

## Sample Board Charter

### 1. PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of .....

The conduct of the Board is also governed by the Constitution of ....., a copy of which is located at [\(website\)](#)

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

### 2. PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance:

#### **COMPLIANCE: conform with or exceed all legal requirements**

##### **Legal**

- monitor constitution
- comply with directors’ responsibilities
- comply with laws
- monitor insurance requirements

##### **Accountability**

- monitor financials
- compliance audits

#### **PERFORMANCE: assist the organization to perform to its best potential**

##### **Strategy and policy**

- approve Vision/mission and ensure it is embedded into the organizations operations
- approve strategic plan and policies and monitor regularly

##### **Accountability**

- overall performance of the organization
- board evaluation, succession planning
- report outcomes to stakeholders
- manage CEO

##### **Public Relations**

- represent and participate
- keep stakeholders informed



- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

**Risk management**

- Ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

The Board, while meeting its responsibilities, is mindful of the organizations mission and the objects of the organization as embodied in its Constitution.

### 3. ROLES AND RESPONSIBILITIES

The Board has delegated authority for the operations and administration of the organization to the Chief Executive Officer (CEO).

The functions of the Board are to:

Provide effective leadership and collaborate with the Executive management team in:

- articulating the organization's values, vision, mission and strategies
- developing strategic (direction) plans and ordering strategic priorities
- maintaining open lines of communication and promulgating through the organization and with external stakeholders the values, vision, mission and strategies
- developing and maintaining an organization structure to support the achievement of agreed strategic objectives

Monitor the performance of the CEO against agreed performance indicators

Review and agree the business (action) plans and annual budget proposed by the Executive management team

Monitor the achievement of the strategic and business plans and annual budget outcomes

Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities

Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged

Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate

Ensure that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements

Ensure that all significant risks are adequately considered and accounted for by the Executive management team.



Ensure that organization has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of organization's business activities and delivery of services. Its role is confined to setting and reviewing policy.

#### **4. MEMBERSHIP AND TERM**

The Constitution provides for a maximum of ..... directors and a minimum of .... directors (so that a quorum can be formed to transact business at meetings).

The Board consists only of non-executive directors, the majority of whom are independent. That is, no member of the Board may be a member of the paid staff of the organization.

Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organization.

Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent.

The Board has not adopted a tenure policy, but according to the Constitution, each director must be re-elected by the membership after ..... years on the Board.

#### **5. BOARD/CEO relationship**

The roles of the President and CEO are strictly separated.

The CEO is responsible for:

- policy direction of the operations of the organization
- the efficient and effective operation of the organization
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is not a member of the Board.

#### **6. BOARD CULTURE**

The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following table is used to provide evidence of an engaged culture [taken from *Increasing Director Performance* (Australian Company Director, Vol 20 No 8 2004)]:

##### **Agendas**

- The agendas of the Board limit presentation time and maximise discussion time.
- There are lots of opportunities for informal interactions among Board members.

##### **Norms**

- Board members are honest yet constructive.



- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

#### **Beliefs**

- “If I don’t come prepared, I will be embarrassed.”
- “If I don’t actively participate, I won’t be fulfilling my responsibility.”
- “I’ll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do.”
- “If I can’t carry my load, or if I can’t agree with what’s going on, I should resign.”

#### **Values**

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organization.
- the Board is responsible for maintaining the organization’s stature in the sector.
- Board members respect each other.

### **7. REPORTING**

Proceedings of all meetings are minuted and signed by the President or the chairman of the meeting.

Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a “Board Paper”) and, once passed, are recorded in a Resolutions Register.

### **8. REVIEW OF CHARTER**

The Board will review this charter annually to ensure it remains consistent with the Board’s objectives and responsibilities.

### **9. PUBLICATION OF THE CHARTER**

Key features of the charter are to be outlined in the organization Annual Report.

A copy of the charter is available at [www.consciousgovernance.com](http://www.consciousgovernance.com)

