

| 1.2 | Governance | Advisory Board - Terms of Reference |
|------------|------------------------|---|
| | Responsible Officer | IMOS Project Manager |
| | Approved by | Advisory Board |
| | Approved and commenced | March 2010 (and updated February 2014, August 2014 and August 2015) |
| | Review by | September 2016 |
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NOTE: IMOS is considering options to transition to a UJV structure with a Governing Board. That is expected to occur by 30 June 2016, thus this document will become obsolete once the changes are agreed.

OVERVIEW

The National Collaborative Research Infrastructure Strategy (NCRIS) Integrated Marine Observing System (IMOS) is an Australian Government initiative to enhance Australia's marine research effort. IMOS coordinates a nationally distributed set of instrumentation, data and information services which collectively contribute to meeting the needs of marine research and other users in Australia for ocean observing systems. The infrastructure also contributes to Australia's role in international programs of ocean observing.

IMOS was established in 2006 and extended and enhanced under the NCRIS (and related) programs for period to June 2016, supplemented by nearly matching contributions from participants. The University of Tasmania (UTAS) has entered into a number of NCRIS Funding Agreements, and is the host and operator of the IMOS Office.

ROLE OF THE ADVISORY BOARD

The IMOS Advisory Board provides strategic guidance to UTAS through the IMOS Office, and monitors the overall strategic direction, management and performance of the IMOS in accordance with the NCRIS Funding Agreements. Annual Business Plans, Annual Progress Reports, Milestone Reports and proposed variations to the NCRIS Funding Agreements require the endorsement of the Advisory Board, prior to UTAS submitting these documents to the Federal Government.

The Advisory Board responsibilities are:

- Provide strategic guidance to the University of Tasmania and the IMOS Office, monitor the overall strategic direction and recommend any variation to the IMOS plans it deems necessary;
- Oversee development of plans to sustain IMOS into the longer term;
- Receive reports on IMOS performance and monitor management and performance of the program in accordance with the NCRIS Funding Agreements;
- Endorse any changes to the NCRIS Funding Agreements, the Annual Business Plans (implementation milestones and budget allocations) and Annual Reports, prior to UTAS submitting these;
- Provide a mechanism for resolution of issues that cannot be worked through the IMOS Office;
- Advise and assist the IMOS Office in the management of business risks;
- Oversee the communication plan and activities of the IMOS Office;
- Maintain oversight of any major reviews or publications on IMOS.
- Provide other advice and input as required.

MEMBERSHIP

The Advisory Board comprises a Chair and nine Members. The IMOS Director and a nominee of UTAS are ex officio Members.

- As at August 2015 membership of the Advisory Board is:
 - Independent Chair – Dr Ian Poiner
 - 9 Members – Prof Lee Astheimer, Dr Sue Barrell, Mr John Gunn, Prof Pauline Mooney, Prof Robyn Owens, Prof Peter Steinberg, Dr Ken Lee, Cdre Brett Brace.
- Ex-officio Members are:
 - Deputy Vice-Chancellor (Research) UTAS - Prof Brigid Heywood
 - IMOS Director - Mr Tim Moltmann
- Secretary is IMOS Project Manager – Mrs Jo Neilson

APPOINTMENT AND ROLE OF THE CHAIR

The Independent Chair is appointed by the University of Tasmania following consultation with the IMOS Operators. The Chair is appointed for a three year term and remuneration for the Chair is agreed with UTAS. The Chair:

- Promotes a consensus of advice to the IMOS Office from the Advisory Board;
- Together with the UTAS Deputy Vice-Chancellor (Research), reviews and advises on the performance management arrangements of the IMOS Director;
- Is an advocate for further development of national and international ocean observing systems.

APPOINTMENT OF MEMBERS

Members are appointed for outstanding abilities to guide the program and are senior people able to take a broad, national perspective on IMOS development. The majority of Members have a marine background. They include persons with previous experience in one or more of the following areas and collectively cover all of the areas:

- corporate governance;
- financial/business management;
- research and development activities;
- international and national activities to develop ocean observing systems;
- ocean and marine data management.

The final decision on appointment of Members will be with the University of Tasmania and the Chair according to an assessment of the above criteria, after consultation with the Nodes. Half the Members' positions will be up for re-nomination every two years. Incumbent Members can be re-nominated. Members do not receive remuneration, however the IMOS Office will cover all normal travel and incidental expenses associated with meetings.

MEETINGS

The Advisory Board meets a minimum of twice a year. Scheduled Board meetings will normally be:

- February / March – to approve the Annual Business Plans, plus any other matters;
- Mid-September – to approve the Annual Progress Reports, plus any other matters.

In addition any Member in consultation with the Chair may call other meetings from time-to-time to address specific matters.

The draft Agenda is confirmed with the Chair and made available to all Members at least one month ahead of each meeting, along with details of venue, flight and accommodation options. The Agenda for each meeting will normally include:

- Welcome and apologies
- Directors Report
- Matters relating to the Funding Agreements (including variations, Progress Reports, Business Plans)
- Items for discussion / decision (including budget, forward strategy, risk, and any other current matters)

- Any other business and next meeting

Papers for Board meetings will be endorsed by the Director, and emailed to Board Members at least 5 working days ahead of each meeting. The Secretary will bring a spare copy of all papers to each meeting, and will also maintain an archive of previous meeting papers for Board members to access as necessary. Minutes of each meeting will be provided to the Chair within 10 working days after the meeting, and once accepted by the Chair, will then be provided to all Members, along with the confirmed date and venue for the next meeting. The Secretary will liaise with Members to ensure Action Items are completed.

Versioning: *Approved by the Board 10th March 2010 and updated February 2014, August 2014 and August 2015.*