

## 1A SLSNSW BOARD CHARTER

### 1. Introduction

SLSNSW is both a membership-based organisation built on a history of volunteerism encompassing a multitude of diverse and complex activities, as well as an evolving entity responding to operational, economic and public factors. It is governed by the SLSNSW Board, with important input from the SLSNSW State Council and various Board Standing Committees.

Through direction and oversight from the Board, SLSNSW is managed by the CEO. Different focuses and scopes of responsibilities are required from each of the groups within SLSNSW to ensure a dynamic, contemporary and success driven organisation.

This charter sets out the objectives, responsibilities and governance framework for the operation of the Board and its relationship with other stakeholders.

### 2. Role of the Board

The fundamental role of the Board is to govern SLSNSW, and in doing so establish, revise and oversee organisation's strategic direction and priorities.

The Board must ensure SLSNSW's **compliance** and **performance**. The role of the Board is therefore to ensure:

#### Compliance

- a. That the organisation:
  - i. Is a good and responsible corporate citizen, including in relation to prudent solvency and risk principles;
  - ii. complies with its Constitution and with all relevant laws, codes of conduct and appropriate standards of behaviour;
- b. encourages all Directors to comply with their responsibilities as directors and leaders, both internally and externally, maintaining a focus on the organisation as a whole;
- c. acts in the best interests of its members, its other stakeholders and the public;
- d. ensures that it has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility

#### Performance

- e. determines and regularly reviews the strategic direction of the organisation, including its vision, mission values and strategies;
- f. review and approve the strategic plan, risk management planning, any business plans and the annual budget such that these support the agreed strategic objectives;
- g. appoint and review the performance of the CEO including succession planning for the CEO role;
- h. approve, monitor and be accountable for the financial and non-financial performance of the organisation including setting fees;

- i. ensure policies on key issues are in place and appropriate and that these can be applied effectively and legally to those participants or persons for whom they are intended;
- j. provide an avenue for key stakeholder input into the strategic direction of the organisation, including the review and appropriate ratification of recommendations from committees, management, panels and working groups;
- k. ensure Director, Board and Chairperson performance evaluation and professional development occurs regularly.

### 3. Governing Style

The Board will govern with an emphasis on:

- a. strategy and policy which will be advantageous to SLSNSW;
- b. anticipating and planning for change;
- c. objectivity;
- d. accountability and transparency;
- e. strategic leadership;
- f. clear distinction of its role and the role of the CEO / management;
- g. constructive, robust and collaborative debate;
- h. collective decision making rather than individual;
- i. focus on the future direction of SLSNSW; and
- j. being proactive rather than reactive and operational.

### 4. Role of the Chair

The SLSNSW President chairs Board meetings (and the State Council meetings). If the SLSNSW President is not available to chair a Board meeting, the Deputy SLSNSW President (if appointed) shall chair Board meetings. If both the President and the Deputy President are not available, the Board must elect another Director present to do so.

The role of the President/chairman is summarised below.

- a. leads the Board collectively and Directors individually and ensures they are able to discharge their duties.
- b. Is responsible for the performance, conduct and review of the Board and its individual Directors.
- c. identifies where the Board and/or Individual Directors require Professional Development opportunities to further enhance performance and improvement.
- d. provides leadership in the conduct of the Board's responsibilities, including setting the agenda and ensuring the meetings take place with adequate frequency
- e. ensures that discussion at meetings is on issues that, according to the Constitution and SLSNSW policies, clearly belong to the Board to decide, and do not impinge on the role of the



CEO. They should identify the issues of significance to the Board, provide the right environment for consideration of those issues and ensure that all Directors have the opportunity to put their views and have them considered

- f. ensure Board Meetings are relevant, timely and structured, dealing with routine matters quickly and efficiently, allowing time for attention to key areas of responsibility such as accountability, strategic thinking, monitoring and policy issues
- g. the authority of the President consists of making decisions that fall within topics covered by Board policies on governance process, policies and the Constitution.
- h. the President has no authority to change Board decisions.
- i. subject to the Constitution or direction by the Board, the President may delegate authority but always remains accountable for its use.
- j. be responsible for the liaison, oversight and monitoring of the CEO's performance and activities, on behalf of the Board
- k. Together with the CEO, the President is the principal media spokesperson for SLSNSW.
- l.

## 5. The President/Chairman and the CEO

The Chairman represents the most critical link to SLSNSW through their relationship with the CEO. The Chairman must be able to strike the right balance in supporting and trusting the CEO while retaining an objective view of the management of SLSNSW. Individual Directors should wherever possible use the Chairman as the appropriate link between the Board and the CEO.

The CEO should consult and utilise the Chair as a sounding board for decisions which have significant impact and change to operations and organisational direction where and when required. It is this relationship of trust that allows robust, respectful and productive debate.

## 6. Role of CEO & Senior Leadership Team

As the Board has a clear governance role, the CEO through the Senior Leadership Team fulfils the management role of SLSNSW in accord with the instructions and direction from the Board.

The CEO and Senior Leadership Team is responsible for implementing the strategic objectives and operating within the risk appetite set by the Board and for all other aspects of the day to day running of SLSNSW. However, ultimate responsibility for strategy and control and oversight of sound and prudent management of SLSNSW rests with the Directors.

- a. In summary the role of the CEO includes:
  - i. implementing the SLSNSW strategic plan and associated business plans;
  - ii. day to day management and administration of SLSNSW;
  - iii. employment and human resources matters;
  - iv. administration of the affairs of SLSNSW;
  - v. preparation of and financial management through the approved budget;
  - vi. business development;



- vii. Government, commercial and other stakeholder relations;
  - viii. Together with the President, the CEO is the principal media spokesperson for SLSNSW
  - ix. Ensure there are 'no surprises' for the President/Chairman
- b. The CEO will report to the Board by way of formal reports which are considered at Board Meetings. Board papers will include:
- i. accurate and regular financial statements
  - ii. operational report & performance against the organisation's strategic objectives
  - iii. risk reports
  - iv. papers which address specific areas of the business which reporting or development initiatives

## 7. Role of the Individual Director

Without limiting relevant obligations at law and under SLSNSW's Constitution, the Corporations Act and ACNC Act, the responsibilities of individual Directors are to:

- a. act in the best interests of the SLSNSW organisation as a whole, including all members, branches, employees and other relevant external stakeholders;
- b. be committed to ethical, business like and lawful conduct including proper use of authority and appropriate decorum when acting as Directors
- c. act with care, diligence, honesty, good faith and in the best interests of SLSNSW;
- d. not improperly use their position or misuse SLSNSW information;
- e. act with respect, integrity and demonstrate ethical leadership
- f. avoid and declare any conflict of interest;
- g. not attempt to exercise individual authority over SLSNSW nor make decisions outside of their designated scope of authority;
- h. devote the necessary time to the performance of their duties including the review of Board papers prior to Board meetings;
- i. be mindful of the need for all Directors to engage in ongoing skills maintenance and improvement;
- j. engage with the President and other Directors both at and outside of meetings on key strategic matters relating to SLSNSW;
- k. not publicly voice any negative comments or individual opinions relating to the CEO, staff, fellow Directors or any Company matter or issue;
- l. only speak to the media as requested by the CEO or the Chairman;
- m. adhere to and support the President in an effort to govern effectively and should act with Board solidarity around Board decisions and agreed actions; and

- n. respect the confidentiality of sensitive issues or business items under negotiation or discussion.

## 8. Board Skills

The desired skills and qualifications for Directors are articulated in the Board skills matrix and individual position descriptions which form part of the Nominations Committee guiding documents (see Nominations Committee Charter)

## 9. Director Induction and Training

New Directors members will receive a formal induction upon appointment to the Board. The details of this induction are included in the Director Induction Policy.

The Board will receive governance training on an annual basis to help the directors better understand their legal, fiduciary and other obligations to SLSNSW. Through the President additional and specific training for individual Directors will be identified as required. SLSNSW may meet or contribute to the cost of such training.

## 10. Board Meetings

- a. Board meetings shall be regular and periodic and in accordance with rule 33 of the Constitution;
- b. The Board should develop a calendar/work plan based around SLSNSW's Strategic Plan and its key annual activities;
- c. The President through the CEO will prepare an agenda for each meeting and circulate board papers with relevant information for consideration by Directors. The agenda will contain some items for regular inclusion and other items as the need arises. Board papers will be circulated seven (7) days in advance of the meeting;
- d. Discussions will occur with engagement by Directors on all matters and with transparency. It is a fundamental of good governance that all discussions will be respectful and courteous, with the focus being on the promotion of the best interests of SLSNSW;
- e. The CEO will endeavour to circulate Board minutes within 10 days of the Board meeting;
- f. The Board will ensure a report of the outcomes of a Board meeting is circulated to the State Council within a reasonable time after the meeting.

## 11. Remuneration of Directors

No Director of SLSNSW shall receive remuneration for work carried out as a Director of SLSNSW.

Directors of SLSNSW are entitled to receive reimbursements and/or reasonable expenses for work carried out as a Director in accordance with the Constitution.

## 12. Evaluation of The Board

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance.