



Board Charter

1 BACKGROUND

- 1.1 Disability Recreation and Sport SA (DRSSA) was established in 1982 as the Paraplegic & Quadriplegic Sports Association of South Australia Inc. after having been a subcommittee of the Paraplegic & Quadriplegic Association since 1965. In 1987 its name changed to the Wheelchair Sports Association of South Australia and in 2012 to Disability Recreation and Sport in recognition that the organisations work embraced a wider number of people with disabilities just than those confined to wheelchairs.
- 1.2 **DRSSA's Mission:** Disability Recreation and Sport SA is committed to be the leading provider of recreation, sports and rehabilitation services for all people with a disability, their families and the community.
- 1.3 **DRSSA's Vision:** Disability Recreation and Sport SA will ensure that all people with a disability are provided with maximum opportunities to participate in their chosen recreational, sporting or rehabilitation pursuits through a broad range of modern programs and services.

2 PURPOSE OF CHARTER

- 2.1 The Board Charter sets out the role, composition and responsibilities of the Board (“the Board”) of Disability Recreation and Sport SA.
- 2.2 The Board Charter should be read in conjunction with the Constitution of Disability Recreation and Sport SA (Constitution), a copy of which is located at weblink: drssa.org.au/assets. In the case of conflict the Constitution takes precedence over the Board Charter.
- 2.3 A number of operational matters relating to the Board such as some power regarding funding, investments, Association membership, notification of and number of meetings per year, election and terms of Officers of the Association (President and Vice-President) and Board Members, number of board members, establishing committees or subcommittees, composition of Executive of Association, and employment or engagement of a CEO and CEO's responsibilities are governed by the Constitution and are not reproduced here.

3 PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance.

- 3.1 COMPLIANCE: conform with or exceed all legal requirements;

3.1.2 Legal

- 1) monitor constitution
- 2) comply with Board Member responsibilities
- 3) comply with laws

- 4) monitor insurance requirements
- 5) ensure systems in place compliant with Corporations Act, the ACNC Act, Associations Incorporation Act 1985 and any other legislation relevant to the Association

3.1.3 Accountability

- 1) monitor financials
- 2) compliance audits
- 3) appoint external auditors and approve respective audit fees.

3.2 PERFORMANCE: assist the organization to perform to its best potential;

3.2.1 Strategy and policy

- 1) approve Vision/Mission and ensure it is embedded into the organizations operations
- 2) set strategic direction
- 3) approve strategic plan and policies and monitor regularly
- 4) ensure resources available so that strategic objectives can be met

3.2.2 Accountability

- 1) overall performance of the organization
- 2) monitor performance of board through board evaluation, succession planning
- 3) report outcomes to stakeholders
- 4) appoint, appraise and remove CEO
- 5) set, monitor and ensure implementation of remuneration policy.

3.2.3 Public Relations

- 1) represent and participate
- 2) keep stakeholders informed
- 3) project a strong and positive image, protecting and promoting DRSSA's reputation.
- 4) promote the vision
- 5) facilitate cohesion
- 6) protect the interests of stakeholders
- 7) speak with one voice regarding Board decisions

3.2.4 Risk Management

- 1) ensure up-to-date and effective risk profile and management strategy.
- 2) ensure risk register in place
- 3) monitor critical risks.
- 4) ensure crisis management policy in place

The Board, whilst meeting its responsibilities, is mindful of the organizations mission and the objects of the organization as embodied in its Constitution.

4 ROLES AND RESPONSIBILITIES

4.1 The Board has delegated authority for the operations and administration of the organization to the Chief Executive Officer (CEO).

4.2 The functions of the Board are to:

4.2.1 Provide effective leadership and collaborate with the executive management team in;

- 1) articulating the organization's values, vision, mission and strategies
- 2) developing strategic (direction) plans and ordering strategic priorities

- 3) maintaining open lines of communication and promulgating through the organization and with external stakeholders the values, vision, mission and strategies
 - 4) developing and maintaining an organization structure to support the achievement of agreed strategic objectives
- 4.2.2 Monitor the performance of the CEO against agreed performance indicators.
- 4.2.3 Review and agree the business (action) plans and annual budget proposed by the Executive management team.
- 4.2.4 Monitor the achievement of the strategic and business plans and annual budget outcomes.
- 4.2.5 Establish such committees as will facilitate the more effective discharge of the Board's roles and responsibilities.
- 1) Board committees will be formed only when it is efficient or necessary to facilitate decision-making
 - 2) Board committees will observe the same rules of conduct and procedure as the board unless the board determines otherwise
 - 3) Board committees will only speak or act for the board when so authorised.
 - 4) The authority conferred on a board committee will not derogate from the authority delegated to the CEO.
 - 5) Board will approve all committee Terms of Reference.
 - 6) There will be standing Finance Committee.
- 4.2.6 Establish such policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- 4.2.7 Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- 4.2.8 Initiate a Board self -evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- 4.2.9 Ensure that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements
- 4.2.10 Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- 4.2.11 Ensure risk register is in place and reviewed quarterly with a full review annually.
- 4.2.12 Ensure that organization has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- 4.2.13 Board has no operational involvement in the conduct of organization's business activities and delivery of services. Its role is confined to setting and reviewing policy.
- 4.3 Where a Board Member has a conflict of interest concerning a matter being decided upon, the Board Member is to make this known to the President/Chair.

4.3.1 Conflicts of Interest to be a standing agenda item for board meetings and any conflicts raised must be noted in board meeting minutes.

4.3.2 A register of conflicts of interest is kept by the CEO and updated at least biannually.

5. MEMBERSHIP AND TERM

5.1 The Constitution provides for two Officers of the Association being the President and the Vice President together with maximum of seven directors and a minimum of five other members (so that a quorum can be formed to transact business at meetings).

5.2 The Board consists only of non-executive members, the majority of whom are independent. That is, no member of the Board may be a member of the paid staff of the organization.

5.3 Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organization.

5.4 The Board has not adopted a tenure policy, but according to the Constitution, each board member must be re-elected by the membership after two years on the Board.

6 BOARD/CEO RELATIONSHIP

6.1 The roles of the President and CEO are strictly separated.

6.2 The CEO is responsible for:

6.2.1 policy direction of the operations of the organization.

6.2.2 the efficient and effective operation of the organization.

6.2.3 bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

6.3 The CEO is not a member of the Board.

7 ROLE OF THE PRESIDENT AND THE VICE PRESIDENT

7.1 The President is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Board Members in relation to issues arising at Board meetings. The President is also responsible for arranging Board performance evaluation.

7.2 The President's role is to:

7.2.1 provide leadership for the Board and chair all Board meetings

7.2.2 ensure the effectiveness of Board meetings

7.2.3 ensure Board Members act in accordance with the Constitution, this Charter and relevant laws

7.2.4 ensure that all new Board Members undergo an appropriate induction program

- 7.2.5 review with Board Members on a continuing basis their development needs and ensure that appropriate development occurs
- 7.2.6 together with the CEO, establish an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the years.
- 7.2.7 establish the agenda for Board meetings in consultation with the CEO.
- 7.2.8 together with the CEO and Company Secretary (if one appointed), ensure that appropriate Board papers are prepared on all matters for decision at Board meetings and that such papers are circulated in advance as specified in the section 7 Board Papers section in this Charter
- 7.2.9 chair Annual General Meetings and special meetings of members, and be the spokesperson for the organisation at Annual General Meetings and in the reporting of performance and budget figures.
- 7.2.10 ensure the Remuneration and Nomination Committee initiates and oversees the annual CEO evaluation process.
- 7.2.11 The President will be elected by the members by consensus at the AGM. All members are entitled to vote. The vote will be by secret ballot. In the event of a hung vote, the deciding vote will be cast by the current President.
- 7.2.12 The President is eligible for re-appointment every two years.

7.3 Vice President's role is to;

- 7.3.1 assist the President in performing their role, particularly with regard to governance matters.
- 7.3.2 fulfils the responsibilities of the President in the event that the President has temporarily vacated their position or is not present at a meeting of the Board.
- 7.3.3 The Vice President is eligible for re-appointment every two years.

8 BOARD PAPERS

- 8.1 Proceedings of all Board meetings are minuted by the CEO and signed by the President or in his/her absence the Vice President of the meeting.
- 8.2 Minutes of all Board meetings are circulated to Board members and approved by the Board and signed by the President at the subsequent meeting.
- 8.3 Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are recorded in a Resolutions Register.
- 8.4 Agenda and all prereading is to be distributed to Board members seven days prior to board meeting.

9. BOARD CULTURE

The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following table is used to provide evidence of an engaged culture [taken from *Increasing Director Performance (Australian Company Director, Vol 20 No 8 2004)*]:

9.1 Agendas

- 9.1.1 The agendas of the Board limit presentation time and maximise discussion time.
- 9.1.2 There are lots of opportunities for informal interactions among Board members.

9.2 Norms

- 9.2.1 Board members are honest yet constructive
- 9.2.2 Members are ready to ask questions and willing to challenge leadership.
- 9.2.3 9.2.3 Members actively seek out other members' views and contributions.
- 9.2.4 Members spend appropriate time on important issues.

9.3 Beliefs

- 9.3.1 "If I don't come prepared, I will be embarrassed."
- 9.3.2 "If I don't actively participate, I won't be fulfilling my responsibility."
- 9.3.3 "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- 9.3.4 "If I can't carry my load, or if I can't agree with what's going on, I should resign."

9.4 Values

- 9.4.1 The Board serves the community by actively participating in governance.
- 9.4.2 The Board is responsible to various stakeholders.
- 9.4.3 Board members are personally accountable for what goes on at the organization.
- 9.4.4 the Board is responsible for maintaining the organization's stature in the sector.
- 9.4.5 Board members respect each other.

10. REVIEW OF CHARTER

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

11. PUBLICATION OF THE CHARTER

A copy of the charter is available at the DRSSA website: <http://drssa.org.au/>