



Governance Charter – Board of Directors

Adopted 11th September 2021

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Status of the Charter

The Charter should be adopted by the Board and apply from the date shown on the cover page of the document.

After a review by the Board, a new date of adoption is noted on the cover page.

Introduction

The ASA Board Charter has been developed to provide guidance to the Company's Directors, prospective directors and senior staff.

The Charter is developed for and adopted by the ASA Board. It is reviewed regularly, and at least annually to identify gaps and areas that require updating.

While the Charter is a guiding document, there are components that are obligatory either because of legal or constitutional requirements.

Directors are encouraged to treat the Charter as their guiding instrument during their time on the Board. If you find the document is missing a component please draw this to the attention of the Company Secretary, the President or the Chief Executive Officer.

References to "Rule" in this document refers to Rules in the ASA constitution.

1. Legislation

- 1.1. The Australasian Sonographers Association Ltd (**ASA** or the **Company**) is a Company Limited by Guarantee under the *Corporations Act 2001 (Cth)* (Corporations Act). The Company was registered on 11 August 2004 with the Australian Securities Investments Commission (ASIC). ASA's Australian Company Number (ACN) is 110 414 349. The ACN must appear on all ASA official documents.
- 1.2. In addition to being a Company Limited by Guarantee, ASA is a registered charity under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* (ACNC Act).
- 1.3. For ASA to remain eligible as a charity it must continue to be not-for-profit and pursue its charitable purpose. (The purposes or objects are set out in Rule 4.1 of ASA Constitution). For ASA to continue to be not-for-profit, it must only undertake activities in accordance with the objects contained in ASA's Constitution.
ASA must at all times comply with the "governing rules condition" and "income and assets condition" in ATO Taxation Ruling 2015/1 to remain eligible for charitable status.
- 1.4. The company secretary of a company limited by guarantee generally bears the responsibility of overseeing the compliance of the Company with the Corporations Act.
- 1.5. The ACNC defines a Responsible Person as someone who is responsible for governing a charity and for companies limited by guarantee are the charity's Directors. The ACNC requires charities to meet the prescribed Governance Standards. Under Governance Standard 4 ASA must make sure its Responsible Persons are suitable, and under Governance Standard 5 it must ensure its Responsible Persons are aware of their duties and comply with them. ASA's Responsible Persons are equally responsible for governing ASA as well as:
 - 1.5.1. ASA's compliance with the ACNC Governance Standards;
 - 1.5.2. Keeping financial records that correctly record and explain ASA's transactions and financial position and performance;
 - 1.5.3. Enabling true and fair financial statements to be prepared and to be audited;
 - 1.5.4. Ensuring ASA does not trade while insolvent;
 - 1.5.5. Keeping operational records which explain their activities; and
 - 1.5.6. Submitting an Annual Information Statement and a financial report every year.
- 1.6. ASA's primary governing instrument is its Constitution.

2. The Role of the Board of Directors

- 2.1. The Corporations Act and the ACNC Act establish that the Board of Directors ('Board') is ultimately responsible for all matters relating to the running of ASA. Under ASA's Constitution, the Board may: (a) delegate any of its powers to a committee or committees consisting of such of their numbers and such other individuals and consultants as they think fit, and may vary or revoke any delegation; and appoint a Chief Executive Officer on the terms and conditions and with the powers, duties and authorities, delegated to them by the Board.
- 2.2. The Board's role is to govern the Company from a strategic standpoint rather than manage it from an operational standpoint. It is the responsibility of the Chief Executive Officer ('CEO') to manage the operations of the Company in accordance with the approved delegations framework implemented from time to time.
- 2.3. The Directors comprising the Board, provide leadership, set strategic and policy direction, and oversee the business and affairs of ASA for the charitable purposes for which ASA was

established. The Board is accountable to the members of the Company for the overall performance of the Company.

- 2.4. The Board has as its primary responsibility the pursuit of the objects of ASA as set out in 4.1 of the ASA Constitution. It is required to do all things that may be necessary to be done in order to carry out the objects of the Company. The Board has the final responsibility for the successful operations of the Company. Without intending to limit this general role of the Board, the specific or principal functions and responsibilities will include:
- 2.4.1. Setting the goals of ASA, including short-term, medium-term and long-term objectives;
 - 2.4.2. Providing the overall strategic direction of ASA;
 - 2.4.3. Approving all policies governing the strategic direction of ASA;
 - 2.4.4. Approving major operating plans, including a periodic strategic plan;
 - 2.4.5. Reviewing the annual progress and performance of ASA in meeting the objects of the Company, including reporting the outcome of such reviews;
 - 2.4.6. Approving the annual budget and long-term budgets;
 - 2.4.7. Monitoring the solvency of the organisation and ensuring expenditure and revenue targets are in line with the approved budget;
 - 2.4.8. Approving all expenditure outside of delegated authorities (see Section 12.8);
 - 2.4.9. Appointing and approving the terms and conditions of the appointment of the CEO including succession planning and termination of employment;
 - 2.4.10. Reviewing and providing feedback on the performance of the CEO, including salary review;
 - 2.4.11. Establishing and determining the powers and functions of Board committees and all other committees and working parties;
 - 2.4.12. Approving all mergers and acquisitions, and property acquisitions and disposals.

3. Board Structure

- 3.1. Board Size and composition
- 3.1.1. The size of the ASA Board is defined in the Company's Constitution (Rule 27.1 & 27.2) as well as the process for appointing the President, Vice President and Board Committees (Rule 35.2 and 43.1).
- 3.2. Board skills
- 3.2.1. The principal focus of all Board members should be to advance the objects of ASA including to represent sonographers and raise the profile of the sonography profession. In doing so, skills useful to the Company may include:
 - a. legal, accounting, risk management and finance;
 - b. information technology;
 - c. an understanding of the health system;
 - d. political lobbying and negotiating;
 - e. education delivery;
 - f. marketing, PR/media;
 - g. research – conduct and interpretation;
 - h. ethics, standards and planning;
 - i. governance;
 - j. strategic and innovative thinking skills;
 - k. business acumen; and
 - l. influential links and expertise in working with members.

3.3. Directors

3.3.1. Selection, appointment, rotation and vacation of office of Directors

- a. The process for appointing General Directors, External Directors and filling casual vacancies is defined in the Company Constitution (Rules 28, 29, 27.5, 32.4 and 40.4 respectively);
- b. ASA should maintain rigorous nomination processes to **promote the selection of candidates** who meet stated selection criteria and match the required skills identified by the Board as necessary to govern the Company.

3.3.2. Rotation of Directors

- a. The length of appointment for a Director or casual appointment is defined in the Company Constitution (Rule 30.1, 30.4, 30.5 & 40.4).

3.3.3. Vacation of office

- a. It is expected that Directors will remain on the Board until required to vacate the office, as detailed in the Constitution. The terms and conditions for Directors are contained in their letter of appointment.

4. Duties and Responsibilities of Individual Directors

4.1. ASA Directors owe certain duties to the company under the Corporations Act and at common law, including a duty to:

- act with care and diligence; and
- exercise their powers and discharge their duties in good faith in the best interests of the company and its members and for a proper purpose.

In setting the standard of conduct required of Directors in carrying out these duties, the courts in Australia apply an objective test based on what a person, having the same knowledge, skills, authority and power as the Director, would reasonably have done in the circumstances.

Therefore, the Directors will not be in breach of their directors' duties if their decisions are made:

- with care and diligence - the Directors properly inform themselves about the decision;
- in good faith - the Directors act honestly, without an intention to deceive;
- for a proper purpose - in accordance with the company objects and not to gain an advantage for themselves or cause detriment to the Company; and
- in the best interests of the Company - the Directors believe the decision to be in the best interests of the Company and its members as a whole.

4.1.1. In line with the ACNC governance standard 5, a Director is required to:

- a. act with reasonable care and diligence;
- b. act honestly in the best interest of ASA and its objects;
- c. not misuse the position of responsible person;
- d. not misuse information obtained in performing duties;
- e. disclose any actual or perceived conflict of interest;
- f. manage ASA's financial affairs responsibly; and
- g. not allow ASA to operate while insolvent.

4.2. Directors' Code of Conduct

4.2.1. In addition to the legislative and constitutional requirements, ASA Directors will at all times:

- a. Act in accordance with the ASA Constitution;

- b. not speak on behalf of the Company in a formal capacity (such as to representatives from the media) unless authorised in writing by the President and/or the CEO to do so;
- c. make reasonable inquiries that the Company is operating efficiently, effectively and legally towards achieving its goals;
- d. not engage in conduct likely to bring discredit upon the Company;
- e. make the President and CEO aware immediately of any circumstances which may impact on their ability to discharge their duties;
- f. give of their specific expertise generously to the Company; and
- g. comply with the spirit, as well as the letter, of the law and with the principles of this Charter.

4.3. Director behaviour

4.3.1. A Director shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:

- a. Endeavouring to be well prepared by examining the agenda and Board papers prior to the meeting;
- b. undertaking diligent analysis of all proposals placed before the Board;
- c. developing an understanding of the environment in which the Board operates;
- d. acting for a proper purpose as determined by the Objects (Rule 4.1);
- e. maintaining confidentiality of Board decisions, materials and discussion (See 4.4 below);
- f. acting in a business-like manner by assessing the information provided in agenda papers to make objective decisions;
- g. not improperly influencing other Board members;
- h. addressing issues in a professional and respectful manner;
- i. using judgment, common sense and tact when discussing issues;
- j. allowing others a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another Director or person is speaking);
- k. providing feedback to the President about Board meetings and Board processes willingly to assist with continuous improvement of business processes; and
- l. being particularly sensitive in interpreting any request or indication from the President that aims to facilitate the orderly and good-spirited conduct of the meeting.

4.3.2. Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvass all aspects of any issue confronting the Company and cast their vote on any resolution according to their own decision.

4.3.3. Outside the Boardroom, however, Directors will support the letter and spirit of Board decisions in discussions with members, joint venture partners, suppliers, customers, staff and other stakeholders.

4.4. Confidentiality

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

- 4.4.2. Directors must keep confidential all Board documentation (paper-based and electronic), discussions and deliberations, except where disclosure of those documents are required by law. 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 ASA. 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.
- 4.4.3. At the expiry of a Director's term, ongoing access to Board emails and Board documents shall cease. This section does not affect any legal or contractual rights of Directors.
- 4.5. Conflict of interest and related party transactions
 - 4.5.1. Conflicts of interest (either actual or perceived) may arise when:
 - a. The Company is dealing with another party which the Director has either a formal or informal relationship with, including an employment or service contract.
 - b. The Company is dealing with another party, including another professional organisation, which the Director has a formal business relationship with.
 - 4.5.2. A conflict does not arise for a Director simply because the Board is considering a paper recommended by a Committee which the Director is a member of.
 - 4.5.3. Directors must:
 - a. 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; and
 - b. Subject to 4.5.4, 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.
 - 4.5.4. If it is unnecessary or impracticable, or a Director cannot, or is unwilling, to remove a conflict of interest then the Director is ineligible to receive the Directors' meeting papers related to the matter and must absent themselves from the room when discussing matters to which the conflict relates and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors. This entry and exit will be noted in the minutes of the meeting.
 - 4.5.5. Directors will indicate to the President or CEO any potential conflict of interest 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.
 - 4.5.6. 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 Conflicts of Interest.
 - 4.5.7. The same requirement will exist for related party transactions. Related party transactions include any financial transaction between a Director, or an entity in which a Director has an interest, and ASA, and will be reported in writing to each Board meeting.
 - 4.5.8. These requirements will also apply to all senior employed officers of the Company.

- 4.5.9. Once declared, the Board must consider the material facts regarding the potential conflict of interest and the individual's interest.
- 4.5.10. Once declared, and after the Board has investigated the potential conflict of interest, the Board must resolve and minute any action taken to either limit or exclude the Director from involvement in the transaction or proposal.
- 4.5.11. The Company Secretary, or in his/her absence, the CEO, will maintain a Register of Related Party Transactions and a Register of conflicts of Interest.
- 4.5.12. ACNC requires a perceived or actual material conflict of interest to be disclosed to members (Governance Standard five).
- 4.5.13. See also Rule 39 (Directors conflict of interest).
- 4.6. Emergency contact procedures
 - 4.6.1. As there is the occasional need for urgent decisions, Directors should check their email at least every 48 hours. It is understood that Directors of the Company are volunteers. Therefore, if they are unable to comply with this requirement due to holidays or other exceptional circumstances, they must advise the CEO and President. Directors should leave with the CEO and President any contact details, either for themselves or for a person who knows their location, so that as many Directors as possible can be contacted within forty-eight hours in circumstances where a matter is required to be dealt with urgently.

5. The Role of Office Bearers

- 5.1. President
 - 5.1.1. The President's role is key within ASA. The President is the Chair of the Board of Directors and of General Meetings and utilises experience, skills and leadership abilities to facilitate the governance processes.
 - 5.1.2. Election of President: The President will normally be selected on the basis of the person's ability to lead the Board. The President's term is defined in the Company Constitution (Rule 35.3 & 35.5).
 - 5.1.3. The role of the President is to:
 - a. provide leadership to the Board;
 - b. chair Board meetings and the Annual General Meeting;
 - c. establish the agenda for Board meetings in consultation with the Company Secretary and CEO;
 - d. lead Directors to resolution by consensus;
 - e. enable all Directors to be heard;
 - f. manage Board and general meetings so agenda items are given the attention they warrant;
 - g. maintain the focus on the discussion on the issue before the Board;
 - h. require decisions of a meeting to be clearly enunciated;
 - i. address all procedural matters (quorum, conflicts etc.);
 - j. oversee the process of Board and Director evaluation;
 - k. take responsibility for monitoring and managing Director behaviour if a Director breaches the code of conduct;
 - l. chair the Governance Committee - if the President is an apology for these meetings and/or not present within fifteen minutes after the time appointed for the holding of that meeting, the Vice President will assume this role;
 - m. participate as a voting member of the Finance, Risk and Audit Committee;

- n. Chair general meetings of members in accordance with the ASA Constitution;
 - o. together with the Chair of the Finance, Risk and Audit Committee, be the spokesperson for the Company at the AGM and in the reporting of performance and profit figures;
 - p. together with the CEO, undertake all other public relations activities or, if unavailable, appoint another Director to perform this role;
 - q. be the major point of contact between the Board and the CEO;
 - r. be kept fully informed of current events by the CEO on all matters which may be of interest to Directors;
 - s. regularly review with the CEO progress on important initiatives and significant issues facing the Company;
 - t. provide mentoring for the CEO; and
 - u. oversee the Board's CEO evaluation process.
- 5.1.4. Conflict of interest: As with all Directors, the President is not entitled to vote or participate in the deliberations on any matter in which he or she has a personal interest unless there is compliance with the conflict of interest provisions outlined in 4.5 above.
- 5.1.5. A person ceases to be a President if that person ceases to be an Eligible Member or a General Director. If a person ceases to be a President, the Board shall have power at any time to appoint a new General Director to fill any casual vacancy by a majority vote. Any member so appointed as an office bearer shall hold office until the next Board meeting following the next Annual General Meeting of the Company (see Constitution Rules 32.4 and 40).
- 5.2. Vice President
- 5.2.1. The Vice President's role is to provide support to the President and Chair board meetings and general meetings in the President's absence in accordance with the ASA Constitution (Rule 21.2).
- 5.2.2. Election of Vice President: In accordance with the Constitution, the Directors, as a Board, elect the Vice President at the first meeting following the Annual General Meeting annually.
- 5.2.3. Conflict of interest: As with all Directors, the Vice President is not entitled to vote or participate in the deliberations on any matter in which he or she has a personal interest unless there is compliance with the conflict of interest provisions outlined in 4.5 above.
- 5.2.4. A person ceases to be a Vice President if that person ceases to be an Eligible Member or a General Director. If a person ceases to be a Vice President, the Board shall have power at any time to appoint a new General Director to fill any casual vacancy by a majority vote. Any member so appointed as an office bearer shall hold office until the next Board meeting following the next Annual General Meeting of the Company (see Constitution Rules 32.4 and 40).

6. Role of the CEO

- 6.1. Appointment: The CEO is appointed by the Board (Rule 45.1). The CEO is responsible for the ongoing day-to-day management and control of the business and affairs of ASA in accordance with the strategy, policies and programs approved by the Board. The Company shall be managed to achieve the goals agreed and endorsed by the Board.

- 6.2. Responsibilities: The CEO's responsibilities will include:
- 6.2.1. developing, with the Board, a consensus for ASA's vision and direction;
 - 6.2.2. constructing, with ASA's management team, programs to implement this vision;
 - 6.2.3. developing business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
 - 6.2.4. negotiating the terms and conditions of appointment of all other staff members within delegated authority;
 - 6.2.5. overseeing that governance documentation, reflecting ASA's strategic direction is developed and maintained;
 - 6.2.6. overseeing that the Annual Financial Report is prepared and distributed in accordance with regulation and otherwise managing the financial and other reporting mechanisms of the Company;
 - 6.2.7. preparing the Annual Report of outcomes and distributing it in an appropriate and timely manner;
 - 6.2.8. sub-delegate their powers and responsibilities to employees or internal management committees of the Company;
 - 6.2.9. providing strong leadership to, and effective management of, the Company in order to:
 - a. encourage cooperation and teamwork;
 - b. build and maintain staff morale at a high level; and
 - c. build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company;
 - 6.2.10. providing a safe workplace for all personnel;
 - 6.2.11. enabling a culture of compliance generally, and specifically in relation to risk management and environmental matters;
 - 6.2.12. carrying out the day-to-day management of the Company;
 - 6.2.13. facilitating the sustainability of the Company beyond the tenure of key personnel and/or during their absences;
 - 6.2.14. in consultation with the Board, forming other committees and working parties from time to time to assist in the orderly conduct and operation of the Company;
 - 6.2.15. keeping the Board informed, at an appropriate level, of all the activities of the Company; and
 - 6.2.16. setting a standard that all personnel act with the highest degree of ethics and probity.
- 6.3. Delegation: The CEO is formally delegated by the Board to authorise and incur all expenditures as approved in the budget, subject to:
- 6.3.1. All CEO compensation, outside of normal remuneration, must be authorised by the President.
 - 6.3.2. All unbudgeted business-related expenses paid to the CEO must be ratified by the Finance, Risk and Audit Committee and the Board.

7. The Role of the Company Secretary

- 7.1. The following outline of the role of the Company Secretary is as determined by the Company and is in accordance with the Corporations Act.
- A person appointed as Company Secretary must give ASA their signed consent to act as Company Secretary before their appointment, and the consent must be kept by ASA in its

company register. Failure to do so constitutes an offence under the Corporations Act (s 204C). ASIC must be notified of the Company Secretary's appointment within 28 days of the appointment (s 205B(1)).

- 7.1.1. The Company Secretary of ASA is charged with facilitating the Company's corporate governance processes including administering ASA's affairs and managing the business of the Board. The position of Company Secretary is not to be held by the CEO however may act as both a Director and Company Secretary at the same time (but the Secretary is not required to also be a Director). The Company Secretary holds primary responsibility for the oversight of Board processes and procedures and that they run efficiently and effectively.
- 7.1.2. In addition, while compliance issues are identified and monitored through the Finance, Risk and Audit Committee, the Company Secretary is charged with the responsibility of guiding and implementing ASA's compliance program. The Company Secretary may obtain advice from appropriate consultants as necessary to achieve compliance.
- 7.1.3. The specific tasks of the Company Secretary include, but are not limited to:
- a. overseeing the Company's compliance program and seeing all company legislative obligations are met;
 - b. preparing the agenda and Board papers and forwarding to Directors ten days before the Board meeting;
 - c. recording, maintaining and distributing the minutes of all Board and Board committee or working party meetings as required;
 - d. preparing for and attending all general meetings of the Company;
 - e. recording, maintaining and distributing the minutes of all annual and extraordinary general meetings of the Company;
 - f. meeting all ASIC requirements;
 - g. meeting all ATO requirements;
 - h. meeting all ACNC requirements;
 - i. providing counsel for corporate governance principles and individual Director liability;
 - j. subject to provisions for shorter notice of a Board meeting as per the Constitution, notifying the Directors in writing at least fourteen days in advance of a meeting of the Board;
 - k. to receive and answer all correspondence in relation to the Company;
 - l. providing advice to the Board regarding the Corporations Act, ASIC requirements, the Constitution, ACNC Act or ACNC requirements and other legal and regulatory needs (as appropriate) - where required the Company Secretary may seek permission from the CEO or President to obtain professional advice);
 - m. advising the Board on good practice in corporate governance. This may include guidance on the manner in which ASA discharges its duties, conducts meetings, makes decisions, etc;
 - n. maintaining the registers which are required to be kept under the Act - company register and register of members;
 - o. providing information as directed by the Board or CEO in matters relating to risk management and corporate responsibility;

- p. assisting the CEO with the induction of new Directors and maintaining a director manual; and
- q. upon request, assisting the CEO to organise and maintain Directors' & Officers' insurance.

8. Board Meetings

- 8.1. Meetings: Board meetings and agenda are fundamental governance processes. The Board meeting is critical as it is the main opportunity for Directors to:
 - 8.1.1. obtain and exchange information with the CEO;
 - 8.1.2. obtain and exchange information with each other; and
 - 8.1.3. make decisions.
- 8.2. Meeting processes: general
 - 8.2.1. Annual Board meeting calendar

In order to provide an even distribution of work over the next year, the Board will adopt a rolling twelve-month Board calendar, commencing at the Annual General Meeting in September each year. Included will be scheduled Board and committee meetings, as well as major corporate and Board activities to be carried out in the month in question.

Month	Event
February	Board meeting: general business and Strategic Plan review. CEO - ½ yearly performance review
April	Teleconference to approve budget
May	Board meeting: General business Board Governance training Risk Management monitoring Approval of Strategic Plan – every 5 years
August	Teleconference to approve: Financial Statements and complete Solvency Declaration
September	AGM preparation Board meeting: General business CEO performance evaluation Annual Compliance Plan Board renewal of suitable persons declaration
November	New Director induction (as required) Election of office bearers Review Risk Management Plan

8.3. Board papers

- 8.3.1. Directors should not consider any matter without appropriate briefing advice. Mostly briefings will be in writing in the Board papers, perhaps supplemented by a verbal/visual presentation. Sometimes for urgent matters briefings may be verbal.
- 8.3.2. Briefing notes should ideally be a 1-page summary, with a clear recommendation, clear statement of the issue, a summary of pros and cons and a review of the implications, including financial, to the Company.
- 8.3.3. The Board should agree what is a reasonable number of pages to include in Board papers – they need to be digestible packages.
- 8.3.4. The usual collation and distribution cycle for Board papers is (this is an indicative cycle only):

Item	Day
Final date for submission of items for the agenda to Company Secretary	14 days prior
Agenda finalised and confirmed by President/CEO	12 days prior
All papers available to Board meeting attendees	10 days prior
Board meeting	as per schedule
First draft minutes sent to President	3 working days post-meeting
Draft minutes sent to Directors	5 working days post-meeting
Final day for Directors to request changes to draft minutes	12 days post-meeting
Minutes sent for adoption by the Board via Circular Resolution	5 days after Directors' request for changes

8.4. Agenda

- 8.4.1. The Company Secretary in consultation with the President and CEO will prepare the draft agenda, coordinate and collate all accompanying Board papers. Once ratified by the President, it is then circulated to all Directors.
- 8.4.2. Except with the consent of the President, no items can be addressed at a meeting without a written report. No new items of business requiring consideration and a decision can be tabled during a Board meeting except with the unanimous approval of the Board.
- 8.4.3. The agenda will indicate which Board papers are for discussion, which are for decision, and which are for noting. Any Director can request that an item distributed for noting is brought for discussion or decision at the next Board meeting.
- 8.4.4. Matters arising from the minutes
This item is used to cover any point from the previous minutes about which any attendee requires further information or a progress report, and which does not appear elsewhere on the meeting agenda. Each item raised and the response will be recorded in the minutes of the meeting.

- 8.5. Register of Action Items
 - 8.5.1. The Company Secretary, or in his/her absence, the CEO will keep a Register of Action Items, which lists items designated for action, when they were generated, who they have been delegated to, required date and progress towards finalisation, arising from previous Board meetings that will be updated and issued with the draft agenda for each meeting.
- 8.6. Minutes and Board decisions
 - 8.6.1. Section 251A of the Corporations Act has specific requirements for the keeping of minutes of Board meetings and Board committee meetings. It requires the minutes cover proceedings and resolutions. It requires resolutions passed without a meeting be minuted and signed by a Director within a reasonable time after the resolution is passed. It requires the minutes be in the minute book within one month and be signed by the Chair or chair of the following meeting within a reasonable time.
 - 8.6.2. Minutes will record the proceedings of each meeting in a format approved by the board. They will contain a brief reference to the relevant Board papers tabled plus the official resolution adopted by Directors. All decisions will be recorded in the minutes by means of a formal resolution.
 - 8.6.3. The President will read the precise resolution before the Board and ask for a vote from the Directors. If a Director does not voice dissent, it is taken that he or she is in favour of the resolution. The exact wording will be recorded in the minutes and whether the resolution was carried or defeated but will not contain the number of votes. Directors who abstain, dissent or are absent for the vote will have their decision (absence) noted in the minutes.
 - 8.6.4. A Director may request their reasons for voting for, against, or abstaining from a resolution be recorded in the minutes.
 - 8.6.5. Where a draft resolution as recommended in the Board papers is not adopted then a summary of the reasons for the alternative course of action is noted in the minutes. In addition, if points are raised by Directors that are not found in the supporting papers, a brief summary of these points will be recorded in the minutes.
 - 8.6.6. The CEO will prepare a summary of Board meeting outcomes and communicate the summary to relevant committees, working parties and staff. Where appropriate, the CEO will advise members of selected Board meeting outcomes.
 - 8.6.7. Once the minutes have been adopted by the Board, via circular resolution, they cannot be amended. Decisions can be changed at subsequent meetings of the Board.
 - 8.6.8. A copy of the adopted minutes will be included in the report for the following Board meeting.
- 8.7. Head Office Report
 - 8.7.1. The CEO or other ASA position charged with responsibility for managing finance & operations will report to the Board between meetings on governance matters that need attention before the next Board meeting. It is through these reports that Directors are kept informed of ASA's operations and activities. It also serves as documentary evidence of the extent to which Directors have asked to be kept informed and have been kept informed of the Company's activities. The Board may request the CEO to expand verbally on any items during the meeting. As a guide,

the following items should be considered for inclusion in the relevant section of the agenda:

- a. current financial performance, as well as overall financial performance, including at a minimum:
 - i. balance sheet (statement of financial position) to end of the previous month;
 - ii. statutory profit and loss (statement of financial performance) to end of the previous month;
 - iii. finance facilities;
 - iv. cash-flow forecasts; and
 - v. comments on any significant variation from budget.
- b. key performance indicators:
 - i. financial; and
 - ii. non-financial;
- c. ten year rolling report on equity, profit and loss, member acquisition and retention;
- d. next year's forecast including:
 - i. forecast financial performance; and
 - ii. forecast key performance indicators;
- e. risk management;
- f. progress on the strategic plan;
- g. monitoring of the regulatory environment;
- h. monitoring of major competitors;
- i. staffing activities;
- j. marketing activities;
- k. operational matters;
- l. compliance report including:
 - i. liquidity;
 - ii. financial and secretarial (including ASIC, ATO and ACNC requirements);
 - iii. tax returns and annual review of tax status;
 - iv. licences and permits;
 - v. work, health and safety;
 - vi. environment
 - vii. industrial relations including employment contracts;
 - viii. trade practices and the ACCC;
 - ix. quality assurance;
 - x. privacy;
 - xi. insurance;
 - xii. other significant compliance issues;
- m. conflicts of interest;
- n. actual or potential legal claims against ASA; and
- o. any other significant items.

8.7.2. It is envisaged that the CEO will delegate the writing of various sections of these reports. If a decision is required on any aspect of the CEO's report that is not included elsewhere on the agenda, the report will contain the recommended resolution.

- 8.8. Major correspondence
- 8.8.1. Major correspondence comprises any correspondence received by the President, Company Secretary, CEO or other officer about which Directors should be aware. Such correspondence may include, but is not limited to, any non-routine correspondence from:
- a. ASIC;
 - b. the ATO;
 - c. the Australian Competition and Consumer Commission;
 - d. the Australian Charities and Not-for-Profits Commission;
 - e. any other federal, state or local government body;
 - f. any correspondence which impacts on the compliance requirement of the Directors;
 - g. any writ, summons or correspondence taking legal action against the Company; and
 - h. any correspondence threatening legal action against the Company.
- 8.8.2. Major correspondence will be included in the Board papers by the Company Secretary, unless such correspondence is received between circulation of the agenda and the Board meeting, in which case at the discretion of the President it can be tabled at the meeting. Major correspondence will normally be “for noting”. However, any Director can ask for any item of correspondence to be discussed.
- 8.9. Reports from Board Committees
- 8.9.1. Where a Board Committee meeting has been convened, or the Committee has been active, since the last Board meeting the minutes of the meeting or a report will be circulated with the Board papers and must be noted by the Board.
- 8.9.2. These minutes shall contain any items that the committee wishes the full Board or members to note or action.
- 8.10. Activities requiring Board decision or noting
- 8.10.1. The Company Secretary, or in his/her absence, the CEO shall be responsible for ensuring reports of activities that require Board decision or noting are tendered. These reports will be circulated with the agenda, with significant items being brought to the attention of the Board in the meeting.
- 8.10.2. Board papers will be presented in a standard format, with recommendations and/or action taken noted at the start of each paper. Lengthy submissions will contain a concise executive summary.
- 8.11. Attendees
- 8.11.1. Attendees will comprise all Board members, Company Secretary, CEO and other attendees as invited by the Board from time to time such as auditors and investment advisors (subject to apologies). A staff member may be appointed by the CEO to take minutes in the Company Secretary’s absence.
- 8.11.2. The President can request the CEO to arrange attendance at any meeting of the Board any person who, in their opinion, may be able to assist the Board to carry out their duties. A Director must consult with the President or seek the support of a majority of other Directors, should they wish to request the CEO to arrange the attendance of any person they believe can assist the Board.
- 8.12. Quorum
- 8.12.1. The quorum of Directors is defined in the Company Constitution (Rule 36).

8.13. Conduct of meetings

8.13.1. The President will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the President will:

- a. enable all members are heard;
- b. retain sufficient control for the authority of the chair to be recognised – this may require a degree of formality to be introduced when it is required to make progress;
- c. take care that the decisions are properly understood and well recorded;
- d. facilitate decisions either by consensus or, if required, majority vote; and
- e. complete decisions and debate with a formal resolution recording the conclusions reached.

8.14. Meeting processes: face to face, hybrid and virtual

8.14.1. Venue:

The location of each Board meeting will be agreed with the Board in advance, generally at the time the calendar of meetings is determined. The May Board meeting will generally be held in the vicinity of the venue of the Annual Conference.

8.14.2. Board meeting agenda:

A formal agenda is an important part of the Board meeting because it shapes the information flow and subsequent discussion. The agenda for the in-person Board meetings will generally follow the format outlined below:

Draft agenda template

Item	Standard time allotted*
1. Statutory matters	30 minutes
1.1 Attendance and apologies	
1.2 Conflicts of interest	
1.3 Minutes of previous meetings	
1.4 Matters arising	
1.5 Register of Circular Resolutions	
1.6 Register of Action Items	
2. Finance	45 minutes
3. Governance	60 minutes
4. Strategic direction	45 minutes
5. Management and operational reporting	120 minutes
6. Policy and advocacy	45 minutes
7. Other business	20 minutes
8. Next meeting	

* Time limits are indicative and are subject to change

8.15. Meeting processes: teleconference or other

8.15.1. Method:

It is ASA's preference that Board meetings be held face-to-face. However, from time to time, in order for the Company to meet operational and regulatory deadlines or due to circumstances beyond ASA's control, teleconference or web facilities are utilised.

8.15.2. Board meeting agenda:

For meetings held via teleconference or web-based technology, a limited agenda which meets the immediate operational requirements of the Company is used where possible. At the President's discretion, items which prove inappropriate for discussion via teleconference may be postponed until the next face to face meeting.

8.16. Resolutions by circular

8.16.1. The process for circular resolutions is defined in the Company Constitution (Rule 38).

8.17. Meeting and Board evaluation

8.17.1. As part of its commitment to continuous improvement of all processes, evaluation feedback is sought after each Board meeting (See also 14 regarding annual Board evaluation).

8.17.2. In respect to all meetings, Directors are encouraged to complete the evaluation document distributed via email subsequent to the meeting. The results of the evaluation will be collated by the Company Secretary and distributed to the Board.

9. Board Committees

9.1. Delegation to committee

9.1.1. Establishment of committees is defined in the Company Constitution (Rule 43).

9.1.2. Each committee should be reviewed on an annual basis.

9.2. Finance, Risk and Audit Committee

9.2.1. The Finance, Risk and Audit Committee (FRAC) is a sub-committee of the Board, is established under the delegation powers of the Board (Rule 42) and operates under its terms of reference.

9.2.2. The FRAC will consist of the President and two other Directors. It is anticipated that at least one of the Directors will be an External Director, bringing a specific and relevant skill set to the FRAC.

9.2.3. At the commencement of each new term the ASA Board will appoint 3-4 Directors who will form the FRAC. Additionally, the Board will appoint one of these Directors as Chair of the Committee.

9.2.4. The President also participates as a voting member of the FRAC but shall not be the Chair.

9.2.5. The CEO and the manager in charge of finance will attend these meetings to provide information to the Committee. ASA staff are not voting members of this committee. At the discretion of the chairperson, meetings of this committee may be held without staff attendance.

9.2.6. The Committee will meet twice a year, with at least one meeting conducted face-to-face in conjunction with a Board meeting. The Company's auditor will be provided

with full contact details for the chairperson of the committee to enable the auditor to contact them directly should the need arise.

9.3. Governance Committee

- 9.3.1. The Governance Committee (GC) is a subcommittee of the Board, operates under its terms of reference and is established under Rule 43 of the Company Constitution.
- 9.3.2. The GC will consist of the President and two other Directors. It is anticipated that at least one of the Directors will be an External Director, bringing a specific and relevant skill set to the GC. Skills relevant for the GC are governance, legal and/or human resources management.
- 9.3.3. The President will act as chairperson.
- 9.3.4. The CEO and the Company Secretary may be requested to attend GC meetings to provide information.
- 9.3.5. The Committee will convene as required to fulfill the advisory role as described in the Terms of Reference.

9.4. External Committees

- 9.4.1. The ASA President and Vice-President are required to represent ASA on external committees and/or attend meetings. Other ASA Directors may have a specific interest in a particular area or have expertise relating to a specific committee and may be asked to join an external committee or meeting.
- 9.4.2. Upon appointment to an external committee, the Director will sign a deed-of-agreement to outline the responsibilities and terms of this appointment as an ASA Director.

10. Strategy Formulation

- 10.1. Strategic Plan: The Board has responsibility for approving the strategic direction of ASA. A five-year Strategic Plan is set on a rolling 5-year basis. The timeframe for development and approval of the Strategic Plan should allow for final approval of strategy documentation, together with the budget, to occur by May of the relevant year for presentation to members at the September AGM.
 - 10.1.1. The Board will be fully involved in the development of the strategic plan. This will be undertaken in conjunction with the CEO and staff if applicable. Progress on the strategic plan will comprise part of the CEO's Board reporting.
- 10.2. The strategic planning cycle is:
 - 10.2.1. An overview of the process of reviewing and updating the current strategic plan will be presented at the May Board meeting in the year prior to the May Conference.
 - 10.2.2. ASA staff will be involved in reviewing the current strategic plan and in making recommendations for inclusion in the strategic plan development.
 - 10.2.3. The Board strategic planning day will generally be held in conjunction with the February Board meeting.
 - 10.2.4. The draft operational plan for the coming year and/or the proposed new Strategic Plan is then tabled for discussion at the February Board meeting together with an outline of resources required.
 - 10.2.5. The final operational plan and/or strategic plan are signed off, together with linked budgets, at the May Board meeting.
- 10.3. Linking decisions to the Strategic Plan

- 10.3.1. It is expected that all papers requiring significant resource decisions will address how the decision is related to the Company's agreed strategic direction.

11. Director Advice to the CEO

11.1. Providing advice

- 11.1.1. It is recognised that a key component of directorial duties is providing a sounding Board for CEO ideas and challenges.
- a. In recognising that the CEO-Board relationship is critical to effective corporate governance, Directors of ASA should provide frank and honest advice to the CEO. Similarly, all advice should be constructive in nature and be provided in a positive manner.
 - b. Where appropriate, Directors should recommend possible alternative advisers if they do not feel adequately equipped to assist.

12. Monitoring

12.1. Monitoring performance and compliance

- 12.1.1. A fundamental function of the Board is to monitor the performance and compliance of the Company. With this general principle in mind, the Board is charged with monitoring both financial and non-financial Key Reporting Areas (KRAs).

12.2. Financial KRAs

- 12.2.1. Together with the Finance, Risk and Audit Committee, the Board will closely follow:
- a. cash reserves;
 - b. balance sheet (statement of financial position);
 - c. profitability (statement of financial performance);
 - d. cash flows;
 - e. unbudgeted expenditure or deviations from approved budget;
 - f. debtors and creditors in excess of 90 days;
 - g. leave liabilities; and
 - h. adherence to borrowing covenants (if relevant).
- 12.2.2. As well as providing the full data, an annual report will also contain relevant financial ratios and benchmarks.

12.3. Non-financial KRAs

- 12.3.1. In addition to the financial reporting, the Board will observe the following key areas from a strategic standpoint:
- a. risk management;
 - b. staff;
 - c. productivity;
 - d. market share;
 - e. income by category;
 - f. member acquisition and retention;
 - g. member/delegate satisfaction;
 - h. cybersecurity;
 - i. OHS measures;
 - j. quality assurance; and
 - k. environmental measures.

12.4. Compliance

- 12.4.1. It is part of the philosophy of ASA that the Company will at all times comply with the law and will demonstrate ethical behaviour.
- 12.4.2. Every officer, contractor, agent and distributor of the Company is required to comply with all aspects of the law and to act ethically at all times.
- 12.4.3. No person who wilfully breaches the law and is prosecuted will receive support from the Company.
- 12.4.4. The Board is charged with overseeing appropriate compliance systems are implemented within the Company. Aspects of this process may be delegated. In particular, the Company Secretary will oversee the Company's compliance system.
- 12.4.5. The implemented processes will be in accordance with ISO19600:2015 which states that 'compliance risk assessment constitutes the basis for the implementation of the compliance management system'.
- 12.4.6. The Head Office report shall contain a section for reporting compliance exceptions for each Board meeting. The Company Secretary and/or CEO may be required to elaborate on any relevant aspects of this report.
- 12.4.7. The compliance report will contain statements that the Company is meeting its requirements under the various requirements or legal responsibility for Directors or notify Directors of any issue or concern.

12.5. Risk Management

- 12.5.1. The Finance, Risk and Audit Committee is responsible for monitoring the management of the risk. The CEO and Board are responsible for identifying the risks and implementing the risk management strategies. Aspects of this process may be delegated.

12.6. CEO evaluation

- 12.6.1. The CEO is the key employee of the Company in general and of the Board in particular. As such, a special relationship exists between the CEO and the Board.
- 12.6.2. A detailed CEO evaluation is undertaken by the Governance Committee, with the documented process co-ordinated by the President. CEO evaluation will utilise both quantitative and qualitative measures. Evaluation will be judged against the approved strategic plan.
- 12.6.3. CEO evaluation will occur annually, with the results presented for ratification at the September Board meeting. At this time the Board and CEO will discuss and agree on goals (both quantitative and qualitative) related to the strategic plan, for the upcoming year.
- 12.6.4. The Board, by a majority vote in September, may decide to review the CEO's progress at their February meeting.

12.7. Delegation of authority

- 12.7.1. Directors are responsible for any delegations of their responsibilities with regard to corporate operation as per the Delegation of Authority document and Rule 42 of the Company Constitution. The Board decides what Company matters are to be delegated either to specific Directors or to management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.
- 12.7.2. As a consequence, individual Directors have no individual authority to participate in the day-to-day management of the Company, including making any representations or agreements with member companies, suppliers, customers, employees or other parties or organisations.

- 12.8. Decision making process
 - 12.8.1. The decision-making process and delegations of a Board are fundamental to the corporate governance process.
 - 12.8.2. Questions arising at the Board meeting are decided by a majority vote.
- 12.9. Specific delegations
 - 12.9.1. The Board retains all powers and authorities required to carry out the Company's business effectively and efficiently, except where specific authority is delegated to the CEO and Board committees.
- 12.10. Delegation of authority: day to day
 - 12.10.1. To facilitate the day-to-day operations control of the business and affairs of the Company, the Board has delegated its authority to the CEO as specified in a Delegations of Authority Schedule set out in the Delegations Policy. Any changes or amendments to these delegations must be approved by the Board. See Rule 45 of the ASA Constitution.
 - 12.10.2. Although the Board has delegated its financial authority to management, as above, the following decisions must be referred to the Board for approval:
 - a. budgets (including detailed background papers); and
 - b. any proposed changes to the Strategic Plan.
- 12.11. Delegation of authority: unforeseen circumstances
 - 12.11.1. Unforeseen circumstances include issues which arise that impact significantly on the ability of the Company to operate. Such circumstances include adverse events involving – but not limited to – damage to office premises and/or information technology systems or Government imposed directions or restrictions due to COVID-19.
 - 12.11.2. It is anticipated that, in most instances, ASA's risk minimisation practices will mitigate the long-term impact of such an issue. However, it is likely that – in order to provide business continuity – urgent actions will be required to minimise disruption which would fall outside the scope of normal business transactions. Normal expenditure procedures will be followed.
 - 12.11.3. The ASA Board gives authority to its key personnel - the President, Vice President, Chair of Finance, Risk and Audit Committee and CEO - to declare an issue as an 'unforeseen circumstance'. At the earliest opportunity and within 48 hours, all Directors will be advised of this declaration. An unforeseen circumstance will cease by the majority agreement of the Board.
 - 12.11.4. Upon declaration, an extended delegation of authority may be provided to the CEO. In the absence of the CEO, key personnel can either oversee this operational work directly or extend this delegation of authority to any two of the staff's management group.
- 12.12. Actions for advice or noting
 - 12.12.1. The following should be reported to the Board or appropriate Board committee for advice/noting:
 - a. any potential legal action against the Company;
 - b. all insurance matters, excluding member's indemnity insurance incidents;
 - c. any non-routine financial claim against the Company; and
 - d. all important business activities and matters and all recognisable risks.
- 12.13. Execution of documents: The procedure for the execution of Company documents will be as follows:

- 12.13.1. All contracts, documents and written obligations executed by the Company, which exceed management's delegated authority, must be signed by either two Directors or any one Director and the CEO for and on behalf of the Company and formally recorded and reported to the Board.
- 12.13.2. Any document executed under the signatures of two Directors is not required to be witnessed by an independent person but must be formally recorded and reported to the Board.
- 12.13.3. Any other contract, document or written obligation within delegated authority levels of the CEO must be executed for and on behalf of the Company, witnessed as required and must be formally recorded and reported to the Board, including the provision of a copy of the contract.
- 12.13.4. A detailed report on all of the above document executions must be presented to the Board at each meeting.
- 12.14. Delegated authority for funds transfers: Authorising the transfer of Company funds is a significant responsibility
 - 12.14.1. Those who are made authorised signatories do so on the understanding that they share in the responsibility for the payment or transfer made. This means that an authorised signatory should have clear understanding of the payment or transfer being made and is obligated to question any invoice or payment/transfer that appears to be abnormal or without sufficient authorisation.
 - 12.14.2. Transfers of funds must be carried out as per the Finance Procedures as updated or amended from time to time.

13. Director Protection

- 13.1. Two areas of protection: As a general rule, a Director has two key areas of protection - the right to information and the ability to insure against specific risks of being a Director. Therefore, as a matter of policy the following measures of Board member protection will apply.
- 13.2. Information seeking protocol: Directors will adhere to the following protocol when seeking information:
 - 13.2.1. Approach the CEO to request the required data.
 - 13.2.2. If the data is not forthcoming, approach the President or the Company Secretary.
 - 13.2.3. If the data is still not forthcoming, write a letter to all Board members and the CEO detailing the information required, the purpose of the information, and who the Director intends to approach in order to obtain the information.
 - 13.2.4. As a last resort, employ the provisions of the Corporations Act.
- 13.3. Access to Board papers and legal advice
 - 13.3.1. The complete set of Board papers held by the Company Secretary is held on behalf of each Director (individually) for a period of at least seven years.
 - 13.3.2. Directors have rights of access to books and records of the Company to allow them to fulfil their statutory obligations as Directors. Directors, as a right, do not have default access to all records of the Company.
 - 13.3.3. Privacy, conflict of interest, commercial-in-confidence, contractual and service obligation issues all impinge on the rights of a Director to access to the books and records of the Company.
 - 13.3.4. Directors do have some statutory rights under the Corporations Act. Section 198F gives a Director access to books other than financial records for the purposes of

legal proceedings against them while they are a Director and for seven years after they cease to be a Director. Section 290 gives a Director a right of access to the financial records at all reasonable times.

- 13.3.5. Director Indemnity and Access Deeds (DIADs) are supplied at ASA's expense and executed to facilitate this access.
- 13.3.6. All documentation containing or seeking legal advice will clearly state that the legal advice is sought in relation to the Company and, to the extent applicable, the Directors in their personal capacity.
- 13.4. Access to ASA employees
 - 13.4.1. Except in unusual circumstances Directors do not manage the Company so it is vital that in any communications with staff a Director is not seen to be issuing instructions. That is the role of the CEO.
 - 13.4.2. Subject to any ASA policies (including grievance and whistleblowing policies), when dealing with staff:
 - a. access must always be through the CEO or with the CEO's agreement;
 - b. Access must always respect the CEO's role and not bypass or undermine the CEO in any way;
 - c. Directors have direct and unfettered access to the Company Secretary in the role of secretary. Where the secretary has a dual role such as Manager in charge of Finance and Operations then for matters related to that staff role, the Director needs to follow the protocols via the CEO.
- 13.5. Insurance
 - 13.5.1. The Company will provide each Director with a copy of the Directors' and Officers' (D&O) policy and any changes to that policy.
 - 13.5.2. The Company will maintain each Director's D&O insurance for seven years from the date at which they ceased to be a Director. In line with recommended practice, Director's Indemnity and Access Deeds (DIADs) are provided and executed to provide stronger protection from personal liability for ASA Directors and officers.

14. Board Evaluation

- 14.1. Ongoing development: As a matter of principle, the Board is committed to the ongoing development of both individual Directors and the Board as a whole.
- 14.2. Board performance evaluation.
 - 14.2.1. In addition to evaluating every Board meeting as set out in section 8.17 above, each year the Board will conduct an evaluation of its performance. The objective of this evaluation is to provide best practice corporate governance to ASA. Such a review can:
 - a. be qualitative, quantitative or a mixture of both;
 - b. be formal or informal;
 - c. be concentrated on reviewing the Board as a whole as well as Directors individually;
 - d. be self-administered, administered by the President/fellow Directors or administered by an independent expert;
 - e. consider opportunity for Board and/or Director training and development; or
 - f. involve feedback from the wider body of corporate stakeholders including, but not limited to, members, employees and the community.
 - 14.2.2. The findings of this review will be tabled annually.

- 14.2.3. The President will action this evaluation, obtaining any assistance required. It is envisaged that all relevant changes in Board policies and processes will be integrated into this Corporate Governance Charter.

15. Director Remuneration and Expenses

15.1. Director responsibility

- 15.1.1. By serving on the Board of a company limited by guarantee, the Directors of ASA assume significant responsibility.

15.2. Honorariums

- 15.2.1. Honorariums are dealt with in the Company Constitution (Rule 31.2-31.3) and may be payable to ASA Directors who are financially disadvantaged when attending a Board meeting or acting as a representative of the Company on other committees and working parties or otherwise in connection with the business of ASA. Honorariums are paid at the rate of \$250 for a half day, or \$450 for a full day or otherwise as determined by the Board from time to time in accordance with the ASA Constitution.

15.3. iPad

- 15.3.1. Directors may be provided with an iPad to enable them to access the Board Group Portal. Expenses incurred in utilising this iPad, or their own personal device, during their tenure as Director, including reasonable mobile broadband access and the cost of relevant applications, can be claimed by the Director as a reasonable expense. The ASA has insurance cover over these assets. From time to time, iPads issued to new Directors will not be newly purchased.
- 15.3.2. All iPads will have an assumed life of five years. Should a Director leave office, they must return the iPad and any accessories in good order. A Director may request a new iPad during their tenure as a Director if the device is older than five years and no longer able to carry out the functions require by the Director.

15.4. Accommodation

- 15.4.1. All accommodation bookings for Directors must be made by the ASA Head Office and will include room and breakfast. Any additional reasonable expenses incurred can be claimed for reimbursement.

15.5. Reimbursement reasonable expenses

- 15.5.1. Directors are entitled to be reimbursed for all reasonable expenses incurred in carrying out their service to the Company, including:
- a. At the discretion of the President, attendance at the Company's annual conference including AGM and any scheduled Board meetings for all Directors regardless of whether they are continuing on the Board after the AGM;
 - b. The lowest economy class air fare that fits with the meeting schedule;
 - c. Meals and other out of pocket expenses at the rate equivalent to that prescribed by the Australian Taxation Office;
 - d. Vehicle usage at the rate prescribed by the Australian Taxation Office;
 - e. Parking and tolls;
 - f. Taxi fares where necessary;
 - g. Telephone expenses; and
 - h. Stationery and postage.

- 15.5.2. Where possible, ASA will directly organise and pay for these expenses on behalf of Directors.
- 15.5.3. Directors are expected to be prudent and responsible when incurring expenses and should check with the CEO prior to committing the Company to expenses which could be considered beyond what would reasonably be budgeted for. Any expenses pertaining to items not included in the budget must be approved by the President prior to being incurred.

16. Director Training and Development

- 16.1. Professional development
 - 16.1.1. In order to continually improve Board performance, the Board as a whole, and Directors individually are encouraged to participate in appropriate professional development
- 16.2. Self-development
 - 16.2.1. Directors are encouraged to undertake self-development where appropriate. A budget for Director development activities is included in the annual budget. This is particularly important for Directors who will take on significant roles such as President and Chair of the Board or committee(s).
- 16.3. Board training
 - 16.3.1. Feedback from Directors regarding appropriate training will be sought during the annual review process. Board training will be planned within budgetary and time constraints. Directors who wish to undertake an individual development activity at Company expense must approach the President or CEO for approval prior to committing to the activity.

17. Director Induction

- 17.1. Full role induction
 - 17.1.1. New Directors will undergo a full induction into their role on the Board.
- 17.2. Induction information conveyed to the new Director will include:
 - 17.2.1. ASA Constitution and Bylaws;
 - 17.2.2. Annual report and at least three years audited financial statements;
 - 17.2.3. A copy of this Board Governance Charter;
 - 17.2.4. Details of the roles and responsibilities with an outline of the qualities required to be a successful Director;
 - 17.2.5. Formal policies on Director appointment as well as conduct and contribution expectations;
 - 17.2.6. Details of all relevant legal requirements including:
 - a. the Corporations Act;
 - b. Directors duties;
 - c. ACNC governance standards;
 - d. ATO requirements; and
 - e. other major statutory bodies.
 - 17.2.7. Details of past, recent and likely future developments relating to the Board, including anticipated regulatory changes;

- 17.2.8. Background information on, and contact information for other Directors and, key people in the Company including an organisational chart, and outline of roles and capabilities;
- 17.2.9. An analysis of the Company including:
 - a. core competencies of the Company;
 - b. an industry background briefing;
 - c. a recent competitor analysis;
 - d. Details of past financial performance including a ten-year summary of equity and profit and loss;
 - e. current budget, and financial position; and
 - f. any other important operating information;
- 17.2.10. A synopsis of current strategic directions;
- 17.2.11. Operational issues such as access to and use of the Board Group portal and storage of ASA information;
- 17.2.12. Current year schedule of Board and committee meetings.
- 17.3. Formal letter of appointment: each Director will receive a formal letter of appointment that details:
 - 17.3.1. Terms of appointment;
 - 17.3.2. Company policy on rotation of Directors;
 - 17.3.3. Access to information;
 - 17.3.4. Authority to engage outside specialists for advice;
 - 17.3.5. Insurance coverage; and
 - 17.3.6. Expectations of the Board.
 - 17.3.7. Each Director will be required to sign a deed of indemnity and access.

18. Review of Charter

- 18.1. The Board will review the Charter at least every two years (and more regularly if required) to ensure that it meet the needs of the Board.