



Board Charter

Revision History:

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| V 6 | August 2017 | Created relevant to ABSANZ's constitution |
| V 9.1 | October 2018 | Revised and updated to reflect new constitution. Draft for review by Board. |



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1 Overview

The purpose of the Charter is to define the rights and responsibilities of the Directors of the Association of Biosafety for Australia and New Zealand (ABSANZ) to assist them in fulfilling their duties and obligations. The Board is bound by the Constitution and policies of the organisation as well as by this Charter. 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 in order to gain a full understanding of Board and Directors' responsibilities.

2 Role of the Board

The ABSANZ Board provides leadership, sets strategic and policy direction; and oversees the business and affairs of ABSANZ for the benefit of its members. The Board is accountable to its members for its overall performance.

The Board, *per se* does not undertake the day-to-day operations of the ABSANZ. This is delegated to the Executive Officer (EO).

3 Responsibilities of the Board

The Board in performing its role has responsibilities that include, but are not limited to:

3.1 Strategic Direction

- Overseeing the development and approval of the mission, objectives/goals and strategic plan.
- Ensuring that ABSANZ has appropriate processes for regular (at least annual) review of the strategic plan and adoption of new/ alternative strategies where required.
- Monitoring and assessing achievements and performance against strategic and business plans.
- Identifying and acting on any impediments, structural or otherwise, that are impeding on the achievement of the strategic plan.
- Approving the ABSANZ annual budget.

3.2 Finance and Accounting

- Ensuring the Board has the capability, capacity and financial knowledge necessary to oversee the business and affairs of ABSANZ.
- Providing an opinion on financial matters.
- Approving annual and interim accounts and EO reports.
- Ensuring appropriate financial policies and procedures are in place to safeguard the business and affairs of ABSANZ.



3.3 Risk Management

- Ensuring relevant and suitable risk management strategies are in place. This includes any relevant insurance required to ensure safe business practices.
- Considering the social, ethical and environmental impact of ABSANZ activities.
- Ensuring there is continuing education and information provided to Directors regarding:
 - the business of ABSANZ
 - the role of the Board and its functions and obligations, and
 - other relevant corporate governance issues.

3.4 Reporting and Monitoring

- Overseeing ABSANZ 's financial position including approving financial statements and monitoring financial performance.
- Ensuring ABSANZ's financial control procedures safeguard the integrity of financial and other reporting to ensure stakeholder and regulatory compliance.

3.5 Corporate Governance

- Overseeing, reviewing and updating corporate governance practices and procedures as necessary to support ABSANZ to achieve best practice corporate governance.
- Ensuring ABSANZ operates in accordance with its constitution and all applicable laws, regulations, standards and best practice guidelines.
- Approving the Board's delegations of authority, with the exception of the authority to delegate
- Requiring appropriate and effective compliance frameworks and controls to be in place for compliance with relevant laws, regulations and industry codes.

3.6 Appointments

- Appointing a President from the elected Directors.
- Making a recommendation to the members with respect to the association's auditor
- Appointing and removing the EO and determining a remuneration and conditions of service package.
- Overseeing the performance of the EO and reviewing management succession and development plans.
- Appointing and removing the Company Secretary(s).



3.7 Accountability

- Developing and promulgating a system of accountability to members and all other stakeholders.
- Reviewing internal controls and other accountability processes.
- Consistently improving the credibility and objectivity of an established accountability process, including financial reporting.
- Gathering information from members and stakeholders about their concerns, needs and aspirations.
- Assessing the effectiveness of the Board, and its compliance with:
 - the Board Charter
 - internal plans, policies, procedures and the constitution.
- Providing specific delegations to management.
- Identifying and manage conflicts of interest.
- Confirming annually that all these responsibilities have been carried out.

3.8 Communication

The Board:

- Provides information to members and stakeholders on a regular basis.
- Communicates decisions clearly to committees, representatives, members and management in a timely manner.
- Ensures there is an effective internal communication system between board members, the EO and management.

4 Board composition

The Board is structured according to the Constitution.

4.1 Composition

The Board will annually assess the skills required to ensure the ongoing sustainability of ABSANZ. Where possible, the Board will seek to overcome any gaps through communication during the nomination/election process, as well as the appointment of directors to fill any casual vacancies.

The number of directors, office bearers and election processes are set out in the Constitution.

4.2 Succession

At least annually the Board will discuss succession, including the role of President, to ensure the smooth transition at the end of each Board term.



5 Board renewal

All Directors may submit themselves for re-election at intervals in accordance with the Constitution.

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

The Board shall review the criteria for the election or appointment of new Directors having regard to the ideal composition of the Board and the changing needs of ABSANZ.

The Board will ensure that members are encouraged to assess nominations, based on the requirements for a mix of skills, competences and perspectives representative of the membership on the Board.

6 Role of President, EO and Company Secretary

6.1 President

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 procedures are in place 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 between the Board and ABSANZ's EO and management team
- Ensuring adherence to accepted principles of good governance as this relates to the separation of policy and management accountability, and
- Ensuring records of attendance at Board, Standing Committee and Committee meetings are made available to members.

6.2 Executive Officer (EO)

The responsibilities of the EO include:

- Implementing the strategic plan
- Ensuring Management and administration of day-to-day operations of ABSANZ
- Supervising staff and representing them to the Board, and
- Exercising such specific and express powers as are delegated by the Board from time to time.



6.3 Company Secretary

The Company Secretary supports the effectiveness of the Board by:

- Monitoring that Board policy and procedures are followed; and
- Ensuring the legal responsibilities of the association are met.

The Company Secretary is accountable to the Board on governance matters, with all Directors having access to the Company Secretary for advice or assistance on governance matters.

7 Committees

The Board may from time to time establish committees to assist the Board to consider particular matters in detail, or to assist in implementation of various aspects of the Strategic Plan.

Committees are to work within their delegated powers and report to the Board on appropriate decisions and actions and make any necessary recommendations. Membership of any such committee may consist of at least one Director who is able to provide the range of skills appropriate to the role of the committee.

8 Board processes

8.1 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 ABSANZ. New Directors will be provided with:

- A letter or written agreement of appointment
- History of organisation
- Constitution, by-laws and governance charter
- Last annual report and the last 3 to 4 years of audited statements
- List of Board members 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 requirements
- Minutes of most recent AGM and Board meeting
- Organisational chart with staff names and titles and position description of EO and any other resources who are employed or delegated to undertake work on behalf of ABSANZ.
- Strategic and business plan
- Budget
- Statement on legal responsibilities under the governing act e.g. fiduciary, conflict of interest etc



- A copy of Directors' and Officers' liability insurance policy
- Any Acts that impact on ABSANZ
- Policies and procedures
- Delegations.

The Governance, Finance and Risk Committee conducts an annual review of the Board induction process to ensure that it is up to date.

8.2 Ongoing training

Management will conduct additional presentations for Directors as necessary addressing factors that impact or are likely to impact on ABSANZ business.

Directors are expected to maintain the skills required to discharge their obligations to ABSANZ. For this purpose, Directors will be given the opportunity to attend technical or professional development courses to assist them in keeping up to date with relevant issues.

The Board may from time to time seek independent advice/or provide training to assist Directors in their role

8.3 Board records

A record of Board submissions, and papers and materials presented to the Board is to be maintained and together with minutes of meetings will be accessible to Directors.

8.4 Access to management and the EO

- Access to administration management or any other employees will be through the EO.
- Directors have direct access to the Company Secretary
- Subject to the law and confidentiality arrangements, Directors have access to company information in the possession of management or an external advisor of ABSANZ.

8.5 Access to independent advisors

The Board may have access to independent advisors where it determines such need.

9 Director behaviour

To effectively perform their role, Directors are expected to:

9.1 Understand the Board'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 implementing the decisions taken by the Board.
- Acting in good faith.
- Acting in the best interests of ABSANZ as a whole.
- Acting with care and diligence.
- Acting for a proper purpose.
- Maintaining confidentiality of Board decisions, materials and discussion.
- Publicly supporting 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.
- Being willing to undertake Company Director training.
- Identifying and appropriately managing related party transactions.
- Providing support to staff in areas of expertise as requested and where available.
- Promoting ABSANZ, its services and membership as required.
- Disclosing any matters that may impact on insurance policies or other undertakings of ABSANZ in relation to Directors, including change of personal details.
- Perform the role of Director diligently including the proper consideration of Board issues, papers and making appropriate contribution to Board meetings.

9.2 Directors will at all times not:

- Make improper use of information acquired as a Director.
- Engage in conduct likely to bring discredit upon ABSANZ.
- Personally benefit at the expense of ABSANZ or give the appearance of doing so.
- Take inappropriate advantage of their fiduciary positions.
- Make improper use of information acquired in their role.



- Exercise powers of the Board individually without the prior approval or delegation by the Board.

9.3 Be active by:

- Attending all Board meetings. Where attendance is not possible, the Director must submit an apology
- Making available adequate time to fulfil their duties, including attending at least 75% of Board meeting and responding to Board matters in between meetings where required within agreed time frames.
- Preparing and participating in the discussion and the deliberations of the Board.
- Bringing to the Board table, and sharing with the group, their individual skills, experience, competencies and knowledge.
- Attending the Annual General Meeting and any Special General Meetings.

9.4 Respect each other by:

- Treating each other with respect, courtesy and professionalism.
- Fostering a positive working relationship with other Board members and staff.
- Not improperly influencing other Board members.
- Acting loyally and in good faith

9.5 Consult:

- With stakeholders and associated parties with issues under consideration.

9.6 Raise concerns by:

- Expressing concerns to the President about issues or decisions that run contrary to the Board's duty.

10 ABSANZ obligation to Directors

In support of their role as Directors, ABSANZ will:

- Indemnify Directors to the full extent permitted by law. ABSANZ cannot provide indemnity for:
 - liability owed to ABSANZ.
 - 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 access to training and development opportunities for Directors.



- Provide access to the records of ABSANZ on request.
- Fund external advice on matters relating to their duties where this is agreed with the President and shared with all Directors.
- Provide an invitation to undertake Director education at ABSANZ's expense up to a Board agreed amount.
- Pay all reasonable expenses and agreed travel, accommodation and other expenses related to their duties.

11 Board meetings

11.1 Overview

Board meetings shall be held on a regular basis, as determined annually in advance by the Board. The agenda for each meeting will be determined by the President and EO to meet the business needs. The EO will attend all Board meetings by standing invitation to be of assistance in the consideration of items of business before the Board. The Board may invite other persons to its meetings at it deems necessary or appropriate.

All minutes of the Board are signed by the President as a true and accurate record and made available to all Directors.

All attendees at Board meetings are, as officers and/or fiduciaries, required to keep all information presented to (whether written or oral) or discussed at Board meetings confidential.

11.2 Annual Schedule

The Board will establish an annual Schedule for Board meetings that:

- Ensures sufficient frequency and time to fulfil responsibilities.
- Provides time and opportunity for annual events such as strategic and risk planning, the statutory audit, consideration of the annual accounts, annual report and AGM.
- Allows time for internal and external presentations on strategic aspects of ABSANZ and the environment.
- Provides time and opportunity for professional development activities for the whole Board.
- Evaluates Board Performance including progress against any Board Plan.

11.3 Directors contribution to Board meetings

Directors agree to contribute constructively to Board meetings by:

- Respecting other people's ideas and opinions by being open and flexible – even if they differ from their 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 others are 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, recognition is received by the President prior to speaking.
- Publicly supporting all Board decisions.

12 Review of Board performance

The Board is to undertake a formal review of its performance, policies and practices annually. The Board's performance is based on agreed performance criteria and latest corporate governance practices. 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
- Review succession plans for the Board
- Assessment of outcomes in relation to ABSANZ's strategic direction and that objectives have been met.
- Assessment of the appropriateness of corporate governance practices within ABSANZ, and
- Assessment of whether the expectations of varying stakeholders have been met.

13 Review of Charter

The Board will regularly review this Charter to ensure that it complies with the law and meet the needs of ABSANZ and the Board.

The introduction of new Board member(s) shall require the Board to review the charter and update the charter if applicable.

14 Delegation to management schedule

The Board delegates implementation of the Strategic Plan and oversight of management of the association to the EO. The delegated authority of the EO and management is outlined below. All delegations are premised on their coherence with the strategic plan and the approved budget.

| Subject | Instruction | Officer | Comment |
|------------------------------------|--|--------------------|---|
| Appointment and retention of staff | EO appointment will be by contract with an appropriate professional association management company. Currently Association Professionals Pty Ltd | Board | Within the context of the strategic plan and the budget. EO Performance reviewed by Board and contract managed according to the review outcome. |
| | Required Administration and other resources e.g. Conference Management by contract to an appropriate professional association management company – Currently Association Professionals | Board | Within the context of the strategic plan and the budget Performance subject to ongoing review and contracts managed according to the review outcome. |
| | | | |
| Leave / Travel approval | Leave of absence of the EO. | President Notified | EO Contract shall ensure that leave of absences for EO are planned and alternative coverage made if required |
| | Approve leave of absence of other resources. | EO | |
| | Approve domestic travel for operational resources. | EO | Provided: 1. Travel is necessary and consistent with the fulfilment of |

| Subject | Instruction | Officer | Comment |
|--------------------------------|---|---|--|
| | | | <p>ABSANZ duties and obligations.</p> <p>2. Expenditure is contained with approved budget estimate totals.</p> <p>3. Board to be advised</p> |
| | Approve overseas travel for operational resources | EO | <p>Provided:</p> <p>1. Travel is necessary and consistent with the fulfilment of ABSANZ duties and obligations.</p> <p>2. Expenditure is contained with approved budget estimate totals.</p> <p>3. Board to be advised</p> |
| Approval of Project variations | | Governance, Finance, and Risk Committee | <p>Provided:</p> <p>1. Reason for variation are documented and valid. Board to approve.</p> |
| Approval of progress Payments | | EO | <p>Provided:</p> <p>1. Project milestones have been met and that the payments are in accordance with the approved project payment schedule.</p> |

| Subject | Instruction | Officer | Comment |
|--|--|---|---|
| Consumable goods, equipment and services | Value up to \$5,000 | EO | <p>Provided</p> <ol style="list-style-type: none"> 1. Expenditure is contained with approved budget estimate totals. 2. Expenditure is necessary for the fulfilment of ABSANZ duties and obligations. |
| | Value over \$5,001 | Governance, Finance, and Risk Committee | <ol style="list-style-type: none"> 1. Expenditure is necessary for the fulfilment of ABSANZ duties and obligations. 2. Provided expenditure is contained with approved estimate totals. |
| Write-offs / debt recovery | Write-offs up to \$5,000 | Governance, Finance, and Risk Committee | Board to be advised of amounts and reasons of write-offs |
| | Write-offs over \$5,001 | Governance, Finance, and Risk Committee and Board | |
| | Approve the recovery of debts by instalment | Governance, Finance, and Risk Committee | Board to be advised |
| | Authorise the recovery of debts by court action | Board | |
| | Make declaration of indebtedness on behalf of the association in | EO | After Governance, Finance, and Risk Committee prior approval has been |

| Subject | Instruction | Officer | Comment |
|-------------------------------------|---|---|---|
| | cases of insolvency of a debtor | | obtained and Board has been notified |
| Operational policy approval | Approve policies and administrative orders that effect the overall management of the association. | Governance, Finance, and Risk Committee | Policies must be consistent with Board decisions and relevant statutes. Board to approve |
| Public Relations | Authorise routine public / media statements on behalf of the association. | President | Board to be notified |
| | Respond publicly to significant issues on behalf of the association. | President | Board to be notified |
| Special Functions and Entertainment | Up to \$1,000 | EO | Provided <ol style="list-style-type: none"> 1. Expenditure is consistent with the fulfilment of ABSANZ duties and obligations 2. expenditure is contained with approved budget estimate totals. |
| | Over \$1,001 | Governance, Finance, and Risk Committee | Provided <ol style="list-style-type: none"> 1. Expenditure is consistent with the fulfilment of ABSANZ duties and obligations 2. expenditure is contained with approved budget estimate totals. |
| Reimbursement of Expenses | Expenses incurred by member of staff, Board | EO | Provided |

| Subject | Instruction | Officer | Comment |
|-------------------|---|---|--|
| | member or committee member engaged in an authorised activity. | | <ol style="list-style-type: none"> 1. Expenditure is consistent with the fulfilment of ABSANZ duties and obligations 2. Expenditure is contained with approved budget estimate totals and policies are in place. |
| | Unplanned expenses up to \$500 incurred by member of staff, Board member or committee member. | EO | After Governance, Finance, and Risk Committee approval |
| | Unplanned expenses over \$500 incurred by member of staff, Board member or committee member. | Governance, Finance, and Risk Committee | |
| Board Development | Approve expenditure on development program | Board | Provided expenditure is part of the annual budget |

15 Acknowledgement

This Charter has been developed using the template provided by Associations Forum.