

Board Charter

1. Purpose

- 1.1 The purpose of this Charter is to document the objectives, responsibilities and governance framework for the effective operation of the ACS.
- 1.2 If there is a conflict between this charter and the Constitution, the Constitution prevails.

2. Objectives

- 2.1 As the formal governing Board of the ACS, the objectives of the Board are to assure a quality governance framework that optimises:
 - (a) the strategic direction for the ACS and its objectives over the immediate, medium and long-term horizons;
 - (b) effective policies governing the conduct of members in accordance with the code of ethics, and the establishment and monitoring of professional standards over time;
 - (c) organisational performance and its alignment with the ACS' strategy and objects; and
 - (d) Sub-Committee, Divisions and Advisory Board arrangements.

3. Responsibilities

- 3.1 The responsibilities of the Board are:
 - (a) determining the organisation's strategic directions and objectives in conjunction with the CEO;
 - (b) monitoring the strategic direction of the organisation and the attainment of its strategies and objectives in conjunction with the executive;
 - (c) overseeing member and stakeholder engagement, reporting and information flows;
 - (d) establishing and raising professional standards in a continuous improvement framework;
 - (e) assessing external forces, identifying principal risks, and assuring risk mitigations strategies are appropriately implemented, and that appropriate controls and monitoring systems are in place;
 - (f) assuring organisational compliance with statutory requirements;
 - (g) overseeing and evaluating the performance of the CEO;
 - (h) approving the ACS' budgets and business plans, and monitoring operational and financial performance;
 - (i) overseeing the integrity of the ACS' accounting and corporate reporting systems, including external audit;
 - (j) enhancing and protecting the ACS' reputation; and
 - (k) effective Board succession planning in accordance with the Director's skills matrix.

3.2 The responsibilities of Directors are regulated by the Corporations Act 2001 (**Cth**) (**Corporations Act**) and other laws including the general law. Principally these are:

- (a) to act in good faith in the best interests of the ACS;
- (b) to exercise care and diligence;
- (c) to not improperly use their position or information received by them in their position to gain an advantage or to cause detriment to the ACS;
- (d) to avoid conflicts between the interests of the ACS and their personal interests; and
- (e) to be properly informed about the ACS' financial position and to assure the ACS does not trade while insolvent (i.e. while it is unable to pay its debts as and when they fall due).

4. **Powers and Delegations**

4.1 The direction and control of the ACS is vested in the Board as a whole. The Board's authority to govern is granted under the Constitution, the Corporations Act, and whilst it remains a charity, the Australian Charities and Not-for-Profit Commission Act 2012 (**Cth**).

4.2 Management is responsible for implementing the strategic objectives and operating within the risk appetite as defined by the Board. The ultimate responsibility for oversight of prudent management rests with the Directors.

5. **Membership and Meetings**

5.1 The composition of the Board is defined in the Constitution, with the election process as documented in the Nominations Committee Charter.

5.2 The Board meets formally at least once every quarter and may regulate its meetings as it thinks fit, while meeting compliance requirements of the Corporations Act.

5.3 Each Director has one vote for the purpose of determinations by the Board.

5.4 Notice of meetings and electronic determination must be circulated to Directors at least 7 business days before a Board meeting or electronic determination.

5.5 The chairperson, in consultation with the CEO, sets the agenda for each meeting and gives the agenda and any supporting information to the Company Secretary (where the Board has appointed one) for distribution to each of the Directors.

5.6 The Company Secretary (where the Board has appointed one) or another person appointed by the Board, takes minutes of the proceedings at all Board meetings.

6. **Revision of charter**

6.1 This Charter will be reviewed annually or more frequently by the Board as required.