

IMMAF COMMUNICATIONS AND MARKETING COMMISSION

Terms of Reference

1. Status and Role

- 1.1 The IMMAF Communications and Marketing Commission ("Communications and Marketing Commission") is appointed by, and reports to the IMMAF Board of Directors ("Board of Directors") under Article 17 of the IMMAF Statutes.

The IMMAF Communications and Marketing Commission advises the IMMAF Board of Directors and Communications Director on issues related to communications and marketing, in both a strategic and operational capacity, to ensure that the IMMAF values and activities, as well as the IMMAF vision and mission, are promoted to a global audience.

The responsibilities of the Communications and Marketing Commission are to:

- Support the development of and ensure that IMMAF, as the legitimate global governing body for Mixed Martial Arts, has a clear brand, communications and consumer marketing strategy to amplify IMMAF's vision and mission;
- In a rapidly evolving media landscape, ensure that IMMAF uses innovative communications activities to engage people around the world, particularly young people, in the mission and values of IMMAF, all year round;
- Ensure that IMMAF strategic communications fully utilise all available channels, both internal and external;
- Seek advice and support from global experts in the fields of marketing, communications, advertising and digital media, including from IMMAF Partners, Sponsors and Broadcast partners;
- Make recommendations to the IMMAF Executive Board and Communications Director regarding Strategic Communications and Marketing and Operational Matters related to IMMAF Events.
- Help to develop Communication and Marketing Tools and advise on best practice in terms of procurement
- Create a plan to ensure that IMMAF Communications and Marketing experts are invited to be part of pan-international sport bodies and international conferences to promote IMMAF.

2. Commencement

- 2.1 These Terms of Reference are effective from 1 December 2019.

3. Composition

3.1 Size: The Communications and Marketing Commission shall comprise 5 people, including a Chair, with relevant expertise in communications and marketing, and an additional IMMAF Staff Liaison (normally the Communications Director.) The Communications Director should attend all Commission meetings and be included in communications.

3.2 Eligibility: To be eligible for nomination, and to remain as, a Communications and Marketing Commission Member the person must:

- a. be at least 18 years old;
- b. be able to speak and understand English reasonably well;
- c. not be under investigation, or convicted or otherwise sanctioned for:

- i. any other offence or breach of any rules of IMMAF, an Area Association or a Member Federation; or
- ii. an offence under any applicable laws punishable by a term of imprisonment of 2 years or more (unless the person has served the sanction imposed on them);

4. Term and Vacancies

4.1 Term: The term of office for members of the Communications and Marketing Commission is two years:

4.2 Resignation and Removal

a. A member of the Communications and Marketing Commission may resign prior to the expiry of their term of office by giving not less than 1 months' notice in writing to the Communications and Marketing Commission Chair and IMMAF President.

b. A Communications and Marketing Commission Member may be removed from the Commission prior to the expiry of their term of office, by decision of the Board of Directors on the recommendation of the Commission Chairman to IMMAF President, for:

- i. breach of any duty under clause 8; or
- ii. any other act or conduct that, in the opinion of Board of Directors, brings the Communications and Marketing Commission or IMMAF into disrepute.

c. In addition, a Communications and Marketing Commission Member shall be deemed to have vacated his or her position if, during their term, he or she:

- i. is absent from two consecutive meetings of the Commission.

4.3 Changes and Vacancies: If any position on the Communications and Marketing Commission is vacant, whether by resignation, removal or otherwise at any time, the Board of Directors may (on the recommendation of the Commission Chair and IMMAF President) appoint a replacement member (who is eligible under clause 3.3) for the balance of the term of office of the vacated position.

5. Chair

5.1 Role and Responsibilities: The role of the Chair is to lead and be the spokesperson for the Communications and Marketing Commission. The Chair has the following responsibilities:

- a. chair and prepare the agenda/papers for all meetings of the Commission;
- b. be the spokesperson for the Commission;
- c. liaise with the Communications Director, President and Chief Executive as required or requested;
- d. prepare and present reports to Board of Directors;
- e. attend meetings of the Board of Directors and any other Commissions or Working Groups as requested by the President or Board of Directors;
- f. be IMMAF Communications and Marketing Commission representative at any forums, groups or presentations as requested by the President or the Chief Executive;
- g. regularly communicate with the members of the Communications and Marketing Commission and other persons in order to identify issues to consider; and,
- h. any other specific responsible as required by the Communications Director, Chief Executive, President or Board of Directors that are within the scope of the role and responsibilities of the Communications and Marketing Commission (set out in clauses 1.2 and 6).

5.3 Resignation or Removal: The Chair may be removed from their position, prior to the expiry of their term of office, by:

- a. resignation; or,
- b. decision of Board of Directors, in its absolute discretion; or
- c. resignation or removal from the Commission under clause 4.2.

6. Responsibilities

6.1 The Communications and Marketing Commission will fulfil its role by undertaking the following responsibilities:

- Support the development of and ensure that IMMAF, as the legitimate global governing body for Mixed Martial Arts, has a clear brand, communications and consumer marketing strategy to amplify IMMAF's vision and mission;
- In a rapidly evolving media landscape, ensure that IMMAF uses innovative communications activities to engage people around the world, particularly young people, in the mission and values of IMMAF, all year round;
- Ensure that IMMAF strategic communications fully utilise all available channels, both internal and external;
- Seek advice and support from global experts in the fields of marketing, communications, advertising and digital media, including from IMMAF Partners, Sponsors and Broadcast partners;
- Make recommendations to the IMMAF Executive Board and Communications Director regarding Strategic Communications and Marketing and Operational Matters related to IMMAF Events.
- Help to develop Communication and Marketing Tools and advise on best practice in terms of procurement

Create a plan to ensure that IMMAF Communications and Marketing experts are invited to be part of pan-international sport bodies and international conferences to promote

7. Authority

7.1 The Communications and Marketing Commission is advisory to the Communications Director and Board of Directors and is not entitled to make decisions for or on behalf of IMMAF.

7.2 The Communications and Marketing Commission, and its members, shall not represent IMMAF, nor engage any person on behalf of IMMAF, without prior approval of the President and Communications Director.

7.3 The Communications and Marketing Commission and its members shall not make public statements about IMMAF, the Communications and Marketing Commission or any aspect of its' work, without prior approval of the Communications Director.

8. Duties of Communications and Marketing Commission Members

8.1 Members shall wholeheartedly champion IMMAF values and always act in the interests of IMMAF men and women involved in amateur MMA;

8.2 Share all communications and information amongst members;

8.3 Make timely decisions to not hold up ongoing projects;

8.4 Notify members of the IMMAF Communications and Marketing Commission, as soon as practical, of any matter which may affect relevant activities;

9. Rights of Communications and Marketing Commission Members

9.1 Members will be provided with complete, accurate and meaningful information in a timely manner by IMMAF Staff;

9.2 Members will be given reasonable time to formulate key recommendations;

9.3 Members will be alerted to potential risks and issues that could impact relevant projects, as they arise;

9.4 Members can expect open and honest discussions, with the avoidance of misleading assertions;

10 Participation:

10.1 Communications and Marketing Commission Members shall attend each scheduled meeting of the Commission (in person or using technology) unless excused by the Chair.

10.2 Each Commission member shall participate in an active and energetic way in Commission meetings and in matters undertaken by the Commission between meetings.

10.3 Each Communications and Marketing Commission Member must be adequately prepared for each Commission meeting in order to participate effectively and constructively.

10.4 Commission members shall be additionally available for ad hoc advice to the Communications Director at times as opportunities and matters arise relating to their particular areas of expertise

11. Ethics Code:

11.1 Commission Members are IMMAF Officials and as such are bound by the IMMAF Ethics Code and other IMMAF Policy documents. This includes principles of conduct related to integrity, equality, dignity, good faith, conflicts of interest, improper benefits, improper association and neutrality.

11.2 IMMAF Rules: Communications and Marketing Commission Members are bound by all the rules and regulations of IMMAF together with any directions and decisions of the Board of Directors.

12. Reporting:

12.1 Reports to Board of Directors: The ' Commission shall submit a report to the IMMAF CEO in writing within 1 month of each meeting of the Commission. This report shall be prepared by the Chair of the Communications and Marketing Commission in collaboration with the Communications Director. All Communications and Marketing Commission Members shall receive a copy of this report.

12.2 Annual Summary Report: By a date specified by the Chief Executive, the Chair shall, in consultation with the Communications and Marketing Commission members, prepare an annual report with a summary of the Commission's work for inclusion in Board of Directors' annual report to the Member Federations. This report will also be published on the IMMAF website.

13. Communications and Marketing Commission Meetings and Procedure

13.1 Work:

The Communications and Marketing Commission shall undertake its work at meetings of the Commission and in between meetings by telephone, email and other means of communication as is necessary to fulfil its responsibilities.

13.2 Meetings:

The Communications and Marketing Commission shall meet in person at once each year. The dates and venue are to be agreed by the Chair and the Chief Executive Officer. As much notice as possible, usually at least two months' notice, will be given to all Commission Members of the date, time and venue for any meeting.

13.3 Agenda:

The Chair shall prepare an agenda for each meeting in consultation with the Communications Director. Commission Members may submit items for the agenda through the Chair. The agenda, together with relevant papers, will be distributed to all Commission Members by IMMAF Staff Liaison prior to each Commission meeting (usually 2 weeks prior).

13.4 Chair:

The Chair will chair all meetings, unless he or she is unavailable in which case the Chief Executive Officer or Communications Director will designate a replacement.

13.5 Attendees: In addition to Commission Members:

- a. The President and the Chief Executive Officer will be invited to attend every meeting of the Commission.
- c. Other persons and experts may be invited by the Chair to attend meetings to provide information or advice on a specific item of business at a meeting, with the prior approval of the Chief Executive Officer;

13.6 Meetings using Technology:

Communications and Marketing Commission meetings may be held by telephone, through video or internet conference facilities or in combination with a meeting held in person provided that prior notice of the meeting is given to all Commission Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Commission Member in this manner at a meeting shall constitute the presence of that member at that meeting.

13.7 Remote Decisions:

In addition to discussions and decisions made in meetings of the Commission, discussions may be held between members via email and other social media and messaging platforms, provided that any resolutions or decisions of the Commission which follows such discussion, shall only be valid if decided by email in the manner prescribed by the Chair and Chief Executive Officer.

13.8 Quorum:

The quorum for all meetings of the Communications and Marketing Commission shall be a majority (half + 1) of the total number of members of the Commission. This quorum also applies to remote decisions.

13.9 Voting:

Decisions of the Communications and Marketing Commissions shall generally be made by consensus. If a consensus cannot be reached and a vote is required, each Communications and Marketing Commission Member shall have one (1) vote. Voting by proxy is not permitted. Where members are attending a meeting using technology (in accordance with clause 10.6), they may vote by email in accordance with the procedures prescribed by IMMAF). Except to the extent specified in these Terms of Reference, a majority in favour of an action by those Communications and Marketing Commission Members present at a meeting, is required for it to be passed.

A member who attends a meeting via telephone or video or other conference facility shall be regarded as being present. In the event of an equality of votes, the Chair may cast a casting vote.

13.11 Minutes:

Minutes of each meeting of the Communications and Marketing Commission shall be taken. IMMAF Staff Liaison or other person designated by the Chief Executive Officer will be responsible for taking the minutes during the meeting. The minutes will be finalised in consultation with the Chair and Communications Director and sent to the Communications and Marketing Commission members

within a maximum of one (1) month of the meeting. Any amendments to the Minutes will be agreed at the next meeting of the Communications and Marketing Commission and noted accordingly.

13.12 Confidentiality:

All meetings and the work of the Communications and Marketing Commission are confidential. No documents, information, discussion, recommendations or decisions made at a Communications and Marketing Commission meeting or otherwise exchanged or agreed in connection with the Commission's work, shall be disclosed to any other person (other than the President, Board of Directors Members, Chief Executive Office and Communications Director and/or IMMAF Staff Liaison for the Marketing and Communications Commission) unless:

- a. the President, Chief Executive Officer or Communications and Marketing Commission Chair authorises such disclosure;
- b. the Communications and Marketing Commission agrees that such disclosure is necessary or desirable to advance its work;
- c. the matter is in the public domain; or
- d. such disclosure is required by law or any applicable authority, including the IMMAF Ethics Commission, IMMAF Arbitration Panel or another Disciplinary Tribunal.

14. Administration

14.1 Expenses:

Communications and Marketing Commission Members act as such in a voluntary capacity and will not be compensated for their work as a Commission Member. IMMAF will reimburse expenses and pay a per diem for each Communications and Marketing Commission Member in accordance with IMMAF policy.

14.2 Administration:

IMMAF will arrange travel, accommodation and insurance for Communications and Marketing Commission meetings in accordance with IMMAF policy.

14.3 Documents:

IMMAF will provide the Communications and Marketing Commission with all documents held by IMMAF relevant to the Communications and Marketing Commission's work. All physical and digital records, minutes and notes will be stored in the IMMAF Head Office.