



# Board Charter

January 2026

Next review: January 2028

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## 1 Overview

The purpose of the Charter is to define the rights and responsibilities of the Directors of OA 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 and other readers 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 OA Board provides leadership, sets strategic and policy direction and oversees the business and affairs of OA for the benefit of its members. The Board is accountable to its members for its overall performance.

The Board does not manage the day-to-day operations of OA. Presently this is delegated via a contractual arrangement to Association Professionals.

### 3 Responsibilities

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 OA 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 on the achievement of the strategic plan.
- Approving the OA 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 OA.
- Providing an opinion on financial matters.
- Approving annual and interim accounts.
- Ensuring appropriate financial policies and procedures are in place to safeguard the business and affairs of OA.
- Carrying out the statutory role of ensuring the organisation does not continue to trade if it becomes insolvent.

#### 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 OA activities.
- Ensuring there is continuing education and information provided to Directors regarding:
  - the business of OA
  - the role of the Board and its functions and obligations, and
  - other relevant corporate governance issues.

#### 3.4 Reporting and Monitoring

- Overseeing OA's financial position including approving financial statements and monitoring financial performance.
- Ensuring OA'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 OA to achieve best practice corporate governance.
- Ensuring OA complies with its Constitution and all applicable laws, regulations, standards and best practice guidelines.
- Approving the Board's delegations of authority, noting that the Board does not have the ability to delegate the setting of delegations of authority to other party(s).
- Requiring appropriate compliance frameworks and controls are in place and operating effectively for compliance with relevant laws, regulations and industry codes.

### 3.6 Appointments

- Making a recommendation to the members with respect to the organisation's auditor.
- Appointing an association management company and other major suppliers.
- Appointing external director(s) as set down within the Constitution.
- Appointing and removing the Company Secretary.

### 3.7 Accountability

- Have a system of accountability to members and all other stakeholders.
- Consistently improve the credibility and objectivity of an established accountability process, including financial reporting.
- Gather information from members and stakeholders about their concerns, needs and aspirations.
- Assess the effectiveness of, and compliance with:
  - the Board Charter
  - members' code of professional conduct
  - internal plans, policies, procedures and the Constitution.
- Provide specific delegations to management.
- Identify and manage conflicts of interest.
- Confirm 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, advisors, representatives, members and management in a timely manner.
- Ensures there is an effective internal communications system between the Board and association management company.

## 4 Board composition

The Board is structured according to the Constitution.

### 4.1 Composition

The Board will continuously assess the skills required to ensure the ongoing sustainability of OA. 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 or vacant external director positions.

### 4.2 Succession

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

### 4.3 Board renewal

All Directors are required to submit themselves for re-election at intervals in accordance with the Constitution if they wish to continue as a director for additional term(s).

Board renewal is important to enhance the overall performance of the Board and OA. 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 OA.

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

## 5 Role of President, Vice President, Management

### 5.1 President

The President is elected to the position at a Board meeting held as soon as possible following each Annual General Meeting.

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 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 other volunteers and OA's EO and management team, and
- Ensuring adherence to accepted principles 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 at a Board meeting held as soon as possible following each Annual General Meeting. Ideally the Vice President will move into the role of President at the conclusion of the incumbent's term.

During any absences of the President, the Vice President is the official representative and spokesperson for the Board. Throughout their term, the Vice President's key responsibilities include supporting the President to:

- Provide leadership to the Board
- Ensure the efficient organisation and conduct of the Board
- Chair Board meetings in the absence of the President
- Lead Directors to resolution by consensus in the absence of the President
- Ensure procedures for the continuous monitoring of the performance of individual Directors, the Board and relevant committees
- Promote an environment of trust, respect and openness to ensure consultative and constructive relationships between the Board and other volunteers and OA's EO and management team, and
- Ensure adherence to accepted principles of good governance as this relates to the separation of policy and management accountability.

### 5.3 Association Management provider

The responsibilities of the association management provider include:

- Managing and administering the day-to-day operations of OA as specified within the contract
- Exercising such specific and express powers as are delegated by the Board from time to time.

#### 5.4 Company Secretary

The Company Secretary supports the effectiveness of the Board by:

- Monitoring that Board policy and procedures are followed
- Ensuring the legal responsibilities of OA 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.

## 6 Committees

The Board may from time to time establish committees to assist the Board to consider particular matters in detail. Details of the role of each committee are specified within the Terms of Reference.

Committees are to report to the Board on appropriate decisions and actions and may make any necessary recommendations. At the discretion of the Board, 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.

## 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 OA. New Directors will be provided with the following during a face-to-face induction session conducted by the President with support as required, and held as soon as possible following their appointment:

- A letter or written agreement of appointment.
- History of organisation
- Constitution, bylaws and board charter
- Last annual report and audited statements for the past 3 years
- List of Board members with any position descriptions and biographies
- The current year schedule of Board and committee meetings
- List of committees with names of members
- How the Board operates including confidentiality
- Minutes of most recent AGM and Board meeting
- Organisational chart with names and titles and position description of EO
- Strategic and business plan
- Budget
- Statement on legal responsibilities under the governing act eg. fiduciary, conflict of interest etc
- A copy of Directors' and Officers' liability insurance policy.
- Any Acts that impact on OA
- Policies and procedures
- Delegations.

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

### 7.2 Ongoing training

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

Directors are expected to maintain the skills required to discharge their obligations to OA. 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 and annual Board training will also be provided. Such attendance may be funded by OA – directors should apply to the President in writing for consideration.

### 7.3 Board records

A record of Board submissions, papers and materials presented to the Board, is to be maintained and with minutes of meetings will be accessible to Directors. This includes documents such as insurance policies and contracts. These documents will be accessible via a dedicated portal within the OA website.

## 7.4 Confidentiality

All Directors are required to sign a confidentiality agreement on commencement of their directorship.

Directors must keep confidential all Board documentation (paper-based and electronic), discussions and deliberations. Similarly, all information received by a director in the course of the exercise of the director's duties must be treated as confidential and remains the property of OA. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided or is required by law.

## 7.5 Conflict of interest and related party transactions

The key conflicts of interest arise when:

- the company is dealing with another party which the director has either a formal or informal relationship with, including an employment or service contract
- the company is dealing with another party, including another professional organisation, which the director has a formal relationship with
- the Board is considering items submitted from OA committees or working parties which a director also participates on.

Directors must:

- disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the director or the director's seconded personnel and the interests of any other parties in carrying out the activities of the Company
- at the request of the Board within seven days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.

If a director cannot, or is unwilling to, remove a conflict of interest then the director will be required to absent themselves from the room when discussing matters to which the conflict relates. This entry and exit will be minuted.

Directors will indicate to the President any potential conflicts of interest situation as soon as it arises. At the beginning of each Board Meeting all directors will be required to declare conflicts of interest to the Chair.

Further, under s. 192(1) of the Corporations Act, "A Director of a company who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter" and that such notice "may be given at any time and whether or not the matter relates to the affairs of the company at the time the notice is given". Such notice shall be recorded in a Register of Ongoing Conflicts of Interest.

The same requirement will exist for related party transactions. Related party transactions include any financial transaction between a director and ALA and will be reported in writing to each Board meeting.

#### 7.6 Access to association management

- Access to management for services beyond the scope of the contractual arrangements must be approved by the President as additional costs may be incurred.
- Access to the association management team for work outside of the agreed work plan must be approved by the President as this has the potential to impact on delivery of other priorities.
- Directors have direct access to the Company Secretary for advice on governance matters.
- Subject to the law and confidentiality arrangements, Directors have access to company information in the possession of management or an external adviser of the OA.

#### 7.7 Access to independent advisers

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

## 8 Director behaviour

To effectively perform their role, Directors are expected to:

### 8.1 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 implement the decisions taken by the Board.
- Acting in good faith.
- Acting in the best interests of OA as a whole.
- Acting with care and diligence.
- Acting for a proper purpose.
- 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 Company Director training.
- Identifying and appropriately managing related party transactions.
- Providing support to staff in areas of expertise as requested and where available.
- Promoting OA, its services and membership through community networking etc.
- Disclosing any matters that may impact on insurance policies or other undertakings of OA in relation to Directors, including change of personal details.

### 8.2 Directors will at all times not:

- Make improper use of information acquired as a Director.
- Engage in conduct likely to bring discredit upon OA.
- Personally benefit at the expense of OA 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 approval of or delegation by the Board.

### 8.3 Be active by:

- Advising the President and OA Office by email if circumstances arise which will preclude you from responding to OA business including emails within 48 hours.
- Attending all Board meetings. Where attendance is not possible, the Director must submit an apology and, after reviewing the agenda and papers, provide input via the President.
- Making available adequate time to fulfil their duties, including attending at least 75% of Board meetings and responding to all communications including email within 48 hours.
- 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 one to three days per month for other Association activities
- Attending the Annual General Meeting and any Special General Meetings

### 8.4 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.

### 8.5 Consult

- With stakeholders and associated parties with issues under consideration.

### 8.6 Raise concerns by:

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

## 9 Association obligation to Directors

In support of their role as Directors, OA will:

- Indemnify Directors to the full extent permitted by law. OA cannot provide indemnity for a:
  - liability owed to OA.
  - 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 OA on request.
- Fund external advice on matters relating to their duties where this is agreed with the President/Chair and shared with all Directors.
- Provide an invitation to undertake Director education at OA's expense up to a Board agreed amount.
- Pay all reasonable and agreed travel, accommodation and other expenses related to their duties.

# 10 Board meetings

## 10.1 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 and one representative of the association management team attend Board meetings by standing invitation to be of assistance in the consideration of items of business before the Board as well as recording of minutes. 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 after resolution by the Board and made available to all Directors.

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

## 10.2 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 OA and the environment.
- Provides time and opportunity for professional development activities for the whole Board.
- Evaluates Board Performance including progress against any Board Plan.

## 10.3 Directors contribution to Board meetings

Directors agree to contribute constructively to Board meetings by:

- Preparing appropriately, including reviewing all items for consideration in advance of each meeting.
- 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.
- Giving their undivided attention during each meeting.
- 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 Chair prior to speaking.
- Publicly supporting all Board decisions.

## 11 Review of Board performance

The Board is to undertake a formal review of its performance, policies and practices at least every two years. 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 Charters.
- 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 OA's strategic direction and objectives have been met.
- Assessment of the appropriateness of corporate governance practices within OA.; and
- Assessment of whether the expectations of varying stakeholders have been met.

## 12 Delegation to management

The Board delegates management of some aspects of OA to the association management team and/or EO. The delegated authority is outlined below. All delegations are premised on their coherence with the strategic plan and the approved budget.

Subject	Instruction	Officer	Comment
Operational policy approval	Approve policies and administrative orders that effect the overall management of OA.	President	Policies must be consistent with Board decisions and relevant statutes.
Public Relations	Authorise routine public / media statements on behalf of OA.	President	
	Respond publicly to significant issues on behalf of OA.	President	
Special Functions and Entertainment	Up to \$1,000	President	Provided expenditure is contained with approved estimate totals.
	Between \$1,001 and \$1,500	President	Provided expenditure is contained with approved estimate totals.
	Over \$1,500	Finance Chair	Provided expenditure is contained with approved estimate totals.
Reimbursement of Expenses	Expenses incurred by member of staff, Board member or committee member engaged in an authorised activity.	President	Provided expenditure is contained with approved estimate totals.
	Unplanned expenses up to \$500 incurred by the roles noted above	President	
	Unplanned expenses over \$500 incurred by the roles noted above	President	

## 13 Director remuneration and reimbursement

By serving on the Board of a company limited by guarantee, it is acknowledged that the directors of OA assume significant responsibility.

### 13.1 Honorariums

Honorariums may be paid at the approval of the Board from time to time, if they fit within the Constitution.

### 13.2 Reasonable expenses for Board Meetings and AGM

It is expected that all OA directors will attend face-to-face board meetings and the Annual General Meeting, including those commencing or completing their term of office at the AGM. Board members will be reimbursed for:

- Train/Taxi/Uber transfers to/from the arrival airport to the meeting venue, if required. This does not include travel between the airport to/from home.
- One night accommodation, to be organised by the office to a 3-4-star standard for the meeting location and travel period.
- For standalone face to face board meetings, return economy airfares based on the lowest economy class air fare that fits with the meeting schedule. (If Business or First-Class travel is booked, OA will only reimburse the cost of an economy class fare for the equivalent flight)

Where convenient, the board will aim to host a board meeting to align with the Annual Conference and AGM to minimise costs. When meetings coincide with the Annual conference, flights, conference registration and any remaining accommodation expenses are to be self-funded. When available, registration for the Annual Conference may be provided at a discounted rate.

Directors are expected to be prudent and responsible when incurring expenses and should check with the OA Office prior to committing to expenses which could be considered beyond what would reasonably be budgeted for. Any expenses pertaining to items not included in the above guidelines must be approved by the Finance Committee prior to being incurred.

Please note entitlements and expenses may be varied if the board meeting is longer in duration and is subject to change if the meeting is extended more than one day.

### 13.3 Process for reimbursement

If a board director has incurred costs and needs to submit a claim, the OA reimbursement form must be used with copies of tax receipts included. All claims must be submitted within 14 days of the expense being incurred.

Reasonable expenses are as per the applicable and current financial year ATO Reasonable Travel & Meal Allowance Limits.

## 14 Review of Charter

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

## 15 Acknowledgement

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