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## **BOARD CHARTER**

### **INTRODUCTION AND BACKGROUND:**

RESULTS International (Australia) Incorporated (“**RESULTS**”) exists to generate the public and political will to end global poverty. It achieves this by:

- advocating on behalf of the world’s poorest people;
- empowering volunteers to be agents of change through information and education;
- raising public and political awareness of poverty-related issues;
- educating and influencing Parliamentarians and government agencies on required policy changes; and
- building collaborative partnerships for action.

RESULTS was founded in the US and launched in Australia in 1987. There are currently six other RESULTS national organisations around the world.

RESULTS is a non-partisan and non-profit organisation as well as a full financial member of the Australian Council for International Development (ACFID) and a signatory to the ACFID Code of Conduct.

RESULTS became an incorporated association registered in New South Wales in 1988 (Y0665615). RESULTS was endorsed by the Australian Taxation Office as a charitable institution with Tax Concession Charity (TCC) status on 12 October 2012. It currently does not have Deductible Gift Recipient (DGR) status.

As a charitable institution, RESULTS is endorsed to access income tax exemption, GST concessions, and Fringe Benefits Tax rebate. RESULTS is also registered with the Australian Charities and Not for Profits Commission (ACNC) as a Not-For-Profit organisation.

RESULTS is funded, in the main, by grants and donations from a variety of streams such as grants from its US based sister organization RESULTS Educational Fund, membership subscriptions, fundraising activities and donations from private individuals.

### **SCOPE:**

The Board of RESULTS has the responsibilities set out in this Charter and will carry out those responsibilities honestly, fairly and diligently in accordance with the law, the RESULTS Constitution, the RESULTS Board Code of Conduct, the RESULTS Conflict of Interest Policy and for the benefit of its employees, members, supporters, volunteers and other stakeholders.

The Board Charter supports the RESULTS Constitution and in the event of inconsistency, the Constitution takes precedence.

### **BOARD OF DIRECTORS:**

#### **General**

- The Board of RESULTS is responsible for the governance and overall successful operation of RESULTS. It is tasked with achieving the mission of RESULTS International Australia; providing and implementing strategy; ensuring financial viability; ensuring compliance with contractual, statutory and other legal obligations; and protecting the reputation and values of RESULTS.

In accordance with the Constitution, the Board consists of seven members elected for a maximum of three 2-year terms. Board members are elected at the Annual General Meeting.

Under the Constitution, the Board must meet at least three times in a 12 month period, with at least one meeting being face to face. Currently the Board meets six times a year including one planning workshop. At least two of the Board meetings are face to face meetings where all Board members are physically present. Other meetings may be conducted using appropriate technological means.

Board members are selected on the basis that they possess the abilities, skills and passion to fulfil the mission, objectives and vision of RESULTS and that they are members of RESULTS and are Australian residents.

It is essential that Board members be enthusiastic ambassadors for RESULTS, have the time to fully perform their duties and be able to work collaboratively.

Directors are not remunerated for their services and do not, at present, receive expenses.

### **Board and Management Responsibilities:**

The Board is responsible for:

#### True to Purpose

1. overseeing the management of RESULTS to ensure RESULTS remains true to its purpose and delivers on its goals and objectives;
2. working with management to develop, approve and review the RESULTS strategic plan;
3. approving, monitoring and reviewing the operational and campaign plans and associated budgets and monitoring progress against them.

#### Good governance

4. ensuring RESULTS acts in accordance with its Constitution and complies with statutory, regulatory and other legal obligations;
5. approving management's policies and procedures and strategy and performance objectives;
6. ensuring robust and effective risk management, compliance and control systems are in place and identifying and reviewing risks (personnel, board and financial) and conflicts of interest;
7. determining appropriate Board sub-committees, appointing the members and Chairs and approving the Charters of such Board committees;
8. approving and monitoring financial and other reporting and appointing an external auditor.

#### Long term financial viability

9. approving the annual budget and monitoring the solvency of the organisation by regularly reviewing the financial position against budget;
10. helping to grow the income of RESULTS either by directly providing financial support through personal donations to RESULTS or through networks or contacts and engaging in fundraising activities with stakeholders;
11. determining and approving the levels of authority to be given to the CEO in relation to operational expenditures and the operation of banking facilities.

#### Organisation is open and accountable

12. communicating and reporting to RESULTS members and other internal and external stakeholders on RESULTS work;
13. admitting life members;
14. consulting on significant changes to policies and services;
15. listening and responding to the views of supporters, donors, members and others with an interest in the work of RESULTS;
16. handling member and other stakeholder complaints appropriately and effectively.

#### Appointment of CEO

17. appointing and removing the CEO and determining the terms and conditions of appointment including the remuneration package;
18. supporting, mentoring and monitoring the CEO on their management of RESULTS;
19. developing and approving succession plans for the management team.

The following responsibilities will be delegated by the Board to management:

1. day-to-day management of RESULTS in accordance with the strategy approved by the Board including in the following areas: implementation of the strategic plan, financial reporting, operations, CRM, admission of RESULTS members, developing partnerships, operational policies and procedures, recruitment and development of staff, management and training of staff and volunteers.
2. reporting to the Board on the performance of RESULTS;
3. consulting with the Board regarding the appointment of key staff appointments, organisational changes and remuneration policies and practices;
4. such other duties as are from time-to-time delegated by the Board.

It is intended that the CEO can take all decisions and actions which further the strategic objectives and goals of RESULTS and which in his or her judgment are reasonable having regard to the matters reserved by the Board and the potential reputation of RESULTS.

The CEO will report systematically in a spirit of openness and trust of the progress being made toward achievement of the strategic objectives of RESULTS as determined by the Board.

The Board will, on a regular basis, undertake a review of its responsibilities and those delegated to management to ensure that they remain appropriate and relevant to the needs of RESULTS.

### **RESULTS Directors Duties**

Board Directors must demonstrate professional, ethical behaviour at all times – in their responsibilities to RESULTS, in their professional relationships with each other, and in the provision of their services – and are required to adhere to the Board Code of Conduct.

It is generally accepted that directors have the following duties:

- **Care and diligence** - to act with the degree of care and diligence that a reasonable person might be expected to show in the role of director of an Association.
- **Good faith** - to act in good faith in the best interests of the organisation and for a proper purpose, including to avoid conflicts of interest, and to reveal and manage conflicts if they arise.
- **Proper use of position** - to not improperly use his/her position to gain an advantage for themselves or someone else or to the detriment of the organisation.
- **Proper use of information** - to not improperly use the information he/she gains in the course of his/her directorship to gain an advantage for him/herself or someone else or to the detriment of the organisation.
- **Insolvent trading** - directors have a duty to ensure that RESULTS not trade whilst insolvent or where they suspect the organisation might be insolvent.
- **Financial information** - taking reasonable steps to ensure that RESULTS complies with its compliance and legal obligations relating to the keeping of financial records and ensuring that financial reporting is efficient, effective and accurate.
- **Disclosing directors' interests** - disclosing matters relating to the affairs of the organisation in which he/she has a material personal interest.

In addition, Directors must:

- Ensure that stakeholders are treated fairly according to their rights.
- Undertake diligent analysis of all proposals placed before the Board.
- Not engage in conduct likely to discredit RESULTS.
- Give of their specific expertise generously to RESULTS.
- Comply with the spirit as well as the letter of the law and with the principles of this Charter as well as with the ACFID Code of Conduct and RESULTS Operational policies.
- Take reasonable steps to be informed and understand issues brought to the Board for consideration.
- Be diligent in attending Board, Committee, general meetings, AGM's and conferences - devoting sufficient time for preparation to enable full participation.
- As required, serve on Board sub-committees.
- Participate in regular Board review and skills mapping.
- Assist with the recruitment of new Board members.

### **RESULTS Organisational Policies**

The following Organisational and HR policies and procedures specifically apply to Directors:

- Confidentiality agreement
- Conflict of Interest Policy
- Drug & Alcohol Policy
- Equal Opportunity, Discrimination, Bullying & Harassment Policy
- Personal Gift Acceptance Policy
- Privacy Policy.

A breach of any of the above policies or the Board Code of Conduct should in the first instance be reported to the Board Chair who will then discuss the matter with the individual Director. Following discussions with the individual Director, the Board Chair will consult the Board Secretary to:

- establish if the breach requires remediation;
- determine if the breach impacts a Director's fitness and propriety; and
- determine if it is reportable to a statutory body or to the police.

Where a breach has been established, the Board Chair will maintain a file note of the action/s taken and, where considered appropriate, bring the matter to the attention of other Directors.

## **Board Committees**

The RESULTS Board currently has three sub-committees to assist it in its governance responsibilities. The sub-committees are as follows:

### Finance & Audit Committee – FinCom

- Assists the Directors of RESULTS in discharging their duties by monitoring the financial position and financial risks and overseeing the external audit activities. The FinCom also provides support and advice to the Financial Service Provider and CEO relating to financial position, compliance and reporting.

### Governance & Nominations Committee – GovCom

- Assists the Board to maintain and develop appropriate and effective governance practices in all areas of the operation of RESULTS.

### Fundraising, Marketing & Media Committee – FMMCom

- Assists the Directors by developing and overseeing the implementation of a detailed Fundraising & Marketing Plan to increase RESULTS income and diversify income channels.

## **RESULTS Board & Director Evaluation**

The Board considers the ongoing development and improvement of the Board's effectiveness in carrying out its operations as an important aspect of good governance.

As a consequence, Board members will participate in an annual review of the Board's effectiveness. The Board Chair will lead the review process which, subject to consultation with the Board, may include:

- A collective review of the Board;
- Individual performance reviews of Directors;
- Opportunities for Directors to give private feedback to the Chair;
- Such other review process as the Board determines.

The Board further undertakes to evaluate the performance of the Board sub-committees to



ensure that they remain appropriate and effective to the needs of RESULTS.

Directors may wish to consult the RESULTS Director Evaluation Policy for further detail on Board and Director evaluation.