

Australian Sesame Industry Development Association Ltd

Board Governance Charter

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1 Overview

The purpose of the Charter is to define the rights and responsibilities of the Directors of the association to assist them in fulfilling their duties and obligations. The Board is bound by the Constitution and the law. It also works with the policies of the organisation that are largely reflected in this Charter, which the Board can change as and when it needs. The Directors must bear in mind that other documents as referred to in this Charter may need to be read in conjunction with this Charter in order to gain a full understanding of how the Board may operate and also to provide an understanding of Directors' responsibilities.

Status of this Charter

The policies in this Charter should be adopted by the Board and apply from the date shown on the document and as reviewed from time to time.

All policies in this Charter are to be read in the context of the Constitution and the relevant Acts and Regulations.

The Charter will be reviewed by the Board annually to ensure currency of content and consistency with the Constitution, Laws and current policies of the Association.

2 Role of the Board

The Directors jointly as the Board provide leadership, set strategic and policy direction; and oversee the business and affairs of the association for the purpose for which the association is established. The Board is accountable to the members of the association for the overall performance of the association.

The Board does not manage the day-to-day operations of the association. This is delegated to the EO or senior member of staff, whatever their title. (This is generally the position once staff are employed but some boards employ portfolio structures where a specific director is responsible for a specific area, although this is more common with the boards of associations that do not employ staff.)

3 Responsibilities and functions

The Board in performing its role has a range of responsibilities that generally include:

3.1 Strategic Direction

- Overseeing the development, approval and periodic review of the mission, objectives/goals and ensuring consistency with the Objects – rule 2 of the Constitution.
- Overseeing the development and approval of the strategic plan.
- Ensuring that the association has appropriate processes for regular (at least annual) review of the strategic plan, alternative strategies,
- Monitoring and assessing achievements and performance against strategic and business plans.

- Identifying and acting on any impediments, structural or otherwise, that are impeding achievement of the strategic plan.
- Approving the association's annual budget.

3.2 Policy setting

- To facilitate the efficient working of the association the Board considers and approves broad policies developed by management (as for example on training for safe work).
- Such policies should follow a standard format, be as short as reasonable, be clear as to meaning and be readily available.

3.3 Finance and Accounting

- Assessing the Board's capability and financial knowledge and whether it has the necessary capacity to oversee the business and affairs of the association.
- Taking steps needed to ensure the Board addresses any shortfall in its financial knowledge and capacity to oversee the business and affairs of the association.
- Providing direction to management on financial matters.
- Reviewing routine management financial reports.
- Approving annual accounts and reports in accordance with rule 51 of the constitution and Chapter 2M of the Corporations Act.
- Ensuring appropriate financial policies and procedures are in place to safeguard the cash and finances of the association.

3.4 Risk Management

- Ensuring relevant and suitable risk assessment and management strategies are in place and reviewing risk management at least annually.
- Ensuring relevant insurance cover is in place and reviewing the adequacy of that cover annually.
- Considering the social, ethical and environmental impact of the association's activities and modifying policies as appropriate.
- Ensuring there is continuing education and information provided to Directors regarding:
 - the business of the association;
 - the role of the Board and its functions and obligations; and
 - other relevant corporate governance issues.

3.5 Reporting and Monitoring

- Overseeing the association's financial position including approving financial statements and monitoring financial performance at Board meetings.
- Monitoring the application of the association's financial control procedures to ensure internal compliance with established policies.
- Approve any relevant financial and non-financial Key Performance Indicators (KPIs) in the Strategic Plan to be reported to the Board by the EO.
- Review the organisation's performance compared to Strategic Plan with the EO.

- Consider and approve any action or remediation plans to be implemented by management in respect of the organisation's performance.

3.6 Compliance

- The Board is responsible for meeting specific statutory obligations:
 - Review of tax status – completed annually with the financial statements
 - Meeting the reporting requirements of s285A of the Corporations Act by approving and signing those requirements at the first Board meeting following the end of the financial year.
 - In accordance with rule 15 of the Constitution, and s250N of the Corporations Act authorising the calling and holding of the AGM within 5 months of the end of the financial year.
- Each Director is responsible for advising the company secretary within 1 week of any changes occurring in their name, address or other details on the Director's Consent and Declaration form (the company secretary is then responsible under s188 (1) of the Corporations Act for advising ASIC of changes in required information within 28 days of the change).
- The Board is responsible for ensuring the Association meets the requirements of the Constitution.

3.7 Corporate Governance

- The Board plays a pivotal role in the corporate governance of the association, predominantly overseeing, reviewing and updating corporate governance practices and procedures as necessary to support the association to good practice corporate governance.
- The Board is responsible for ensuring the Association is in compliance with all applicable laws, regulations, standards and best practice guidelines including but not limited to:
 - Fair Work Act
 - Workplace Health & Safety Act
 - Environmental laws and
 - Competition laws.
- Annually reviewing the appropriateness and effectiveness of compliance frameworks and controls to ensure compliance with relevant laws, regulations and industry codes.
- Approving and annually reviewing the Board's delegations of authority, in accordance with rule 30 of the Constitution.

3.8 Appointments

- Appointing and removing the EO and determining his/her remuneration and conditions of service.
- Overseeing the performance of the EO.
- Reviewing management succession and development plans and progress against the plans.

- In accordance with rule 45 of the Constitution and Part 2D.4 of the Corporations Act appointing and removing the Company Secretary/ies and determining their terms of engagement.

3.9 Accountability

- Having a system of accountability to members.
- Developing and implementing a system of accountability to other appropriate stakeholders e.g. staff, funders, service users, related organisations etc.
- Improving the credibility and objectivity of established accountability processes, including financial reporting.
- Gathering information from members and stakeholders about their concerns, needs, suggestions and aspirations.
- Assessing effectiveness of, and compliance with:
 - the Board code of conduct
 - any applicable members' code of professional conduct/ethics
 - compliance with internal plans, policies and procedures
- Providing specific delegations to management.
- Identifying and managing, and minuting, conflicts of interest.
- Confirming annually that all these responsibilities have been carried out.

3.10 Decision making

- Directors essentially do 1 of 3 things with matters that come before the Board:
 - **Note** matters the Board needs to be aware of
 - **Ratify** decisions made by others – committees or delegated individuals
 - **Decide** on matters before the Board – either where a matter is put before the Board for a decision, or a matter before the Board raises issues and the Board decides it wants action to clarify the matter.
- No individual Director has decision making power other than as may be specified in the Constitution or delegated by the Board.
- Decisions are made by the Board collectively. In coming to a decision each Director must:
 - Manage any conflicts they may have in accordance with rule 34 of the Constitution and Part 2D.1 Div 2 of the Corporations Act
 - Come to their own objective decision that is in the best interest of the Association
 - Consider relevant briefing advice, matters raised by their fellow Directors and their own experience
 - Raise matters which in their view are of significance to the decision
 - Ask questions if they are unsure
 - Come to a decision for or against when a decision is taken, unless they are not in a position to make a decision and should abstain (e.g. they are attending a meeting via telephone and the matter is a visual presentation before the Board that they are not able to see)
 - Support the decision once it is taken whether they vote for or against – a Director who feels they cannot support a decision should resign.

3.11 Communication

The Board:

- provides information to members and stakeholder as per the Communications Plan.
- communicates relevant decisions clearly to employees.
- reviews at least annually the scope, style, form and frequency of routine management reporting to the Board.

3.12 Networking

- Directors are expected to volunteer their time to participate in networking events organised by the Association
- Directors are expected to volunteer their time to participate in external networking events in order to project the reputation of the Association

4 Board composition

The Board is structured according to rule 22 of the Constitution with at least 3 and up to 9 Directors.

Following the introduction of Director Identification Numbers (DIN) all directors can only be appointed after making sure that they have DIN.

5 Board selection and renewal

Directors are required to submit themselves for re-election or reappointment at intervals in accordance with rule 24 of the Constitution.

Board renewal is important to enhance the overall performance of the Board and the association. Re-election or reappointment is not automatic.

The Board should ensure that Director rotation is carefully managed to minimise the risk of losing too much corporate memory in any one year.

Rule 24.1 of the Constitution requires that any Member Director coming up for their 2nd AGM as a Director must stand down, but they are eligible to stand again (subject to a maximum continuous term limit of eight years specified in Rule 24.3).

The term of office of an Appointed Director commences at the time of the resolution of the Board appointing the Director and ends at such time as the Board determines at the time of appointment, being no more than four years later. An appointed Director may be reappointed for another term (subject to a maximum continuous term limit of eight years specified in Rule 24.3).

As part of the annual strategic planning process the Board will complete a matrix analysis that assesses desirable skills and perspectives, reviews the skills and perspectives available on the Board and identifies the desirable skills and perspectives not available on the Board. In the interest of good governance, the Board shall then consider ways in which those shortages of skills and perspectives might be addressed

When assessing the nominations, the Board must consider the requirements for desired skills and perspectives and consider how best to communicate concerns about shortfalls to members.

6 Role of Chair, Director, EO and Secretary

6.1 Chair

The Chair is elected to the position in accordance with rule 27 of the Constitution that says the Board must appoint a Director as Chair and another Director as Deputy Chair.

The Chair is the official representative and spokesperson for the Board (subject to what the Constitution may say, or what internal policies relating to representation may say). The Chair's responsibilities include:

- Providing leadership to the Board;
- Ensuring the efficient organisation and conduct of the Board;
- Chairing Board meetings; leading Directors to resolution by consensus, ensuring all Directors are heard, ensuring agenda items are given the attention they warrant, maintaining the focus on the discussion on the issue before the Board, ensuring decisions of the meeting are clearly enunciated, ensuring all procedural matters are addressed (quorum, conflicts etc) and ensuring all matters on the agenda are dealt with;
- If it is Board policy, ensuring procedures for the continuous monitoring of the performance of individual Directors, the Board and relevant committees;
- Promoting an environment of trust, respect and openness to ensure consultative and constructive relationships among the Directors and between the Board and the association's EO and operating team;
- Ensuring adherence to accepted principals of good governance as this relates to the separation of policy and management accountability.
- Additional responsibilities can be added e.g. Being the spokesperson for the association.

6.2 Individual Directors

Individual Directors are required to:

- Attend Board meetings unless they are indisposed;
- Prior to the Board meeting consider adequately the briefing material provided – including clarifying with the Chair or EO basic queries related to the briefing material they may have – generally around two hours preparation would be required prior to each meeting;
- Prepare for Board meetings by considering issues they wish to raise on the matters on the agenda;
- Participate openly and respectfully with their fellow Directors in the meetings;
- Consider whether they may have conflicts or material personal conflicts with any matters on the agenda – where a matter arises, as a first step, Directors

- are expected to inform the Chair prior to the meeting and with a material personal interest explain the conflict to the meeting then, if the Board so decides, absent themselves from the Board until the Board advises otherwise;
- Become familiar with the Constitution, with the regular reports, policies and operations of the Association and with the environment in which the Association operates and the laws applicable to the Association;
- Draw to the attention of the Board matters of concern in relation to the Association of which they become aware;
- Inform the company secretary with 1 week of any changes to their circumstances and complete a renewed Consent/Declaration/Interests form for the first Board meeting after each AGM;
- Inform the company secretary of dates when they will be absent and unavailable for Board meetings.

6.3 EO

The EO is not a member of the Board. The roles of the Chair and EO are separate but complementary.

The EO's responsibilities include:

- Being the primary source of advice to the Board on matters affecting the association;
- Implementation of Board approved strategies;
- Implementing Board approved policies;
- Development and implementation of operational policies for the efficient management of the association;
- Management of staff;
- Day-to-day financial management;
- Management of the association's assets;
- Compliance with Workplace Health and Safety requirements, other legislative and regulatory requirements and the association's policies and procedures in its day-to-day activities;
- Reporting systematically, openly and fully to the Board on the association's progress towards meeting its corporate objectives and towards its shorter and medium-term plans such as the annual budget and strategic plan
- Informing the Board of any matters of which the Board should be made aware; and
- Exercising such specific and express powers as are delegated to the EO by the Board from time to time.

6.4 Company Secretary

The Company Secretary supports the effectiveness of the Board and as an officer under the Corporations Act has a role as chief governance officer to:

- Monitor Board actions to ensure that policy and procedures are followed and to draw the attention of the Chair for failures to follow requirements; and
- Monitor legal obligations and to draw the attention of the Chair when legal responsibilities of the association are at risk of not being met.

The Company Secretary has specific obligations in accordance with s188 (1) of the Corporations Act regarding regulatory obligations.

All Directors have direct and confidential access to the Company Secretary for advice or assistance on governance matters.

7 Committees

Subject to Rule 30.1 of the Constitution, the Board may delegate any of its powers to a committee.

Committees may be established from time to time to assist the Board to consider particular matters in detail.

All Committees should operate under terms of reference that detail their purpose, composition, meeting and reporting requirements, review date and whether or not they have delegated decision making power, and if so any limitations.

The terms of reference and continuation of each committee should be reviewed on an annual basis.

Current committees specified in the Constitution are:

- Nominations Committee (Rule 23)
- Audit Committee (Rule 31)

8 Board processes

8.1 Board induction

All new Directors appointed to the Board must be provided with information that covers Directors' roles and responsibilities, Board operations and overview of the association. The type of material that new Directors would be provided with would be:

- A letter or written confirmation of appointment
- History of organisation
- Constitution, by-laws and governance charter
- Last annual report and about the last 3 to 4 years audited statements
- List of Board members, their contact details with any position descriptions and bios
- The current year schedule of Board and committee meetings
- List of committees with names of members
- How the Board operates including confidentiality and code of conduct
- Minutes of most recent AGM and Board meeting
- Organisational chart with staff names and titles and position description of EO
- Strategic and business plan
- Budget
- Material on legal responsibilities under the governing act, fiduciary, conflict of interest etc
- A copy of Directors' and Officers' liability insurance policy.

- Names of key Acts that impact on the association
- Relevant policies and procedures
- Delegations
- Details of the website including access requirements for restricted areas
- Schedule of briefings by key staff members.

The Board conducts an annual review of the Board induction process to ensure that it is relevant and effective.

8.2 Ongoing training

The Association may develop a policy in regard to ongoing training for Directors.

Where appropriate, Board meetings will include a component where management or external experts will present or workshop material for Directors that will likely impact on the Association.

Directors are expected to maintain and develop the skills required to discharge their obligations to the Association. For this purpose, Directors may attend relevant technical or professional development courses to assist them to develop their skills. The Board may allocate funds for this purpose on a case by case basis.

8.3 Board records

Directors have rights of access to books and records of the Association to allow them to fulfil their statutory obligations as Directors. Directors, as a right, do not have access carte blanche to all records of the Association.

Privacy, conflict of interest, commercial-in-confidence, contractual and service obligation issues all impinge on the rights of a Director to access to the books and records of the Association.

Directors do have some statutory rights under the Corporations Act. Section 198F gives a Director access to books other than financial records for the purposes of legal proceedings against them while they are a Director and for 7 years after they cease to be a Director. Section 290 gives a Director a right of access to the financial records at all reasonable times.

(Boards need to agree access policies in relation to current Board papers and minutes and the retention of copies of such papers by Directors – good practice would ensure access so only 1 copy of Board papers and minutes is kept securely by the Company Secretary. This process is facilitated via one of the various electronic systems for Board material.)

8.4 Access to association employees

Except in unusual circumstances Directors do not manage the Association so it is vital that in any communications with staff a Director is not seen to be issuing instructions. That is the role of the EO. When dealing with staff:

- Access must always be through the EO or with the EO's agreement;
- Must always respect the EO's role and not bypass or undermine the EO in any way;

- Directors have direct and unfettered access to the Company Secretary in the role of secretary. Where the secretary has a dual role such as Chief Financial Officer then for matters related to that staff role, the Director needs to follow the protocols via the EO.

8.5 Access to independent advisers

(The Board should establish a policy regarding a Director's rights in relation to access to independent advisers and commissioning independent advice.)

9 Director behaviour

To effectively perform their role, Directors are expected to meet the following situations.

9.1 Directors must understand their role and duties

- Gaining a clear understanding of the role or purpose of the Board as well as the statutory and regulatory requirements of a Director carrying out their duties.
- Developing an understanding of the environment in which the Board operates.
- Staying informed about all relevant activities affecting the Board.
- Complying with legal obligations and implementing the decisions taken by the Board.
- Acting in good faith.
- Acting in the best interests of the Association as a whole.
- Acting with care and diligence.
- Acting for a proper purpose as determined by the Purpose set out in rule 2 in the Constitution.
- Maintaining confidentiality of Board decisions, materials and discussion (see 9.7)
- Publicly acting in solidarity with decisions made by the Board.
- Acting in accordance with statutory and common law duties.
- Being independent in judgement and action
- Disclosing and appropriately managing conflicts of interest as set out in the Conflicts of Interest Policy (see 9.8)
- Respecting accountability and commit to delivering results and meeting deadlines
- Be willing to undertake Company Director training
- Identifying and appropriately managing related party transactions
- Providing support to staff in areas of expertise as requested and where available
- Promoting the Association, its services and membership through community networking etc.
- Disclosing any matters that may impact on insurance policies or other undertakings of the Association in relation to Directors, including change of personal details.

9.2 Directors must uphold fiduciary duties

Directors must not:

- Make improper use of information acquired as a Director
- Engage in conduct likely to bring discredit upon the Association
- Personally benefit at the expense of the Association or give the appearance of doing so
- Take inappropriate advantage of their fiduciary positions
- Make improper use of information acquired in their role
- Exercise powers of the Board individually without the approval of (delegation by) the Board.

9.3 Directors need to be active in undertaking responsibilities

- Attending all Board meetings. Where attendance is not possible, the Director must submit an apology
- Making available adequate time to fulfil their duties
- Preparing and participating in the discussion and the deliberations of the Board
- Bringing to the Board table, and share with the group, their individual skills, experience, competencies and knowledge
- Making a time commitment which includes attending Board meetings plus [insert] days per month for other association activities
- Attending the Annual General Meeting and any Special General Meetings.

9.4 Directors must show respect

- Treating each other with respect, courtesy and professionalism
- Listening to all Directors
- Fostering a positive working relationship with other Board members and staff
- Not improperly influencing other Board members, including not caucusing
- Acting loyally and in good faith.

9.5 Directors should consult with others

- Consult with stakeholders and associated parties with issues under consideration but in consultation with the Board.

9.6 Directors should raise concerns

- Expressing concerns to the President/Chair prior to meetings about issues or decisions that run contrary to the Board's duty
- Expressing concerns during the meeting about issues or decisions that run contrary to the Board's or the Directors' duties
- Being prepared to resign if you feel the Board is refusing to deal with an important matter in an appropriate way

9.7 Directors should be confidential and loyal

- Directors have an obligation to act in the best interest of and do no harm to the association

- Directors have a duty of loyalty to the association. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by the Board
- Loyalty does not override the responsibility of directors to debate and question within the confines of a Board meeting
- Each Director and ex officio member of the Board shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. This responsibility includes maintaining confidential any materials, reports, discussions at Board meetings unless the Board decides otherwise

9.8 Directors must declare interests with potential for conflict

- Directors are to avoid conflicts of interest
- A conflict of interest means a situation where a director has directly or indirectly a personal, business, financial or other commercial interest in any transaction or proposal being contemplated by the association
- If a director suspects they have a potential conflict of interest, they have an obligation to declare the potential interest to the Board or committee
- Once declared, the Board must consider the material facts regarding the potential conflict of interest and the individual's interest
- Once declared and after the Board has investigated the potential conflict of interest, the Board must resolve and minute any action taken to either limit or exclude the director from involvement in the transaction or proposal.

10 Association obligation to Directors

10.1 General commitments

In support of their role as Directors, the Association may on request provide secretarial and travel assistance and other forms of assistance that can be decided and recorded by the Board from time to time.

10.2 Protections

Apart from as indicated elsewhere, in support of their role as Directors, the Association will:

- Indemnify Directors to the full extent permitted by law. The Association cannot provide indemnity for a:
 - liability owed to the Association;
 - liability for a pecuniary penalty order;
 - liability arising out of conduct that is not in good faith
 - legal costs in defending criminal proceedings or actions if liability is established.
- Provide Directors' and Officers' Liability Insurance.
- Offer induction and exit interviews.

10.3 Reimbursement and remuneration

- In accordance with rule 33 of the Constitution in support of their role as Directors the Association may pay reasonable and agreed travel, accommodation and other expenses related to their duties. The procedure for claiming reimbursement will be provided by the Company Secretary.
- In accordance with rule 33 of the Constitution and in accordance with Chapter 2E of the Corporations Act, the Association may remunerate Directors as Directors only if approved by the Voting Members in General Meeting.

11 Board meetings

11.1 Overview

The Board should meet regularly to ensure it meets its responsibilities. Unless the EO is a Director in their own right, they attend Board meetings by standing invitation to be of assistance and the principal adviser in the consideration of items of business before the Board. Boards may need to require the EO to leave for some items (usually in relation to the EO's evaluation and remuneration). Boards should minimise such occasions as they deprive themselves of their primary source of advice. The Board may invite other persons to its meetings at it deems necessary or appropriate.

If the Company Secretary is not the EO then they also would normally attend all Board meetings and be present at all times. The Secretary has governance duties to ensure the Directors are proceeding in accordance with requirements.

Regular attendees at Board meetings are, as officers, as defined by s 9 of the Corporations Act, and/or fiduciaries, have a duty to keep all information presented to (whether written or oral) or discussed at Board meetings confidential, or as otherwise agreed by the Board.

11.2 Annual Schedule

While many Boards still operate to a fixed agenda, increasingly good governance practice is to work to an annual schedule with meetings.

The Board's year begins with the first meeting following the AGM. At that meeting the Board will agree an annual Schedule for meetings that:

- Ensures sufficient frequency and time to fulfil responsibilities (X Meetings for the year with a meeting every X? period). (Meetings will be set for X specific dates at which all Directors can attend – OR for set days eg 2nd Tuesday of the month)
- Provides time and opportunity for annual events such as strategic and risk planning, the statutory audit, consideration of the annual accounts, annual report and AGM, strategic review of services, etc, etc.
- Allow time for internal and external presentations on strategic aspects of the Association and the environment
- Allocates time for professional development activities for the whole Board

- Programs the review of Board Performance including progress against any Board Plan
- As a useful governance check process, 1 meeting a year is scheduled when the EO will not be available, allowing the Board unsupervised access to other senior staff.

11.3 Agenda

In determining the agenda:

- There is a tendency for agendas to put the focus on monitoring and reporting with the consequence that strategic review, which is the hard work of the Board, tends to be poorly addressed – this can be addressed by bringing strategic matters forward early in the agenda.
- Some agendas allocate time per item – clearly the Board can change the time it spends but it can indicate to Directors the relative significance of the item.
- Some agendas make it clear what items require decisions as opposed to noting – this can help focus Directors' attention in preparation.
- There needs to be an agreed process for developing the agenda. The most common process is for the Chair and EO to develop the agenda taking into account matters suggested by Directors, the annual schedule and issues that have arisen. Sometimes the Secretary replaces the EO in this process.

11.4 Board papers

Directors should not consider any matter without appropriate briefing advice. Most briefings will be in writing, perhaps supplemented by a verbal/visual presentation. Sometimes for urgent matters briefings may be verbal.

Briefing notes should ideally be a 1-page summary, with a clear recommendation, clear statement of the issue, a summary of pros and cons and a review of the implications, including financial, to the Association.

The Board should agree what is a reasonable number of pages to include in Board papers – they need to be digestible packages.

The Board should agree how long before the Board meeting papers are required – generally up to about a week is common (papers that come too early might be out of date or need revision).

The Board should agree to the format of reports with a focus on what the Board wants to see rather than what management wants to give.

The Board needs to agree what happens with board papers after meetings – do Directors return them or keep them – and if so, how do they access (web systems simplify this issue).

11.5 Minutes

Rule 46 of the Constitution says the Company must keep certain minute books.

Section 251A of the Corporations Act has specific requirements for the keeping of minutes of Board meetings and Board committee meetings. It requires the minutes to

cover proceedings and resolutions. It requires resolutions passed without a meeting be minuted. It requires the minutes be in the minute book within 1 month and be signed by the Chair or chair of the following meeting within a reasonable time.

The minutes need to be kept securely at the principal place of business of the Association (or the registered office).

The purpose of the Board verifying or confirming minutes at the next meeting is to give comfort to the Chair who has the legal obligation to sign them as a correct record.

Minutes are usually taken by the company secretary who will provide a draft to the Chair within 48 hours. Chair endorsed minutes will be forwarded to Directors by the company secretary for comment by close of the 3rd day after the meeting. Directors are expected to provide feedback to the secretary usually within 1 week.

The Board will agree to the broad form it wishes the minutes to take.

As the Board is responsible for the minutes and may need to rely upon the minutes the Board should agree the form in which the minutes are kept taking into account the obligations in Part 9.3 of the Corporations Act.

11.6 Access to books

See 8.3 above.

11.7 Committees of the Board

See 7 above.

11.8 Directors contribution to Board meetings

Directors agree to contribute constructively to Board meetings by:

- Respecting other people's ideas and opinions by being open and flexible – even if they differ from my own. This means accepting that there may sometimes be more than one “right” solution or answer to an issue or problem
- Actively listening to what the other person is saying
- Letting the other person finish what they are saying before making any comments
- Being succinct when making any comments
- Ensuring that when wanting to contribute to a discussion, that recognition is received by the Chair prior to speaking
- Publicly supporting all Board decisions.

12 Review of Board performance

Boards that review their performance perform better. There are various ways to review performance – jointly/individually, every meeting/periodically, internally/externally.

The Board is to undertake a formal review of its performance, policies and practices at least every 3 years. The Board's performance is based on agreed performance criteria including how it performs against this charter. The review includes:

- Assessment of the performance of the Board against the requirements of this Charter;
- Assessment of the performance of the Board Committees against the requirements of their respective Terms of Reference;
- Examination of the effectiveness and composition of the Board, including the required mix of skills, experience and other qualities which the Directors should bring to the Board for it to function competently and efficiently;
- Assessment of outcomes in relation to the association's strategic direction and objectives have been met;
- Assessment of the appropriateness of corporate governance practices within the association; and
- Assessment of whether the expectations of varying stakeholders have been met.

13 Review of Charter

The Board will review the Charter halfway through the Board year (to allow new Directors time after the AGM to assess processes before reviewing them to ensure that it meets the needs of the association and the Board.

14 Delegation to management schedule

In time, the Board may delegate management of the association to an EO.

There are 2 basic approaches to delegation from which a decision will be provided by the Board at the appropriate time from the following information / guidance.

The most frequently followed approach is to specify what can be done. The alternative is to specify what cannot be done, which tends to be a shorter list, so that anything else by definition can be done.

Examples of delegated authority of the EO and management are outlined below. All delegations are premised on their coherence with the strategic plan and the approved budget.

Non-financial delegations:

Subject	Instruction	Officer	Comment
Appointment and retention of staff	Creation of a new permanent position.	Board	Within the context of the strategic plan and the budget
	With respect to an approved permanent position, approve the appointment terms and conditions of employment, discharge	EO	Negotiation of salary for new appointments, resulting from performance reviews and for actions positions must be in accordance with

	and remuneration of staff.		relevant Board policies. Board to be advised.
	Approval of temporary employment.	EO	Provided expenditure is contained with salary estimates. Board to be advised.
Leave / Travel approval	Approve leave of absence of the EO.	Chair of Board	
	Approve leave of absence of staff.	EO	
	Approve domestic travel.	EO	Provided expenditure is contained with approved estimate totals.
	Approve overseas travel	EO	Provided expenditure is contained with approved estimate totals. Board to be advised.
Operational policy approval	Approve policies and administrative orders that effect the overall management of the association.	EO	Policies must be consistent with Board decisions and relevant statutes.
Public Relations	Authorise routine public / media statements on behalf of the association.	EO	
	Respond publicly to significant issues on behalf of the association.	EO in consultation with Chair of Board	

Financial delegations:

Subject	Instruction	Officer	Comment
Approval of project variations and progress payments.	Project variations up to \$10,000	EO	Provided expenditure is contained with approved estimate totals.
	Project variations over \$10,000	Board	Provided expenditure is contained with approved estimate totals.

Consumable goods, equipment and services	Value up to \$10,000	EO	Provided expenditure is contained with approved estimate totals.
	Value between \$10,001 and \$15,000	Audit Committee	Provided expenditure is contained with approved estimate totals.
	Value over \$15,000	Audit Committee	Provided expenditure is contained with approved estimate totals.
Write-offs / debt recovery / disposal of property	Write-offs up to \$5,000	Staff financial team	Board to be advised of amounts and reasons of write-offs
	Write-offs up to \$5,001 and \$10,000	EO in consultation with Audit Committee	Board to be advised of amounts and reasons of write-offs
	Write-offs over \$10,000	Audit Committee and Board	
	Approve the recovery of debts by instalment	Finance	
	Authorise the recovery of debts by court action	EO	
	Make declaration of indebtedness of behalf of the association in cases of insolvency of a debtor	EO	
	Disposal of property	EO	
Special Functions and Entertainment	Up to \$1,000	EO	Provided expenditure is contained with approved estimate totals.
	Between \$1,001 and \$1,500	Chair of Board	Provided expenditure is contained with approved estimate totals.
	Over \$1,500	Audit Committee	Provided expenditure is contained with approved estimate totals.

Reimbursement of Expenses	Expenses incurred by member of staff, Board member or committee member engaged in an authorised activity.	EO	Provided expenditure is contained with approved estimate totals.
	Unplanned expenses up to \$500 incurred by member of staff, Board member or committee member.	EO	
	Unplanned expenses over \$500 incurred by member of staff, Board member or committee member.	Chair of Board	
Staff Development	Approve expenditure on staff development up to \$2,000 per annum	EO	Part of annual budget
	Approve expenditure on an individual staff development programme over \$2,001	Audit Committee	Provided expenditure is contained with approved estimate totals.

15 Last Updated

15.1 Approval and Review

Lead Author	EO
Approver	Board
Date endorsed	
Date reviewed	
Timeframe for next review	12 months

15.2 Version History

	Date	Action
1		Created
2	November 2022	Approved by XX on