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# Board Charter

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Approved by the Board on 29 November 2024

# Contents

1	Background and Purpose	1
2	Powers of The Board	1
3	Responsibilities of The Board	1
	Significant Governance, Board and Organisational Policies	1
	Managerial Appointments	2
	Strategic Plans and Objectives	2
	Business Plans	2
	Financial	2
	Risk	3
	Compliance	3
	Work Health & Safety	3
	Advisors	3
	Organisational Culture	3
4	Board Committees	3
5	Delegation of Powers	4
6	Appointment of Officer Bearers	4
7	President's Responsibilities	5
	Conduct of Board Meetings	5
	Appointments to Committees	5
	Board Skills, Evaluation and Succession Planning	5
	Chief Executive Officer	5
8	Directors' Responsibilities	5
	Attendance	5
	Compliance	6
9	Board Administration	6
	Organising Board Meetings	6
	Secretary to Assist	7
	Staff Members or Contractors to be Available for Board Meetings	7
	Independent Advice for The Board	7

# Board Charter

## 1 Background and Purpose

- A. Australasian Sonographers ASA Limited ('ASA') is a not-for-profit public company limited by guarantee with ACN 110 414 349, and a registered charity.
- B. ASA must govern itself in accordance with:
- the law relating to the regulation of charities or not-for-profit entities applicable to ASA, including the ACNC Act, the Charities Act, each Charitable Fundraising Act, the Tax Act, section 150 of the Corporations Act and any Rulings or requirements of any commissioner or body under any such law, having application to ASA ('Applicable Not-for-Profit Law'), and
  - the ASA's Constitution
- C. The Constitution gives ASA's Board responsibility for managing ASA's business, other than any powers required by Applicable Not-for-Profit Law or the Constitution to be exercised in general meetings of Members.
- D. The purpose of this Board Charter is to record:
- how the Board will exercise its powers and responsibilities
  - the responsibilities of the President
  - the responsibilities of Directors
  - the division of duties and responsibilities between ASA's Board, Board Committees and its executive managers
  - procedures for the good management of the Board
- E. To the extent there is any inconsistency between this Board Charter and the Constitution, the Constitution will prevail.

## 2 Powers of The Board

- 2.1 All powers given to the Board by the Constitution are reserved by the Board for itself.

## 3 Responsibilities of The Board

- 3.1 The Board is responsible for ensuring that:

- (a) ASA complies with the Applicable Not-for-Profit Law
- (b) Directors comply with the Constitution, the Governance Policies and Board Policies
- (c) ASA has efficient and effective governance structures and processes, including but not limited to all the matters discussed in this Board Charter

### Significant Governance, Board and Organisational Policies

- 3.2 The Board is responsible for approving and periodically reviewing significant governance, Board and organisational policies, including:

- (a) Governance Policies created in accordance with the Constitution;
- (b) this Board Charter;
- (c) Board Policies created for the good conduct and management of the Board, including a Directors' Probity Policy and a Directors' Code of Conduct;
- (d) Terms of Reference for all Board Committees; and
- (e) the Delegations Policy.

3.3 The Board is also responsible for approving all organisational policies required to be approved by the Board in accordance with the Delegations Policy.

### Managerial Appointments

3.4 The Board is responsible for:

- (a) appointing ASA's Chief Executive Officer;
- (b) setting the Chief Executive Officer's performance objectives and remuneration; and
- (c) periodically reviewing the Chief Executive Officer's performance.

### Strategic Plans and Objectives

3.5 The Board is responsible for:

- (a) approving ASA's strategic objectives and plan;
- (b) monitoring the performance of ASA against its strategy; and
- (c) regularly reviewing ASA's strategic plan and objectives.

### Business Plans

3.6 The Board is responsible for:

- (a) approving ASA's operating plans; and
- (b) monitoring the performance of ASA against its key performance indicators.

### Financial

3.7 The Board is responsible for:

- (a) ensuring that ASA has robust financial systems and controls in place;
- (b) approving ASA's annual budgets;
- (c) reviewing ASA's financial performance;
- (d) approving significant capital expenditure by ASA;
- (e) approving any material unbudgeted capital or operational expenditures by ASA;
- (f) approving significant changes in accounting policy for ASA;
- (g) approving ASA's annual financial statements; and
- (h) appointing ASA's auditors and approving their remuneration.

## Risk

3.8 The Board is responsible for:

- (a) setting ASA's risk framework, including its context and risk appetites/tolerances statements;
- (b) ensuring risks affecting ASA are properly identified and managed;
- (c) regularly reviewing ASA's strategic risks; and
- (d) regularly reviewing risks affecting ASA which are outside tolerances.

## Compliance

3.9 The Board is responsible for:

- (a) ensuring that ASA complies with all applicable law and other laws and regulations; and
- (b) ensuring that ASA meets its external reporting obligations,

## Work Health & Safety

3.10 The Board is responsible for:

- (a) ensuring that ASA's workplace is safe for staff member and visitors; and
- (b) monitoring ASA's work health & safety performance.

## Advisors

3.11 The Board is responsible for approving the appointment of key professional advisers to ASA.

## Organisational Culture

3.12 The Board is responsible for setting, promoting and exemplifying ASA's values and culture.

# 4 Board Committees

4.1 The Board:

- (a) must establish a Finance Risk and Audit Committee, and a Governance Nominations and Remuneration Committee; and
- (b) may establish other permanent or temporary Committees as it sees fit.

4.2 The Board must agree terms of reference for each Board Committee which must set out:

- (a) its purposes;
- (b) its responsibilities;
- (c) the powers, if any, delegated to it by the Board;
- (d) its membership, including who may be members and how they are appointed;
- (e) how frequently it must hold meetings and how meetings should be run; and
- (f) how it should report its proceedings, findings and decisions to the Board

4.3 Each Board Committee must:

- (a) be chaired by a Director; and

(b) include at least four other Directors.

4.4 The President will be the chair of the Governance Nominations and Remuneration Committee.

4.5 At the first Board meeting after each annual general meeting, or at other times as required, the Board will appoint a chair and other Committee members to each Board Committee.

4.6 The Board may by resolution remove a Director from a Board Committee.

4.7 Board Committees must meet as often as is required to discharge their responsibilities, and in any event at least two times each financial year.

## 5 Delegation of Powers

5.1 Without derogating from its responsibilities, the Board may from time to time at its absolute discretion resolve to delegate any of its powers which it is permitted to do at law to:

(a) one or more Board Committees; and/or

(b) the Chief Executive Officer.

5.2 Delegations to a Board Committee or the Chief Executive Officer must be recorded in the Instrument of Delegations.

5.3 The Board may at any time resolve to amend or cancel delegations to a Board Committee or the Chief Executive Officer.

## 6 Appointment of Officer Bearers

6.1 The requirement for the Board to elect a President and a Vice-President is set out in clause 43 of the Constitution.

6.2 The procedure for elections is:

(a) no later than one week before a Board meeting at which an election of one or more specified officers is to be held, the Secretary will call for nominations from all General Directors for each available specified officer bearer position;

(b) nominations may be received until the start of the election process described in this clause 6.2;

(c) a General Director may only nominate themselves, and may if more than one office bearer position is available nominate for more than one office bearer position;

(d) at a Board meeting where elections for one or more office bearers are held, the Secretary will hold successive ballots as required for the election of firstly the President and the Vice-President;

(e) all Directors may vote in any ballot and a General Director may vote for themselves;

(f) immediately before each ballot is held, the Secretary will announce to the Board which General Directors have nominated for the specified officer position, provided that if only one nomination has been received, that person will be deemed appointed as that specified officer;

- (g) immediately following each ballot, the Secretary will announce the name of the General Director elected to be that office bearer;
- (h) if a General Director is elected to the President, then their nomination for Vice President, if any, is deemed to have been withdrawn.

6.3 General Directors appointed or elected to be office bearers will take up their appointments at the end of the Board meeting at which they were appointed or elected.

## 7 President's Responsibilities

### Conduct of Board Meetings

7.1 The President has responsibility for:

- (a) leading the Board during each of its meetings; and
- (b) maintaining good order at Board meetings.

### Appointments to Committees

7.2 The President is responsible for overseeing the process of appointing a Committee Chair and Directors to each Committee at the first Board Meeting following each Annual General Meeting or at other times as required.

### Board Skills, Evaluation and Succession Planning

7.3 The President, with assistance from the Governance Nominations and Remuneration Committee, is responsible for:

- (a) periodically evaluating and reviewing the skills, capabilities and performance of Directors;
- (b) ensuring that the Directors, either individually or as a group, receive any training necessary to develop their abilities and skills; and
- (c) planning for Board succession.

### Chief Executive Officer

7.4 The President has responsibility for liaising with the Chief Executive Officer.

## 8 Directors' Responsibilities

### Attendance

8.1 All Directors are expected to:

- (a) attend Board and Committee meetings; and
- (b) commit the time required to fully exercise the duties required of the position including reviewing agenda items, board papers and minutes and preparing for Board and Committee meetings.

8.2 A Director who is unable to attend a Board meeting or a Board Committee meeting must use their reasonable endeavours to send an apology to the Secretary at least two days before the meeting.

## Compliance

- 8.3 Each Director, and the Board as a whole, must comply with the Applicable Not-for-Profit Law, the Constitution, this Charter, and all Governance, Board and organisational policies.

## 9 Board Administration

### Organising Board Meetings

- 9.1 The Secretary, in consultation with the President, has responsibility for the efficient administration of the Board, including:
- (a) fixing the date and time of Board meetings for each year;
  - (b) circulating an annual schedule of meetings to all Directors prior to the start of each calendar year;
  - (c) setting the agenda for Board meetings;
  - (d) including on the agenda for each Board meeting matters requested by any individual Director, provided that the Director has given written notice to the President or the Secretary at least ten days prior to the relevant Board meeting;
  - (e) ensuring that the papers for each Board meeting are made available to each Director no later than one week before the relevant meeting;
  - (f) reviewing the draft minutes of each Board meeting; and
  - (g) ensuring that the draft minutes of each Board meeting are circulated to all Directors as soon as reasonably practicable after each meeting.
- 9.2 The work schedule for each Board meeting will as closely as circumstances allow be:

Activities	Days (Before)/ After Meeting
Notice of meeting sent to Board	(23)
Call for agenda items	(23)
Draft agenda sent to the Chief Executive Officer	(17)
Draft agenda sent to the President	(16)
Final agenda confirmed by the President	(14)
Final agenda and actions list sent to the Chief Executive Officer	(14)
Board papers completed	(8)
Board papers circulated to the Board	(7)
Board meeting	0
Minutes of previous meeting sent to the President for signature	2
Draft minutes sent to the President for approval	2
Draft minutes and updated actions list sent to the Board and Chief Executive Officer	5



### Secretary to Assist

- 9.3 The Secretary is available to assist the President and all other Directors in matters relating to the business and conduct of the Board and any Board Committees.

### Staff Members or Contractors to be Available for Board Meetings

- 9.4 The President may require any staff member or contractor of ASA to attend Board or Board Committee meetings to assist with matters being considered by the Board or Board Committee.

### Independent Advice for The Board

- 9.5 The Board may resolve to obtain independent expert advice at ASA's expense if it considers it necessary to carry out its duties.
- 9.6 The President may invite independent experts who are engaged by ASA to attend Board meetings.