



Board Charter

1 Purpose of this Charter

- 1.1 The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Orienteering ACT (OACT).
- 1.2 The conduct of the Board is also governed by the Constitution of OACT, a copy of which is located at [Constitution of the Association - Orienteering ACT](#)

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 OACT as a whole
 - 2.1.2 to observe the duties of Directors in terms of the *Associations Incorporation ACT 1991*, the common law, the OACT constitution and any other relevant legislation, and
 - 2.1.3 to provide strategic direction for OACT and effective management oversight.
- 2.2 The key functions of the Board are:
 - 2.2.1 providing effective leadership and collaborating with the Executive Officer (EO), the Administration Officer (AO), other Key Persons and the Clubs of OACT 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 of the organisation, and
 - 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 OACT 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 EO against agreed performance indicators
 - 2.2.4 monitoring 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 OACT
 - 2.2.6 establishing such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
 - 2.2.7 ensuring, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
 - 2.2.8 ensuring 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 ensuring that the organisation has appropriate corporate governance structures in place including standards of ethical behaviour, promoting a culture of corporate and social responsibility, and complying with the organisation's Code of Conduct
 - 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 on behalf of OACT
 - 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, and
 - 2.2.15 corporate governance matters, including frequency and agendas of Board and Committee meetings.
- 2.3 The Board has delegated authority for operations and administration of the organisation to the Executive Officer (EO) and Administration Officer (AO). The EO and AO are responsible for the day-to-day management and the performance of the Organisation. The EO and AO manage OACT in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.
- 2.4 The Board has no direct operational involvement in the conduct of organisation's business activities and delivery of services.

3 Membership and Conflicts of interest

- 3.1 The Constitution provides for three Office Bearers, (President, Secretary and Treasurer), and up to six Directors. The board requires a quorum of half the voting members of the Board to transact business at meetings.
- 3.2 Directors must be 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 promptly assess the impact of any conflict of interest declared by a Director.
- 3.4 Each Director must provide the Board with relevant information to assess possible conflicts of interest.

3.5 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 Directors 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 the EO
- 4.1.6 acting as a spokesperson, where appropriate, in conjunction with the EO
- 4.1.7 promoting constructive and respectful relations between Directors
- 4.1.8 ensuring the Board has 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 OACT agreed values, and
- 4.1.11 ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

5 Code of Conduct

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

5.2 All Directors must be bound by and at all times comply with the OACT Director Code of Conduct which outlines the type of behaviour that OACT 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.

6 Review of Charter

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

7 Publication of the Charter

7.1 Key features of the charter are to be outlined in the organisation Annual Report.

7.2 A copy of the charter is available at act.orienteering.asn.au/about/governance