



wheatbelt
natural resource
management

Board Charter

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Policy Detail

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Related WNRM Policies or Procedures:	<ol style="list-style-type: none"> 1. Constitution of Wheatbelt NRM 2. 1.5.1 Nominations Committee Terms of Reference 3. 1.7 Delegation of Authority 4. 2.1 Code of Conduct Policy 5. 2.2 Conflict of Interest Policy
Special Note	<ol style="list-style-type: none"> 1. The 1.5.1 Nominations Committee Terms of Reference Document outlines the Board Recruitment procedure not otherwise covered in this Policy.

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1. Definitions

“**Associate Member**” means an individual that is registered as an Associate Member of Wheatbelt NRM and is listed on the Member Register.

“**Audit Committee**” means the Standing Committee that provides advice to the Board on audit matters, undertaking duties as set out in its terms of reference.

“**Board Director**” means a member of the Board.

“**Board Meeting**” means a meeting of the Board under the provisions of the Constitution.

“**Board**” means the governing body of Wheatbelt NRM.

“**Chairperson**” means the Board Director holding office as the chairperson of the Wheatbelt NRM.

“**Chief Executive Officer**” means the most senior fulltime Staff Member of Wheatbelt NRM appointed by the Board to lead the operations of the organisation

“**Constitution**” means the governing document of Wheatbelt Natural Resource Management Incorporated.

“**Declaration of Interests**” means a form that allows a Board Director to define their pecuniary or other personal interests that may influence their impartiality or right to perform the full duties as a Board Director.

“**Deputy Chairperson**” means the person appointed to act in the Chairperson role in their absence, undertaking duties as defined in the Constitution.

“**Finance Committee**” means the Standing Committee that provides advice to the Board on financial matters, undertaking duties as set out in its terms of reference.

“**Financial Year**” means a period of twelve (12) months from 1 July to 30 June that defines the annual accounting period.

“**Gift Register**” means a register that records any gifts of \$75 or more given to or accepted by Representatives.

“**Member**” means a person (including a body corporate) who is either an ordinary member or an associate member of Wheatbelt NRM.

“**Nominations Committee**” means the Standing Committee that provides advice to the Board on nomination and performance matters, undertaking duties as set out in its terms of reference.

“**Ordinary Member**” means an organisation or group that is registered as an Ordinary Member of Wheatbelt NRM and is listed on the Member Register.

“**Reference Group**” means a specific group that convenes for the purpose of providing a formalised mechanism for opinion, input and feedback that is reported back to the Board of Management.

“**Representatives**” means Board Directors, employees, contractors or volunteers of Wheatbelt NRM Incorporated.

“**Special Meeting**” means a meeting that is not part of the planned calendar of meetings.

“**Staff Member**” means a person with a contract of employment with Wheatbelt Natural Resource Management Incorporated.

“**Standing Committee**” means an advisory committee established for the purpose of assisting the Board with governance matters.

“**The Act**” means the Associations Incorporation Act 2015 (Western Australia).

“**Wheatbelt NRM**” means Wheatbelt Natural Resource Management Incorporated.

“**Wheatbelt NRM Minute Book**” means the official register holding all signed Board meeting minutes.

“**Working Group**” means a temporary working party of selected individuals established for the purpose of gaining views, opinions and input on specific matters.

2. Overview of this Policy

Wheatbelt Natural Resource Management Incorporated is a not-for-profit organisation and operates under the governance and guidance of the Board. The Board is a skills-based governance body that selects a Board Director with consideration to the knowledge and skills required to complement existing and continuing Board Director(s).

This document defines the role, authority, responsibilities, key activities and administrative processes of the Board and the obligations of a Board Director, both individually and collectively, in directing and managing the activities for which the Board is responsible.

The Nominations Committee is responsible for administering the Board Director recruitment process, and therefore the Nominations Committee’s terms of reference is used to set out the procedure for recruitment and performance evaluation of the Board.

This Policy document should be read in conjunction with the:

- Associations Incorporation Act 2015 (Western Australia);
- Constitution of Wheatbelt Natural Resource Management Incorporated; and the
- Corporations Act 2001 (Commonwealth).

The Board operates Standing Committee(s) that are governance-based advisory groups to the Board. There are three Standing Committee(s):

1. Finance Committee;
2. Audit Committee; and
3. Nominations Committee.

This Board Charter is presented in four parts:

- [Section 1 – Composition, Role and Authority](#)
- [Section 2 – Provisions for a Board Director](#)
- [Section 3 – Key Board Activities](#)
- [Section 4 – Key Board Operations](#)

3. Section 1 – Composition, Role and Authority

The following provisions relate to the composition, role and authority of the Board:

- 3.1 The composition of the Board, as defined in the Constitution, comprises:
 - 3.1.1 six (6) to nine (9) skills-based Board Director(s); and
 - 3.1.2 the Chief Executive Officer as the ex-officio Director.
- 3.2 The powers of the Board as the Wheatbelt NRM governing entity is defined in the Constitution and includes the power to:
 - 3.2.1 Manage the affairs of the Wheatbelt NRM
 - 3.2.2 To do all things necessary or convenient to be done for the proper management of the affairs of the Wheatbelt NRM
- 3.3 All policy documents apply to each Board Director, including the Code of Conduct policy that sets out expectations and behaviours that Representatives, which includes Board Director(s), are required to meet.
- 3.4 Duties of a Board Director are set out in the Associations Incorporation Act 2015 (Western Australia) and, under common law and statutes, for example the Corporations Act 2001 (Commonwealth).
- 3.5 Relating to general duties, a Board Director will:
 - 3.5.1 Act in a professional and businesslike manner at all times and avoid engaging in conduct that will likely bring discredit upon Wheatbelt NRM;
 - 3.5.2 Prepare thoroughly for each Board Meeting. That includes reading all presented information prior to meetings and undertaking due diligent analysis of all proposals placed before the Board;
 - 3.5.3 Address issues in a confident, friendly, firm and tactful manner;
 - 3.5.4 Minimise irrelevant conversation and remarks during meetings;
 - 3.5.5 Avoid representing any particular lobby group position or interests on matters dealt with by the Board, but use objective expertise and judgement to contribute to effective outcomes;
 - 3.5.6 Ensure others are given a reasonable opportunity to put forward their views, with consideration to refraining from interruption or interjection;
 - 3.5.7 Represent accurately the decisions of the Board and not undermine, or make false claim against the Board decisions;
 - 3.5.8 Avoid personal conflicts, defamation or accusations against Representatives of Wheatbelt NRM or external stakeholders;
 - 3.5.9 Take reasonable steps to ensure informed decisions are made, whilst not unduly delaying decisions of the Board. A Board Director is obligated to make a decision unless the provisions of personal or pecuniary interest apply;

- 3.5.10 Take reasonable steps to ensure that Wheatbelt NRM complies with its legislative obligations under The Act and particularly related to the keeping of financial records and financial reporting;
 - 3.5.11 Disclose matters relating to the affairs of Wheatbelt NRM in which the Board Director has a material personal interest;
 - 3.5.12 Keep confidential Board discussions, deliberations or decisions that are not publicly known;
 - 3.5.13 Advise the Board of any wrong doing witnessed or suspected that may be detrimental to Wheatbelt NRM;
 - 3.5.14 Ensure the appropriate lodging of information with the Commissioner relating to changes of the Constitution; and
 - 3.5.15 Present any outstanding and significant concerns in writing to the Board.
- 3.6 As specifically set out or implied by the Corporations Act 2001 (Commonwealth), a Board Director will:
- 3.6.1 Act with all the care and diligence that a reasonable person might be expected to show in the role (Section 180). The business judgment rule provides a safeguard for a Board Director in relation to a claim at common law or subject to Section 180 if they reasonably inform themselves about a matter to an appropriate level and make a decision in good faith for the best interests of Wheatbelt NRM and do not have a material interest in the judgment.
 - 3.6.2 Act in good faith in the best interests of Wheatbelt NRM and for a proper purpose (Section 181), including to avoid conflicts of interest, and to reveal and manage conflicts if they arise. This is both a duty of fidelity and trust, known as a 'fiduciary duty' imposed by general law and a duty required in legislation.
 - 3.6.3 Not improperly use their position for personal gain or to cause detriment to Wheatbelt NRM (Section 182); and
 - 3.6.4 Not improperly use the information they gain in the course of their Board Director duties for personal gain or to cause detriment to Wheatbelt NRM (Section 183).
- 3.7 The authority of a Board Director includes the authority to:
- 3.7.1 Attend all Board Meeting(s);
 - 3.7.2 Adequately contribute to Board discussions and reasonably question items of discussion;
 - 3.7.3 Request agenda items for Board Meeting(s);
 - 3.7.4 Vote on Board matters, with the exception of the Chief Executive Officer whom has a non-voting Board Director position;
 - 3.7.5 Request and have disclosed any information relating to the operation of Wheatbelt NRM that enables them to meet their duties and make informed decisions; and

- 3.7.6 Reasonably seek professional advice where adequate information on an issue requiring a decision is unavailable, with consideration to the provisions relating to approved disclosure of Board confidential information. Such professional advice requiring funding will be pre-approved by the Chair and funded by Wheatbelt NRM.
- 3.8 The key role of the Chairperson of the Board, in addition to their other Board Director responsibilities, comprises:
- 3.8.1 Consult with the secretary regarding the business to be conducted at each Board meeting and general meeting
 - 3.8.2 Provide appropriate leadership to the Board and Wheatbelt NRM;
 - 3.8.3 Operate within the delegation parameters as specified in the Delegation of Authority Policy;
 - 3.8.4 Act as the spokesperson of the Board;
 - 3.8.5 Be the main liaison between the Board and the Chief Executive Officer relating to the operational functions of Wheatbelt NRM;
 - 3.8.6 Chair the Board meetings, including those where Member(s) are in attendance;
 - 3.8.7 Be briefed on the agenda and papers of Board Meetings prior to distribution if required. Review minutes of Board meeting prior to distribution if required;
 - 3.8.8 Maintain a regular dialogue and mentor relationship with the Chief Executive Officer; and
 - 3.8.9 Guide and promote the ongoing effectiveness and development of each Board Director.
- 3.9 The key role of the Deputy Chairperson of the Board, in addition to their other Board Director responsibilities, comprises:
- 3.9.1 Represent the Chairperson in his/her absence; and
 - 3.9.2 Represent the Chairperson and/or the Wheatbelt NRM at events as deemed appropriate by either the Chairperson or the Board.
- 3.10 The key role of Secretary and Treasurer has been authorised to the Chief Executive Officer (or a Board Director), in addition to their other Board Director responsibilities, comprises:
- 3.10.1 The Secretary has the following duties —
 - a) Dealing with the Wheatbelt NRM's correspondence;
 - b) Consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
 - c) Preparing the notices required for meetings and for the business to be conducted at meetings;
 - d) Unless another member is authorised by the Board to do so, maintaining on behalf of the Wheatbelt NRM the register of members, and recording in the

register any changes in the membership, as required under section 53(1) of the Act;

- e) Maintaining on behalf of the Wheatbelt NRM an up-to-date copy of these rules, as required under section 35(1) of the Act;
- f) Unless another member is authorised by the Board to do so, maintaining on behalf of the Wheatbelt NRM a record of Board members and other persons authorised to act on behalf of the Wheatbelt NRM, as required under section 58(2) of the Act;
- g) Ensuring the safe custody of the books of the Wheatbelt NRM, other than the financial records, financial statements and financial reports, as applicable to the Wheatbelt NRM;
- h) Maintaining full and accurate minutes of Board meetings and general meetings;
- i) Carrying out any other duty given to the secretary under these rules or by the Board.

3.10.2 The Treasurer has the following duties —

- a) Ensuring that any amounts payable to the Wheatbelt NRM are collected and issuing receipts for those amounts in the Wheatbelt NRM's name;
- b) Ensuring that any amounts paid to the Wheatbelt NRM are credited to the appropriate account of the Wheatbelt NRM, as directed by the Board;
- c) Ensuring that any payments to be made by the Wheatbelt NRM that have been authorised by the Board or at a general meeting are made on time;
- d) Ensuring that the Wheatbelt NRM complies with the relevant requirements of Part 5 of the Act;
- e) Ensuring the safe custody of the Wheatbelt NRM's financial records, financial statements and financial reports, as applicable to the Wheatbelt NRM;
- f) If the Wheatbelt NRM is a tier 1 association, coordinating the preparation of the Wheatbelt NRM's financial statements before their submission to the Wheatbelt NRM's annual general meeting;
- g) If the Wheatbelt NRM is a tier 2 association or tier 3 association, coordinating the preparation of the Wheatbelt NRM's financial report before its submission to the Wheatbelt NRM's annual general meeting;
- h) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Wheatbelt NRM's financial statements or financial report under Part 5 Division 5 of the Act;
- i) Carrying out any other duty given to the treasurer under these rules or by the Board.

3.10.3 Ensure the legislative and policy compliance of Wheatbelt NRM's operations;

3.10.4 be responsible for the creation of the annual operations plan;

- 3.10.5 whenever directed to do so by the Chairperson, submit to the Board of Management a report, balance sheet, financial statement or other operational performance document in accordance with that direction;
- 3.11 At the discretion of the Board, a Board Director who has breached the provisions of their duties, and particularly those stated in 3.6, 3.7 and/or 3.8, may be subject to disciplinary action that could include:
- 3.11.1 Suspension of duties for the purpose of investigating any alleged breach; or
 - 3.11.2 Expulsion from the Board after the Board has afforded the Board Director concerned a reasonable opportunity to be heard in accordance with the provisions of the Rules of Association; or
 - 3.11.3 Removal from a position of Chairperson or Deputy Chairperson; or
 - 3.11.4 Terminated as a Board Director in accordance with the provisions of the Constitution.

4. Section 2 – Provisions for a Board Director

The following provisions relate to the provisions guiding the Board Director(s):

- 4.1 The following provisions relate to the knowledge and skills required for the proper functioning of the Board:
- 4.1.1 The Nominations Committee will assess and recommend competencies that cover the key knowledge and skills required of the Board as a whole. This may include:
 - (i) natural resource management/industry knowledge or sustainable economic development;
 - (ii) strategic planning business strategy;
 - (iii) financial management Corporate or business financial management;
 - (iv) Communications management Corporate or business communications management;
 - (v) Corporate or business governance (Board experience preferred);
 - (vi) Program or large project management;
 - (vii) Business development;
 - (viii) Indigenous cultural awareness;
 - 4.1.2 The Nominations Committee will assess the Board's knowledge and skills in the criteria above during the third quarter leading up to the advertisement of Board Director roles.
 - 4.1.3 Allowing for retiring Board Directors, the Board will assess the need for additional knowledge and skills on the Board and will make a decision on the number of Board Director(s) being sought in consideration to meeting the minimum requirement as defined in 3.1.
- 4.2 The following provisions relate to the eligibility for the position of Board Director:

- 4.2.1 An individual is eligible for a Board Director position if they:
- (i) Are an individual who has reached 18 years of age;
 - (ii) Are a registered Associate Member of Wheatbelt NRM;
 - (iii) Have not committed a corporate-related offence under the Criminal Code Act 1995 (Commonwealth);
 - (iv) Have not been disqualified under the provisions set out in Section 853A of the Corporations Act 2001 (Commonwealth);
 - (v) Live, own land, work within, and/or operates within, the Avon River Basin; and
 - (vi) Demonstrate knowledge of natural resource management.
- 4.2.2 An employee is ineligible to apply for a Board Director role.
- 4.3 The following provisions relate to the leadership roles on the Board:
- 4.3.1 The Chief Executive Officer is ineligible for the role of Chairperson or Deputy Chairperson;
- 4.3.2 At the first meeting of the Board after the annual general meeting, the Board Director(s) will elect a Chairperson and Deputy Chairperson from its membership;
- 4.3.3 Where one or more Board Director(s) seek the same leadership position, a vote of Board Director(s) will decide the appointment; and
- 4.3.4 Where a tie of votes occur:
- (i) Where a Board Director has been serving in that role for less than three (3) years, the appointment will be made to that individual to continue in the role; or
 - (ii) Where a Board Director has been serving in that role for more than three (3) years, the appointment will be made to the individual who has not served in the role; or
 - (iii) Where (i) and (ii) above do not apply, the position will be determined by sortition (the drawing of lots).
- 4.3.5 Vacancies that occur due to the resignation or termination as detailed in the Constitution of a Board Director mid-term, may be:
- (i) Kept vacant where the vacancy occurs within three (3) months of the next annual general meeting date, with the exception of the Chairperson role where the Deputy Chairperson will act in the role for the remaining period; or otherwise
 - (ii) at the discretion of the Board, filled by co-opting a director until the next Annual General Meeting.
- 4.4 The following provisions relate to Declaration of Interests of a Board Director:
- 4.4.1 Individuals nominating for Board Director roles will be required to provide a Declaration of Interests as part of the nomination process that will be used by the Nominations Committee to assess any real or perceived conflicts as part of the eligibility criteria;

- 4.4.2 Annually, each Board Director is required to consider any changes to their Declaration of Interests, which should include all other board positions, full time or part time roles, contracting work and related investment interests. Full disclosure is important to enable the assessment of any real or perceived conflicts;
- 4.4.3 At any change of personal circumstance, each Board Director is required to update the information on their Declaration of Interests; and
- 4.4.4 At any meeting of the Board, where items on the agenda have a real or perceived conflict of interest, the Board Director is required to advise the Board as soon as they are aware of the item.
- 4.5 The Chairperson and Deputy Chairperson will be entitled to an annual stipend paid pro-rata, and subject to a maximum annual entitlement payment that considers the stipend and all sitting fees, paid in accordance with the following table:

Position	Annual Stipend	Maximum Annual Entitlement
Chairperson	\$9,000	\$35,000
Deputy Chairperson	\$4,400	\$14,350

Maximum Annual Entitlements include payments for Vehicle travel expenses.

- 4.6 A Board Director is eligible to claim for sitting fees and other reasonable expenses as follows:
- 4.6.1 Eligible sitting fee expenses include:
- (i) Sitting fees for the attendance of scheduled general or Special Meeting(s) of the Board;
 - (ii) Sitting fees for the attendance of scheduled general or Special Meeting(s) of a Standing Committee;
 - (iii) Sitting fees for other events approved by the Board; and
 - (iv) Vehicle travel expenses (i.e. kilometre rate) per vehicle for attendance at meetings or events covered in (i), (ii), (iii) or (iv) above, based on the rate set by the Commissioner of Taxation¹, for 2018/19 that is 68c per kilometre.

4.6.2 Sitting fees will be paid at the following rates:

Position	Half Day (<4 Hours)	Full Day (4+ hours)
Chairperson	\$500	\$770
Deputy Chairperson	\$410	\$630
Board Director	\$300	\$500

4.6.3 Other eligible expenses include:

- (i) Preapproved conference, forum or workshop attendance fees;

¹ Based on website data published by the Australian Taxation Office, last modified on the 30 July 2010 on <http://www.ato.gov.au/individuals/content.asp?doc=content/33874.htm>.

- (ii) Preapproved training and professional development course fees;
- (iii) Preapproved travel expenses

In accordance with a proposal that includes a budget presented to, and approved by, the Board.

4.7 The following provisions relate to professional development for Board Director(s):

- 4.7.1 A budget item will be made available for Board Director professional development;
- 4.7.2 the Nominations Committee will consider any relevant professional development required as part of its assessment of the Board's performance and/or the assessment of Board Director skills and knowledge; and
- 4.7.3 Any Board Director may apply to the Chairperson for support for any specific training or development that will be approved by the Board in accordance with the budget provisions set out in 4.7.1.

4.8 The Wheatbelt NRM is responsible for providing any reasonable insurance coverage for Board Director(s) to limit their personal liability, however:

- 4.8.1 Protection is not provided where liability arises out of dishonest, fraudulent, wilful breach of duties, or personal breach of law.
- 4.8.2 Subject to 4.8.1, where Wheatbelt NRM is unable to indemnify a Board Director, then the Board Director will meet their own liability.

5. Section 3 – Key Board Activities

The following provisions relate to the key activities of the Board:

5.1 The activities relating to strategy development and its maintenance by the Board include:

- 5.1.1 create and approve a three (3) to five (5) year cyclic strategic plan;
- 5.1.2 review annually the performance of Wheatbelt NRM against the strategic plan;
- 5.1.3 review annually the relevance of the strategic plan's objectives and other content and make adjustments as required, making changes using the formal change management process;
- 5.1.4 review and approve the annual operations plan; and
- 5.1.5 review annually the operations plan's initiatives and other content and make adjustments as required, making changes using the formal change management process.

5.2 The activities relating to sustainability of Wheatbelt NRM include:

- 5.2.1 ensure the appropriate activity for progressing funding applications;

- 5.2.2 ensure adequate and safe investments are made after seeking appropriate advice;
 - 5.2.3 ensure the existence of a business development framework, and frequently review the strategy and progress of its execution; and
 - 5.2.4 oversee the creation, review and maintenance of a corporate risk management plan and approve such plans.
- 5.3 The activities relating to legislative compliance of Wheatbelt NRM include:
- 5.3.1 oversee and approve legislative reporting;
 - 5.3.2 oversee the creation, review and maintenance of governing policies in relation to legislative requirements and approve such policies; and
 - 5.3.3 oversee the creation, review and maintenance of key contractual instruments and approve such instruments.
- 5.4 The activities relating to governance of Wheatbelt NRM include:
- 5.4.1 create, oversee and approve governing policies;
 - 5.4.2 delegate to, and review the work of, Standing Committee(s); and
 - 5.4.3 oversee the creation, review and maintenance of key governance frameworks, e.g., for program management, project management, business development, contracts management, procurement management, and monitoring and evaluation systems.
- 5.5 The activities relating to budget and expenses and other financial matters of Wheatbelt NRM include:
- 5.5.1 approve an annual budget;
 - 5.5.2 approve an annual set of accounts;
 - 5.5.3 approve an annual report; and
 - 5.5.4 accept quarterly financial statements of account.
- 5.6 The activities relating to performance matters of the Board include:
- 5.6.1 oversee and review the annual performance of the Board that includes the progress of the strategic plan's initiatives.
- 5.7 The activities relating to performance matters of the Chief Executive Officer include:
- 5.7.1 oversee the appointment process and select the Chief Executive Officer;
 - 5.7.2 oversee the creation and approve the Chief Executive Officer contract of employment conditions; and
 - 5.7.3 oversee and review the annual performance of the Chief Executive Officer that includes the progress of the operations plan's initiatives.

6. Section 4 – Key Board Operations

The following provisions relate to the key administration requirements of the Board:

- 6.1 A Register of Board Director(s) will be maintained;
- 6.2 Every Board Director will be inducted, by interview by the Chairperson or delegate, into the Board that will include receiving in hardcopy or softcopy, a copy of the:
- (i) The Act;
 - (ii) Board Charter;
 - (iii) Standing Committee terms of reference;
 - (iv) Reference Group terms of reference;
 - (v) Key policies;
 - (vi) List of Board Director details, including their contact details;
 - (vii) Minutes from the last three (3) Board Meeting(s);
 - (viii) Last published annual report;
 - (ix) Current strategic plan; and
 - (x) Current operations plan.
- 6.3 General Board Meeting(s) shall be called not less than four (4) times in each calendar year;
- 6.4 Special Board Meeting(s) may be called:
- 6.4.1 By the Chairperson at any time; or
 - 6.4.2 within twenty eight (28) days of the Secretary receiving a request in writing to do so from not less than two (2) Board Director(s) or twenty (20) percent of Ordinary Member(s).
- 6.5 The provisions for Board meeting administration, with all working days indicated in relation to the Board Meeting day (day zero), will comprise:

ITEM	GENERAL MEETING (Working Days)	SPECIAL MEETING (Working Days)
Call for Agenda items.	-20	N/A
Receive agenda item requests by Board Directors in response to the call for agenda items.	-14	N/A
Draft agenda prepared by the Chief Executive Officer in consultation with the Chairperson, with updates on outstanding actions arising from the previous meeting.	-13	-13

Board Charter

Policy 1.1



All agenda papers to be received by the Chief Executive Officer by close of business and forwarded to the Chairperson.	-10	-10
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ITEM	GENERAL MEETING (Working Days)	SPECIAL MEETING (Working Days)
Board papers and agenda are finalised and approved for distribution by the Chairperson.	-9	-9
Produce pack (i.e., board papers and agenda) for distribution.	-7	-7
Post pack to Board Directors.	-6	-6
All Board papers are received by each Board Director in electronic copy..	-5	-5
Late items (if approved by the Chairperson) are forwarded to each Board Director by electronic mail with hard copies printed for the meeting.	-5 to -3	N/A
Board Meeting is conducted.	0	0
Draft minutes sent to the Chairperson.	3	3
Chairperson approves draft minutes for distribution.	5	5
Minutes are distributed.	6	6
Formal acceptance of the minutes.	Next meeting	Next meeting

6.6 The provisions for Board papers will comprise:

- 6.6.1 Board papers are normally coordinated by the Chief Executive Officer and in alignment to approved agenda items;
- 6.6.2 The Chairperson may review all documents being presented to each Board Director;
- 6.6.3 Each Board paper will include sufficient information to assist each Board Director in their decision making.
- 6.6.4 Board papers are to be distributed with the approved agenda by the Chief Executive Officer.
- 6.6.5 If a Board paper relates to a matter in which there is a known conflict of interest with a particular Board Director, then the Chairperson, or Chief Executive Officer in the event that it is the Chairperson who is impacted, will determine if the conflict of interest warrants the removal of the paper from the specific Board Director's Board package.
- 6.6.6 Should an urgent business matter arise after the agenda has been distributed, the Chairperson has the right to table a board paper on the day of the meeting, however no decisions proposed from the paper can be considered unless there exists agreement by each Board Director present to do so.

- 6.6.7 A copy of all board papers will be retained as corporate records.
- 6.7 The provisions for Board meeting agendas will comprise:
- 6.7.1 Each Board Director has the right to request agenda items;
 - 6.7.2 These requests will be vetted and considered by the Chairperson and Chief Executive Officer;
 - 6.7.3 The Chairperson will approve the agenda items with support of the Chief Executive Officer who will prepare the agenda document, using the agreed format;
 - 6.7.4 The approved agenda will be distributed to each Board Director by the Chief Executive Officer with the relevant Board papers; and
 - 6.7.5 All agenda documents will be retained as corporate records.
- 6.8 The provisions for Board meeting minutes will comprise:
- 6.8.1 Meeting minutes are to be a concise summary of the matters discussed at a Board meeting and will follow the basic structure of the agenda.
 - 6.8.2 Minutes will contain a brief reference to relevant board papers tabled;
 - 6.8.3 Minutes will contain all official resolution statements or actions required;
 - 6.8.4 actions resulting from discussion will be allocated a unique identifier and recorded in the minutes, including the specific action detail, the name of the person to progress the action, and the required end date;
 - 6.8.5 All decisions will be recorded in the minutes by means of a formal resolution; and
 - 6.8.6 All minutes shall be retained as corporate records and entered in the Wheatbelt NRM Minute Book.
- 6.9 The provisions for a Board calendar of events will comprise:
- 6.9.1 A calendar of scheduled meetings will be published in the last calendar quarter of the year for Board Meeting(s) planned in the coming year. In order to provide an even distribution of work over each year, the calendar will indicate a yearly program of work.
- These key annual tasks may include:
- (i) review of delegation and signing authorities;
 - (ii) strategic plan workshop;
 - (iii) operations plan workshop;
 - (iv) risk management plan workshop;
 - (v) business development strategy workshop;
 - (vi) review quarterly financial reports;
 - (vii) review of the annual financial accounts and audit;

- (viii) review of the draft annual report;
- (ix) review of Board Director professional development requirements;
- (x) Board performance review; and
- (xi) Chief Executive Officer performance review.

6.10 The provisions for conducting a Board meeting will comprise:

6.10.1 The Chairperson will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the Chairperson will:

- (i) Ensure each Board Director is given the opportunity to include agenda items for Board Meeting(s);
- (ii) Ensure that each Board Director is heard;
- (iii) Retain sufficient control to ensure that the authority of the Chairperson and role is recognised;
- (iv) Take care that decisions are properly understood;
- (v) Afford appropriate time for adequate Board discussions to be allocated (i.e., Board Directors being able to ask questions and seek further information where they feel information is inadequate);
- (vi) Ensure each Board Director has been adequately briefed to enable sound decision making; and
- (vii) Ensure that the actions and resolutions of the Board are formally recorded.

6.10.2 The provisions for formal resolutions of the Board meeting will include a resolutions register that will be maintained for all key decisions of the Board, kept for future reference.

6.10.3 The Chairperson will be the holder of a casting vote in the case of a tied vote. In the absence of the Chairperson, the person presiding as the Chair will assume this responsibility.

6.11 The provisions for information requests of a Board Director will comprise:

6.11.1 A Board Director is entitled to seek information that enables them to perform their duty in accordance with the function of the Board. The following protocol will be used in seeking additional information:

- (i) Present the need for information at the Board Meeting where the collection of such information will become a minuted action; or
- (ii) Where outside of a meeting, approach the Chairperson for the information where:
 - The Chairperson will act on the Board Director's behalf, or otherwise will direct the Board Director to approach the Chief Executive Officer to request the required information;
 - The Chief Executive Officer will make best endeavours to attain the information in a timely manner; and
 - If the information is still not forthcoming, request the matter be recorded in the minutes of the next meeting.

6.12 The provisions for expense reimbursements of each Board Director will comprise:

- 6.12.1 A Board Director may only submit a claim for eligible expenses as defined in 4.5 Board Director fees and other allowances;
 - 6.12.2 Expense claims will detail the expense on the approved form and be submitted to the Chief Executive Officer for reimbursement;
 - 6.12.3 Expense claims will be checked against the schedule of meetings or otherwise as per separate approval as minuted at a Board meeting; and
 - 6.12.4 Reimbursements will be paid by way of electronic direct debit.
- 6.13 The provisions for managing hospitality or gifts provided to a Board Director will comprise:
- 6.13.1 A gift register will be maintained by the Chief Executive Officer for gifts given to Representatives, that includes Board Director(s), in accordance with the Code of Conduct Policy;
 - 6.13.2 A Board Director will not solicit or accept gifts, services, benefits or hospitality that might influence, or appear to influence, their conduct in representing the Board or place them under an actual or perceived financial or moral obligation to other organisations or individuals; and
 - 6.13.3 In the event that hospitality or gifts are accepted by a Board Director inadvertently, such a Board Director will notify the Chairperson, or the Deputy Chairperson in the event that such person is the Chairperson, so that this can be recorded on the gift register, in accordance with the Code of Conduct Policy.
- 6.14 The provisions for reviewing the performance of the Board will comprise:
- 6.14.1 A minimum annual Board performance review is undertaken in the third quarter of each year, organised by the Nominations Committee.:
 - 6.14.2 The purpose of the review will be on improving the effectiveness and efficiency of the Board in achieving its obligations.
- 6.15 The provisions for reviewing the performance of the Chief Executive Officer will comprise:
- 6.15.1 The Nominations Committee will provide a framework for the annual performance review that may include consideration of:
 - (i) The obligations against the contract of employment, including the Position Description;
 - (ii) The performance of the operations plan's initiatives;
 - (iii) Written notes of good performance, and other related correspondence; and
 - (iv) Any grievances or complaints relating to the Chief Executive Officer or their staff.
 - 6.15.2 An annual performance review interview with the Chairperson and a member of the Nominations Committee;
 - 6.15.3 Completion of a report by the Chairperson that will be tabled at a Board meeting; and

- 6.15.4 The emphasis of the review will be on improving the effectiveness and efficiency of the Chief Executive Officer's leadership skills and the operational outcomes of the organisation.
- 6.16 The provisions for Standing Committee(s) of the Board will comprise:
- 6.16.1 The Board is able to operate Standing Committees by authority of the Rules of Association. These Standing Committee(s) are advisory to the Board.
- 6.16.2 A Standing Committee will require a:
- (i) Terms of reference; and
 - (ii) Dedicated chairperson.
- 6.16.3 All reports from the Standing Committee(s) will be tabled at the next Board meeting.
- 6.17 The provisions for Working Group(s) of the Board will comprise:
- 6.17.1 The Board may from time-to-time require the services of a Working Group.
- 6.17.2 A Working Group will require a:
- (i) Terms of reference, and particular a clear outline of what the outcomes expected of the Working Group are;
 - (ii) Dedicated chairperson; and
 - (iii) Duration for its existence.
- 6.17.3 All reports from the Working Group will be tabled at the next Board meeting.

7. Approval

This Policy was approved by the Board on the 7th of December 2018.

Debra Rule
Chairperson
Board
Wheatbelt Natural Resource Management Incorporated