



# AUSTRALIA INSTITUTE OF TRAFFIC PLANNING AND MANAGEMENT LTD

## Board Charter

Policy Document PD-001

Australian Institute of Traffic Planning and Management Ltd (AITPM)

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**AITPM Ltd BOARD CHARTER  
DOCUMENT AND DATA CONTROL  
PD-001**

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## Contents

<b>1</b>	<b>Overview .....</b>	<b>5</b>
<b>2</b>	<b>Role of the Board .....</b>	<b>5</b>
2.1	Responsibilities and functions .....	5
2.2	Strategic Direction.....	5
2.3	Policy setting.....	6
2.4	Chief Executive Officer .....	6
2.5	Finance and Accounting.....	6
2.6	Risk Management .....	6
2.7	Reporting and Monitoring.....	7
2.8	Compliance .....	7
2.9	Corporate Governance.....	7
2.10	Contracts .....	7
2.11	Accountability .....	8
2.12	Decision making.....	8
2.13	Communication .....	9
2.14	Networking.....	9
<b>3</b>	<b>Board composition.....</b>	<b>9</b>
<b>4</b>	<b>Board election and renewal.....</b>	<b>9</b>
<b>5</b>	<b>Role of President, Vice President, Director and Company Secretary.....</b>	<b>10</b>
5.1	President.....	10
5.2	Vice President.....	10
5.3	Individual Directors.....	11
5.4	Company Secretary.....	11
5.5	Election of Office Bearers.....	12
<b>6</b>	<b>Committees .....</b>	<b>13</b>
<b>7</b>	<b>Board processes .....</b>	<b>14</b>
7.1	Board induction.....	14
7.2	Ongoing training .....	14
7.3	Board records .....	15
7.4	Access to AITPM staff and contractors.....	15
7.5	Access to independent advisers .....	16
<b>8</b>	<b>Director behaviour .....</b>	<b>16</b>
8.1	Understand the role.....	16
8.2	Unacceptable and unethical behaviour: .....	17
8.3	Active involvement.....	17
8.4	Respect.....	17
8.5	Consultation .....	17
8.6	Concerns: .....	18
<b>9</b>	<b>Institute’s obligation to Directors.....</b>	<b>18</b>
9.1	Protections.....	18
9.2	Reimbursement and remuneration.....	18
<b>10</b>	<b>Board meetings.....</b>	<b>19</b>
10.1	Overview .....	19
10.2	Annual Schedule .....	19
10.3	Agenda.....	21

<b>10.4</b>	<b>Board papers</b> .....	<b>21</b>
<b>10.5</b>	<b>Minutes</b> .....	<b>22</b>
<b>10.6</b>	<b>Directors contribution to Board meetings</b> .....	<b>22</b>
<b>11</b>	<b>Review of Board performance</b> .....	<b>23</b>
<b>12</b>	<b>Review of Charter</b> .....	<b>23</b>
<b>13</b>	<b>Delegation to management schedule</b> .....	<b>23</b>

## 1 Overview

The purpose of the Charter is to define the rights, responsibilities and roles of the Directors of AITPM Ltd (the Institute) to assist them in fulfilling their duties and obligations. The Board is bound by the Constitution and the law. The Charter also works to 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 so as to gain a full understanding of how the Board may operate and of Directors' responsibilities.

The policies in this Charter are 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 annually to ensure currency of content and consistency with the Constitution, Laws and current policies of the Institute.

## 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 Institute for the purpose for which the Institute is established. The Board is accountable to the members of the Institute for the overall performance of the Institute.

The Board does not directly manage the day-to-day operations of the Institute. Rather, the Board delegates authority to manage these to the Chief Executive Officer

The Board also delegates authority to committees established by the Board (refer section 7) which have a responsibility for providing guidance to the Chief Executive Officer and the Board regarding specific aspects of the operations of the Institute. Each committee is chaired by a Director and comprises members as permitted by its Terms of Reference.

### 2.1 Responsibilities and functions

The Board in performing its role has a range of responsibilities that are described generally in the following sections.

### 2.2 Strategic Direction

- Overseeing the development, approval and periodic review of the vision and key priorities and ensuring consistency with the Objects – clause 3 of the Constitution.
- Overseeing the development and approval of the Institutes' strategic plan.
- Ensuring that the Institute 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 Institute's annual budget.

## 2.3 Policy setting

- To facilitate the efficient working of the Institute the Board considers and approves broad policies developed by its committees.
- Such policies should follow a standard format, be as short as reasonable, be clear as to meaning and be readily available.
- Current policies are listed in the Policy Register Reg01.

## 2.4 Chief Executive Officer

- Undertake the recruitment and appointment of the Chief Executive Officer (CEO).
- Provide support and guidance to the CEO to assist them in carrying out their duty of managing the operations of the Institute.
- Document performance measures and an appraisal process to support the periodic review of the performance of the CEO, and associated systems of reward and recognition.

## 2.5 Finance and Accounting

- Assessing the Board's capability, skills and financial knowledge to oversee the business and affairs of the Institute.
- Taking steps needed to ensure the Board addresses any shortfall in its financial knowledge and capacity to oversee the business and affairs of the Institute.
- Providing direction to the Finance Audit and Risk Committee on financial matters.
- Reviewing financial reports on at least a quarterly basis and acting on recommendations of the Finance Audit and Risk Committee relating to these.
- Approving annual accounts and reports in accordance with clause 54 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 Institute.

## 2.6 Risk Management

- Ensuring relevant and suitable risk assessment and management strategies are in place and reviewing risk management at least annually. Identified risks are listed in the Risk Register Reg02 which shall be periodically updated.
- Ensuring relevant insurance cover is in place and reviewing the adequacy of that cover annually.
- Considering the social, ethical and environmental impact of the Institute's activities and modifying policies as appropriate.
- Ensuring there is continuing education and information provided to Directors regarding:
  - the business of the Institute;
  - the role of the Board and its functions and obligations; and
  - other relevant corporate governance issues.

## 2.7 Reporting and Monitoring

- Overseeing the Institute's financial position including approving financial statements and monitoring financial performance at each Board meeting.
- Monitoring the application of the Institute's financial control procedures to ensure internal compliance with established policies.

## 2.8 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 clause 16.2 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 Institute's 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 Institute meets the requirements of the Constitution.

## 2.9 Corporate Governance

- The Board plays a pivotal role in the corporate governance of the Institute, predominantly overseeing, reviewing, and updating corporate governance practices and procedures as necessary to support the Institute to good practice corporate governance.
- The Board, supported by the Company Secretary, is responsible for ensuring the Institute complies with all applicable laws, regulations, standards and best practice guidelines including those listed in Register Reg03, and others that arise from time to time.
- 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 clause 41 of the Constitution.
- In accordance with clause 57 of the Constitution and Part 2D.4 of the Corporations Act appointing and removing the Company Secretary and determining their terms of engagement.

## 2.10 Contracts

- Oversight of the CEO in establishing, reviewing, and terminating contracts for services. Current contracts for services are listed in Register Reg04.

## 2.11 Accountability

- Having a system of accountability to members. This will include as a minimum a Directors Report to the AGM and regular communiques to members within one month of each formal Board Meeting.
- Developing and implementing a system of accountability to sponsors.
- 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 members' code of professional conduct/ethics that has been cited and deemed applicable by the Board and listed in the Register Reg05.
  - compliance with internal plans, policies and procedures.
- Providing specific delegations to committees and the CEO.
- Identifying, managing, and minuting, conflicts of interest.
- A conflict of interest register shall be established and maintained.
- Confirming annually that all these responsibilities have been carried out by including a checklist on the July/August Board Meeting agenda (also refer section 12).

## 2.12 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 (see clause 40) 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 50 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 Institute.
  - 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. If not in a position to make a decision (eg. they are attending a meeting via telephone and the matter is a visual presentation before the Board that they are not able to see) then abstain.
  - Support the decision once it is taken whether the vote for or against. A Director who feels they cannot support a decision should resign.



### 2.13 Communication

The Board:

- Provides information to members including issuing a communique following major Board decisions.
- Communicates relevant decisions clearly to the CEO.
- Reviews at least annually the scope, style, form, and frequency of routine management reporting to the Board.

### 2.14 Networking

- Directors annually are expected to volunteer their time to participate in networking at the annual National Conference organised by the Institute.
- Directors annually are expected to volunteer their time to participate in external networking events as appropriate to project the reputation of the Institute.

## 3 Board composition

The Board is structured in accordance with clause 32 of the Constitution with 5 nationally elected Directors and 5 state branch elected Directors.

## 4 Board election and renewal

Directors, if they choose to do so, are required to submit themselves for re-election at intervals in accordance with clause 35.1 of the Constitution.

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

Managed rotation of Directors is important to minimise the risk of losing too much corporate knowledge in any one year. All ten Directors are elected for a two-year term (Clause 35.1 of the Constitution) and at any time the Board comprises 5 Directors serving in the first year of their two-year term and 5 serving in their second year of their two-year term. Clause 35.2 of the Constitution requires that Directors retire at the end of their two-year term of which 2 or 3 will be nationally elected Directors and 3 or 2 respectively will be state branch elected Directors. Retiring Directors may stand for re-election up to 4 times.

Clause 35.3 of the Constitution requires that any Director approaching the end of their 5<sup>th</sup> consecutive term as a Director (that is re-elected a further four time) must stand down. They will though become eligible to stand again or seek appointment to a casual vacancy after one more year (subject to the term limits in clause 35.4 the Constitution).

As part of the strategic planning process the Board at least every third year shall complete a gap 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 is in accordance with clause 34 of the Constitution.

## **5 Role of President, Vice President, Director and Company Secretary**

The President, Vice President and Company Secretary are nominated by the Board.

The President and the Vice President who are the only office bearers and the Company Secretary have specific roles that are described below.

The procedure for conducting the election of office bearers is detailed at the end of this section.

### **5.1 President**

The President is elected to the position by the Board in accordance with clause 39 of the Constitution.

The President is the official representative and spokesperson for the Board. The President'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.
- In accordance with 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 Institute's operating team.
- Ensuring adherence to accepted principals of good governance as this relates to the separation of policy and management accountability.

### **5.2 Vice President**

The Vice President is elected to the position by the Board in accordance with clause 39 of the Constitution.

The Vice President will deputise for the President in the absence of the President and assume responsibilities as appropriate.

### 5.3 Individual Directors

Individual Directors are required to:

- Attend Board meetings. A schedule of meeting dates is prepared and agreed to immediately following the Annual General Meetings and Directors should attempt to avoid personal or work conflicts with the schedule. However, should it not be possible to attend any meeting at short notice then Directors should (a) inform the National Administration Officer (the Secretariat) and President as soon as is practical and in writing and (b) ensure that any Board Papers or responses to prior actions for which the Director is responsible, are forwarded within the required timeframe.
- Consider adequately, prior to the Board meeting, briefing material provided – including clarifying with the President, 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 President 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 Institute and with the environment in which the Institute operates and the laws applicable to the Institute.
- Draw to the attention of the Board matters of concern in relation to the Institute 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.
- Nominate for at least two committees (refer list of committees in Register Reg06 and the Terms of Reference for each committee).

### 5.4 Company Secretary

The Company Secretary supports the effectiveness of the Board and as an officer under the Corporations Act effectively operates as chief governance officer to:

- Provide support and guidance to the Board and the CEO on governance and legal matters to ensure policies and procedures are followed and obligations are met;
- 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 Institute 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.

The Company Secretary is not required to be a Director or a member of the Institute. It is not anticipated that remuneration be provided to the Company Secretary, unless they are non-member who is appointed as a contractor to the Institute.

The Board may choose to appoint more than one (1) Company Secretary.

The Company Secretary shall hold office for as long as the Board determines, or until the Company Secretary advises their intention to relinquish the position. In ordinary circumstances at least three (3) months' notice should be given to enable a replacement to be identified.

The Company Secretary shall be appointed by the Board of Directors in the manner the Board determines, based on the following process:

- Expressions of interest to be sought. The Board should determine whether this is from the Board of Directors, the AITPM membership (or a subset within), and/or from external parties.
- The Board's Governance and Strategy Committee is responsible for review and, if necessary, interview(s) of the candidates.
- A written recommendation be put to the Board for the approval of the preferred candidate.
- Directors have direct and unfettered access to the Company Secretary in the role of secretary.

## **5.5 Election of Office Bearers**

The Board shall appoint the President and Vice President by secret ballot at the first meeting of the Board following the AGM. This meeting is a teleconference. The elected office bearer shall receive more than 50% of the votes of the Board Directors in accordance with the following process.

- As soon as is practical after the AGM, the National Administration Officer (the Secretariat), shall request nominations from the Directors forming the new Board, for the vacant office bearers and inform Directors of the date for the first meeting of the Board (specified in the schedule of meetings set by the previous Board).
- Directors may nominate for more than one vacancy but may be appointed to only one. Candidates shall submit a short statement in support of their nominations.
- The nominations and supporting statements shall be forwarded via email to all other Directors together with voting slips.
- The teleconference meeting shall be chaired by (in order of preference) one of either the past President or Vice President who is still a Board Director and not a candidate, or the current Company Secretary. Otherwise, the Board shall appoint its own chair from the Elected Directors.

- Should there be only one eligible candidate for a vacant position, then the Board will be asked to ratify the appointment of the candidate. If the Board fails to ratify a candidate's appointment, then nominations will again be sought from the remaining Directors.
- Where there is more than one nomination for a vacancy then Directors will be requested to vote in accordance with the following steps.
  - The President and Vice President will be elected one at a time in that order.
  - Directors will email to the NAO their vote on the formal voting slip. A Director may abstain from voting but must inform the NAO via email on the voting slip.
  - The NAO will tally the votes and inform the Directors of the outcome. A candidate who receives more than 50% of the valid votes shall be appointed to the vacant position. If there are more than two candidates and the candidate receiving the most votes receives less than 50% of the valid votes, there shall be a second round of voting. The candidate receiving the least votes shall be eliminated and Directors will cast a second vote. This shall continue until a candidate receives the required proportion/number of votes. In the event of a tie, the Director having the highest number of years of experience on the Board shall be declared the winner.
- The outcomes of the voting will be minuted.

## 6 Committees

Clause 41 of the Constitution deals with Committees of the Board.

Subject to the Constitution, the Board may from time to time establish committees to assist the Board to consider particular matters in detail. Committees may be established to consider ongoing operations of the Institute and may therefore be considered permanent. Other committees may be established to investigate and report on a specific initiative and may therefore become redundant when the task is finalised.

There shall be at least two standing committees being a Governance and Strategy Committee and a Finance, Risk and Audit Committee.

Subject to the Constitution 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.

Subject to clause 41 of the Constitution (which may appoint permanent committees) the terms of reference and continuation of each committee should be reviewed on at least an annual basis.

Committees established by the Board are responsible for:

- Being a key source of advice to the Board on matters affecting the Institute.
- Implementing and being accountable for the strategic plan, as relevant to the scope of the Committee.

- Supporting the management of the operation of the Institute in concert with the CEO.
- Informing the Board of any matters of which the Board should be made aware.
- Exercising such specific and express powers as are delegated to the committee by the Board from time to time.
- Ensuring committee reports are prepared and submitted in a timely manner for inclusion in the Board meeting papers.

Current committees and their purpose are listed in Register Reg06.

## 7 Board processes

### 7.1 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 Institute. The Company Secretary and CEO shall ensure that newly appointed Directors be provided with or links to:

- Written confirmation of appointment from the current or immediate past president.
- History of organisation.
- Constitution.
- This Board Charter.
- Last Annual Report and the last 2 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.
- Strategic and business plan.
- Budget.
- Material on legal responsibilities under the governing act, fiduciary, conflict of interest etc.
- Directors' and Officers' liability insurance policy.
- Names of key Acts that impact on the Institute.
- Relevant policies and procedures.
- Delegations.
- Details of the website including access requirements for restricted areas.

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

### 7.2 Ongoing training

The Institute's policy regarding ongoing training for Directors is that all new/incoming Directors shall, within 3 months of appointment, be provided with an induction outlining their duties and responsibilities. This may not be required if the incoming Director has already received appropriate training or has relevant experience.

Where appropriate, Board meetings will include a component where committees or external specialists will present or workshop material for Directors that will likely impact on the Institute.

Directors are expected to maintain and develop the skills required to discharge their obligations to the Institute. For this purpose, Directors may attend relevant technical or professional development courses to assist them to develop their skills. Directors shall apply to the Board for prior approval before attending any training for which compensation from the Institute is to be sought.

### **7.3 Board records**

Directors and the Company Secretary have rights of access to relevant documents and records of the Institute to allow them to fulfil their statutory obligations. Directors, as a right, do not have access carte blanche to all records of the Institute.

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 Institute.

Clause 55.3 of the Constitution grants access to documents authorised by the Board. 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.

Directors shall be provided with access to an electronic copy of the Board meeting papers one week in advance of the meeting. Directors may print off one hard copy prior to the meeting and bring the copy to the meeting. Following the meeting, hard copies shall be disposed of in an appropriate manner acknowledging the confidentiality of the contents of the papers. Minutes of the meeting shall also be made available via a link. Hard copies of minutes should not be retained by Directors for any longer than is necessary.

Security and access to Board documents in accordance with the Document control policy shall be the responsibility of Chief Executive Officer, who may delegate such day-to-day matters to the National Administration Officer (the Secretariat).

### **7.4 Access to AITPM staff and contractors**

Directors of the Board do not directly manage the Institute except in their delegated authority as a chair of a committee. The CEO is to point of contact for Directors in relation of the activities of other AITPM staff and contractors.

Directors may request from the CEO reasonable information or actions to be undertaken as required to carry out the duties as outlined in the Committee Terms of Reference or in accordance with the Delegations Policy. It is vital that in any communications with Chief Executive Officer (or other staff and contractors), a Director (other than a chair of an appropriate committee acting in accordance with the Delegations Policy) is not seen to be 'issuing instructions'. Further clarification is provided in the Delegation of Authorities.

When dealing with the CEO:

- Only the Director or Directors nominated by the Board for such matters shall provide directions.
- Directors must always respect the CEO's role and not bypass or undermine the authority of the CEO in any way, particularly in relation to staff and contractors.

### **7.5 Access to independent advisers**

Individual Directors shall refrain from seeking or commissioning independent advice on matters regarding the management or strategic direction of the Institute, without first requesting and obtaining approval from the Board. The Institute will not generally fund the independent advice unless it is in the best interests of the Board and the Institute.

## **8 Director behaviour**

The following describes expectations of a Director to effectively perform their role. Also refer the Policy Document relating to Code of Conduct.

### **8.1 Understand the role**

Understand a Director's role and duties by:

- 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 implement the decisions taken by the Board.
- Acting in good faith.
- Acting in the best interests of the Institute as a whole.
- Acting with care and diligence.
- Acting for a proper purpose as determined by the Objects clause 3 in the Constitution.
- Maintaining confidentiality of Board decisions, materials, and discussion.
- 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.
- Respecting accountability and commit to delivering results and meeting deadlines.
- Be willing to undertake appropriate levels of Director (governance) training.
- Identifying and appropriately managing related party transactions.
- Providing support to the Chief Executive Officer in areas of expertise as requested and where available.
- Promoting the Institute, its services and membership through community networking etc.
- Disclosing any matters that may impact on insurance policies or other undertakings of the Institute in relation to Directors, including change of personal details.



## 8.2 Unacceptable and unethical behaviour:

Directors will never:

- Make improper use of information acquired as a Director.
- Engage in conduct likely to bring discredit upon the Institute, other Board Directors, another member of the Institute or its sponsors.
- Seek to personally benefit at the expense of the Institute or give the appearance of doing so.
- Take inappropriate advantage of their fiduciary positions.
- Make improper use of information acquired in their role including providing information to their employers.
- Exercise powers of the Board individually without the approval of (delegation by) the Board.
- Make personal comments through any media on government policy or actions that may be attributed to the Institute.

## 8.3 Active involvement

Be active by:

- Attending all (formal and teleconference) 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 1 days per month for other Institute activities and 3 days for the national conference.
- Attending the Annual General Meeting and any Special General Meetings.

## 8.4 Respect

Respect each other by:

- Treating each other with respect, courtesy, and professionalism
- Listening to all Directors.
- Seeking to understand before being understood.
- Fostering a positive working relationship with other Board members and staff.
- Not improperly influencing other Board members, including engaging in collusion.
- Acting loyally and in good faith.

## 8.5 Consultation

- Consult with stakeholders and associated parties with issues under consideration but only with the knowledge and approval of the Board.

## 8.6 Concerns:

Raise concerns by:

- Expressing concerns to the President 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 Institute's obligation to Directors

In support of their role as Directors the Institute will provide the following:

- Board induction.
- Training (as required) to improve understanding of corporate governance and Director responsibilities.
- Professional Indemnity insurance cover.
- Environment supporting collaboration and support.
- Maintaining a position as an industry peak body.

### 9.1 Protections

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

- Indemnify Directors to the full extent permitted by law. The Institute cannot provide indemnity for a:
  - liability owed to the Institute;
  - 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.
- Provide a right of access to Board documents as specified in the Constitution after they leave the Board and remain members of the Institute.
- Deed of access to Board documents once they cease to be members of the Institute until 7 years after they left the Board.

### 9.2 Reimbursement and remuneration

- In accordance with clause 42.2 of the Constitution in support of their role as Directors the Institute will pay all reasonable and agreed travel, accommodation and other expenses related to their duties. The procedure for claiming reimbursement is outlined in the Institute's policy documents.
- In accordance with clause 42.1 of the Constitution the Institute is prohibited from remunerating a Director for acting as a Director.

## 10 Board meetings

### 10.1 Overview

In 2020, Australia experienced the Covid-19 pandemic which significantly impacted on the Board directors' ability to travel and conduct face to face meetings. Whilst it is preferable for directors to meet in person from time to time, it is acknowledged that Board meetings can be effectively conducted remotely. Accordingly, any or all meetings described below may be conducted remotely or in person at the discretion of the President and as circumstances may dictate at the time.

Board meetings are held seven times a year. These include three scheduled meetings (preferably held in person) and four video conferences.

Scheduled meetings are held in March, July/August, and November. These meetings are generally rotated around the capital cities in Australia including in July/August in the city location for the annual national conference. The meetings (if held in person) are generally conducted over 1-2 days.

Video conference meetings are held between each scheduled meeting and generally in February, May/June, August, and September/October. These meetings are generally shorter and conducted over no more than 2 hours' duration.

The July/August meeting precedes the AGM.

The November meeting is the first scheduled meeting following the AGM and the draft budget for the following financial year is tabled. Submissions for funding from committees are required to be tabled at this meeting.

At the March meeting, the budget is finalised.

The CEO shall attend all Board meetings by invitation.

The National Administrative Officer may attend Board meetings by invitation and take minutes of the meetings.

The Company Secretary shall attend all Board meetings. Attendance may be virtual and may not be necessary for the full meeting, subject to the content of the agenda. In person attendance is generally required for AGM and the associated Board meeting in the July/August period. The Secretary has governance duties to ensure the Directors are proceeding in accordance with requirements.

Directors attending Board meetings are officers as defined by s 9 of the Corporations Act, and/or fiduciaries and 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.

### 10.2 Annual Schedule

An annual schedule of meetings and other events and activities will be developed.

The schedule will:

- Ensure sufficient frequency and time to fulfil responsibilities. Scheduled meeting dates will be set, and Directors will be expected to make every effort to be available to attend these meetings.

- Provide 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.
- Allow time for internal and external presentations on strategic aspects of the Institute and the environment.
- Allocate time for professional development activities for the whole Board.
- Program the review of Board Performance including progress against any Board Plan.

Normally, Board meetings will be held as follows, noting that the Board may hold Board ad-hoc meetings as and when required to address extraordinary matters:

#### Meeting 1 (August): First video conference meeting

The Board's year begins with the first video conference meeting following the Annual General Meeting (refer Register Reg07). The three agenda items for this Board meeting are to:

- Elect the office bearers (President and Vice President) for the next two years.
- Develop/review and agree the annual Schedule of dates and times for Board meetings and other events and activities.
- Review the composition of the committees.

#### Meeting 2 (September): Second video conference meeting

The key agenda items for this meeting are:

- Report on priority actions determined at the July/August primary meeting on matters that cannot be held over until the primary meeting in November.
- Report from the Finance Audit and Risk Committee.
- Committees to provide succinct progress reports.

#### Meeting 3 (November): First scheduled meeting

The agenda will include full reports from all committees including requests for funding for initiatives for the following financial year.

- Report from the Finance Audit and Risk Committee.
- The Board Charter shall be reviewed.
- Develop an approved draft budget for the following financial year.
- Strategic Directions shall be reviewed.

#### Meeting 4 (February): third video conference

The key agenda items for this meeting are:

- Report on priority actions determined at the November primary meeting on matters that cannot be held over until the primary meeting in March.
- Preparations for the Annual Report.
- Report from the Finance Audit and Risk Committee.
- Committees to provide succinct progress reports.

#### Meeting 5 (March): Second scheduled meeting

The agenda will include full reports from all committees.

- Review of amended draft budget and approval of final budget for the following financial year.
- Final preparations for the Annual Report.

#### Meeting 6 (May/June): fourth video conference

The key agenda items for this meeting are:

- Report on priority actions determined at the March primary meeting on matters that cannot be held over until the primary meeting in July/August.
- Preliminary discussion on approach to the AGM.
- Report from the Finance Audit and Risk Committee.
- Committees to provide succinct progress reports.

#### Meeting 7 (July/August): Third scheduled meeting

The agenda will include full reports from all committees.

This meeting is to be held in the city location for the national conference and in the two days preceding the formal conference proceedings.

### **10.3 Agenda**

In determining the agenda:

- Strategic matters should be included early in the agenda.
- The agenda will allocate time per item to indicate to Directors the relative significance of the item. The Board though can change the time as appropriate.
- The agenda will make it clear those items requiring decisions (as opposed to noting) and those items that may have an impact on budget.
- The President will liaise with the CEO to develop the agenda considering matters suggested by Directors, Committee reports, the annual schedule and issues that have arisen. The Vice President may replace the President in this process.

### **10.4 Board papers**

Board papers are prepared for consideration at Board meetings by committees or other groups established by the Board and individual Directors. Papers (or briefing notes) shall be submitted in time for inclusion in the Board agenda and for Directors to consider prior to the meeting (preferably one week prior to the meeting).

Directors should not consider any matter without appropriate briefing advice. Briefings will be in writing, perhaps supplemented by a verbal/visual presentation. Only at the discretion of the Board Directors, briefings may be presented verbally for urgent matters.

Briefing notes should be written on the approved template and ideally be no more than 3 pages and include a summary, a clear recommendation, clear statement of the issue, a summary of pros and cons and a review of the implications, including financial, to the Institute.

Board papers should be no longer than 3 pages in length. These may be supplemented by supporting information if required but these should not be relied upon.

The Board shall determine the format of reports with a focus on what the Board wants to see rather than what committees want to give.

Board papers are stored electronically on the Institutes web-based system.

### **10.5 Minutes**

Clause 52 of the Constitution refers to the taking, approval and retention of minutes.

Section 251A of the Corporations Act requires 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 President or President of the following meeting within a reasonable time.

The minutes will be kept securely on the Institute's document control system.

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

Minutes will be taken by the CEO or their delegate who will provide a draft to the Chair within 5 business days and President endorsed minutes will be forwarded to Directors for comment by close of the 15<sup>th</sup> day after the meeting. Directors are expected to provide feedback to the CEO within 1 week. Actions and responsible Director will be clearly documented in an Actions List.

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.

### **10.6 Directors contribution to Board meetings**

Directors shall contribute constructively to Board meetings by:

- Preparing and submitting reports or papers for inclusion in the Board meeting papers in a timely fashion.
- Reviewing Board papers prior to the Board meeting to familiarise themselves with the issues to be discussed and recommendations to be voted on.
- 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 President prior to speaking.
- Publicly supporting all Board decisions.

## **11 Review of Board performance**

The Board shall undertake a formal review of its performance, policies and practices at least once every two years. The Board's performance is based on how it performs against this charter. Refer also section 2.11. 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 Institute's strategic direction and objectives have been met.
- Assessment of the appropriateness of corporate governance practices within the Institute; and
- Assessment of how the expectations of varying stakeholders have been considered.

## **12 Review of Charter**

The Board will review the Charter at the first scheduled meeting of the Board after the AGM to ensure that it meet the needs of the Institute and the Board.

## **13 Delegation to management schedule**

Delegations of Authority will be maintained as a policy document. This will be reviewed from time to time by the Governance and Strategy Committee and Finance Audit and Risk Committee which may refer appropriate sections to other committees as appropriate.