC by notice in writing to the KNAC Board;
 - iii. the person is removed by resolution of the KNAC Board on the grounds that the person has failed to attend three (3) consecutive meetings of the KNAC ARC without reasonable excuse (in the opinion of the KNAC Board acting reasonably);
 - iv. the person is removed by resolution of the KNAC Board on the grounds that the person is deemed to have breached the KNAC Code of Conduct by resolution of the KNAC Board;
 - v. the person is removed by resolution of the KNAC Board on the grounds that the KNAC Board considers, acting reasonably, that the person is unable to fulfill their duties as a committee member (to avoid doubt, the person may be re-appointed in the future by resolution of the KNAC Board);
 - vi. the person is removed by resolution of the KNAC Board on the grounds that the person has not physically attended over 50% of eligible meetings in a 6-month period without reasonable excuse (as determined by the KNAC Board acting reasonably).
- d) If any member of the KNAC ARC is removed in accordance with 3(c)(iii) or 3(c)(iv), the KNAC Board may appoint a replacement member by resolution (such replacement member must meet the composition and eligibility requirements).
 - e) If any member of the KNAC ARC is removed in accordance with 3(c)(iii) or 3(c)(iv), they will be ineligible to be re-appointed for during remainder of their previous term and for a further term of 2 years.
 - f) If any person ceases to be a member of the KNAC ARC in accordance with 3(c)(i) ; 3(c)(ii); 3(c)(v) or 3(c)(vi) above, the KNAC Board may appoint a replacement member by resolution (such replacement member must meet the composition and eligibility requirements).

4. KNAC Agreement Review Committee Term

Subject to item 3; a member will be appointed for a term of 2 years (and is eligible for re- appointment).

5. KNAC Agreement Review Committee Meeting Frequency & Format

- (a) The KNAC ARC will meet at least 4 times per calendar year (and more frequently if decided by the KNAC Board).
- (b) Meetings shall be called by the Corporation giving reasonable notice to each member of the KNAC ARC, stating:
 - i. the date, time and place of the meeting; and
 - ii. the matters referred for consideration and recommendation.
- (c) The quorum for a meeting of the KNAC ARC is a majority of the members. The quorum must be present at all times during the meeting.

6. Remuneration

KNAC ARC members will be paid the agreed meeting rate of \$875 per day or \$475 per half day plus travel expenses in accordance with the KNAC Remuneration Policy.

7. Review

The KNAC Board must review these Terms of Reference at least annually, or at any other time.

8. Virtual Attendance Protocols

- (a) Physical attendance at meetings is preferred and encouraged to maximise active participation.

- (b) KNAC offers the option for KNAC ARC members to attend meetings virtually (either through Microsoft Teams or telephone) in cases where members are unwell or unable to physically attend on reasonable grounds.
- (c) All members attending virtually are entitled and expected to have a reasonable opportunity to participate in the meeting.
- (d) Members attending virtually agree to:
 - i. Keep devices on mute unless participating in the meeting through the Chair;
 - ii. Keep cameras on if attending via Microsoft Teams;
 - iii. Attend meetings in a quiet and private setting;
 - iv. Not sharing meeting content with third parties or allowing undisclosed third parties to hear, see or read meeting material.
- (e) KNAC staff will ensure that any member attending virtually will be provided with approximate meeting start times and break times through the Microsoft Teams chat function or via text message.

Meeting Guide: KNAC Code of Conduct Annexure B

Annexure B

Meeting Guide

This Meeting Guide applies at every meeting, event or function run by KNAC.

This Meeting Guide applies to every person that attends the meeting, event or function.

This Meeting Guide also sets out the standards of behaviour that are expected when attending any external meeting, event or function as a representative of KNAC.

Be Respectful:

- ✓ Respect KNAC's governance and the discussions that take place at a meeting.
- ✓ Respect the facilitator or chair as the person who is in charge of the meeting.
- ✓ Treat others fairly and with respect, by:
 - listening to others and letting them have their say;
 - focussing on the issue, and not on the person;
 - not interrupting others; and
 - not making personal attacks on others.
- ✓ Wait to be recognised by the facilitator or chair before speaking to the meeting.
- ✓ Switch off or put on silent all mobile phones and electronic devices.
- ✓ Discretely enter and exit the meeting while it is in progress.

Be Open and Curious:

- ✓ Respect that people have different opinions.
- ✓ Ask questions to understand what is being discussed or what the speaker is saying.
- ✓ Remember that people have different ways of speaking and that English is not always a person's first language.

Keep to Meeting Business:

- ✓ Read all papers and minutes before attending the meeting.
- ✓ Keep to the agenda.
- ✓ Only discuss things that aren't on the agenda during "Any other business".
- * Do not raise personal matters which are not the proper business of meeting.

No Offensive Behaviour:

- * Do not fight at meetings.
- * Do not bully others at meetings. This includes being abusive, threatening or intimidating.
- * Do not make racist or sexist remarks at a meeting.
- * Do not bring drugs or alcohol into a meeting.
- * Do not enter a meeting if you are under the influence of drugs or alcohol.

Keep meeting business private:

- ✓ Keep information discussed at meetings confidential.
- ✓ Only share information with other people who are entitled to the information.