



# DRAFT RFFADA BOARD CHARTER

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The board of The Russell Family Fetal Alcohol Disorders Association (rffada) is responsible to ensure that the association has appropriate governance and management structure and that such structure operates efficiently and transparently. The rffada Board Charter is not an all inclusive document and should be read as an expression of principle for optimising corporate performance and accountability. The board will review and update (if necessary) the Board Charter on an annual basis.

## **Independence**

The independence of Directors is a paramount principle of good governance. Directors will not misuse their position on the Board to advance personal interests. Directors will not use information available to them as Board Members to advance their personal interests or agendas.

The rffada Board is responsible for assessing the independence of each director.

## **Right to independent advice**

Directors are entitled to seek independent advice as is considered necessary to fulfill their relevant duties and responsibilities at the expense of the rffada. Individual Board members seeking independent advice must obtain the approval of the Chairman (which may not be unreasonable withheld) and a copy of such advice will be made available to all members of the Board as appropriate.

## **Confidentiality**

All proceedings of the Board, including papers submitted and presentations made to the Board, shall be kept confidential and will not be disclosed or released to any person other than Board members, except as required by law or as agreed by the Board.

## **Access to information**

The rffada agrees with each Director that he or she shall have a right to access for a period of 10 years after their retirement from the Board, any Board papers made available to the Director during their tenure as Director of the company, if such access is needed for the purpose of defending legal action or commenced against the Director.

## **Communications**

The rffada is committed to ensuring that information regarding the association is released to stakeholders in a fair, consistent and timely manner.

## **Privacy**

The rffada respects individual privacy rights for the collection, storage and use of personal information as contemplated in the Privacy Act 1988. Guidance on the use of such information is contained in the association's Privacy Policy and is available to all employees through the association's intranet.

## **Conflict of Interest**

Directors must keep the Board advised on an ongoing basis, of any interest that could potentially conflict with those of The rffada. If any matter is to be discussed at a meeting of the Board which would involve one or more Directors having a conflict of interest then those Directors will:

- Declare that conflict of interest
- Not be present at the meeting whilst the matter is considered, unless a majority of other Directors agree and
- Not participate in any decision on the matter.

Where the conflict of interest is not identified by a Director, the Chair or other Directors will call the matter to the attention of the Director.

## **Committees of the Board**

In order to assist the Board in fulfilling its role the following committees will be established:

- Audit and Risk Committee
- Program and Service Development Committee
- Marketing Committee
- Fundraising and Events Management Committee

Each committee will have a formal charter. With the exception of certain limited delegations contained in their charters, recommendations or the committees are to be referred to the Board for approval.

The Board can establish ad hoc committees.

## **Role of the Board**

The primary role of the rffada Board is to provide effective governance over the association's affairs by attending to the following functions:

- Carry on duties of a Director in compliance with the Associations Act, The rffada constitution and By Laws, the Director's Code of Conduct and Board Charters, policies and procedures;
- Chart the direction, strategy and financial objectives of the association and monitor the implementation of those policies, strategies and financial objectives;
- Frames the vision, values and organisational objectives;
- Identifies emerging issues and trends;
- Promotes leadership through board development and succession planning;
- Participate actively in fulfilling the mission of the association;
- Set specific limits of authority for management to commit to new expenditure, entering contracts or acquiring businesses without Board approval;
- Approve significant organisational policy changes;
- Approve annual budgets and other major management decisions;
- Ensures sufficient financial, human and infrastructure resources;
- Set and review and approve annual reports to members;
- Approve and monitor the progress of major contracts and capital expenditure;
- Oversight and approval of the risk, control and accountability systems;
- Monitor compliance with legal, constitutional and ethical standards;
- Ensure effective communication with key stakeholders;
- Represent the interests of the Association;
- Delegate appropriate authority to Board Committees and Management; and
- Meet in accordance with the association's Constitution and By-Laws.

### **Role of the Chairperson**

The Chairperson is responsible for the following:

- The leadership of the Board;
- Be public and media spokesperson for the Board;
- The conduct of Board Functions;
- Chair Board and General Meetings of the association and ensure meetings are conducted competently, ethically and in an open fashion consistent with a transparent culture;
- Providing briefings to all Directors in relation to issues arising at Board meetings;
- Liaise with the executive assistant to ensure that all new board members are appropriately inducted;
- Facilitating effective contributions between Board members and between Board and Management;
- Promoting constructive relationships between Board members and the Board and Management;

- Follow up of matters arising from the Board meetings; and
- Setting the Board agenda in consultation with the executive patron, general manager and company secretary;
- Lead the Annual Performance Review of the Board; and
- Lead the Annual Performance Review of the CEO and CFO of rffada.

### **Responsibility of the Board**

- Is well informed about and supports the vision, mission, values, objectives and policies and procedures of the association;
- Subscribes to the highest ethical standards;
- Serves actively on the board, committees and working groups;
- Identifies and fosters future board members;
- Is loyal to the association and upholds its policies;
- Serves as an ambassador for the association;
- Assists with fundraising events through promotion and wherever possible donations and sales and
- Periodically assess one's own performance and that of the board as a whole.

### **Legal Responsibility of the Board**

The board has three legal duties:

#### ***A duty of obedience***

1. To the charitable purpose of the rffada, a duty that should be demonstrated in all the board's decisions.

#### ***A duty of loyalty***

2. To act based on the best interests of the organisation and the wider community it serves, not the narrow interests of an individual or stakeholder group.

#### ***A duty of care***

3. To be diligent in carrying out the work of the board by preparing for meetings, attending faithfully, participating in discussions, asking questions, making sound and independent business judgments, and seeking independent opinions when necessary

### **Powers reserved for the Board**

In addition to any matters which are expressly required by law to be approved by the Board, the following powers are specifically reserved for the Board:

- Approval of financial statements and any significant changes to accounting policies;

- Major contracts of the association of a nature decided by the Board;
- Appointment and removal of auditors;
- Appointment of Chairperson and Directors;
- Approval of Occupational Health and Safety Policies;
- Approval of Human Resources Policies;
- Any key public or media addresses which relate to issues concerning the association.

### **Review of Performance**

The Board will conduct a formal review of its performance each calendar year. The review of its performance will be conducted in accordance with this charter.

### **Code of Conduct**

The Board is committed to fostering an ethical and transparent culture within the rffada. To this end, the association has established a Board Code of Conduct which is designed to ensure the highest corporate governance behaviour is observed by all Directors in the context of their appointment and that Directors are aware of their responsibilities to the association and always act in an ethical and professional manner.

The Board Code of Conduct requires directors to:

- Avoid conflict of interest between personal interests and those of the association and its stakeholders;
- Not take advantage of opportunities arising from their position for personal gain or in competition with another organisation and
- Comply with the association's policies and procedures.

The Code of Conduct requires Directors to report any actual or potential breach of the law, the Code of Conduct or other association policy, in accordance with the organisation's whistleblowing policy. The association promotes and encourages ethical behaviour and provides protection for those who report violations.

### ***Use of Company Assets***

Any use of assets owned by the association other than for legitimate business purposes must be authorized in accordance with the association's Use of Company Assets policy.

### ***Responsibility to clients, suppliers and other key stakeholders***

The rffada aims to be fair and transparent in the relationship with our clients, suppliers and other key stakeholders.

### ***Alcohol and other Drugs***

The rffada will adopt an alcohol and other drugs policy to assist in the provision of a safe working environment by minimising risks and hazards that arise from the irresponsible use of alcohol and other drugs in the workplace.

### ***Gifts and Bribes***

The rffada does not condone the acceptance or provision of gifts which might influence decisions taken in business transactions involving the association. The rffada has adopted a Gifts and Bribes policy to ensure that employees and board members are in no doubt as to whether they can accept or offer a gift.

### ***Whistleblowing***

The association will support employees should they have any concern associated with their employment and has adopted a separate Whistle-blowing policy to define the processes and protections available to employees.

### ***Equal Opportunities***

The rffada is an equal opportunity employer and aims to create a safe and fair workplace.

### ***Professional Conduct***

A Director has an obligation, at all times, to comply with the spirit as well as the letter of the law, and with the principles of this code. A director must recognise that their primary responsibility is to the association as a whole but where appropriate, should have regard for stakeholders. A director should not engage in conduct likely to bring discredit upon the association.

In addition to the Code of Conduct, the Board Charter requires that all Directors conduct their duties at the highest level of honesty and integrity, observe the rule and the spirit of the law, comply with any relevant ethical and technical standards, do not make improper use of any confidential information and set a high standard of fairness, diligence and competency in their position as a Director.

### ***Structure***

The rffada Board is comprised of a majority of independent Non Executive Directors, with a broad range of skills, expertise and experience spanning the senior executive, legal, marketing and financial services sector. The Board considers that collectively, the Directors have the range of skills, experience and expertise necessary to appropriately govern the rffada.