



## BOARD CHARTER

Charter	Board	Version	002
Responsible person	Chair	Scheduled review date	July 2024

### PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board. The conduct of the Board is also governed by the Constitution. This charter supplements but does not dilute or replace the Constitution.

A number of operational matters relating to the Board such as notification of interests and election of directors are governed by the Constitution and are not reproduced here.

### PURPOSE OF THE BOARD

The Board has primary responsibility to members for the welfare of the Association by guiding and monitoring its affairs. The Association recognises the importance of the Board in providing a sound basis for good corporate governance in the Association's operations. The Board has two broad purposes, compliance and performance.

**Compliance:** Ensure that the Association conforms with or exceeds all legal requirements including compliance with the Corporations Act, ACNC Act, relevant accounting standards legislation, and other relevant legislation.

**Performance:** Assist the organisation to perform to its best potential by:

- Developing and monitoring strategy
- Approving and monitoring plans and ensuring resources are available for implementation;
- Reviewing overall performance of the Association;

- Ensuring risks are appropriately managed; and
- Promoting and protecting the Association's position.

## **RESPONSIBILITIES OF THE BOARD**

The principal responsibilities of the Board include:

- Ensuring compliance with statutory and legal obligations together with ethical and corporate governance standards;
- Determining the strategic direction having regard to the purpose of the Association and members' expectations;
- Overseeing the development of the Association's strategic plan, in consultation with the Executive, through the CEO;
- Considering and approving plans, policies and budgets to achieve the Association's goals;
- Monitoring and assessing the performance of the organisation, the Board itself, committees and major projects;
- Agreeing key performance indicators (KPIs) as appropriate;
- Ensuring steps are taken to minimise risks --- that critical risks are monitored and that an effective risk management strategy is in place;
- Conducting its business in a sustainable manner especially having regard to:
  - Financial position, control and accountabilities,
  - Changes in the environment, particularly the study and promotion of Philosophy in Australasia;
- Reporting regularly to members through updates and member meetings including the annual general meeting; and
- Reporting regularly to external compliance bodies including ACNC, ABR, and other relevant bodies.

The Board, while meeting its responsibilities, must remain mindful of the Association's purpose and mission and the objects of the organisation as embodied in the Constitution.

## **COMPOSITION OF THE BOARD**

In accordance with the Association's Constitution, the Association must have at least 5 directors and no more than nine directors, with a majority of ordinary members and a maximum of three independent member directors. Directors are elected by members at the Annual General Meeting (AGM). Casual vacancies can be filled by invitation by the remaining members of the Board until the next AGM. The Board is supported by the Company Secretary, who is not a member of the Board.

## **Specific Board Roles**

Again, in accordance with the Constitution, the Chairperson is elected by the members and must be an ordinary member of the Association. In addition to this role, the following roles should also be filled by ordinary members of the Association, via election by and from the ordinary members of the Association at an AGM:

- Deputy Chairperson;
- Treasurer;
- Chief Executive Officer (CEO).

In the normal course of events, there will be one other ordinary member and two independent member directors on the Board.

## **Responsibilities of Board Members**

*Responsibilities of the Chairperson* include:

- Leadership and effective performance of the Board;
- Setting the agenda for Board meetings, in conjunction with the CEO and the Company Secretary;
- Overseeing the provision of accurate, timely and clear information;
- Ensuring that Board members have adequate opportunity to contribute;
- Maintaining relations between the Board and the Executive, particularly the CEO and Company Secretary, that are open, cordial and conducive to productive cooperation;
- Establishing a protocol to take effect on occasions when the Chairperson and Deputy Chairperson are absent from meetings of the Board; and
- Arranging regular evaluation of the performance of the Board and its Committees.

*Responsibilities of the Deputy Chairperson* include:

- Filling in for the chairperson if they are unavailable; and
- Assisting the chairperson including sharing workload.

*Responsibilities of the Chief Executive Officer (CEO)* include:

- Overseeing the operations of the Association;
- Implementing plans;
- Deciding or guiding courses of action in operations by staff and committees;
- Formulating policies and planning recommendations to the Board;
- Supporting the operations and administration of the Board by advising and informing Board members;
- Acting as an interface between the Board, staff and committees;
- Assuring the organisation and its mission and programs are consistently

- presented in strong, positive terms to relevant stakeholders;
- Effectively managing the human resources, including committee members, according to authorized policies and procedures that fully conform to current laws and regulations; and
- Serving as Chair of the Executive Committee.

*Responsibilities of the Treasurer* include:

- Overseeing the management and reporting of the Association's finances as well as informing the Board of key financial events or concerns;
- Overseeing financial transactions; knowing any outstanding bills or debts owed, and who has access to the association's funds;
- Reviewing and endorsing the annual budget as well as comparing actual revenues and expenses incurred against the budget;
- Managing bank accounts;
- Developing systems for managing cash flow;
- Investing excess funds wisely;
- Overseeing the development and observation of the organisation's financial policies; and
- Serving as chair of the Finance & Risk Committee.

*Responsibilities of the Company Secretary* include:

- Assisting and supporting the Chair, and directors generally, by managing the business of the Board;
- Managing the operations of the Board, including circulating agendas, committee papers, drafting minutes, discussion papers and proposals;
- Organising and facilitating the induction and professional development of directors and contributing to succession planning;
- Managing reporting obligations to regulatory bodies;
- Ensuring good governance through compliance with regulations, including the Corporations ACT and ACNC's Governance Standards and the Association's governing documents and policies;
- Supporting the CEO to act as an interface between the Board, staff and committees;
- Scheduling and organising the AGM;
- Maintaining a list of members.

*Responsibilities of Directors* include:

- Collectively to
  - Challenge and contribute to the development of strategy;
  - Scrutinise the performance of the Association against agreed objectives, and monitor the reporting of performance;
  - Review and where appropriate, challenge proposals presented by the

- Executive:**
- Request additional information where they consider that that information is necessary to support informed decision-making;
  - As required by legislation, take reasonable and proper steps to satisfy themselves that financial information given to members or reported is accurate; and
  - Ensure that there are adequate and proper financial controls and systems of risk management and that the controls are maintained and the systems robust.
- Individually to
    - Inform themselves to a reasonable extent about the subject matter of all decisions they are called upon to make as members of the Board; and
    - Keep their own performance under review, to determine whether they have an ongoing capacity to meet their obligations as a member of the Board.

### **Competencies**

The Board aims to maintain a membership profile with a strategic combination of personal attributes, knowledge, expertise and competencies that ensure that the Board has a diversity of experiences, perspectives, information, connections and skills to carry out its governing functions. In particular, the Board aims to have, as a collective body, the following competencies:

*Behavioural:* Strategic thinking, Good judgement, Leadership, High ethical standards, Collaborative approach;

*Governance:* Contemporary, especially not-for-profit, governance experience;

*Technical:* Accounting and Finance, Strategy development and implementation, Risk Management, Law, Business acumen;

*Industry:* Scholarship and recognized expertise in Philosophy (including a spread of disciplines) and in Academia and University operations.

The Board also believes in the value of diversity in areas such as

- Gender and sexual orientation
- Race/Ethnicity
- Faith based beliefs (or the absence thereof) and political perspectives
- Age
- Geographic residence

### **Independent Members**

The Board recognises that it is unlikely that a Board comprised entirely of ordinary members will cover this range of competencies. The recruitment of independent members should aim to fill those gaps as far as possible.

## COMMITTEES OF THE BOARD

The Board may from time to time establish standing and ad hoc Committees to assist it in carrying out its responsibilities. For each Committee the Board should adopt a charter setting out its role, composition, powers, responsibilities, structure, resourcing and administration, and any other relevant matters.

### Committee Powers

Any decision-making power delegated to a Board Committee must be specified by the Board.

Committee meeting agendas: The agenda for a Board Committee meeting should be settled by its Chairperson sufficiently in advance of scheduled meetings.

### Reporting to the Board

Each Board Committee should report to the Board at least annually on all matters relevant to the discharge by the Committee of its role and responsibilities during the period covered by the report. In addition, each Committee should report to the Board on specific issues as and when required under its charter and on the proceedings of each meeting of that Committee to the next following Board meeting. Except in cases which involve conflict of interest, the minutes of all committee meetings should be made available to all members as soon as practicable.

### Standing Committees

As a minimum, there will be two standing committees of the Board:

a) Executive Committee: The Executive is responsible for the management and operation of the Association.

The Executive will also from time to time establish standing and ad hoc Operating Committees to assist it in carrying out its responsibilities. The CEO will be the chair of the Executive Committee.

*See the Executive Committee Charter for further information*

b) Finance & Risk Committee:

The Finance Committee assists the Board in the areas of:

- Budgeting and financial planning;
- Preparation and integrity of the Association's financial accounts and statements;
- Internal controls, policies and procedures that the Association uses to identify and manage business risks;
- Engagement, fees and performance of the external auditor;
- Association's compliance with legal, regulatory requirements and compliance policies; and
- Investment management.

The Treasurer will be the chair of the Finance & Risk Committee.

*See the Finance & Risk Committee Charter for further information*

## **BOARD MEETINGS**

### **Board Calendar**

Meetings of the Board are held quarterly, or as otherwise required. Urgent decisions, where it is not practical to convene a meeting, may be made by resolution circulated in writing.

Additional time should be allocated each year for reviewing the Association strategy in conjunction with the Executive.

### *Papers to be provided in advance*

- Board and Committee papers should be provided to Board members sufficiently far in advance of scheduled meetings to permit adequate preparation.
- Board agendas should be settled by the Chairperson in conjunction with the CEO and Company Secretary and should allow for a discussion period.

Meetings by video conference: Given the likely geographic dispersion of Board members, meetings should be convened and conducted so as to facilitate participation by video-conference.

A record of Board submissions and papers, and of material presented to the Board, should be maintained and held together with minutes of meetings, and be accessible to members of the Board.

It is expected that the Company Secretary will attend all Board meetings and act as the Board Secretary.

## **Independent Professional Advice**

Directors or members of a committee of the Board may seek external professional advice as considered necessary, at the Association's expense, but only with the prior approval of the Board.

## **Conflicts**

A Board member must not take improper advantage of their position as Director. A member must inform the Board or the Chairperson as soon as they are aware of any conflict or potential conflict of interest which they may have in relation to any particular item of business. Unless decided otherwise by the other members of the Board, the member should be absent from discussion and decision on that matter. Directors must comply strictly with Corporations Act and ACNC Act requirements and Board policy for the avoidance of conflicts. As per the Constitution, all conflicts of interest should be recorded in the minutes of the meeting.

## **BOARD PERFORMANCE**

### **Performance Evaluation**

The Board will undertake an annual performance evaluation that:

- Reviews the performance of the Board against the requirements of this Charter;
- Reviews the performance of the Board Committees against the requirements of their respective Charters;
- Reviews this Charter, the Committee Charters and the procedures of the Board with a view to continuous improvement.

### **Director Development**

In seeking to continually improve Board performance, and maintain best practice in corporate governance, all Board members are expected to maintain the skills required to discharge their obligations to the Association. For this purpose they should undertake continuing professional education to the extent necessary.

### **Briefing New Members**

On appointment to the Board, members should be informed in writing what is expected of them as regards committing time, being a member of Committees and participating in activities, and should be given a briefing pack of materials setting out the Association's activities, financial position and forward plans.

## DOCUMENT VERSION History

### Amendments

<b>Version #</b>	<b>Date</b>	<b>Approved</b>	<b>Brief Description</b>
002	28.07.2023	AAP Board	Clarification of the role of the Board in the development of the Strategic Plan in consultation with the Executive. Specification of role and duties of the Company Secretary.
001	30.09.2015	AAP Board	New Charter