
APPROVED 11-SEP-17

VERSION 4

Terms of Reference

REC Restructure Committee

The REC Restructure Committee (RC) is a sub-committee of the Board of Directors of Red Earth City Pty Ltd (REC).

The REC Restructure Committee has been formed in accordance with PART 4 - SUB COMMITTEES 17. Establishment, of the RED EARTH CITY PTY LTD Committee Guidelines for Burning Seed (an Australian regional Burning Man Event) & Burning Man Australia (Version 2 – adopted 17th November 2015).

These REC Committee Guidelines apply to the conduct of the RC unless stated otherwise in these Terms of Reference.

1. Name

Red Earth City Restructure Committee

Abbreviated in these Terms of Reference as: (RC) or (REC Restructure Committee)

2. Size & Membership

No less than 6 and no more than 10 members who have experience in either:

- (1) Burning Seed and REC
- (2) Community Engagement

- (3) Board experience
- (4) Entity creation and governance
- (5) Any other relevant experience that's needed from time to time

New membership will be through nomination and selection by presiding members of the committee on an as needs basis or self-nomination and completion of application process.

3. Delegation

The Board of Directors of Red Earth City Pty Ltd (REC) delegates authority to the restructure committee to carry out its purpose.

4. Purpose

The purpose of the REC Restructure Committee is to design and execute a community engagement plan in collaboration with the Burning Seed Town Council (Town Council) and the Board of Directors of Red Earth City Pty Ltd (REC) to get community feedback on:

- Which type of entity is favoured by the community and key elements they would like included in the constitution of this entity.

Stage 1

- Stakeholder negotiations
- Community consultation program (including but not exclusive to survey)

Stage 2

- Drafting a report, including technical recommendations, summarising the outcomes of this community engagement process and delivering a series of recommendations on the ideal structure of the Burning Seed entity based on this data, research into entity types held by regional burns and the knowledge and experience of the RC.
- This may include the engagement of external professional consultation services.

Stage 3

- Drafting new entity constitution (including additional community & external professional consultation- if necessary)
- Drafting Memorandum of Understanding between REC P/L and new entity in collaboration with between the new entity and REC P/L in line with the broader community values as expressed through community consultation and the basic principles of Burning Man.

Stage 4

- Conduct elections of founding officeholders

5. Responsibilities & Powers

- (1) Background research and information gathering.
- (2) Developing project plans and timelines.
- (3) Developing project budgets.
- (4) Appointing project managers and engaging external consultants.
- (5) Executing project plans, including the community engagement plan, under the leadership of the project manager.
- (6) Collecting and analysing the data from community engagement.
- (7) Preparing a summary report following on from the community engagement process.
- (8) Delivering a final report to the Town Council and REC directors.

6. Direction

REC may direct the RC on any matter relating to its responsibilities and powers, which must be done:

- (1) at a specially convened meeting between the RC, Town Council and REC, which must agree to the direction; where
- (2) if no agreement can be found, the matter will be referred back to REC for further consideration and possible revision, to be re-put in accordance with clause 6. (1).

7. Meetings

(1) To be held on the first Monday of each month, unless there is:

- (a) an agreed forward schedule of meetings (which would supersede this provision); or
- (b) the committee agrees to have the meeting on a different date;

8. Chair and convener

Each meeting is to have a chair, which will be a rolling chair, so that at each meeting someone else has the responsibility, in alphabetical order of people's surnames.

The chair would also be in charge of organising the next meeting.

9. Non Attendance

Non-attendance of any member at 3 consecutive meetings without notification or other ongoing participation will result in a review of that person's membership:

- (1) via email from a participating RC member; and (if no response)
- (2) via discussion by attending members of the following meeting;

where the person's membership may then be revoked by the RC if they are deemed as non-participating.

10. Quorum

Quorum is half of its voting members (or if the number of voting members is not a whole number, the whole number next higher than one half).

So if there are 8 people on the committee, 4 people would form quorum.

If there are 7 people on the committee, 4 people would form quorum.

11. Budget

RC will put forward a recommendation for budget to Town Council and REC, this will be discussed and approved by both bodies in a specially convened meeting.

12. Limits to authority

The following documents are required to have sign off from Town Council and REC before being used or implemented:

- (1) Background paper and research for release to the community.
- (2) The community engagement plan, including comms copy and engagement questions.
- (3) The project plan and timeline.
- (4) Project budget.

13. Provisions to Revision

- (1) If any party wishes to revise this document, they must submit it as a proposal to the RC, Town Council, and REC, who will then convene to discuss the proposal and come to agreement on any revisions.
- (2) The voting members will be the aggregate membership of the RC, Town Council and REC.
- (3) Any revisions will be agreed upon in accordance with PART 3 – COMMITTEES GENERALLY 13. Voting, of the (REC) Committee Guidelines (Version 2 – adopted 17th November 2015).

(4) If the RC is still in existence, the aforementioned bodies are required to reconvene after 18 months from approval of this document to review the provisions of this document.

14. Minutes

(1) Each meeting will have minutes taken, which will then need to be approved at the following meeting.

(2) Each meeting is to have a note-taker.

(3) The note-taker is a rolling position, so each week the responsibility is someone else in reverse alphabetical order here (again, people's surnames).

(4) The note-taker is also be responsible for:

(a) circulating the minutes; and

(b) drafting the agenda for the next meeting.

15. Reporting

(1) The RC must report to the REC monthly, so where there has been no meeting of the RC the Chair of RC will give an email update.

(2) Minutes must be provided to REC within 7 days of the meeting where the Minutes have been approved.

Drafting version 4 by r martin – terms of reference 09/09/2017

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