

ACA Board Charter

1. Overview

This Charter governs the Board of The Australasian Corrosion Association Inc (ACA).

The Board is responsible for ensuring that ACA has an appropriate corporate governance structure to ensure the creation and protection of member value. This requires that appropriate accountability and control systems are in place.

This Board Charter sets out the duties and responsibilities, structures and processes for the ACA Board.

2. Compliance with Laws

The Board must ensure that it and the ACA comply, at all times with the requirements of the ACA's Constitution and Bylaws, of which a copy is located on the ACA website or by request to the Executive Officer.

A number of operational matters relating to the Board such as number of meetings per year, tenure of Board Members and election of Board Members are governed by the Constitution and Bylaws and are not reproduced in this Board Charter.

As an incorporated organisation in South Australia, the ACA must comply with the South Australia Associations Incorporation Act 1985 (as amended) as well as all other applicable laws and statutes (for example; occupational health & safety legislation, employment related laws, Privacy Act, etc).

3. Board Composition and Election

In accordance with the ACA Constitution, the Board shall consist of 6 Board Members elected by the Council from the membership, and up to 2 independent Board Members appointed by the Board.

The election of members as Board Members shall be conducted by the Council in accordance with procedures as stated in the Bylaws.

The Council will receive from the Board advice on the right mix of competencies needed for the effective governance of ACA.

4. Duties and Responsibilities

The Board is responsible to Members for the overall governance of ACA including providing overall strategic guidance, monitoring performance to ensure the continuity of the Association and long-term viability and to ensure compliance with its Constitution, legal and regulatory requirements. The Board is responsible for achieving the purpose and objects of the ACA as set out in the Constitution.

5. Roles and Responsibilities

Without limiting the general role of the Board, the principal functions and responsibilities include:

- setting the strategic direction of ACA and monitoring the implementation of that strategy by the Executive Officer and staff.
- to regularly involve themselves in member activities and inform themselves of the range of member views relating to the scope of ACA's operations.
- oversight of ACA, including its control and accountability systems.
- appointing/removing, remunerating and reviewing the performance of the Executive Officer.
- approving and monitoring the progress of major capital expenditure.
- monitoring compliance with all legal and regulatory obligations.
- reviewing and ratifying systems of risk management and internal compliance and controls, codes of conduct, legal compliance and other significant corporate policies.
- reviewing the effectiveness of ACA's implementation of its risk management system.
- ensuring there are adequate resources to meet ACA's objects.

- approving and monitoring financial and other reporting to members and other stakeholders
- ensuring the Association's assets are safeguarded.
- approving Board policy documents.
- final approval of the annual budget.
- monitoring progress against budget and approving expenditure outside the approved budget and delegations.
- evaluating the performance of the Board and its Committees.
- ensuring that an appropriate succession plan is in place for the Chair, Executive Officer and Board Members.
- documenting appropriate powers to be delegated to management to ensure the effective day-to-day management of the Association and monitoring the exercise of these powers.

Service as a Board Member is honorary. Board Members are however entitled to be reimbursed for legitimate expenses incurred while carrying out their duties such as travel, accommodation and meals.

6. Chair

The Chair who is appointed by the Board is responsible for:

- chairing Board meetings and the Annual General Meeting
- leadership of the Board
- establish Board committees and review composition and leadership of the committees.
- in conjunction with the Executive Officer, establish the agenda for each Board meeting.
- overseeing the Board in the effective discharge of its role and responsibility.
- the efficient organisation and conduct of the Board's function and meetings.
- facilitating the effective contribution of all Board Members
- the promotion of constructive and respectful relations between Board members and between the Board and management.
- providing advice and counsel to the Executive Officer including formal reviews and feedback on his or her performance and overseeing his or her development.
- negotiating the Executive Officer's employment of contract.
- ensuring the effective evaluation of the Board's performance on a regular basis.
- ensuring that management reporting to the Board is timely and effective.
- to be the Board's representative in dealings with management ensuring that its views are communicated clearly and accurately.
- to represent and communicate the decisions and views of the Board to Council and Branches as well as members and key stakeholders via ACA communication channels.
- to represent ACA in discussions with key international partners and attending the annual NACE International conference
- committing the time necessary to discharge effectively his/her role as Chair.

7. Code of Conduct

Board Members must at all times act in accordance with legal and statutory requirements and discharge all their duties as Board Members. In discharging his/her duties, each Board Member must:

- exercise care and diligence
- act in good faith in the best interests of ACA and its values
- disclose conflicts of interest via a register of interests.
- make reasonable enquiries if relying on information or advice provided by others.
- not permit the ACA to engage in insolvent trading.
- contribute to a positive Board behaviour and culture by showing respect for other Board Members opinions, allowing each Board Member a fair and equal opportunity to contribute to discussion/decision making and refrain from personal attack or derogatory comment.
- demonstrate consensus with decisions made by the Board, whether or not Board Members agree with the decision, and once decided Board Members will 'speak with one voice' on the matter.
- keep all proceedings of the Board (including sub-committees of the Board), such as Board discussions, papers, minutes, presentations and other material provided to the Board strictly confidential (except as agreed by the Board) and shall not:

- disclose any confidential information acquired by virtue of their position as a Board Member.
- use any confidential information acquired by virtue of their position on the Board for their personal financial or other benefit or for that of any other person.
- permit any unauthorised person to inspect or have access to any confidential documents or other information.
- review Board papers and prepare before Board meetings as well as acquaint themselves with issues confronting the Board.
- undertake appropriate training (if applicable), including the Board Induction Program
- commit the time necessary to discharge effectively his/her role as a Board Members.

8. Conflicts of Interest

Notwithstanding the ongoing obligation for a Board Members to disclose to the Board any actual or potential conflicts that might reasonably be thought to exist between the interests of the Board Member and the interests of the ACA, at the commencement of each Board meeting Board Members are further required to identify to the Chair any conflict of interest that is likely to impact on their capacity to discharge their duties as a Board Member during the meeting. The Chair is to keep and maintain a register of all admitted conflicts of interest.

The Board can request a Board Member to take reasonable steps to remove the conflict of interest. If a Board Member cannot or is unwilling to remove a conflict of interest, then the Board Member must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates.

The entry and exit of the Board Member concerned will be minuted by the Board. Board Members do not have to absent themselves when either:

- conflict of interest relates to an interest common to all ACA members; or
- the Board passes a resolution that identifies the Board Member, the nature and extent of the Board Member's interest and clearly states that the other Board Members (who do not have a material personal interest in the matter) are satisfied that the interest should not disqualify the Board Member concerned from voting on the matter or being present.

9. Board Communication

The Board is committed to communicating effectively the Associations strategic, operational and financial performance with members by:

- developing and aligning an Annual Report (including audited financial statements) against the vision statement and key strategies
- encouraging attendance and participation in Annual General Meetings which is open to all members.
- distributing a summary of each Board meeting approved by the Chair via the Executive Officer to Board Members and Branch Committees
- disclosing Board information to all members through the Chair who will act as the voice of the Board. The Chair will provide this through:
 - A Chair's report in Corrosion & Materials
 - A Board Update in Corrosion Matters following each Board meeting, which identifies the outcomes/resolutions of each agenda item (unless identified as an item not for mention in the Board Update).
- the Chair and Executive Officer will conduct teleconferences with Branch Presidents and Secretaries and provide an update of Board activity and offer the opportunity for Branches to raise any issues.

Board Members are not responsible to individually 'report' to members following a Board meeting. If a Board Member is in any doubt as to what they may or may not disclose, they should seek clarification during the Board meeting or from the Chair.

10. Committees

The Board may establish committees and/or working groups to assist the Board in fulfilling its duties and responsibilities. The Board shall ensure that each committee has a formal charter. With the exception of certain limited delegations contained in their charters, recommendations of the committees are to be referred to the Board for approval.

Linked Charters:

- Governance Committee Charter
- Audit, Finance & Risk Committee Charter
- Education & Training Committee Charter.

11. Meetings

Board meetings shall be conducted in accordance with the ACA Constitution and Bylaws.

All Board Members are expected to attend meetings of the Board, meetings of any Committees on which they serve as well as the Annual General Meeting. If they cannot physically attend, they are expected to have participated through reading the relevant Board papers and provide comment/questions to the Chair. Papers prepared for Board and Committee meetings are generally provided to Board Members two weeks prior to the meeting.

If the Chair is unable to attend a Board meeting, the Chairperson can appoint another director to Chair that meeting in their absence.

Staff may attend Board meetings at the Board's request to present reports on or seek approvals within their areas of responsibility. The Board may invite external advisers/stakeholders to attend Board meetings where necessary or desirable. Any such observers or external stakeholders will need comply with the ACA's guidelines for attending Board meetings.

Board meetings minutes shall be kept in accordance with the ACA Constitution and Bylaws.

12. Board Member Induction

A new Board Member will undergo an induction process in which they will be given a briefing on the Association. This will include meeting with the Chair and Executive Officer and familiarising themselves with an induction package which shall include a copy of the ACA's:

- Board Charter
- Constitution
- Bylaws
- Strategic Plan
- Minutes of the last few Board Meetings
- Board documents such as Calendar of Business, Legal Compliance Schedule, etc
- Delegations of Authority details
- South Australia Incorporations Act 1985
- Staff Organisational Structure
- Current financial statements
- Relevant Policies
- Any other important operating information.

New Board Members will also receive a copy of the 'Good Governance Principles and Guidance for Not –for-Profit Organisations' published by the Australian Institute of Company Directors, or similar.

13. Delegation of Authority

Board Members are responsible for any delegation of their responsibilities with regard to Association operations. As such, they decide as a Board what Association matters are delegated to specific Board Members, Committees or Management.

The Board will approve a Delegation of Authority Policy.

14. Executive Officer

The Executive Officer leads the ACA's staff and is accountable to the Board for the ACA's overall management and performance. The Executive Officer manages the ACA in accordance with the strategy and policies approved by the Board.

Only the Board acting as a body can instruct the Executive Officer with instructions issued through the Chair only.

The Executive Officer must have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements.

The Executive Officer's performance will be regularly evaluated against the achievement of agreed performance measures set by the Board.

15. Performance Evaluation

The Board shall perform an evaluation of its performance annually to determine whether it is functioning effectively by reference to current best practice and regulatory obligations.

This evaluation will be via a self-assessment questionnaire to evaluate 1) the performance of the Board, and 2) each member of the Board. Each Board member shall complete a questionnaire. The completed questionnaires will be submitted to the Chair for consolidation and subsequent reporting.

16. Review and Publication of Charter

The Board will review and update this Charter on an annual basis. The Charter may be amended by resolution of the Board.

This Charter shall be made available on the Association's website.

17. Charter History and Version Control

Revision	Change details	Reviewed by	Date reviewed	Approved by	Approval date
1.2	Reviewed			Board	29 th November 2014
1.3	Reviewed	Governance Committee	6 th July 2017	Board	31 st July 2017