

## Policy Advisory Networks Charter (Standard Terms of Reference)

<p><b>Document owner:</b> General Manager, Policy &amp; Media <b>Approved by:</b> CEO <b>Effective date:</b> 14 January 2025 <b>Applies to:</b> Policy Advisory Networks and associated working groups <b>Review cycle:</b> Annual, or earlier if directed by the CEO</p>
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### 1. Purpose

1.1 The Policy Advisory Networks (PANs) and associated working groups are the member-based collaborative bodies that support AIIA's policy and advocacy work in specific thematic domains.

1.2 This Charter establishes the minimum governance and operating requirements for all PANs to ensure:

- robust governance, transparency, and integrity;
- member value and credible policy development; and
- consistent alignment with AIIA's Constitution, strategy, and external reputation.

### 2. Status and authority

2.1 Each PAN is established under Section 19 of the AIIA Constitution as a subgroup created to promote discussion of policy initiatives, positions, and recommendations.

2.2 The Board determines the charter, eligibility, term, voting rights, quorum, voting procedures and other governance arrangements for each PAN.

2.3 PANs provide advice, recommendations, and informed opinions within their agreed scope to the AIIA Policy Team. This input informs the AIIA Policy Team's consideration of policy positions, advocacy materials, and related outputs, which are progressed in accordance with AIIA governance and approval processes.

2.4 PANs may also develop recommendations and provide advice to the CEO and Board within scope.

2.5 Delegation of work to a PAN does not diminish the accountability of the AIIA

Board/CEO for AIIA positions and external actions; recommendations inform decision-making, but responsibility remains with the organisation's governance bodies.

### **3. Scope**

3.1 Each PAN will have a defined policy domain (digital economy, legal and governance etc) and will operate within:

- AIIA's objects, strategy, and Board-approved priorities.

3.2 PANs are not to be used for:

- commercial promotion, sales activity, or vendor endorsement;
- discussion of competitively sensitive matters (including pricing, market allocation, go-to-market strategy);
- advocacy positions that conflict with approved AIIA Policy.

### **4. Objectives and functions**

Each PAN exists to:

4.1 Advise and shape policy: identify priority reforms, develop evidence, and provide member-informed recommendations.

4.2 Support advocacy: assist AIIA to engage government and stakeholders with credible, practical positions.

4.3 Strengthen member collaboration: convene members to share insights, identify cross-sector issues, and develop collective input (including events/roundtables/working groups).

4.4 Improve the evidence base: contribute data, case studies (appropriately de-identified), and technical expertise to strengthen AIIA submissions and briefings.

4.5 Operate with discipline and impact: maintain a work program and measure engagement and outputs, with the ability for Policy Team to intervene if a PAN is inactive or out of scope.

## **5. Governance model**

5.1 AIIA oversight: AIIA Policy Team is accountable for overall governance, secretariat support, and ensuring outputs align to whole-of-membership interests.

5.2 Chairs: Each PAN will have a Chair (or Co-Chairs) appointed/confirmed through AIIA processes, consistent with 5.3.

5.3 Chair tenure: Consistent with AICD best practice, tenure arrangements support leadership continuity and stability, underpinned by annual performance evaluation of the Chair and active succession planning to enable orderly and timely transition where performance expectations are not met or where renewal is in the best interests of the organisation.

5.4 Decision pathways: Where a matter cannot reach a workable consensus, the issue is referred to AIIA Policy Team for resolution and appropriate escalation.

## **6. Membership and participation**

6.1 Eligibility: Participation is open to AIIA members and invited experts consistent with the PAN's purpose and any CEO-determined eligibility criteria.

6.2 Representation: Member organisations may nominate representatives with relevant subject matter expertise and authority to contribute to policy deliberations.

6.3 Balance and inclusion: Where feasible, the AIIA will seek breadth of member representation across:

- company size (SME and large);
- subsectors;
- jurisdictions (where relevant); and
- diversity of expertise and perspectives.

6.4 Guests/advisers: A PAN may invite non-members as advisers/guests where it supports policy development, consultation, or engagement with government and stakeholders; such participation is at the discretion of AIIA Policy Team and Chair, and subject to confidentiality and conflict controls.

## **7. Roles and responsibilities**

### **7.1 AIIA Policy Team**

- Ensures compliance, moderates discussions, and manages escalation.
- Drafts and finalises submissions/briefs unless otherwise agreed.
- Ensures outputs reflect whole-of-membership interests and reputational considerations.
- Sets meeting agendas, in consultation with and informed by the input and guidance of the PAN Chair

### **7.2 PAN Chair**

- Facilitates meetings and member input; ensures constructive participation.
- Works with Policy Team on priorities, work program, and stakeholder engagement planning.
- Assists with drafting/review as agreed and within capacity.

### **7.3 Members**

- Provide timely, evidence-based input; identify policy priorities; share de-identified case studies.
- Participate in good faith and comply with all conduct, confidentiality, and competition requirements.

## **8. Meetings and operating cadence**

**8.1 Cadence:** Each PAN should meet regularly (typically quarterly, bi-monthly or monthly depending on workload), with additional ad hoc consultations as required. The cadence will be set at the discretion of the Chair.

**8.2 Agenda and papers:** Agenda and key papers will be circulated in advance.

**8.3 Quorum and voting:** Quorum, voting rights, and voting procedures are as determined by the Board for the PAN; in the absence of explicit arrangements, the default expectation is that decisions are made by consensus and recorded as recommendations.

**8.4 Minutes:** AIIA Policy Team will maintain minutes and action registers. Minutes record themes, decisions/recommendations, and actions (not attributed statements, unless agreed).

**8.5 Chair contingency:** If the Chair cannot attend, AIIA Policy Team may chair,

appoint an alternate, or reschedule (subject to GM Policy & Media approval where required).

## **9. Policy development, submissions, and approvals**

9.1 Recommendations vs AIIA Policy: PAN outputs are recommendations; formal AIIA Policy is CEO-approved.

9.2 Submissions: Drafting and collation is coordinated by AIIA Policy Team. Where a PAN provides limited feedback, that will be reflected in AIIA's response.

9.3 Quality controls: All external materials must meet standards of:

- accuracy and evidence;
- neutrality where required;
- consistency with AIIA's strategic positions; and
- reputational and legal risk controls.

## **10. External engagement and representation**

10.1 Authorised spokespersons: Only the CEO and GM Policy & Media are authorised spokespeople unless prior written approval is provided.

10.2 Rule of two: Where AIIA members engage external stakeholders (including government) representing AIIA, at least two members must be present (or another arrangement approved by AIIA) to avoid any perception of a member representing their own commercial interests under the AIIA banner.

10.3 External appointments: Any PAN member representing AIIA externally must provide updates to the PAN and AIIA and advocate only agreed positions (not personal or company positions).

## **11. Conflicts of interest**

11.1 Participants must disclose any actual, potential, or perceived conflict (including commercial, personal, or organisational).

11.2 The Chair and AIIA Policy Team will determine appropriate management actions, including:

- limiting participation in specific agenda items;
- recording the conflict and management approach; and/or
- requesting the participant step out of discussions.

## **12. Confidentiality and information handling**

12.1 PAN discussions operate under the Chatham House Rule unless explicitly stated otherwise.

12.2 Members must not disclose sensitive or proprietary information outside their organisation without permission of the originator.

12.3 Confidentiality obligations continue after a member leaves the PAN.

## **13. Competition law and ethical conduct**

13.1 Members must comply with relevant competition and consumer laws and must not discuss pricing, market sharing, or other anti-competitive topics. AIIA may moderate and limit topics to ensure compliance.

13.2 PAN participants must maintain professionalism and civility. Persistent misconduct may result in removal from the PAN by AIIA Policy Team.

## **14. Non-solicitation and commercial neutrality**

14.1 PAN participation must not be used to market or solicit commercial opportunities.

14.2 AIIA may limit or reject content that could be interpreted as endorsement or promotion and does not align to the PAN's purpose.

## **15. Use of AI and recordings (where used)**

15.1 AIIA may use AI tools for transcription and summarisation, subject to:

- notice/consent and transparency;
- data security expectations;
- human review for accuracy; and
- opt-out/de-identification options where feasible.

## **16. Secretariat support**

16.1 AIIA provides secretariat services, including:

- scheduling and logistics;
- minutes, and action tracking;
- coordination of drafting and collation for submissions; and
- maintaining governance records.

## **17. Reporting and escalation**

17.1 The Chair will provide brief updates to AIIA Policy Team on:

- key themes and emerging issues;
- outputs delivered and upcoming milestones; and
- risks (policy, reputational, compliance).

17.2 Policy Team will escalate to CEO/Board where:

- a proposed position is likely to be “significant” for AIIA, controversial, or high reputational risk; or
- there is unresolved member conflict, probity risk, or compliance concern.

## **18. Performance and review**

18.1 Each PAN will maintain a simple annual work plan aligned to this Charter and AIIA priorities; performance should be reviewed annually against agreed objectives and engagement.

18.2 Where engagement drops materially or scope becomes unclear, AIIA Policy Team may intervene, refresh membership/leadership, or recommend closure/merger to the CEO.

18.3 This Charter will be reviewed at least annually and updated as required, consistent with AICD guidance that charters support clarity of roles and can be updated as circumstances change.