

GOVERNANCE POLICY

BOARD CHARTER



1. Introduction

This policy sets out the major principles used by the Badminton Victoria (BV) Board to manage its affairs and enable it to discharge its responsibilities.

In carrying out its responsibilities and powers as set out in this charter, the Board will at times recognise its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of the Organisation.

The Board considers governance to be the system or process by which the Board, exercising accountability to stakeholders, is directed and controlled to achieve sustainable improvement in the Organisation's prosperity commensurate with the risks involved.

2. Responsibilities and functions

The Board's key responsibilities are:

- to act in the interests of the Organisation as a whole;
- observe their duties as Directors in terms of the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**), common law, the Organisation's Constitution, and any other relevant legislation; and
- provide strategic direction for the Organisation and effective oversight of Management.

The key functions of the Board include:

- the nomination and appointment of Directors, membership and role of Board Committees, including appropriate succession planning;
- ensuring a diverse and effective Board, in line with the Organisation's Constitution with appropriate policies and procedures for the Board and its Committees;
- appointing, supporting and providing advice and counsel to, evaluating and rewarding the Executive General Manager (**EGM**), taking an active role in overseeing the growth of the management leadership talent pool and approving the management succession plans;
- through constructive engagement with senior management and key stakeholders, review, add value to, approve and monitor the Organisation's purpose, core values, ethical framework, strategic direction and objectives;
- supporting, reviewing and monitoring the operational and financial performance of the Organisation;
- monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- consider and agree on Committee and management recommendations on key issues including organisational structuring and resourcing, capital management, significant contracts and capital expenditure;

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- the power to make, add to, alter or rescind any Organisation rules, regulations and by-laws as it sees fit;
- managing Directors', EGM and staff interests, conflicts of same and related-party transactions;
- delegation of powers and authorities, while understanding the Board remains responsible for all decision of the Organisation;
- oversight of compliance with appropriate laws and regulations and major litigation;
- evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;
- corporate governance matters, including frequency and agendas of Board and Committee meetings;
- matters pertaining to Members including meetings, communications and relations; and
- ensure that there is a strong working relationship with all relevant stakeholders including but not limited to BV Members, Sport and Recreation Victoria, Badminton Australia, including regular communication on major issues confronting the Organisation.

3. Composition of the Board

The composition of the Board is determined using the following principles:

- the Board is comprised of a minimum of five and a maximum of seven Directors;
- two of the Directors shall be appointed by the Board based on identified skills and experience;
- the Chair of the Board is the President, as elected at the AGM; and
- the Directors shall be independent as defined within the Constitution and Clause 6 below.

4. Director letter of appointment

The Chair provides each new Director with a formal letter of appointment setting out the basis of appointment and the powers and duties of a Director.

5. Director Induction and Education

5.1. Induction

The Board undertakes an induction process which involves the following activities:

- an individual meeting with the Chair and EGM to discuss expectations, duties and responsibilities;
- attendance at briefing sessions which includes presentations on the business by senior management; and

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- provision of a comprehensive package of materials in relation to the Organisation and Board, including the Constitution, Charter, Sub-committee Charters, Code of Conduct, Conflict of Interest Policy, Strategic Plan, all current policies, Deed of Access, Calendar, Delegations of authority, Risk Management Policy, Minutes from recent meetings and any other relevant documents.

A more detailed induction overview is contained in Attachment C.

5.2. Education

The Board collectively, and as individual Directors, shall undertake on-going education and training to enhance their performance. The Board encourages access to complimentary resources, with exceptions provided on case by case basis upon Board approval.

In providing ongoing education, learning and development, the Board shall operate in line with the below principles:

- Individual Directors should be proactive in their own development, and formal development opportunities would ordinarily be free, subsidised by external bodies (e.g., VicSport) or self-funded;
- The Governance Committee shall have responsibility for Learning and Development, including assessing requests for funded development opportunities;
- Development needs should be evidence-based, such as from performance evaluations;
- Opportunities for collective development should be prioritised, to provide the most efficient use of any learning and development budget;
- The Board shall take proactive steps to access free educational opportunities from organisations such as Vic Sport and Play by the Rules;
- The Board should include a standing agenda item in meetings on upcoming development opportunities; and
- At least one meeting per year should contain an annual summary of all development opportunities, presented by a representative of the Governance Committee.

6. Criteria for assessing Directors' independence

The Board shall regularly assess the independence of each Director in light of the interests disclosed by them.

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Each Director must provide the Board with relevant information to assess their independence.

In assessing independence, the following matters will be considered, and a Director will be regarded as independent if that Director:

- is a non-executive Director (i.e. is not a member of management);
- has no material contractual relationship with the Organisation, other than as a Director of the Organisation; and
- has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the Organisation.

7. Tenure

The Constitution sets out that each elected Director shall serve a term of two years, at which time they may elect to nominate for re-election.

Directors are not subject to any successive term limit, but Board renewal is encouraged, and the Board shall endeavour to facilitate this.

Appointed Directors shall serve a term of one year, at which time they may elect to nominate for an elected Director role or be re-appointed by the Board. Clause 17.

8. Chair's Responsibilities

The Chair of the Board has a major role as the head of the Organisation's Directors in providing leadership and other functions including:

- leading and facilitating the Board;
- setting the Board direction and focus;
- conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
- ensuring that no one has excessive influence;
- maintaining a professional working relationship with the EGM;
- acting as a spokesperson, where appropriate, in conjunction with the EGM;
- promoting constructive and respectful relations between Directors;
- ensuring that each Director appropriately contributes to the Board's decision-making process;
- ensuring the availability of the required Director skills and expertise on the Board;
- ensuring the Board and individual Directors have a performance evaluation process;
- ensuring that the Board's workload is dealt with effectively;
- setting the agenda for each Board meeting, in conjunction with the EGM, and modelling it against the Strategic Plan to ensure appropriate structure and monitoring;

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- maintaining ethical standards and behaviour based on the Organisation's agreed values;
- communicating and consulting with relevant stakeholders on significant issues, as appropriate; and
- ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

9. Board Committees

The Board may establish from time-to-time appropriate Committees to assist the Board by focussing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.

Each formally constituted Committee, including ad-hoc Committees, should have a written Charter or Statement of Purpose, approved by the Board.

The role and responsibilities, Charter and performance of each Committee are reviewed annually by the Board.

For the current Board Committees refer to the governance policy "Board and Management Committees".

The existence of Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Board as a whole.

The Board may choose to create such other Committees as it sees fit for its effective operation or to address challenges identified by the Board from time to time.

10. Conflicts of Interest

The common law fiduciary duty of Directors, as directors, to act honestly and in the best interests of the company overlaps with statutory duties of the Act including not to misuse position or information to gain unfair advantage, to act honestly and to disclose conflicts of interest.

Potential conflict of interests or Directors may include:

- a contract with the company (e.g. supply of services);
- related party loans, guarantees and other transactions;
- insider trading (e.g. share trading in other corporations using confidential information sourced from the Organisation); or
- profiting from an opportunity that rightfully belongs to the Organisation.

To manage conflict of interests in accordance with the requirements of the Act, the Board requires the following guidelines to be adhered to by Directors:

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- declare existing or potential material conflicts to the EGM when appointed and on an ongoing basis as the need arises to enable the EGM to maintain a register of Directors' interests and potential related party conflicts;
- provide an Annual Declaration to the EGM for the purpose of updating the register of interests and related party transactions;
- when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and their relationship to the affairs of the Organisation and states that the interest should not disqualify the Director from voting on the issue;
- if a Director has provided notice on a material conflict, the EGM will ensure that the Director does not receive Board papers or other information related to the conflict; and/or
- no financial benefit can be given to a related party of a Director (including spouse, a de facto spouse, parents, children and certain related corporate entities) unless approved by the Board.

A Director seeking clarification in relation to these guidelines can consult with the EGM as there are some exceptions to the general rules espoused in the guidelines. The EGM can also arrange to provide a standing notice about an interest and will record it in the Board minutes.

11. Indemnities and Insurance

11.1. Deed of Indemnity

Each Director, on appointment, shall execute the Deed of Indemnity with the Organisation in which the Organisation provides an indemnity to the Directors to the extent they are indemnified under the Act. Specifically:

- each Director or retired Director is indemnified against liability the Director may incur to another person (other than the Organisation or a related body corporate);
- the indemnity includes costs and expenses incurred in legal proceedings;
- in accordance with the law, a Director is not indemnified for any liability arising out of negligence or lack of good faith;
- if the Director or retired Director has incurred a liability to which the indemnity applies then the Director need not incur any expenses before enforcing the right to the indemnity;
- where the indemnity covers a claim against a Director, the Organisation is entitled to assume the conduct, negotiation or defence of the claim and the Director must co-operate with the Organisation in relation to the claim; and
- in certain limited circumstances a Director may engage separate legal advisors.

The Secretary is available to clarify any issues arising from the indemnification deed.

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11.2. Directors and Officers Insurance

Included in the annual agenda structure is the review of the Directors' & Officers' Insurance Policy. Written details of the Policy are provided to the Board as part of an overall risk management strategy. Each Director is required to truthfully answer all questions in the insurer's proposal document and to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.

The Organisation has agreed to pay the Directors' & Officers' Insurance premiums and not to do anything which may prejudice this policy.

12. Indemnities and Insurance

A director has both a common law and a statutory right to inspect the documents of the Organisation. A Director is entitled to access to financial records at all reasonable times. This right applies to all Directors regardless of whether they have specific financial responsibilities, but a Director cannot extend the right to 3rd parties. Access to documents can be made through the EGM at no cost to the Director.

For the purpose of certain legal proceedings, a person who has ceased to be a Director has a right to access all books of the Organisation (including its financial records) at all reasonable times. This right extends for a period of 7 years after a person has ceased to be a Director.

13. Secretary

The EGM fulfils the role of Secretary under the BV Constitution and shall be the point of contact for all governance matters.

All Directors have direct access to the EGM.

14. Access to Professional Advice

Directors and Board Committees have the right in connection with their duties and responsibilities to seek independent professional advice at the Organisation's expense, subject to:

- prior approval of the Chair, Committee or the Board which is not unreasonably withheld; and
- information so obtained is shared with all Directors or Committee Members as appropriate.

15. Role of Executive General Manager

The EGM is responsible for the overall day-to-day management and the performance of the Organisation. The EGM manages the Organisation in accordance with strategy, delegations

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(as specified in Attachment B), business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

16. Strategic Direction and Oversight

The Board reviews the Organisation's long-term strategic plans and the major issues that it and management expects the Organisation to face in the future.

The Board sets the broad parameters for the EGM's preparation of the Organisation's Strategic Plan.

The Board only approves the Strategic Plan after conducting a rigorous review, including considered Board input on major strategic initiatives (including the options considered and sensitivities, on what basis, and why they were rejected) and a broad stakeholder consultation process.

The review includes a thorough understanding of what is required to successfully execute the Strategic Plan.

The Board approves a performance management system that has key performance measures (budget and financial/non-financial KPI's) aligned with the Strategic Plan and ensures that the remuneration of Management (including the EGM) is aligned with the achievement of strategic outcomes.

17. Board Meeting

Directors have adopted the following procedures:

- there are a minimum of six Board meetings per year, including one meeting dedicated mostly to strategy development and review;
- proper and timely notice of meetings is provided with an outline of proposed business;
- agenda papers which include executive summaries and resolutions are provided five clear days in advance to allow time for review;
- an action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions;
- matters for decision and discussion are addressed at the beginning of meetings;
- the Board meets periodically without the EGM present to discuss sensitive issues;
- a general business item is on the agenda so that Directors may add items for discussion or information;
- minutes are clear, accurate and have the appropriate detail; and
- draft minutes will be distributed to the Directors for comment as soon as practicable after the meeting.

Additional information on Board Meetings and decision making is included in Attachment A.

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18. Board Meeting Annual Agenda

The annual agenda should be aligned with the strategic cycle of the Organisation and bring many governance aspects of this charter to life.

19. Board Meeting Attendance

It is unusual for staff, other than the EGM, to attend Board meetings.

Advisors and other parties external to the Board are invited to attend Board meetings by the Chair, as appropriate.

20. Quorum

In all circumstances, at least 4 Directors must be present to constitute a quorum as per Clause 20.4 of the Constitution.

The Constitution contains detailed information in regard to the process where a quorum is not met.

21. Access to Management

The Board and individual Directors have the power to meet or make inquiry with the EGM, outside of scheduled Board or Committee meetings.

Directors have complete access to the EGM in relation to issues for which they are accountable.

Directors will use their judgment at all times so that contact is not distracting or disruptive to the business operation of the Organisation.

22. Code of Conduct

The Organisation takes ethical and responsible decision-making very seriously. It expects its staff, managers and Directors to do the same.

Based on the Organisation's core values, the code is designed to encourage ethical and appropriate behaviour in all Organisation activities and dealings with stakeholders based on the Organisation's core values.

The code also addresses matters relevant to the Organisation's compliance with its legal obligations to all stakeholders.

The Board has an appropriate system for enforcing compliance with the Code and this contained in the Code of Conduct.

23. Corporate Social Responsibility

The Organisation is committed to the long-term sustainability of its operation and aims to optimise, or minimise (whatever the case may be), the social, environmental and economic impact of its significant business proposals and ongoing operations for the benefit of all stakeholders.

The Board ensures that the Organisation's Corporate Social Responsibility performance is consistent with its business strategies and brand/reputation.

24. Political donations

The Organisation does not make political donations.

25. Risk Management

Risks are any event or action that threatens the assets and earnings of, values or services provided by the Organisation. It is the Board's role to establish a sound system of risk oversight and management and internal control.

The Board has implemented a risk management approach reporting to the Finance and Risk Committee, based on the following core elements:

- the identification of key business risks;
- the measurement of each identical risk in terms of potential impact and likelihood of occurrence;
- an assessment of the external environment and the control mechanisms in place to manage the risk;
- the development of action plans to manage the risk; and
- constant monitoring of the program and reviewing continued economic justification and/or process improvement opportunities.

To support this formalised process for identifying, prioritising, assessing and managing the key business risks, the Board regularly reviews the key risks identified. Risk and compliance information is reported to the Finance and Risk Committee.

The Board ensures that the Organisation, at all levels, prescribes to a desired culture and exhibits accepted behaviours that are consistent with the agreed risk appetite.

26. Compliance system

The Board oversees the performance of an effective compliance system which requires, at a minimum, that:

- the Organisation complies with all relevant statutes, regulations and other requirements places on it by external bodies;

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- effective internal controls exist and there is full and accurate reporting to the Board in all areas of compliance; and
- the Organisation is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business.

27. Policy and Procedures

The Board is responsible for:

- approving and monitoring compliance with all significant policies and procedures by which the Organisation is operated; and
- approving policies and procedures designed to ensure the Organisation always operates within applicable laws and regulations and in accordance with the Organisation's values and ethical standards.

28. Board's Role in Crisis Management

During any crisis, the Chair is responsible for BV's continuity and recovery effort and will advise on urgent media and communications issues. The chief spokesman during any crisis will be the Chair supported by the EGM as needed.

The Chair may delegate this responsibility to the EGM, and in this case, the Board will provide its full support to the EGM.

29. Integrity of financial reporting

The Board will ensure that a structure of review and authorisation designed to ensure the truthful and factual presentation of the Organisation's financial position and performance, is in place.

The structure is overseen by the Finance and Risk Committee, although this delegation does not diminish the ultimate responsibility of the Board to ensure the integrity of the Organisation's financial reporting.

30. EGM and Finance Director assurance

The Board requires that the EGM and where applicable, the Finance Director, state in writing to the Board that the Organisation's financial reports present a true and fair view, in all material aspects, of the company's financial condition and operational results and are in accordance with relevant accounting standards.

This statement is complemented by a statement that indicates that financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board, and that this system of risk management is operating efficiently and effectively in all material respects.

31. Annual Report to Members and other stakeholders

The Board provides the Members and other stakeholders with a comprehensive annual report outlining how they fulfilled their governance role, the achievements of the Organisation, the aspirations of the Organisation and sufficient financial information so that members can make a judgment as to how effectively the Board is fulfilling its role.

32. Annual General Meeting

The Organisation encourages effective communication with Members and their effective participation at general meetings and has strategies in place to affect this.

All Directors are expected to attend Annual General Meetings.

33. Board, Chair and Directors Effectiveness Performance Assessment

The Board through the Governance Committee reviews its own performance and that of the Board Committees periodically.

The performance of the Chair shall be reviewed periodically.

These processes ensure that the Board and Board Committees are working efficiently and effectively in discharging their responsibilities (against measurable and qualitative indicators).

34. Review of EGM Performance

The Board sets the performance criteria for the EGM, which are regularly reviewed by the Board.

The performance criteria will include measurable key performance indicators aligned to those in the strategic plan, as well as other agreed deliverables set out in the EGM's position description and annual performance development plan.

The EGM will meet regularly with the Chair and if the Chair deems appropriate members of the Governance Committee and receive ongoing feedback as to their performance. A "no surprises" approach to formal performance feedback should result from this process

An annual performance development plan will be completed, along with a mid-year review, which is an opportunity to document performance, identify and agree areas for development and focus, and reset measurable targets.

The Governance Committee undertake the performance review; however, all the Directors have an opportunity to contribute to the review.

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35. Directors' Remuneration

Directors are paid an honorarium for their contribution to the Organisation, which is reviewed annually and documented at the first meeting following the AGM.

Upon approval by the Chair, Directors will be reimbursed all out-of-pocket expenses incurred by them in carrying out their duties as Directors. The Chair's reimbursed will be approved by the Vice Chair.

The Finance Director handles all reimbursement matters.

36. Charter Review

The Board reviews this governance Charter, regularly, and makes changes as necessary.

The Governance Committee is responsible for monitoring and maintenance of this charter.

This Board Charter was approved by the Board on 09 February 2021.

Attachment A

Board Meeting Papers and Decision-Making

1. Board Meeting Papers

The agendas for individual Board meetings should include (but not be restricted to):

- Minutes and Action List
- Conflicts of interests
- Annual agenda items allocated to the meeting (including EGM and Financial Report)
- Other strategic issues for discussion
- Issues of litigation or non-compliance
- Items submitted for consideration and decision
- Items submitted for information (monthly general manager report overviews, material transactions, financial review etc)
- Other general business

Meeting agendas should be well balanced (i.e. among the time allocated between strategy, performance, compliance and other business). There should be no organisational topics that are “off-limits” for discussion (i.e. Directors should feel free to speak out openly and honestly without fear of criticism, even when voicing a minority position or dissenting view).

The format and content of Board papers should be driven by the annual agenda and the Board’s information requirements. The agenda should drive what information the Board needs from management and other sources to aid informed decision-making. The reporting of information to the Board is essentially by way of Board papers.

The Board meeting papers should:

- be concise, timely, relevant, accurate and material to the type and nature of matters to be discussed;
- include timely, appropriate and in-depth external information (e.g. media and industry reports, market trends, competitor activity, stakeholder research);
- encapsulate the Organisation strategy and identify the key things which are driving or inhibiting effective execution of that strategy;
- contain a balanced picture of performance (not just the “good news stories” or what management thinks the Board only needs to know) and promptly communicate any potential warning signs or bad news (problems or failures are reported early and honestly);
- regularly track key variables with accuracy and consistency; and
- appropriate information on the Organisation’s performance (including financial and non-financial performance indicators and real insights into performance dynamics)

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and the performance outlook) and how risks are being managed to enhance the Organisation's performance.

The papers should include the EGM's report.

Where possible, information technology should be used to enhance the oversight capabilities through effective collection, distribution, access and reporting of Board information.

Board meetings may be called or held using technology.

Informal communications outside the Board meetings contribute to overall Board effectiveness (e.g. Organisation lunches, dinners and other activities like Member-Organisation meetings which help build rapport and understanding).

2. Decision-making elements

Strategic Fit

- Is the proposal part of the existing strategy?
- Is the strategy still applicable?
- If it is not part of the existing strategy, why are management submitting this proposal?
- If reasons are substantive, then should we review the existing strategy?

Financial considerations

- Are the financial requirements of the proposal clearly articulated?
- What effect will this project, if approved, have on our cashflow?
- Are there robust financials giving various scenarios supporting the proposal?
- Where necessary, has an independent financial due diligence been completed?

Strategic and operational risks

- Have the significant strategic risks been identified?
- Are there alternative proposals that may achieve a better result?
- Have all significant operational risks been identified?
- Have appropriate risk management decisions been made in relation to these risks?

Due diligence

- Have the benefits and disadvantages of the proposal been clearly identified?
- Have all appropriate areas of due diligence been completed using external resources where necessary?
- Have all regulatory (including ACCC) issues been considered?
- Has third party information been used to test market key assumptions?

Member, stakeholder and market perception

- How will members receive the decision?
- If there are concerns, how are they to be managed?
- Are there any other stakeholder issues that need to be managed (e.g. participants, customers, staff and suppliers, communities, funders)?
- Are there other ways of constructing the proposal to enhance market perceptions?

Ethical fit

- Will the organisational values be compromised?
- If the decision became front-page news, would it embarrass the Organisation or Directors personally?
- If the decision involves other regions or communities are there any ethical or social responsibility questions?
- Will the environment be compromised?

Availability of resources

- What effect will the transaction have on the asset base?
- Does our current management have the competencies and resources to successfully implement the decision?
- If alternate resources are required are they easily obtainable?
- What effect will the decision have on other resources, including technology, premises etc?

Synergy

- Does the proposal provide potential synergies with the existing business?
- Have the benefits derived from this synergy effect been clearly articulated?
- Are there any other future developments that may enhance the synergy effect further?

Value creation

- Does the proposal clearly highlight the financial and non-financial outcomes?
- How does the proposal create value for members?
- Is there a clear mechanism to monitor/measure the value created through implementation of the proposal?

Contingency plans

- Does the proposal consider a “worst case scenario” in the event of failure?
- Are contingency plans detailed?

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Monitoring mechanisms

- Does the proposal outline Board monitoring mechanisms?
- Do the monitoring mechanisms include
 - Regular reporting timelines
 - Progress reports covering:
 - Achievement of benefits
 - Risk profile and management
 - Expenditure variations
 - Timeline variations
 - Any other concern

3. Board Annual Calendar

The Board will develop and set an annual calendar using the Board Calendar.

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Attachment B

Retained and Delegated Authorities

1. Items retained by the Board

The Board has the following guidelines to assist Management with issues that must come to the Board. The EGM is responsible for reporting to the Board on business operations. They include:

- Appointments
 - Appointment of the EGM
 - Approval of senior management appointments
 - Membership and terms of reference of Board Committees
- Board and senior management
 - Delegations of authority to the EGM
 - Ratification of the organisational chart
 - Approval of remuneration and incentive policies
 - Approval of senior management remuneration
 - Management contracts
 - Interstate and overseas visit approvals
 - Approval of succession plans
 - Disclosure of conflicts of interest
 - Assessment of the Organisation's, Board's and EGM's performance
 - Matters concerning the governance of the Organisation
- Relations with the Members and stakeholders
 - Arrangements for the Annual General Meeting and other General Meetings
 - Matters relating to reports required by the Act
 - Suggestions for nomination of directors for election by the Members
- Financial matters
 - Approval of annual accounts and directors' reports
 - Approval of accounting policies
 - Approval of the internal audit plan
 - Any question of borrowing or giving security over assets
 - Acceptance of audit reports including management letters
 - Investment of surplus funds
- Business strategy
 - Approval of strategic objectives
 - Approval of strategic plan
 - Approval or proposals for major expansion or closures
 - Approval of budgets
 - Approval or performance indicators
 - Setting priorities
- Capital expenditures
 - Approval of the capital expenditure budget and alterations to it

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- Approval of priorities
 - Approval of individual expenditure items above \$5,000
- Lease or purchase of buildings
- Major transactions not included in the budget or outside the ordinary course of business
- Actions or transactions which might involve questions of legality or propriety
- Internal controls and reporting systems
 - Risk assessment and insurance
 - Risk management policies
 - Approval of company policies, including compliance with the law
 - Approval or reporting and monitoring systems
- Donations and sponsorships above approved limits.
- Mission, vision and values, strategic direction, objectives and budgets, as part of the corporate plan
- Corporate policy and compliance in accordance with key policies and manuals identified in the Board charter
- Monitoring achievement of corporate plans and objectives and performance against appropriate benchmarks
- Capital expenditure as specified in the annual capital budget
- Remuneration of EGM and direct reports
- Major decisions beyond management delegations
- Risk profile and control framework
- External and internal audit recommendations/appointment
- Major issues affecting the Organisation's external environment and corporate reputation
- Governance issues, including major potential or actual litigation, or non-compliance with legislation or the Organisation's policies
- Executive Management succession planning
- Management Committee reports
- Outsourcing of grant applications where the value of the grant exceeds 10% of the Organisation's annual turnover at the discretion of the Finance & Risk Committee

2. Delegation to Management Items

The following items have been approved by the Board as being within the realm of Management's authority, subject to clause 3 below.

In delegating responsibility to Management, the Board understands it is ultimately responsible for all decisions and shall keep itself properly informed of significant issues.

2.1. Financial and contractual delegations

- Approved capital expenditure in line with the budget
- Operational expenditure, in line with annual limits or known contract values
- Exceptions to general delegations for annual budgeted expenditure

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- Commencing, or settling any litigation.
- Writing off or writing down assets
- Writing off bad debts
- Negotiating sponsorships
- Negotiating and entering contracts
- Taxation and duty payments
- Approval of payroll and on-costs
- Credit card/purchase card issue

2.2. Tendering

- Issue tenders
- Receive tenders
- Open tenders- must have two
- Post tender negotiations
- Tender acceptance
- Providing quotes

2.3. Human Resources Delegations

- Remuneration policy
- Conditions of employment, including packages
- Bonuses or ex gratia payments
- EGM and direct reports- appointment, transfer, terminations etc
- Executive Management Team - appointment, transfers, terminations
- Other staff- appointment, transfer, terminations
- Creation of new positions
- Classification
- Position evaluation and position regrading
- Disciplinary action
- Redundancies

2.4. Other delegations

- Company policy approval/authorisation
- Banking arrangements, including signatories
- Insurance agreements
- Appointment of legal advisors
- Confidentiality agreements
- Make public statements
- Application for Grants less than 10% of the Organisation's annual turnover

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3. Delegation limits

Whilst being responsible for the day to day operations of the Organisation, the EGM shall be required to seek Board approval on the matters as outlined in the Delegation & Authority Policy: Appendix 1: Schedule of authority to commit expenditure.

Limits expressed refer to the maximum amount committed on behalf of the Organisation, not individual invoices.

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Attachment C

Directors' Induction Program

Common law and statutory obligations aside, new Directors, in order to make immediate worthwhile contributions to the Board's deliberations, need to quickly gain a good understanding of how the Organisation operates.

The knowledge level acceptable in the past will not suffice in today's environment, therefore a formal inductions program for new Directors is essential. A comprehensive induction program will include:

- Information package including:
 - Board and Committee charters
 - Board Calendar
 - Annual reports
 - Board papers and minutes for the past 6 meetings (or reviewed at the Organisation's premises)
 - Outline of the resources provided to Directors
 - Organisation's constitution
 - Organisation's organisational and management structure outline
 - Overview of key governing body
 - Key Organisation policies
 - Board activities calendar (Board meetings/other functions)
 - The latest strategic and business plan, including budgets
 - Management letters from External Auditors
 - Copy of the Organisation's risk profile
 - Current Board action items
 - Current and YTD financials
 - Performance rating of EGM and staff (via discussion with Chair)
- In-depth meetings to discuss the Board charter, how the Board operates, the main business, financial dynamics, business value drivers and other matters of significance with the Chair and EGM.
- Follow-up meeting with the Chair to discuss any issues arising from the induction program.
- The way in which any Board pursues its objectives will be influenced by many factors including the governance structure, competition, community expectations and even the personalities of those who are present in the boardroom and executive suite.

GOVERNANCE POLICY

BOARD CHARTER



VERSION CONTROL

Issue Date	Version	Date Endorsed	Details
09/01/2021	1.0		First issue. NOTE: items identified are dependent on constitution review and member approval.
09/02/2021	2.0	09/02/2021	Approved by BV Board. NOTE: <ul style="list-style-type: none">• Items pending Constitution review and member approval highlighted.• Risk Management Policy – pending.
28/08/2021	2.1	28/08/2021	Approved by BV board. Minor changes in line with Constitution approval.
28/08/2021	2.1	13/12/2022	Review conducted by GC – no changes required. Board endorsed on 13/12/2022.