

Curling Australia Board Charter

1. Purpose of this Charter

- 1.1. The Board Charter sets out the role, composition and responsibilities of the Board ("the Board") of Curling Australia (CA).
- 1.2. The conduct of the Board is also governed by the Constitution of CA, a copy of which is located at <https://curling.org.au/policies-and-documents/>.

A number of operational Board matters such as number of meetings per year, election and appointment processes and member meetings are governed by the Constitution and are not reproduced here.

2. Roles and Responsibilities

- 2.1. The Board's key responsibilities are:
 - 2.1.1. to act in the best interests of CA as a whole;
 - 2.1.2. observe their duties as Directors and Board members in terms of the Corporations Act 2001 (Cth), common law, the CA constitution and any other relevant legislation; and
 - 2.1.3. provide strategic direction for CA and effective oversight of Management.
- 2.2. The key functions of the Board are to:
 - 2.2.1. Provide effective leadership in:
 - articulating the organisation's values, vision, mission and strategies
 - developing strategic plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives;
 - 2.2.2. Ensuring a diverse and effective Board, in line with the CA constitution with appropriate policies and procedures for the Board and its committees;
 - 2.2.3. Appointing, supporting and providing advice and counsel to, evaluating and rewarding the CEO against agreed performance indicators;
 - 2.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes;
 - 2.2.5. Supporting, reviewing and monitoring the operational and financial performance of CA;
 - 2.2.6. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities;
 - 2.2.7. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged;

- 2.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements;
 - 2.2.9. Monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
 - 2.2.10. Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility;
 - 2.2.11. Managing Directors' interests, conflicts of same and related-party transactions
 - 2.2.12. Delegation of powers and authorities, while understanding the Board remains responsible for all decisions of CA;
 - 2.2.13. Oversight of compliance with appropriate laws and regulations and major litigation;
 - 2.2.14. Evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;
 - 2.2.15. Corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary.
- 2.3. The Board is responsible for delegating authority for the operations and administration of the organisation to the Chief Executive Officer (CEO). The CEO is responsible for the overall day-to-day management and the performance of the organisation. The CEO manages CA in accordance with strategy, delegations, business plans and policies approved by the Board to achieve goals and objectives included therein.
- 2.4. The Board has no operational involvement in the conduct of the organisations business activities and delivery of services, other than the provisions below.
- 2.5. Aligned to the Transitional Provisions within the Constitution, the Board will initially retain responsibility for the operations and administration of the organisation and will, by the first Annual General Meeting, present plans to membership as to how it will ensure the ongoing and appropriate separation of responsibilities between the Board and management.
- 2.6. In the interim the Board will;
- 2.6.1. Delegate authority for day-to-day management of operations and operations of the organisation to one of the Board members as Interim CEO;
 - 2.6.2. Assign specific operational responsibilities to other Board members who will act as a defacto management team, reporting to the Interim CEO;
 - 2.6.3. Define how the separation of activities and responsibilities between Board and management will be handled, including reporting and oversight.

3. Membership and Independence

- 3.1. The Constitution states there must be not less than five Directors and not more than ten Directors. The board requires a quorum of not less than 50% of those entitled to vote to transact business at meetings.

- 3.2. 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.
- 3.3. The Board shall regularly assess the independence of each Director in light of the interests disclosed by them.
- 3.4. Each Director must provide the Board with relevant information to assess their independence.
- 3.5. In assessing independence, the following matters will be considered and a Director will be regarded as independent if that Director:
 - 3.5.1. is a non-executive Director (i.e. is not a member of Management) other than the Transitional Provisions at 2.5 and 2.6;
 - 3.5.2. is not a director, officer or otherwise officially associated directly with a member or affiliated organisation;
 - 3.5.3. has within the last three years not been a principal of a material professional adviser or a material consultant to CA or an employee materially associated with the service provided;
 - 3.5.4. has not been a material supplier of CA, or an officer of or otherwise associated directly or indirectly with a material supplier;
 - 3.5.5. has no material contractual relationship with CA, other than as a Director of the Organisation;
 - 3.5.6. has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the Organisation.
- 3.6. Membership of the Board shall be disclosed in the annual report.

4. Chair's Responsibilities

- 4.1. The Chair of the Board has a major role as the head of the Board in providing leadership to the Board and other functions including:
 - 4.1.1. leading and facilitating the Board;
 - 4.1.2. setting the Board direction and focus;
 - 4.1.3. conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
 - 4.1.4. ensuring that no one has excessive influence;
 - 4.1.5. maintaining a professional working relationship with stakeholders;
 - 4.1.6. acting as a spokesperson, where appropriate, in conjunction with other Board members;
 - 4.1.7. promoting constructive and respectful relations between Board members;
 - 4.1.8. ensuring the Board have a performance evaluation process;
 - 4.1.9. ensuring that the Board's workload is dealt with effectively;

4.1.10. role-modelling ethical standards and behaviour based on the CA's agreed values and the Spirit of Curling;

4.1.11. ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

5. Code of Conduct

5.1. CA takes ethical and responsible decision-making very seriously. It expects its staff, volunteers and Board members to do the same.

5.2. All Board members must be bound by and at all times comply with CA's Director Code of Conduct which outlines the type of behaviour that CA requires from its Directors and sets out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.

5.3. The Board has an appropriate system for enforcing compliance with the code.

6. Review of Charter

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

7. Publication of the Charter

7.1. Compliance with this charter shall be outlined in the organisation Annual Report.

7.2. A copy of the charter is available at <https://curling.org.au/policies-and-documents/>.