Board Governance Charter

# *Notes on use of this template*

*This template can be modified to suit the needs of the organisation to which it applies whether it is an association, society, company limited by guarantee, institute, or any chosen title and whether or not it has charity status.*

*The governing body is referred to as the Board but can have the meaning of Council, Committee etc.*

*The members of the Governing body are referred to as ‘Directors’ but they may be called Committee Members, Councillors etc.*

*Where the word ‘organisation’ is used this can be replaced with the name of your organisation.*

*Details are held in appendices which can be modified as required without the Board needing to reapprove the entire Charter.*

# Purpose of Board Charter

This Board Charter (**Charter)** outlines the governance principles, roles, and responsibilities of the Board of Directors (the **Board**) of <organisation>, ***<insert legal description of entity e.g. a public company limited by guarantee>***. It ensures the Board operates effectively, ethically, and in the best interests of the association.

The Charter is adopted by the Board as a by-law.

# 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 <organisation> for the purpose for which the <organisation> is established. The Board is accountable to:

* members of the <organisation> for the overall performance of the <organisation>.
* <insert external authorities depending on mode of incorporation and the role of the organisation. e.g. state regulator, ASIC, ACNC, etc>

The Board does not manage the day-to-day operations of the <organisation> if staff are employed. This is delegated to the CEO or equivalent, whatever their title.

OR

As no staff are employed, Directors will take on portfolios to engage volunteers and ensure smooth operations. *(Delete whichever is not applicable)*

# 3 Responsibilities and functions

The Board has a range of responsibilities, subject to the Constitution, that generally include:

## Strategic Direction

* + - Set the association's strategic direction, ensuring alignment with its mission, vision, and values.
    - Overseeing the development and approval of the Strategic Plan.
    - Monitoring the association’s performance in achieving its mission and against the Strategic Plan.
    - Approving any financial and non-financial Key Performance Indicators (KPIs) in the Strategic Plan to be reported to the Board by the CEO (if any).

## Policy setting

* Considering and approving broad organisation wide policies developed by management developed to a standard format.
* The Board is not responsible for setting routine operational policies and procedures.

## Finance and Accounting

* Approving the <organisation>’s annual budget in line with the strategic plan.
* Approving annual accounts and reports.
* Monitoring the financial performance of the association
* Ensuring appropriate financial policies and procedures are in place and monitoring the application of the financial control procedures to safeguard the cash and finances of the association.

## Risk Management

* Ensuring appropriate 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 <organisation>’s activities and modifying policies as appropriate.

## 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 **<*insert relevant Act under which the organisation operates e.g. ACNC, Corporations Act etc*>**
  + In accordance with rule X of the Constitution, and the requirements of the ***<insert relevant Act>*** call and hold General meetings of members.
* Each Director is responsible for advising the <company secretary, Public Officer or other relevant official> within 1 week of any changes occurring in their name, address or other details to permit changes to be made to registers if required.
* The Board is responsible for ensuring the <organisation> meets the requirements of the Constitution, ***<insert applicable incorporation Act>*** and all applicable laws.

## Appointments

* Appointing and removing the CEO and determining remuneration and conditions of service.
* Overseeing the performance of the CEO including a formal performance review annually.
* Ensuring succession planning for the role of CEO and the Board.
* Appoint or remove the ***<Company Secretary and / or Public Officer>*** according to the relevant Act.

## Accountability

* Developing and implementing a system of accountability to members according to the Constitution and relevant law.
* Reporting as required to other stakeholders including employees, government, regulators and industry bodies.
* Approving and annually reviewing the Board’s delegations of authority.

## Decision making

* Directors essentially do 1 of 3 things with matters that come before the Board:
  + **Decide** where a matter is put for a decision, or a matter raises issues and requires action to clarify the matter.
  + **Ratify** decisions made by others – committees or delegated individuals
  + **Note** matters the Board needs to be aware of
* No individual Director has decision making power other than as may be delegated by the Board.
* Decisions are made by the Board collectively. In coming to a decision each Director must act in accordance with the Code of Conduct and ensure their decisions are fully informed.
* Decisions by a majority of the Board are binding on all Directors.

# Board composition

The Board is structured according to Clause X of the Constitution **<insert number of directors and if any appointed>**

**For CLGs and Companies with ARBNs - Director Identification Number (DIN):** Directors may not be appointed unless they have a DIN. 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. *(Delete if not required)*

# Board selection and renewal

Directors are able to submit themselves for re-election at intervals in accordance with Clause X of the Constitution.

Board renewal is important to enhance the overall performance of the Board and the association. Re-election is not automatic. Staggered Director rotation is important to minimise the risk of losing too much corporate memory in any one year.

The Board at least every third year shall undertake a skills gap analysis with particular reference to the Strategic Plan. The Board will then consider ways in which any identified shortages of skills and perspectives might be addressed including:

* How best to communicate the desired skills and perspectives to members when calling for nominations of candidates for Elected Directors; and/or
* Recruiting and appointing Appointed Directors for their particular skills and perspectives. *(delete if not permitted by the Constitution)*

# Roles of Key Positions

## President or Chair

The President or Chair (subject to the Constitution) is elected to the position in accordance with clause X of the Constitution. **(***if Board elects its office bearers* **-Election of Officer Bearers By-law at Appendix 1)**

The President/Chair’s responsibilities include:

* Providing leadership to the Board;
* Ensuring the efficient operation and conduct of the Board;
* Chairing Board meetings:
* Addressing procedural matters (Quorum, Conflicts of interest, etc.)
* Ensuring all matters on the agenda are dealt with
* ensuring agenda items are given the attention they warrant
* Ensuring all directors are heard
* Ensuring discussion remains focussed
* Ensuring decisions are clearly enunciated
* Ensuring minutes are reviewed, circulated and signed off promptly
* Promoting an environment of trust, respect and openness to ensure constructive relationships among the Directors and between the Board and the <organisation>'s CEO or equivalent;
* Ensuring Code of Conduct for Directors is adhered to;
* Dealing with disruptive or underperforming Directors
* ***Additional responsibilities may be added here e.g. Act as a spokesperson as required***

## Individual Directors

Individual Directors are required to:

* Adhere to the Code of Conduct for Directors and this Board Charter
* Act in concert with other directors for the good of the organisation as a whole.
* Be aware of the environment in which the <organisation> operates and be alert to possible impacts.
* Alert the Board to matters of concern in relation to the <organisation> of which they become aware;
* Take on Committee responsibilities as required
* Complete a renewed Consent/Declaration/Interests form for the first Board meeting after each AGM;
* Inform the ***<company secretary or other relevant officer>*** of dates when they will be absent and unavailable for Board meetings as early as possible.

## CEO (or equivalent)

The CEO is not a member of the Board.

The CEO’s responsibilities include:

* Being the primary source of advice to the Board on matters affecting the <organisation>;
* Implementation of Board approved strategies and policies;
* Development and implementation of operational policies <organisation>;
* Appointment and management of staff;
* Day-to-day financial and asset management;
* Compliance with Workplace Health and Safety requirements, other legislative and regulatory requirements and the <organisation>’s policies and procedures in its day-to-day activities;
* Reporting effectively to the Board on the <organisation>’s progress against the strategic plan, financial status and compliance measures.
* Ensuring Board papers are of sufficient quality to support decision making.
* Informing the Board of any matters of which it should be made aware; and
* Exercising such specific and express powers as are delegated to the CEO by the Board from time to time. *(See appendix 2 – Delegations Schedule))*

## Company Secretary *(Delete section if not required).*

The Company Secretary / Public Officer supports the effectiveness of the Board by:

* Monitoring Board actions to ensure that policy and procedures are followed and to draw the attention of the Chair for failures to follow requirements; and
* Monitoring legal obligations and to draw the attention of the Chair when legal responsibilities of the <organisation> are at risk of not being met.
* The Company Secretary has regulatory obligations in accordance with [s188(1) of the Corporations Act](https://www.austlii.edu.au/cgi-bin/viewdoc/au/legis/cth/consol_act/ca2001172/s188.html) *(Delete if not required)*
* All Directors have direct and confidential access to the Company Secretary for advice or assistance on governance matters

# Committees

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

Committees operate under terms of reference created and approved by the Board 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 can be found at Appendix 3)

# Board processes

## Board induction

Prior to their first Board meeting, new Directors will be provided with information and training to inform them about the role, culture and operations of the Board and an overview of the <organisation>. **See Appendix 4 for a full list of material to be provided.**

The Board conducts a review of the Board induction process to ensure that it is relevant and effective at least every three years.

## Ongoing training

Directors are expected to develop and maintain the skills required to discharge their obligations to the <organisation>.

Group training will be arranged as a regular component of Board meetings or as separate events to support understanding of governance, financial oversight, risk management and other relevant subject matter.

**<If individual training is part of organisation policy, insert here>**

## Board records

Directors have rights of access to books and records of the <organisation> to allow them to fulfil their statutory obligations as Directors. Directors do not have access *carte blanche* to all records of the <organisation>.

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 <organisation>.

Directors do have some statutory rights under **<insert relevant Incorporation legislation>** to support them in any legal action taken against them both during their tenure and for a set period after leaving the Board. Access to financial records is also permitted in some circumstances.

## Access to <organisation> employees

Except in unusual circumstances Directors do not manage the organisation. In communicating with staff a Director must not be seen to be issuing instructions. 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 but not for any other role that person fulfils. *(Delete if not applicable)*

## Access to independent advisers

If a Director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a Director then, provided the Director first obtains approval for incurring such expense from the President, the organisation will pay the reasonable expenses associated with obtaining such advice.

If the President has a conflict of interest, the matter should be referred to a committee of the Board for consideration.

# Director duties and behaviour

Directors are expected abide by a Code of Conduct which addresses their duties, responsibilities and interactions with other directors, staff and relevant stakeholders. As part of the induction process Directors are expected to read, understand and return a signed copy of the Code (see Appendix 5).

# <organisation> obligation to Directors

## Protections

In support of their role as Directors the <organisation> will:

* Indemnify Directors to the full extent permitted by law. The <organisation> cannot provide indemnity for a:
  + liability owed to the <organisation>;
  + 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.

## Reimbursement and remuneration

* <organisation> will pay all reasonable and agreed travel, accommodation and other expenses related to their duties. ***The procedure for claiming reimbursement is at Appendix 6 or insert link:***
* In accordance with rule X of the Constitution the <organisation> is prohibited from remunerating Directors as Directors. OR
* In accordance with rule X of the Constitution the <organisation> may remunerate Directors as Directors according to the Schedule at appendix X *(Delete whichever is not required)*

# Board meetings

## Annual Schedule

The Board will meet as often as required for the proper discharge of their directors’ duties and in any event no less than ***X times per year. [include general schedule]***

## Attendees

The CEO may attend Board meetings by standing invitation to be of assistance and as 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 Company Secretary has governance duties to ensure the Directors are proceeding in accordance with requirements. (delete if not required)

Attendees at Board meetings 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.

## Agenda

The President/Chair will work with the CEO (and/or company secretary where applicable) to develop the agenda, taking into account matters suggested by Directors, the annual schedule and issues that have arisen requiring Board attention.

## Board papers

Board papers will be circulated by the **<Company Secretary or other relevant person>** to Directors at least a week in advance of the Board meeting.

## Minutes

Minutes will be taken by the **<Company Secretary or alternative>** who will provide a draft to the President/Chair within 48 hours after the meeting. The President endorsed minutes will be forwarded to Directors within one week and Directors are expected to provide feedback to the **<Company Secretary or alternative>** within 1 week thereafter.

If any changes of significance are suggested by one or more Directors, a teleconference of Directors may be convened to discuss the changes.

The revised minutes are circulated to all Directors subject to President/ Chair approval of the suggested changes.

If the next Board meeting is not within one month of the Board meeting, the minutes as approved by the President/Chair after Directors feedback should be entered in the minute book.

The minutes should be confirmed at the next meeting. If after entering minutes in minutes book, the minutes are amended at the next Board meeting, this should be reflected in the minutes of that meeting.

Only one copy of Board papers and minutes is kept (securely by the organisation). Note: This process is facilitated via one of the various electronic board portal systems.

# Review of Board performance

The Board is to undertake a formal review of its performance at least ***<insert time frame>.***

# Review of Charter

The Charter and any appendices will be reviewed as required and at least once every three years.

# Delegation to management schedule

The Board delegates management of the <organisation> to the CEO who may further delegate to senior staff as appropriate. (**The Delegations Schedule can be found at Appendix 2)**

# Last Updated

* 1. Approval and Review

|  |  |
| --- | --- |
| Date adopted |  |
| Date reviewed |  |
| Timeframe for next review |  |

# Disclaimer and Further Information

*This is practical advice based on Associations Forum’s work with Not for Profit organisations*

*The contents of this document are provided to assist organisations to develop their own Board Charter. These contents of the document do not constitute legal advice and are not intended to be a substitute for legal advice. You should seek specialist advice in relation to any particular matters you or your organisation may have.*

*This Board Charter is the intellectual property of Associations Forum and may not be published or circulated without its permission.*

*For assistance, please contact Associations Forum on +61 2 9904 8200.*

© Associations Forum 2004-2024 V. April 2024

**Appendix 1 (if applicable)**

# Election of office bearers by the board

1. In accordance with clause X of the Constitution, the Board will elect the Office Bearers from amongst the Directors.
2. The election of Office Bearers will normally take place at the first Board meeting following the AGM.
3. The Director presiding as chair for the part of the Board meeting to elect the Office Bearers must not be a candidate.
4. Office Bearer positions will be elected in the following order:
   1. President
   2. Vice President
   3. Others
5. A candidate who fails to be elected for a position may be nominated for a subsequent position.
6. The chair of the Board meeting will call for nominations from Directors for the vacant Office Bearer positions. Directors may self-nominate.
7. A candidate may make a statement (no longer than 3 minutes) to the Board.
8. Where only one nomination is received for a vacant Office Bearer position, that candidate is elected.
9. Where more than one nomination is received for a vacant Office Bearer position, a secret ballot will be conducted as follows:
   1. where a candidate obtains more than 50% of all votes cast, that candidate is elected;
   2. where no candidate obtains more than 50% of all votes cast, the candidate who obtained the lowest number of votes is excluded from the ballot and another vote is conducted;
   3. the process shall continue until a candidate obtains more than 50% of the votes cast, unless there is a tied vote;
   4. in the case of a tied vote, the names of the non-excluded candidates will be placed in a hat and one name drawn out with that name being the person who is elected.
10. The Board will pass separate resolutions to appoint each of the elected persons to their respective Office Bearer positions. Each resolution will specify the term of the appointment which would normally be until the first Board meeting after the next AGM (i.e. approximately one year later).
11. Immediately following the election of all Office Bearers, the elected President shall assume office and preside over the remainder of the Board meeting.
12. If an Office Bearer position is vacated, the position may be filled during a regular Board using these election procedures.

**Appendix 2**

Sample Delegations of Authority Schedule

**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 and remuneration of staff. | CEO | Negotiation of salary for new appointments, resulting from performance reviews and for actions positions must be in accordance with relevant policies. Board to be advised. |
| Approval of temporary employment. | CEO | Provided expenditure is contained with salary estimates or an approved project. |
| Leave / Travel approval | Approve leave of absence of the CEO. | Chair of Board |  |
| Approve leave of absence of staff. | CEO |  |
| Approve domestic travel. | CEO | Provided expenditure is contained with approved estimate totals. |
| Approve overseas travel | CEO | Provided expenditure is contained with approved estimate totals. Board to be advised. |
| Operational policy approval | Approve policies and administrative orders that affect the overall management of the <organisation>. | CEO | Policies must be consistent with Board decisions and relevant statutes. |
| Public Relations | Authorise routine public / media statements on behalf of the <organisation>. | CEO | According to Media Communications policy |
|  | Respond publicly to significant issues on behalf of the <organisation>. | CEO in consultation with Chair of Board | According to Media Communications policy |

**Financial delegations:**

***Should be commensurate with the size, budget and financial position of the organisation***

|  |  |  |  |
| --- | --- | --- | --- |
| **Subject** | **Instruction** | **Officer** | **Comment** |
| Approval of project variations and progress payments. | Project variations up to $XX | CEO | Provided expenditure is contained with approved budget totals |
|  | Project variations over $XX | Board | Provided expenditure is contained with approved budget totals. |
| Consumable goods, equipment and services | Value up to $XX | CEO | Provided expenditure is contained with approved budget totals. |
|  | Value over $XX | FARC | Provided expenditure is contained with approved budget totals. |
| Write-offs / debt recovery / disposal of property | Write-offs up to $XX | Staff financial team | Board to be advised of amounts and reasons of write-offs |
|  | Write-offs up to $XX and $XXX | CEO in consultation with FARC | Board to be advised of amounts and reasons of write-offs |
|  | Write-offs over $XXX | FARC and Board |  |
|  | Approve the recovery of debts by instalment | CEO |  |
|  | Authorise the recovery of debts by court action | CEO |  |
|  | Make declaration of indebtedness of behalf of the <organisation> in cases of insolvency of a debtor | CEO |  |
|  | Disposal of property | CEO | Not real estate |
| Special Functions and Entertainment | Up to $X | CEO | Provided expenditure is contained with approved estimate totals. |
|  | Over $X | FARC | Provided expenditure is contained with approved estimate totals. |
| Reimbursement of Expenses | Expenses incurred by person in an authorised activity. | CEO | Provided expenditure is contained with approved estimate totals. |
|  | Unplanned expenses up to $X incurred by staff, Board or committee member. | CEO |  |
|  | Unplanned expenses over $X incurred by staff, Board or committee member. | FARC |  |
| Staff Development | Approve expenditure contained in budget | CEO | Part of annual budget |
|  | Approve expenditure on an individual staff development programme over $X | FARC | Provided expenditure is contained with approved estimate totals. |

**Appendix 3 (if required)**

**Current Committees**

**Appendix 4**

**Board Induction Pack**

New Directors will be provided with:

* A letter or written confirmation of appointment
* History of organisation
* Constitution and By-laws
* Board Charter
* Last annual report and the last 3 to 4 years’ financial statements (audited or reviewed as required by law)
* Minutes of most recent AGM and last Board meeting (confidential information redacted is necessary)
* The current year governance cycle / schedule of Board and committee meetings
* List of Board members, their contact details with any position descriptions and bios
* List of committees with terms of reference and names of members
* Organisational chart with staff names and titles and position description of CEO
* Strategic and business plan
* Current year approved budget
* A copy of Directors’ and Officers’ liability insurance policy & certificate of currency.
* Names of key Acts that impact on the association
* Relevant policies and procedures.
* Meeting times to speak with the current Chair of the Board (and CEO and Company Secretary if appointed)

**Material to be reviewed and returned:**

* Director Code of conduct
* Consent to act as a director
* Director declaration of interest form

Optional

* Board member skills matrix

**Appendix 5**

**Director Code of Conduct**

To effectively perform my role as Director of <insert name of organisation> I agree to abide by the following and understand that failure to do so may be addressed as part of managing board and individual director behaviour and performance.

*(N.B. the titles ‘director’ and ‘Board’ are used generically and can apply regardless of the titles used in your Constitution. They may be changed to titles better understood in the organisation if required)*

## Directors must understand their role and duties

* I will ensure I understand the role and purpose of the Board.
* I will ensure I understand the environment in which the Board operates.
* I will stay informed about all relevant matters affecting the Board.
* I will act in accordance with statutory and common law duties.
* I will act in the best interests of the organisation as a whole.
* I will act in good faith.
* I will act with care and diligence.
* I will act for a proper purpose as determined by the Objects of the Constitution.
* I will maintain confidentiality of all Board decisions, materials and discussion unless compelled by legal process to disclose such information, or as otherwise agreed by the Board.
* I will not make or appear to make statements, public comments or engage with media on behalf of <insert name of organisation>, without consultation with the Chief Executive Officer and/or President and unless authorised to do so. ***(insert link to any relevant policy)***
* I will publicly act in solidarity with decisions made by the Board and not undermine decisions or policy.
* I will be independent in judgement and action.
* I will disclose and appropriately manage conflicts of interest as set out in the Conflicts of Interest Policy (see X).
* I will be accountable and commit to delivering results and meeting deadlines.
* I will undertake training relevant to my role as a director.
* I will provide support to staff in areas of expertise if requested and where available.
* I will not interfere with the management of staff or operations by the CEO or their equivalent.
* I will act as an ambassador for the organisation.
* I will disclose any matters that may impact on insurance policies, rights to hold directorships or other undertakings of the organisation in relation to Directors, including change of personal details.

## Directors must uphold fiduciary duties

* I will not make improper use of information acquired as a Director.
* I will not engage in conduct likely to bring discredit upon the Organisation.
* I will not personally benefit at the expense of the Organisation or give the appearance of same.
* I will not take inappropriate advantage of my role as a director.
* I will not attempt to exercise powers of the Board individually without the approval of (delegation by) the Board.

## Directors need to be active in undertaking responsibilities

* I will attend all Board meetings unless I have a compelling reason for absence.
* I will formally seek leave of absence if unable to attend a meeting.
* I will make available adequate time to fulfil my duties.
* I will thoroughly prepare for Board meetings by reading all materials and seeking clarity where necessary whether I attend or not.
* I will respond promptly to requests for out of session (circular resolution) Board decisions and reviews of meeting minutes .
* I will give my complete attention to the proceedings of the Board meeting, participating fully in the discussions and the deliberations.
* I will ask questions and make informed decisions.
* I will maintain focus and not engage in tangential discussions.
* I will not show favouritism to any group or faction of the membership.
* I will bring to the Board table my individual skills, experience, competencies and knowledge relevant to the matters at hand.
* I will participate fully in any Board and Director evaluation processes.
* I will attend all General Meetings of the organisation.

## Directors must show respect

* I will treat other directors with respect, courtesy and professionalism.
* I will listen to and give due consideration to the opinions of other directors.
* I will foster a positive working relationship with other Board members and staff.
* I will not improperly influence other Directors.
* I will respect the authority of the Chair to manage the conduct of meetings and the behaviour of Directors.

## Directors should consult with others

* I will consult with stakeholders and associated parties with issues under consideration as permitted by the Board and confidentiality requirements.

## Directors should raise concerns

* I will express concerns before or during meetings about agenda items, discussions or decisions that run contrary to the Board’s or the Directors’ duties.
* I understand I can demand to have my concerns expressly recorded in the minutes.
* I acknowledge my right to resign if I feel the Board is refusing to deal with an important matter in an appropriate way or I cannot, in good conscience, support a decision of the Board.

Full Name *(Please print)*

Signature: Date:

***(NB: Please sign both copies and return one to <insert appropriate name> and retain the other for your reference)***

**Appendix 6: (if required)**

**Procedure for claiming reimbursement**