



**the**wine**society**

# **Wine Committee Charter**

# Wine Committee Charter

## Purpose

- a) The Wine Committee (**Committee**) is a formally appointed Committee of the Board of Directors of The Australian Wine Consumers Co-operative Society Limited (**The Wine Society**) and is responsible to the Board. The Committee has no executive powers or authority to implement action in areas of management responsibility. It does not have delegated financial responsibility or management functions and is advisory to the Board only.
- b) This Charter governs the operations of the Committee. The Committee shall review this Charter at least annually and obtain the approval of the Board of Directors to any amendments.

## Objectives

The Committee's role is:

- a) to report to the Board and provide appropriate advice and recommendations on matters relating to wine to facilitate Board decision-making.
- b) To set policies to ensure The Wine Society's objectives are achieved. That is, to overview all matters relating to the acquisition of wine, the approval processes as set out, the speedy turnover of products and the Quality Assurance process in the wine buying cycle.
- c) To monitor the process by which wines are selected by the Tasting Panel for offer to The Wine Society members.
- d) To review slow moving stock as identified by the Board or management, evaluate the product on quality terms and review disposal strategies recommended by management or recommend disposal strategies to management.
- e) Monitor The Wine Society's Quality Assurance processes and taste wines needing review under this process, including follow-on submissions of stock lines and wines the subject of complaint by members.
- f) To track technical developments within the wine industry and assess how these developments will impact on The Wine Society and its members.

## Membership

- a) The Committee shall consist of up to 3 members appointed by the Board and the Trading Manager.
- b) Membership of the Committee shall be subject to annual review by the Board.
- c) The Chairman of the Board of The Wine Society shall be entitled to attend all meetings of the Committee.

## Tasting Panel

- a) Membership of the Tasting Panel is open to suitably qualified directors, staff and independent experts who may be engaged by The Wine Society as appropriate.

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- b) The Committee shall constitute the core members of the Tasting Panel and review the performance of all panel members annually.
- c) The Committee shall approve all people added to or removed from the Tasting Panel prior to such addition or removal.

### **Chairman**

- a) The Committee members shall appoint a Chairman of the Committee annually. The Chairman of the Committee will be a member of the Board of Directors but not either the Chairman or Deputy Chairman of the Board
- b) If the Chairman is not present within 15 minutes after the time appointed for holding a Committee meeting, or if the Chairman is not willing to take the chair, the Committee members present may choose one of their number to chair that meeting.
- c) The Chairman must call a meeting of the Committee if asked to do so by any Committee member.

### **Meetings**

- a) The Committee shall meet as required.
- b) A quorum shall be a number equal to:
  - i) where the number of Committee members is an even number, half that number, plus one; and
  - ii) where the number of Committee members is an odd number, half that number rounded up to the next whole number.
- c) Any questions arising at any meeting of the Committee shall be decided by a majority of votes and each Committee member shall have one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- d) The Committee shall be responsible for the conduct of its proceedings and shall ensure that minutes of its meetings are prepared and reported to the Board.

### **Duties and Responsibilities**

The primary role of the Committee is to provide appropriate advice and recommendations on wine matters. To perform this role, it shall:

- a) review the ongoing education of the Board and management on wine matters,
- b) perform such other functions as may be assigned to it by the Board.

### **Other Matters**

- a) The Committee shall also have the ability to consult independent experts where they consider such consultation necessary to carry out its duties.
- b) The Wine Society's annual report should include a statement describing the responsibilities and activities of the Committee.