



Terms of Reference

Strategy Taskforce

Review responsibility: Taskforce Chair with CEO

Review frequency: Annually

Version	Approved By	Approval Date
1	Bill Wallace	March 2025
2	Bill Wallace	1 October 2026

1. Primary strategic focus

Projects under the Strategic Priorities 2024 to 2028.

2. Purpose

The purpose of the Strategy Taskforce is to ensure that:

- The strategic priority projects are delivered in alignment with organisational values and Strategic Plan.
- Projects are properly sequenced and staged, considering the interdependencies and priorities across all domains.
- The Board has a clear line of sight on the delivery of the suite of strategic priority projects.

The Taskforce's main function is to advise the Board and CEO on:

- Alignment of strategic projects with organisational values and the AES Strategic Plan priorities.
- Project sequencing and interdependencies to ensure staged, collaborative implementation across organisational domains.
- Governance oversight, including project performance and risk management.

3. Responsibilities

- Advise the Board on project scheduling, risks, resource implications or changes to project priorities.
- Monitor delivery of AES strategic projects across all domains.

4. Membership to taskforce committee

- Two AES Board Directors, at least one of whom is First Nations
- Chair (or nominated representative) of each strategy project
- CEO (ex-officio)
- Policy Officer (ex-officio)

5. Meeting Frequency

Frequency: at least three meetings per year, or as required.

6. Quorum

- Chair (or their delegate) and 50% of taskforce committee members.
- Decisions of the project team shall be on a simple majority basis.
- The Chair has a deciding vote in the case of no clear majority.

7. Reporting and documentation

- Submit a brief written report to the board following each meeting.
- Minutes will be recorded for decisions and actions by an AES staff member or delegated member.
- Provide an annual review of strategic project performance, achievements and lessons learned around June/July.

8. Tenure and Appointment

- Members are appointed for a one-year term, renewable.
- Members are expected to attend at least 2 meetings per year.
- Project team chairs are permanent members while serving in that role. Proxy attendance of a project co-chair is discouraged, however where required another co-chair can attend on behalf of the usual representative.
- Additional members may be appointed by the Board upon recommendation from the Chair and CEO.

9. Principles and Conduct

All Taskforce Committee members will have a commitment to, and responsibility for, the following elements of good governance:

- Accountability – taking shared responsibility for the operations and impact of the Taskforce
- Transparency – ensuring that information about the Taskforce's activities is accessible to the AES Board
- Disclosure – being open to scrutiny and dealing effectively with potential conflicts of interest
- Independence – maintaining a collective decision-making culture and independence from outside direction or interests.

All members are expected to:

- Act in accordance with AES values and Code of Ethical Conduct.
- Foster a collaborative, inclusive and strategic focus.
- Respect confidentiality and declare any conflicts of interest.

10. Conflict of interest

All members will be required to declare any potential conflict of interest related to their involvement in the Taskforce, including items on each meeting's agenda.

The Chair's role is to monitor and address any potential conflicts of interest arising in the course of work being undertaken by the Taskforce.

11. Confidentiality and non-disclosure

The Strategic Taskforce (the Taskforce) is a Board Advisory Committee; its members are bound by the same confidentiality and non-disclosure principles as Directors.

- Except for disclosing information necessary to carry out the work of the Board, Committee and/or operations of the AES, Committee members (members) must keep confidential all information pertaining to matters dealt with by the Committee. This includes meeting minutes, agendas, reports to the committee and Board and associated documents, and information contained in those documents
- The obligation to maintain confidentiality continues to apply even after a person has left the Committee; and
- Any person [such as CEO, staff, or invited visitors] who is not a member of the Committee but is present at a meeting (or part of a meeting) must maintain in confidence all information obtained because of their participation in the meeting.

Papers means all written and electronic communications to Committee members including without limitation Committee papers, Board reports, submissions, minutes, letters, memoranda, other sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to members during their time on the Committee.