



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 to reinforce 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 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 as required and at least once every three years to ensure currency of content and consistency with the Constitution, Laws, and current policies of the Association.

2. ROLE OF THE BOARD

As members of the board, the dDirectors jointly 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.

he Board does not manage the day-to-day operations of the association. This is delegated to the CEO.

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 Vision and Mission
- 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
- 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
- Such policies should follow a standard format, be as short as reasonable, be clear as to meaning and be readily available.

3.3 FINANCE & 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 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 CEO
- Review the organisation's performance compared to Strategic Plan with the CEO
- 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 Board meeting following the end of the financial year
 - In accordance with 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 achieve 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:
 - Fair Work Act, Workplace Health & Safety Act, Working with Children, Environmental laws, fundraising laws etc.
- 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 the Constitution.

3.8 APPOINTMENTS

- Appointing and removing the CEO and determining his/her remuneration and conditions of service
- Overseeing the performance of the CEO
- Reviewing management succession and development plans and progress against the plans
- In accordance with the Constitution and Part 2D.4 of the Corporations Act, appointing and removing the Company Secretary 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 Charter
 - 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 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 the vote for or against – a Director who feels they cannot support a decision should resign

3.11 COMMUNICATION

The Board:

- Communicates relevant decisions clearly to management
- Reviews at least annually the scope, style, form, and frequency of routine management reporting to the Board

3.12 NETWORKING

- Directors annually are expected to volunteer their time to participate in networking events organised by the Association
- Directors annually 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 the Constitution.

Director Identification Number (DIN): Directors may not be appointed unless they have a DIN in place. All persons nominating for election or being considered for appointment should be advised to obtain their DIN prior to any election process or offer of appointment.

If there is a provision to appoint Directors in addition to those elected the number, method of appointment, term and any conditions need to be specified.

If the Constitution allows the Board to set a maximum number of Directors that is less than the maximum in the Constitution then reference should be made to the relevant obligations in Part 2D.3 Sub Div B of the Corporations Act.

5. BOARD SELECTION AND RENEWAL

Directors are required to submit themselves for re-election at intervals in accordance with the Constitution.

Board renewal is important to enhance the overall performance of the Board and the association.

Managed Director rotation is important to minimise the risk of losing too much corporate memory in any one year. Consequently, the Constitution requires that a specific amount of Directors retire and stand for election each year.

As part of the strategic planning process the Board at least every third year shall complete a matrix analysis that assesses desirable skills and perspectives the Board needs to in line with the strategic plan, 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.

The election process will be in accordance with the Constitution and the Nominations Committee Terms of Reference.

6. ROLE OF CHAIR, DIRECTOR, CEO & SECRETARY

6.1 CHAIR

The Chair is elected to the position in accordance with the Constitution.

The Chair is the official representative and spokesperson for the Board.

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 CEO 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;
- Consider adequately prior to the Board meeting briefing material provided – including clarifying with the Chair or CEO basic queries related to the briefing material they may have – generally around 2 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 CEO

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

The CEO'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 CEO 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

The Board may from time to time establish committees to assist the Board to consider particular matters in detail.

All Committees 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.

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 CEO
- 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's 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.

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.

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 CEO. When dealing with staff:

- Access must always be through the CEO or with the CEO's agreement;
- Must always respect the CEO's role and not bypass or undermine the CEO 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 CEO.

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
- 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
- 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 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 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 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
- Provides a right of access to Board documents as specified in the Constitution after they leave the Board and remain members of the Association
- Deed of access to Board documents once they cease to be members of the Association until 7 years after they left the Board.

10.2 REIMBURSEMENT AND REMUNERATION

- In accordance with the Constitution in support of their role as Directors the Association will pay all reasonable and agreed travel, accommodation and other expenses related to their duties

11. BOARD MEETINGS

11.1 OVERVIEW

Unless the CEO 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 CEO to leave for some items (usually in relation to the CEO'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 CEO, 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

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
- 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 CEO 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 CEO to develop the agenda taking into account matters suggested by Directors, the annual schedule and issues that have arisen. Sometimes the Secretary replaces the CEO 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.

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

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 shall be taken by the CEO who will provide a draft to the Chair within 7 days and Chair endorsed minutes will be forwarded to Directors for comment by approximately 7 days after the meeting. Directors are expected to provide feedback to the CEO within approximately 1 week.

The Board should 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 12 months. 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. LAST UPDATED

14.1 APPROVAL AND REVIEW

Lead Author	CEO
Approver	WIOA Board
Date Endorsed	20th February 2025
Timeframe for next review	12 months