



**The Noosa Biosphere ® Reserve
Foundation Ltd**

Board Advisor

Policy Name:	Board Advisor
Endorsed by board:	20 April 2021
Scheduled Review date:	20 April 2022

Board Advisor - Terms of Reference

1. Scope

The function of a Board Advisor is to advise and make non-binding recommendations to the Board of Directors (the "Board") of Noosa Biosphere Reserve Foundation Ltd (the "Foundation") with respect to matters within their areas of experience and expertise.

2. Term

The term of appointment shall be from the date of acceptance until the next Annual General Meeting where the appointment will be:

- a) renewed by recommendation of the Board and majority vote of Foundation members;
- or
- b) terminated.

3. Termination

The Board may terminate the appointment of a Board Advisor at any time for any reason. Termination will be by means of written notice including, but not limited to, letter, email, text message.

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4. Meetings

The Board Advisor will be invited to attend all Board meetings and sub-committee as required. The Board generally meets on a monthly basis.

Meetings will generally be held at the NBRF office at Doonella House, 52 Doonella St, Tewantin, QLD, 4565, however, with prior agreement, meetings may be held via teleconference.

5. Roles and Responsibilities

The sole responsibility of the Board Advisor shall be to meet and make recommendations to the NBRF Board of Directors pertaining to matters within areas of their experience and expertise. The role is purely advisory and the ultimate responsibility for the management of NBRF's business and affairs shall rest with the Board.

The Board shall have no obligation to adopt, or otherwise be bound to act upon, any recommendation of the Board Advisor, but shall, in its sole and absolute discretion, have the ability to take the Board Advisor's recommendations under advisement.

In rendering advice to the NBRF Board of Directors, the Board Advisor shall have no obligation to conduct any individual research or investigation and shall be entitled to rely solely and exclusively upon the facts and information available to them at the time of the making of their recommendations, including, but not limited to, such facts and information as may be provided by the NBRF.

6. Compensation

The Board Advisor position is solely voluntary in nature. The Board Advisor may receive compensation for their services in such capacities as the Board, in its sole and absolute discretion shall deem proper, but which may vary according to the Board Advisor's level of experience, expertise, agreed tasks or responsibilities or out of pocket expenses.

Any agreement or commitment to compensation shall be by prior written notice approved by the Board.

7. Private Contract

The Board Advisor may be approached by the board with a view to privately contracting the Board Advisor as a consultant or an educator or knowledge provider for NBRF management or staff. Such work will be performed under a separate contract and in such a manner not to interfere with their role as a Board Advisor.

8. Confidentiality

All parties will hold confidential all disclosures made to each other during the normal course of their business.

9. Conflict of Interest

Should the Board Advisor find themselves in a conflict of interest position they must immediately advise the Chair of the Board, who in turn will advise the Board. Unless the conflict can be resolved to the satisfaction of the Board consideration for removal must be an option open to NBRF. Please see Conflict of Interest Policy attached with this document.

10. Legislation, Policies, Procedures and Code of Conduct

The Board Advisor shall familiarise themselves, with and adhere to, all relevant legislation, policies, and procedures. Attention is drawn to the *Corporations Act 2001* and Regulation and *Australian Charities and Not-for-Profits Commission Act 2012* (ACNC) and Regulation as well as the NBRF Code of Conduct.

Board Advisor

NBRF Chair

Name

Name

Signature

Signature

Date

Date

Version history

Version	Reason/ Trigger	Change (Y/N)	Endorsed/ Reviewed by	Date
1.0	Create new	n/a	NBRF Board	20/04/21