

Governance

TITLE: Board Charter

RELATED DOCUMENTS:

KWA-GOV-001 Constitution for Kiteboarding Western Australia Incorporated

APPLICABILITY: The board of Kiteboarding Western Australia Inc

APPROVAL: Motion to accept this document revision was moved, seconded and carried by the board of Kiteboarding Western Australia Inc during a meeting on 19/10/2021.

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1.0	23/10/2021	First release

1. Objectives of the Charter

- 1 This charter sets out the role, composition and responsibilities of the Board of Board Directors ("the Board") of Kiteboarding Western Australia Inc.
- 2 The conduct of the Board is also governed by the Constitution of Kiteboarding Western Australia Inc ("the Constitution"), a copy of which is located at <https://kiteboardingwa.org.au/>.
- 3 Several operational matters relating to the Board are governed by the Constitution and are not reproduced here. These include the following:
 - Register of Directors;
 - Powers of the Board;
 - Role of the President, Vice-President, Treasurer, and Secretary;
 - Proceedings of the Board;
 - Minutes of meetings; and
 - Disputes and mediation.

2. Objectives of the Board

- 4 The Board has two broad purposes, compliance and performance:
 - a. Compliance: conform with or exceed all legal requirements

Legal

- monitor constitution;
- comply with Board Director's responsibilities;
- comply with laws; and
- monitor insurance requirements.

Accountability

- monitor financials; and
- compliance audits.

- b. Performance: assist the organisation to perform to its best potential

Strategy and Policy

- approve strategic principles and ensure they are embedded into the organisation's operations;
- develop and approve state-wide strategic plan; and
- develop policies and monitor these regularly.

Accountability

- overall performance of the organisation;
- board evaluation, succession planning; and
- report outcomes to stakeholders.

Public Relations

- represent and participate;
- keep stakeholders informed;
- project a strong and positive image;
- promote the Strategic principles;
- facilitate cohesion;
- protect the interests of stakeholders; and
- speak with one voice regarding Board decisions.

Risk management

- Develop up-to-date and effective risk management and internal controls ensuring appropriate policies are in place to identify the main risks associated with Kiteboarding's operations and the implementation of appropriate controls to manage these risks.
- Monitor, review and assess critical risks.

- 5 The Board, while meeting its responsibilities, is mindful of mission and the objects of Kiteboarding Western Australia Inc as embodied in its Constitution.

3. Roles and responsibilities

- 6 The Board has a responsibility to serve the interests of all Directors, stakeholders and the broader community with the operations and administration of the organisation as per the Constitution.
- 7 The functions of the Board are to:
- a. Provide effective leadership in
 - articulating the organisation's values, vision, mission, and strategic principles;
 - developing state-wide strategic (direction) plans and ordering strategic priorities;
 - maintaining open lines of communication and promulgating through the organisation and with members and external stakeholders the values, vision, mission, and strategic principles; and
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives.
 - b. Engage and monitor the performance of the Board and sub-committees against agreed performance indicators.
 - c. Review and agree to the business (action) plans and annual budget.
 - d. Monitor the achievement of the state-wide strategic and business plans and annual budget outcomes.
 - e. Establish the Board's, policies and procedures to facilitate the effective execution of the Board's roles and responsibilities.
 - f. Ensure, through the Board's sub-committees and others as appropriate, compliance obligations and functions are effectively executed.
 - g. Undertake an annual performance evaluation of the Board to identify appropriate ongoing professional development and generate succession plans for Board Directors.
 - h. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements.
 - i. Ensure that all significant risks are adequately considered and accounted for by the Board.
 - j. Ensure that the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

- k. Align to Sports Australian governance principles.
- l. Establish a process whereby Board Directors' conflicts of interest are registered and managed.
- m. Determining sub-committees of the Board by delegating some Board functions to the sub-committees. The Board is responsible for determining the extent of powers residing in each sub-committee and is ultimately responsible for accepting, modifying or rejecting sub-committee recommendations.

4. Directorship and term

- 8 The Constitution defines the composition and term of the Board.
- 9 The Board consists only of non-executive Directors, the majority of whom are independent. That is, no Director of the Board may be a member of the paid staff of the organisation.
- 10 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 organisation.
- 11 Directorship of the Board shall be disclosed in the annual report including whether a director is independent or representative.
- 12 If the Board has not adopted a tenure policy, each Director must be re-elected or re-appointed as per the Constitution.

5. Board culture

- 13 The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.

6. Reporting

- 14 Proceedings of all meetings are minuted and signed by the chair of the meeting.
- 15 Minutes of all Board meetings are circulated to the Directors. Further, minutes of meetings or relevant excerpts of minutes of meetings are available to other meeting participants upon request. Minutes are approved by the Board at the subsequent meeting.
- 16 Resolutions may be put to the Board in draft form (as a "Board Paper") and if so, once passed, are recorded.
- 17 Recommendations of all sub-committee meetings are to be circulated to the Board for approval, rejection or modification.

7. Review periods

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

8. Publication

- 19 Key features of the charter shall be outlined in the organisation's Annual Report.
- 20 A copy of the charter is available at <https://kiteboardingwa.org.au/>.