

BOARD CHARTER



Calisthenics Victoria Incorporated (CVI)

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Schedule 1: Code of Conduct – Directors and EO

1. Introduction

- (a) This Board Charter (the Charter) sets out the major principles used by the Calisthenics Victoria Inc. Board (the Board) to manage its affairs and enable it to discharge its responsibilities
- (b) In carrying out its responsibilities, powers and functions as set out in the Charter, the Board will at all times recognise its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of Calisthenics Victoria Inc. (CVI) and its members
- (c) The Board considers governance to be the system or process by which the Board, in exercising accountability to its members, is directed and controlled to achieve sustainable improvement in CVI's prosperity commensurate with the risks involved
- (d) The purpose of this Charter is to:
 - (i) promote high standards of corporate governance
 - (ii) clarify the role and responsibilities of the Board
 - (iii) provide a framework for the Board to manage its affairs and enable it to discharge its responsibilities, and
 - (iv) enable the Board to provide strategic guidance for CVI and its members including effective management and oversight

2. Responsibilities and functions

- (a) The Board's key responsibilities are to:
 - (i) act in the interests of CVI and its stakeholders
 - (ii) observe their duties as Directors in terms of corporations law, common law, the CVI Constitution and other relevant legislation, and
 - (iii) provide strategic direction for CVI and effective oversight of CVI management
- (b) The key functions of the Board include:
 - (i) ensuring a diverse and effective Board, in line with the CVI Constitution and Strategic Plan with appropriate policies and procedures for the Board and its committees
 - (ii) appointing, removal, supporting and providing advice and counsel to the Executive Officer
 - (iii) evaluating and rewarding the Executive Officer and approving the management succession plans
 - (iv) approving annual budgets and any budget amendments, including the setting of membership fees
 - (v) approving capital expenditure up to \$50,000

- (vi) approving CVI's three year business plan
- (vii) recommending for approval any investment by CVI in the long term infrastructure to be used by CVI and its members
- (viii) initiation of and settling of any litigation
- (ix) dealing with any matter pertaining to national policy or national events
- (x) approving CVI policies and codes of conduct
- (xi) constructive engagement with management, key stakeholders and members; reviewing, adding-value to, approving and monitoring CVI's purpose, core values, ethical framework, strategic direction and objectives
- (xii) reviewing, approving and monitoring the implementation of CVI's business plan, linked to the strategic objectives, including financial and non-financial performance measures and results and agreed external benchmarks, ensuring appropriate resources are available
- (xiii) supporting, reviewing and monitoring the operational and financial performance of CVI
- (xiv) monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework
- (xv) considering and agreeing on Committee and management recommendations on key issues including CVI's organisational structuring and resourcing, capital management, significant contracts and capital expenditure
- (xvi) making, adding, altering or rescinding any CVI regulation and by-law as deemed appropriate
- (xvii) evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors
- (xviii) ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters
- (xix) transparent reporting and communications to the membership on the Board's governance, stewardship and financial performance, including all legal and regulatory requirements
- (xx) reviewing and approving policy in respect of human resources, including remuneration, and
- (xxi) ensuring there are strong working relationships with the ACF and other state associations including communication on major issues confronting CVI

3. Composition of the Board

- (a) the Board is comprised of a maximum of nine (9) Directors:
 - (i) President (who shall act as Chairperson) – elected by the membership
 - (ii) Secretary – elected by the membership
 - (iii) Finance – elected by the membership
 - (iv) Competitions/Operations – elected by the membership
 - (v) ASCA (appointed by ASCA)
 - (vi) VCCA (appointed by VCCA)
 - (vii) General Member (skills based) – elected by the membership
 - (viii) General Member (skills based) – elected by the membership
 - (ix) General Member (skills based) – elected by the membership
- (b) the Chairperson of the Board is a non-executive Director (is not a member of management)

4. Director letter of appointment

The *Chairperson* provides each new Director with a formal letter of appointment setting out the basis of appointment and the Roles and Responsibilities of a Director

5. Director Induction and Education

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

- (a) an individual meeting with the Chairperson and Executive Officer to discuss expectations, roles and responsibilities
- (b) attendance at briefing sessions which includes presentations on the business by the Executive Officer, and
- (c) provision of a comprehensive package of briefing materials in relation to CVI's Board, including Code of Conduct, CVI policies, Constitution and By-Laws (see clause 37)

6. Criteria for assessing Directors' independence

- (a) The Board shall regularly assess the independence of each Director in light of the interests disclosed by them
- (b) Each Director must provide the Board with relevant information to assess his or her independence
- (c) In assessing independence, the following matters will be considered and a Director will be regarded as independent if that Director:
 - (i) is a non-executive Director (i.e. not a member of CVI staff, excluding the Executive Officer)
 - (ii) does not hold any official position at national or club level or any other administrative position (excluding any CVI delegate representation) that provides a conflict of interest which is actual or perceived

- (iii) has within the last three years not been a principal of a material professional advisor or a material consultant to CVI or an employee materially associated with the service provided
- (iv) has not been a material supplier or customer of CVI, or an officer of or otherwise associated directly or indirectly with a material supplier or customer
- (v) has no material contractual relationship with CVI, other than as a Director of CVI
- (vi) has been free from any interest and 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 CVI

7. Tenure

Elected / appointed Directors will hold their appointment for a period of time consistent with the CVI Constitution and or By-Laws

8. Chairperson's Responsibilities

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

- (a) leading and facilitating the Board
- (b) setting the Board direction and focus
- (c) conducting an effective decision-making process and ensuring that the Board is focused on achieving outcomes
- (d) ensuring that no one has excessive influence
- (e) maintaining a professional working relationship with the Board and Executive Officer
- (f) acting as a spokesperson, where appropriate, in conjunction with the Executive Officer
- (g) promoting constructive and respectful relations between Directors
- (h) ensuring that each Director appropriately contributes to the Board's decision-making process
- (i) ensuring the required Director skills and expertise are represented on the Board
- (j) ensuring the Board and individual Directors have a performance evaluation process
- (k) ensuring that the Board's workload is dealt with effectively
- (l) setting the agenda for each Board meeting, in conjunction with the Executive Officer and taking into account suggestions from other Directors

- (m) maintaining ethical standards and behavior based on CVI's agreed values
- (n) communicating and consulting with members and relevant stakeholders on significant issues, as appropriate, and
- (o) ensuring meetings are effectively conducted and minutes are signed as a true and correct record at the next Board meeting

9. Board Committees

- (a) The Board may establish appropriate Committees that assist the Board by focusing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations
- (b) Each formally constituted Committee, including ad-hoc Committees has a written Terms of Reference, approved by the Board
- (c) The role and responsibilities, Terms of Reference and performance of each committee are reviewed annually by the Board
- (d) The present Board Committees are: (TO BE COMPLETED)
- (e) The existence of the Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Board as a whole

10. Conflicts of Interest

- (a) The common law and fiduciary duty of Directors, as directors to act honestly and in the best interests of CVI overlaps with statutory duties of the Associations Incorporation Reform Act 2012 (the Act) including not to misuse position or information, to gain an unfair advantage, and to disclose conflicts of interest, etc
- (b) Potential conflict of interests for Directors may include:
 - (i) a contract with the supplier company (e.g. supply of services)
 - (ii) related-party loans, guarantees and other transactions
 - (iii) insider trading (e.g. using confidential information sourced from CVI), or
 - (iv) profiting from an opportunity that rightfully belongs to CVI
- (c) To manage conflicts of interest in accordance with the requirements of the Corporations Law the Board requires the following guidelines to be adhered to by Directors:
 - (i) declare existing or potential material conflicts to the CVI Secretary when appointed and on an ongoing basis as the need arises to enable the Secretary to maintain a register of Director's interests and potential related party conflicts
 - (ii) provide an annual declaration to the Secretary for the purpose of updating the register of interests and related party transactions

- (iii) 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 Directors interest in the matter and its relationship to the affairs of CVI stating that the interest should not disqualify the Director from voting on the issue
 - (iv) if a Director has provided notice on a material conflict the CVI Secretary will ensure that that Director does not receive Board papers or other information related to the conflict; and / or
 - (v) 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
- (d) A Director seeking clarification in relation to these guidelines can consult with the Secretary as the Act provides some exceptions to the general rules espoused in the guidelines. The Secretary can also arrange to provide a standing notice about an interest and will have it record it in the Board minutes

11. Indemnities and Insurance

11.1 Deed of Indemnity

- (a) Each Director on appointment has an executed Deed with CVI which provides an indemnity to the Directors to the extent they are indemnified under the Act
 - (i) each Director or retired Director is indemnified against liability the Director may incur to another person (other than CVI or a related corporate)
 - (ii) the indemnity includes costs and expenses incurred in legal proceedings
 - (iii) in accordance with the law a Director is not indemnified for any liability arising out of negligence or lack of good faith
 - (iv) if the Director or retired Director has incurred a liability to which the indemnity applies then the Director need not incur any expense before enforcing the right to the indemnity
 - (v) where the indemnity covers a claim against a Director of CVI, the Director is entitled to assume the conduct, negotiation or defense of the claim and the Director must co-operate with CVI in relation to the claim, and
 - (vi) in certain limited circumstances a Director may engage separate legal advisers
- (b) The Secretary is available to clarify any issues arising from the indemnification deed

11.2 Directors' and Officers' Insurance

- (a) Included in the annual agenda structure is the review of the Directors and 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

- (b) CVI has agreed to pay the directors and officers insurance premiums and not to do anything which may prejudice the policy

12. Access to board papers

- (a) A Director has both a common law and a statutory right to inspect the documents of CVI. The Act provides that a Director is entitled to access 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 third parties. Access to documents can be made through the Secretary at no cost to the Director
- (b) For the purposes of certain legal proceedings a person who has ceased to be a Director has a right to access all books of CVI (including its financial records) at all reasonable times. This right extends for a period of seven years after a person has ceased to be a Director

13. CVI Secretary (Secretary)

- (a) The Secretary is accountable to the Board through the Chairperson, on all governance matters
- (b) All Directors have direct access to the Secretary
- (c) The election of the Secretary is a matter for the membership

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 CVI's expense, subject to:

- (a) prior approval of the Chairperson or the Board, which is not to be unreasonably withheld, and
- (b) information so obtained is shared with all Directors as appropriate

15. Role of Executive Officer

The Executive Officer (EO) is responsible for the overall day-to-day management and the performance of CVI. The EO manages CVI in accordance with the strategic plan, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives

16. Strategic Direction and Oversight

- (a) The Board reviews CVI's long-term strategic plans and the major issues that it and management expects CVI to face in the future

- (b) The Board sets the broad parameters for the Executive Officer's preparation of the CVI strategic plan
- (c) 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)

This review includes a thorough understanding of what is required to successfully execute the strategic plan

- (d) The Board approves key performance indicators (budget, financial and non-financial KPIs) aligned with the strategic plan and ensures that the remuneration of management (including the EO) is aligned with the achievement of strategic outcomes

17. Board Meetings

17.1 Board Meeting Annual Agenda

- (a) The annual agenda should be aligned with the strategy cycle of CVI and bring many governance aspects of the Board's charter to life
- (b) The annual agenda dictates how many times the Board should meet each year to discharge its duties and responsibilities

17.2 Board Meetings Procedure

- (a) There are a maximum of eleven board meetings per annum, including three meetings dedicated to strategy development and review
- (b) Proper and timely notice of meetings is provided with an outline of proposed business consistent with the CVI Constitution
- (c) Agenda papers which include executive summaries and resolutions are provided seven days in advance, to allow time for review
- (d) An action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions
- (e) The Board may meet periodically at scheduled meetings without management present
- (f) A general business item is on the agenda so that directors may add items for discussion/information
- (g) Minutes are clear, accurate and have the appropriate detail, and
- (h) Draft minutes will be distributed to the Chairperson and Board for comment as soon as practicable after the meeting

17.3 Board Meeting Attendance

Advisors and other parties external to the Board may be invited to attend Board meetings by the Chairperson, as appropriate

17.4 Quorum

At least five voting Directors constitutes a quorum

18. Access to Management

When there is a requirement to discuss CVI business with or give instructions to staff of CVI, the Board Member should communicate through or in the presence of the Executive Officer

19. Code of Conduct

- (a) CVI takes ethical and responsible decision-making very seriously. It expects its staff, managers and Directors to do the same
- (b) Based on CVI core values, the Code of Conduct (as outlined in Schedule 1) is designed to encourage ethical and appropriate behaviour in all CVI activities and dealings with members and stakeholders
- (c) The Code of Conduct also addresses matters relevant to CVI's compliance with its legal obligations to all members and stakeholders
- (d) The Board will develop an appropriate system for enforcing compliance with the Code of Conduct

20. Corporate Social Responsibility (CSR)

- (a) CVI 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 members and stakeholders.
- (b) The Board ensures that CVI's CSR performance is consistent with its business strategies and brand/reputation strategy.
- (c) The Board ensures that CVI's CSR performance includes relevant Inclusion Policies.

21. Political donations

CVI does not make political donations.

22. Risk Management

- (a) Risks are any event or action that threatens the assets and earnings of, values or services provided by CVI. It is the Board's role to establish a sound system of risk management and internal control.
- (b) The Board will implement a risk management approach reporting to the Audit and Risk Committee, based on the following core elements:
 - (i) the identification of key business risks

- (ii) the measurement of each identified risk in terms of potential impact and likelihood of occurrence
 - (iii) an assessment of the external environment and the control mechanisms in place to manage the risk
 - (iv) the development of action plans to manage the risk; and
 - (v) constant monitoring of the risk management program and reviewing continued economic justification and/or process improvement opportunities
- (c) To support this formalised process for identifying, prioritising, assessing and managing the key business risks, the management team deals with specific risk areas across CVI. This strategy is incorporated into the CVI business, external audit plans and the training program
 - (d) The Board regularly reviews the key risks identified by the management team through the Audit and Risk Committee. Risk and compliance information is reported to the Audit and Risk Committee
 - (e) The Board ensures that CVI at all levels, prescribes to a culture and exhibits accepted behaviours that are consistent with the agreed risk profile

23. Compliance system

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

- (a) CVI complies with all relevant statutes, regulations and other requirements placed on it by external bodies
- (b) effective internal controls exist and there is full and accurate reporting to the Board in all areas of compliance; and
- (c) CVI is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business

24. Policy and Procedures

The Board is responsible for:

- (a) approving and monitoring compliance with all significant policies and procedures by which CVI is operated; and
- (b) approving policies and procedures designed to ensure CVI operates at all times within applicable laws and regulations; and in accordance with CVI's values and ethical standards

25. Board's Role in Crisis Management

- (a) The Board has two key roles in a crisis situation, one prior to the crisis and the other during.

- (b) Firstly, prior to the crisis, the Board ensures that there is in place a comprehensive crisis management plan that has been tested and employees have been trained in its execution.
- (c) Secondly, during any crisis, the Board will fully support management in its continuity and recovery effort. The EO or a nominated delegate will advise on urgent media and communications issues.
- (d) The chief spokesperson during any crisis will be the EO supported by specified members of CVI or the Chairperson as needed.

26. Integrity of financial reporting

- (a) The Board ensures that a structure of review and authorisation is in place to provide a truthful and factual presentation of CVI's financial position and performance.
- (b) The structure is overseen by the Audit and Risk Committee, although this delegation does not diminish the ultimate responsibility of the Board to ensure the integrity of CVI's financial reporting.

27. EO and Director of Finance Assurance

- (a) The Board requires that the EO and the Director of Finance, state in writing to the Board that CVI's financial reports present a true and fair view, in all material respects, of the association's financial condition and operational results and are in accordance with relevant accounting standards.
- (b) The CVI Financial 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.

28. Annual Report to Members and other stakeholders

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

29. Annual General Meeting

- (a) All Directors are expected to attend CVI Annual General Meetings.

30. Board and Directors' Effectiveness Performance Assessment

- (a) The Board reviews its own performance and that of Committees annually to ensure that both are working efficiently and effectively in discharging their responsibilities (against measurable and qualitative indicators).

31. Review of EO Performance

- (a) The Board sets the performance criteria and key performance indicators for the EO, which is reviewed bi-annually by the Board.
- (b) EO performance reviews will be conducted by the Chairperson, CVI Secretary and two other Directors of the Board, subject to gender balance.

32. Board Members' Expenses and Honorariums

- ~~(a)~~ Board Members are reimbursed all reasonable expenses incurred by them in carrying out their duties
- (b) Expense claims in excess of \$100 must have prior approval from the Director of Finance and Executive Officer.
- (c) The Executive Officer handles all reimbursement matters.
- (d) Honorariums of \$500 per Board Member will be paid annually at the last meeting before the CVI AGM.

33. Charter review

- (a) The Board reviews its Board Charter annually and makes changes as necessary.
- (b) The Secretary is responsible for monitoring and maintaining the charter.

34. Board Meeting Papers and Decision-Making

34.1 Board Meeting Papers

- (a) Agendas for individual Board meetings should include (but not be restricted to):
 - (i) Minutes and Action List
 - (ii) Conflicts of interest regarding any agenda items for decision
 - (iii) Annual agenda items allocated to the meeting (including monthly EO and Financial report)
 - (iv) Other strategic issues for discussion
 - (v) Issues of litigation or non-compliance
 - (vi) Items submitted for consideration and decision
 - (vii) Other general business
- (b) 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.

- (c) 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.
- (d) The Board meeting papers should:
 - (i) be concise, timely, relevant, accurate and material to the type and nature of matters to be discussed;
 - (ii) include timely, appropriate and in-depth external information (e.g., stakeholder research);
 - (iii) encapsulate CVI’s strategy and identify the key things which are driving or inhibiting effective execution of that strategy;
 - (iv) contain a balanced picture of performance (not just the “good news stories” or what management thinks the Board needs to know) and promptly communicate any potential warning signs or bad news (problems or failures are reported early and honestly);
 - (v) regularly track key variables with accuracy and consistency; and
 - (vi) appropriate information on CVI’s performance (including financial and non-financial performance indicators and real insights into performance dynamics and the performance outlook) and how risks are being managed to enhance CVI’s overall performance
- (e) Where possible, information technology should be used to enhance capabilities through effective collection, distribution, access and reporting of Board information.

34.2 Decision-making and Evaluation elements

- (a) Strategic Fit
 - (i) Is the proposal part of the existing strategy?
 - (ii) Is the strategy still applicable?
 - (iii) If it is not part of the existing strategy, why are management submitting this proposal?
 - (iv) If reasons are substantive, then should we review the existing strategy?
- (b) Financial considerations
 - (i) Are the financial requirements of the proposal clearly articulated?
 - (ii) What effect will this project, if approved, have on our cashflow?
 - (iii) Are there robust financials giving various scenarios supporting the proposal?
 - (iv) Where necessary, has an independent financial due diligence been completed?

- (c) Strategic and operational risks
 - (v) Have the significant strategic risks been identified?
 - (vi) Are there alternative proposals that may achieve a better result?
 - (vii) Have all significant operational risks been identified?
 - (viii) Have appropriate risk management decisions been made in relation to these risks?

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

- (e) Member and stakeholder perceptions
 - (i) How will members receive the decision?
 - (ii) If there are concerns, how are they to be managed?
 - (iii) Are there any other stakeholder issues that need to be managed, e.g. government agencies, staff and suppliers, communities?
 - (iv) Are there other ways of constructing the proposal to enhance member perceptions

- (f) Ethical fit
 - (i) Will the organisational values be compromised?
 - (ii) If the decision became front-page news, would it embarrass the organisation or directors personally?
 - (iii) If the decision involves other regions or communities are there any ethical or social responsibility questions?
 - (iv) Will the environment be compromised?

- (g) Availability of resources
 - (i) What effect will the transaction have on the asset base?
 - (ii) Do our current management have the competencies and resources to successfully implement the decision?

- (iii) If alternative resources are required are they easily obtained?
 - (iv) What effect will the decision have on other resources, including technology, premises etc?
- (h) Synergy
 - (i) Does the proposal provide potential synergies with the existing business?
 - (ii) Have the benefits derived from this synergy effect been clearly articulated?
 - (iii) Are there any other future developments that may enhance the synergy effect further?
- (i) Value creation
 - (i) Does the proposal clearly highlight the financial and non-financial outcomes?
 - (ii) How does the proposal create value for members?
 - (iii) Is there a clear mechanism to monitor / measure the value created through implementation of the proposal?
- (j) Contingency plans
 - (i) Does the proposal consider a “worst case scenario” in the event of failure?
 - (ii) Are contingency plans detailed?
- (k) Monitoring mechanisms
 - (i) Does the proposal outline Board monitoring mechanisms?
 - (ii) Do the monitoring mechanisms include:
 - a. Regular reporting timelines
 - b. Progress reports covering:
 - Achievement of benefits
 - Risk profile and management
 - Expenditure variations
 - Timeline variations
 - Any other concern

35. Board of Directors Annual Agenda

	Scheduled meetings											
	J	F	M	A	M	J	J	A	S	O	N	D
Introduction												
Approve previous meeting minutes												
Outstanding action items												
Conflicts of interests with agenda items for decision												
Directors and Officers liability insurance renewal review												
Foundation												
Review Board and Committee charters/TOR												
Board performance assessment												
Director succession planning												
Establish number of meetings for forthcoming year												
Annual General Meeting matters												
Management												
EO Board report												
Financial report												
Management team individual reports in summary												
Review EO performance												
Management succession planning												
Review executive remuneration policy												
Review management delegations												
Strategy												
Strategy update												
Review and approve strategic and business plan												
Discussion on emerging issues												
Committees												
Audit and Risk Committee report												
Ad-hoc Committee reports												
Risk and assurance												
Litigation and non-compliance issues												
Define risk appetite												
Review risk profile												
Review risk management strategy												
Review insurance plan												
Approve external auditor												

	Scheduled meetings											
	J	F	M	A	M	J	J	A	S	O	N	D
External auditor independence												
Reports												
Annual financial report												
Directors' declaration												
Annual report												

36. Retained and Delegated Authorities

36.1 EO Reporting Responsibilities

- (a) The reporting of information to the Board is through a monthly board report and includes:
- (i) CVI's mission, vision and values, strategic direction, objectives and budgets, as part of the business plan
 - (ii) CVI policy and compliance in accordance with the key policies and manuals identified in the Board Charter
 - (iii) monitoring achievement of business plans and objectives and performance against appropriate benchmarks
 - (iv) capital expenditure as specified in the annual capital budget
 - (v) major decisions beyond management delegations
 - (vi) risk profile and control framework
 - (vii) external and internal audit recommendation/appointment
 - (viii) major issues affecting the organisation's external total environment and reputation
 - (ix) governance issues, including major potential or actual litigation or non-compliance with legislation or the organisation's policies
 - (x) management succession planning
 - (xi) investment policies and mandates
 - (xii) organisational structure
 - (xiii) delegations and
 - (xiv) committee reports

36.2 Delegation to Management items

- (a) Financial and contractual delegations in respect of the following budgeted transactions:
 - (i) Approved capital expenditure
 - (ii) Operational expenditure – per annum item/contract value
 - (iii) Exceptions to general delegations for annual budgeted expenditure
 - (iv) Litigation – instigate / settle
 - (v) Write off / write-down of assets
 - (vi) Bad debts
 - (vii) Non-commercial sponsorships and donations
 - (viii) Operational expenditure – contract
 - (ix) General contracts
 - (x) Marketing / advertising contracts
 - (xi) Taxation and duty payments
 - (xii) Approval of payroll and on-costs
 - (xiii) Credit card / purchase card issue

- (b) Tendering within budget and the CVI Financial Policy and Procedures Manual
 - (i) Issue of tenders
 - (ii) Receive tenders
 - (iii) Open tenders – must be two
 - (iv) Post tender negotiations
 - (v) Tender acceptance
 - (vi) Providing quotes

- (c) Human Resources Delegations within budget
 - (i) Remuneration policy, subject to the approval by the Board
 - (ii) Conditions of employment, including packages other than for direct reports
 - (iii) Staff Performance Reviews and Bonuses (as applicable)
 - (iv) Management team – appointments, terminations

- (v) Creation of new positions
 - (vi) Position evaluation and position re-grading
 - (vii) Disciplinary action
 - (viii) Redundancies
- (d) Other delegations
- (i) Business unit structure
 - (ii) CVI policy approval/authorisation, subject to Board approval
 - (iii) Banking arrangements, including signatories, subject to Board approval
 - (iv) Borrowing arrangements, subject to Board approval
 - (v) Insurance arrangements, subject to Board approval
 - (vi) Appointment of legal advisors, subject to Board approval
 - (vii) Invest funds, subject to Board approval
 - (viii) Confidentiality agreements
 - (ix) Make public statements

37. Directors Induction Program

- (a) Common law and statutory obligations aside, new Board Members, in order to make immediate worthwhile contributions to the Board's deliberations, need to quickly gain a good understanding of how CVI operates.
- (b) A formal and comprehensive induction program for new Directors is essential which should include:
 - (i) An Information package including:
 - a. Board and Committee charters
 - b. Annual agenda
 - c. Annual report for the previous year
 - d. Board papers and minutes for the previous month (others can be reviewed at CVI)
 - e. Outline of the resources provided to Directors
 - f. CVI Constitution and By-Laws
 - g. CVI organisational and management structure outline
 - h. Board and Executive Management resumes and contact details

- i. Overview of key members and stakeholders
 - j. Key CVI policies
 - k. Board activities calendar (Board meetings/other functions)
 - l. The latest strategic and business plan, including budgets
- (ii) In-depth meetings, to discuss the Board charter, how the Board operates, the main business, financial dynamics and other matters of significance with:
- a. Board Chairperson
 - b. Executive Officer
 - c. Secretary
 - d. Director of Finance
- (iii) Follow-up meeting with the Chairperson to discuss any issues arising from the induction program.

Schedule 1: Code of Conduct – Directors and EO

The board should ensure and actively promote ethical behaviour and decision making as set out in the Code of Conduct. Board members are expected to act with integrity to ensure that the reputation of CVI is managed, protected and enhanced.

- The board recognises the importance and value of board diversity. The Board and its members are expected to promote and encourage equity and inclusiveness throughout the organisation and considers age, gender, cultural background and people with a disability in decision making
- Directors are expected to act honestly and in the best interests of the members as a whole and not to represent individual constituents
- Directors are expected to contribute to a positive board behaviour and culture by showing respect for other board members opinions and allowing each member a fair and equal opportunity to contribute to discussion / decision making
- Directors are required to comply with the following legal duties including:
 - act in good faith and for a proper purpose
 - exercise due care and diligence
 - ensure the organisation does not continue to carry on its business whilst insolvent
 - meet the requirement of various federal and state laws that directly impact on the organisation
- Directors are expected to disclose actual/potential conflicts of interest
- Directors are expected to behave responsibly particularly regarding confidential information.
- Directors are expected to review board papers before board meetings and acquaint themselves with the issues confronting the boards