



# ACA Board Charter

## 1. Purpose of this Document

This charter governs the Board of The Australasian Corrosion Association Inc. (ACA) (“**the Association**”). This is a living document and may evolve to reflect innovations within the Board’s configuration or operation. This current configuration is based on historic information and current practice.

A number of operational matters relating to the Board such as number of meetings per year, tenure of Board Members and election of Board Members are governed by the Association’s Constitution and Bylaws and are not reproduced in this Board Charter.

## 2. Purpose of the Board

The Board is responsible for ensuring that the Association has an appropriate corporate governance structure to ensure the creation and protection of member value. This requires that appropriate accountability and control systems are in place. This Board Charter sets out the duties and responsibilities, structures and processes for the Board.

As an incorporated organisation in South Australia, the Association must comply with the South Australia Associations Incorporation Act 1985 (as amended) as well as all other applicable laws and statutes (for example; occupational health & safety legislation, employment related laws, the Privacy Act, etc).

The Association is recognised as a charity and as such is required to comply with the requirements of the Australian Charities and Not-for-profit Commission (ACNC). This includes both governance and financial regulations as prescribed in the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

## 3. Duties and Responsibilities of the Board

The Board is responsible to Members for the overall governance of the Association, inclusive of providing overall strategic guidance, monitoring performance to ensure the continuity of the Association and long-term viability and to ensure compliance with its Constitution, legal and regulatory requirements. The Board is responsible for achieving the purpose and objects of the Association as set out in the Constitution.

The principal functions and responsibilities of the Board include:

- Setting the strategic direction of the Association and monitoring the implementation of that strategy by the Executive Officer.
- Regularly involving themselves in member activities and informing themselves of the range of member views relating to the scope of the Association’s operations.
- Maintaining fiduciary oversight of the Association, including its control and accountability systems.



- Appointing/removing, remunerating and reviewing the performance of the Executive Officer.
- Documenting appropriate powers to be delegated to management to ensure the effective day-to-day management of the Association and monitoring the exercise of these powers.
- Approving and monitoring the progress of major capital expenditure.
- Monitoring compliance with all legal and regulatory obligations.
- Reviewing and ratifying systems of risk management and internal compliance and controls, delegations, codes of conduct, legal compliance and other significant corporate policies.
- Reviewing the effectiveness of the Association's implementation of its risk management system.
- Ensuring there are adequate resources to meet the Association's strategic plan.
- Through the Executive Officer, approving and monitoring financial and other reporting to members and other stakeholders.
- Ensuring the Association's assets are safeguarded.
- Approving the Board's policy documents.
- Approving the annual budget.
- Monitoring progress against budget and approving expenditure outside the approved budget and delegations.
- Evaluating the performance of the Board and its committees.
- Ensuring that an appropriate succession plan is in place for the Chair, the Executive Officer and Board Members.

#### **4. Membership of the Board**

In accordance with the Association's Constitution, the Board shall consist of six Board Members elected by the Council from the Membership, and up to two independent Board Members appointed by the Board. The election of Members as Board Members shall be conducted by the Council in accordance with procedures as stated in the Bylaws. The Council will receive advice from the Board on the right mix of competencies needed for the effective governance of the Association.

Service as a Board Member is honorary. Board Members are however entitled to be reimbursed for legitimate expenses incurred while carrying out their duties such as travel, accommodation, and meals.

The Chair, who is appointed by the Board, is responsible for:

- Chairing board meetings and the Annual General Meeting.
- Leadership of the Board.



- Establishing the agenda for each board meeting in conjunction with the Association's Secretary.
- Overseeing the Board in the effective discharge of its role and responsibility.
- The efficient organisation and conduct of the Board's function and meetings.
- Facilitating the effective contribution of all Board Members.
- The promotion of constructive and respectful relations between Board Members and between the Board and Management.
- Providing advice and counsel to the Executive Officer, including formal reviews and feedback on their performance and overseeing their development.
- Negotiating the Executive Officer's employment of contract.
- Ensuring the effective evaluation of the Board's performance on a regular basis.
- Being the Board's representative in dealings with Management whilst ensuring that its views are communicated clearly and accurately.
- Representing and communicating the decisions and views of the Board to Council and Branches as well as members and key stakeholders via the Association's communication channels.
- In concert with the Executive Officer representing the Association in discussions with key international partners and attending the annual AMPP International Conference and Expo.
- Committing the time necessary to discharge effectively their role as Chair.

## 5. Conflict of Interest

All members of the Board will complete the Association's annual Conflict of Interest declaration as per the ACA policy. This must be completed on a yearly basis.

Notwithstanding the ongoing obligation for a Board Member to disclose to the Board any actual or potential conflicts that might reasonably be thought to exist between the interests of the Board Member and the interests of the Association, at the commencement of each Board meeting, Board Members are further required to identify to the Chair any conflict of interest relating to the meeting agenda that is likely to impact on their capacity to discharge their duties as a Board Member during the meeting. The Secretary is to keep and maintain a register of all declared conflicts of interest.

The Board can request a Board Member to take reasonable steps to remove the conflict of interest. If a Board Member cannot or is unwilling to remove a conflict of interest, then the Board Member must absent themselves from the room when discussion and voting occurs on matters to which the conflict relates.

The entry and exit of the Board Member concerned will be minuted by the Secretary. Board Members do not have to absent themselves when either:

- A conflict of interest relates to an interest common to all Members of the Association; or



- The Board passes a resolution that identifies the Board Member, the nature and extent of the Board Member's interest and clearly states that the other Board Members (who do not have a material personal interest in the matter) are satisfied that the interest should not disqualify the Board Member concerned from voting on the matter or being present.

## 6. Code of Conduct

All Board Members will complete the Association's annually reviewed [Board Code of Conduct](#). This is a separate Board-specific Code of Conduct and must be done on a **yearly** basis. This Code of Conduct includes special provisions due to the sensitive nature of the Board's commitments.

## 7. Appointment and Tenure

A new Board Member will undergo an induction process in which they will be given a briefing on the Association, including the *GOV-002 ACA Board Induction Policy*. This will include meeting with the Chair and Executive Officer and familiarising themselves with the induction package which shall include access to the Association and Board's:

- Board Charter,
- Board documentation, inclusive of the governance calendar,
- Bylaws,
- Constitution,
- Current financial statements,
- Delegation of Authority policy,
- Minutes of recent Board Meetings, as required and requested,
- Relevant board policies,
- Staff organisational structure,
- Strategic Plan,
- Any further operation information and materials.

As set out in the Constitution and Bylaws, Member directors are usually appointed for three years with a possible re-appointment up to nine years. External directors are usually appointed for two years with options for re-appointment.

## 8. Meetings of the Board

Board meetings shall be conducted in accordance with the Association's Constitution and Bylaws.



All Board Members are expected to attend meetings of the Board, meetings of any Committees on which they serve as well as the Annual General Meeting. If they cannot physically attend, they are expected to have participated through reading the relevant papers and providing comments and/or questions to the Chair. Papers prepared for board and committee meetings are generally provided to Board Members one week prior to the meeting.

If the Chair is unable to attend a Board meeting, the Chairperson can appoint another director to Chair that meeting in their absence.

Head Office staff may attend board meetings at the Board's request to present reports on or seek approvals within their areas of responsibility. The Board may invite external advisers and/or stakeholders to attend Board meetings where necessary or desirable. Any such observers or external stakeholders will need to comply with the Association's guidelines for attending Board meetings, and may be subject to the Code of Conduct, Privacy Policy, and any other policies related to confidentiality where necessary.

Board meeting minutes shall be kept by the Secretary in accordance with the Association's Constitution and Bylaws.

## **9. Decision-Making Process of the Board**

Board Members are responsible for any delegation of their responsibilities with regard to their constitutional obligations. As such, they decide as a Board what Association matters are delegated to specific Board Members, Committees or Management. However, the Board remains responsible for its obligations under law and cannot delegate responsibility to others. As such, the Board will approve a Delegation of Authority Policy.

## **10. Authority of the Board**

The Board may establish Committees and/or working groups to assist the Board in fulfilling its duties and responsibilities. The Board shall ensure that each committee has a formal charter. With the exception of certain limited delegations contained in their charters, recommendations of the Committees are to be referred to the Board for approval.

The current linked Committees and their corresponding Charters are as follows:

- Governance Committee Charter
- Finance, Audit and Risk Management Committee (FARMC) Charter
- Education & Training Committee Charter
- Board Conference Committee Charter.
- Membership Committee Charter



## 11. Delegation of Authority

Board Members are responsible for any delegation of their responsibilities with regard to Association operations. As such, they decide as a Board what Association matters are delegated to specific Board Members, Committees or Management.

The Board will approve and review a Delegation of Authority Policy.

## 12. Executive Officer

The Executive Officer leads the ACA's staff and is accountable to the Board for the Association's overall management and performance. Board Members need to be mindful, when looking for assistance with work of the Board, that only the Executive Officer can allocate staffing resources to assist Board Members. Board Members should also maintain a professional distance from the Association's Head Office staff to minimise perceptions of favouritism or conflict of interest and risk undermining the authority of the Executive Officer.

It is the role of the Chair, acting on behalf of the board, to provide instructions and guidance to the Executive Officer. Only the Board acting as a body can instruct the Executive Officer with instructions issued through the Chair only.

The Executive Officer must have a formal employment agreement describing their term of office, duties, rights and responsibilities and entitlements.

The Executive Officer's performance will be regularly evaluated against the achievement of agreed performance measures set by the Board.

## 13. Board self-assessment

The Board shall perform an annual self-assessment of its performance to determine whether it is functioning effectively by reference to current best practice and regulatory obligations. This self-assessment will be facilitated via a confidential self-assessment questionnaire to evaluate

- 1) The performance of the Board,
- 2) Each member of the Board, and
- 3) The performance of the Chair.

The survey process will be coordinated by the Secretary and conducted via a third-party provider.

## 14. Reporting of the Board

The Board is committed to effectively communicating the Association's strategic, operational and financial performance with Members by:

- Developing and aligning an Annual Report (including audited financial statements) against the Strategic Plan.



- Encouraging attendance and participation in Annual General Meetings which is open to all members.
- Distributing a summary of each Board meeting approved by the Chair via the Executive Officer to Board Members and Branch Committees.
- Disclosing Board information to all Members through the Chair who will act as the voice of the Board. the Chair and Executive Officer will conduct teleconferences with Branch Presidents and Secretaries and provide an update of the Board's activities and offer the opportunity for Branches to raise any issues.

Board Members are not responsible to individually 'report' to Members following a Board Meeting.

## 15. Review of this Document

The Board will review and update this Charter on an annual basis. The Charter may be amended by resolution of the Board.

## 16. Review and Access to Charter

This Charter shall be made available on the Association's website.

## 17. Charter History and Version Control

Revision	Change details	Reviewed by	Date reviewed	Approved by	Approval date
1.2	Reviewed			Board	29 Nov 2014
1.3	Reviewed	Governance Committee	6 Jul 2017	Board	31 Jul 2017
2.0	Reviewed to comply with new charter format and to remove Code of Conduct, making it a separate document	GovCom	4 Aug 2023	Board	9 Aug 2023