



## BOARD CHARTER

Returned & Services League of Australia (Queensland Branch) (RSL (Qld)) is a body corporate under letters patent issued under the Religious, Educational and Charitable Institutions Act 1861 and an independent branch of Returned & Services League of Australia Limited.

RSL (Qld) is a registered Charity and operates in furtherance of the welfare and commemorative objects set out in its Constitution, including but not limited to providing for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those that are serving or who have served in the Australian Defence Forces and their dependents. In furtherance of the objects, the Constitution provides that RSL (Qld) may (among other things):

- undertake all manner of charitable or other work to further the objects;
- raise money to secure sufficient funds for the purposes of the organisation;
- receive any funds and distribute these funds in a manner that best attains the objects of the organisation.

This Board Charter sets out the functions, key responsibilities, and main operating mechanism of the Board in order to clarify Board and management accountabilities for RSL (Qld)'s strategic direction and performance.

The Board is committed to conducting all business activities, legally, ethically and in accordance with the highest standards of integrity and propriety.

The Board has responsibility for driving the strategic direction and governance of RSL(Qld) on behalf of the members.

The members of RSL (Qld) have, through the Constitution, delegated powers to the Board, to be exercised as a Board. The members have not delegated any powers to any individual Board member and it follows that, unless a clear delegation has been given to one or more Directors by the whole Board, decisions must be made collectively, and members are generally bound by the Board's decisions.

### **Board Powers and matter reserved for the Board**

The Constitution of RSL (Qld) provides under clause 11.1:

*The Board may exercise all those powers of the RSL (Queensland Branch) as are not, by this constitution, required to be exercised by the members in general meetings or otherwise.*

Without limiting the powers of the Board set out in clause 11.1, clause 11.3 of the Constitution describes the specific powers of the Board which may include but are not limited to the exercise of power of the Board to:

- *Direct, control and conduct the business and affairs of RSL(Qld);*
- *Purchase, sell, lease, mortgage, charge, exchange or otherwise deal with or dispose of any real or personal property of RSL(Qld);*

- *Invest money in the names of RSL(Qld); and*
- *Promote and contribute to any enterprise for a purpose connected with its objects.*

### **The role of the Board**

RSL (Qld) Directors are accountable for the proper management of the organisation's business and affairs. The Chair, Deputy Chair and Vice Chair of the Board are Executive Officers but not employees in accordance with the Constitution.

The Board's key responsibilities are to:

- Drive the strategic direction and governance of RSL(Qld) on behalf of the members;
- Direct, control and conduct the business and affairs of RSL(Qld);
- Ensure best practice corporate governance;
- Monitor the performance of the RSL (Qld)'s management;
- Ensure that appropriate risk management systems, internal control and reporting systems and compliance frameworks are in place and are operating effectively; and
- Monitor financial results.

It also follows that unless individual Directors receive specific delegations from the Board they must refrain from participating in the day to day management of RSL (Qld). Nor can individual Directors make representations on behalf RSL (Qld) or its management team, or influence or attempt to influence management as individuals.

The Board delegates responsibility for day-to-day management of RSL (Qld) to the CEO through the CEO Delegations policy. However, the CEO must consult the Board on matters that are sensitive, extraordinary or of a strategic nature.

The responsibilities of management are also dealt within the Delegations of Authority policy document.

RSL (Qld) also has the following policies, which apply personally to Board members:

- Code of Conduct - outlines the standards of personal and corporate behaviour required of all of RSL (Qld)'s officers and employees;
- Conflict of Interest Policy and Register of Interests;
- Board Expenditure Policy;
- Fraud, Bribery and Corruption Policy; and
- Whistleblower Policy.

The Board is also ultimately responsible for ensuring compliance of RSL (Qld)'s officers and employees with other company policies including:

- Equal Employment Opportunity;
- Health & Safety;
- Regulatory compliance;
- Privacy;
- Environment; and
- Security.

## **The role of the Chair**

The Chair's role is to lead the Board and to manage its affairs so that it can effectively discharge its duties under the law and the Constitution. Since the Board receives its authority collectively it can act only when it meets, and it is the Chair's principal role to make those meetings as effective as possible.

The Board recognises that the effectiveness of the Board will be enhanced if contributions to Board discussions are kept brief and relevant, and if each builds on the previous contribution of others.

As manager of the Board's affairs, the Chair must ensure that appropriate matters are brought to the Board's attention and he/she must therefore set the agenda for its meetings while having regard to the matters which the CEO and other Directors wish to bring to the Board's attention. Directors who wish to have matters brought to the Board for discussion should ask the Chair to place them on the agenda at least ten days before the scheduled date of the meeting.

The Board can only be effective if it reaches clear decisions which are recorded accurately and implemented properly. Draft minutes of Board meetings will be sent to the Chair for approval within seven working days of the end of the Board meeting. Following confirmation by the Chair they will be circulated to other Directors. If Directors have any major concerns regarding the minutes they should notify the Company Secretary /CEO and copy their comments to the Chair.

## **The role of the CEO**

The management of the organisation has been delegated by the Board to the CEO and the Chair has no powers over the RSL (Qld)'s business affairs beyond those of any other Director. The Board/CEO relationship is fostered between meetings through encouraging a close working relationship between the Chair and the CEO. Terms of appointment, position description and delegations for the CEO are in place. Annual CEO performance reviews against position description and the agreed KPIs is the responsibility of the Board as a whole. The Remuneration Committee makes recommendations to the Board with respect to CEO succession, appointment, assessment and remuneration.

## **The role of the Company Secretary**

The Company Secretary fulfils other management responsibilities in addition to company secretarial duties. The Company Secretary has a direct reporting line to the Chair of the Board on all matters relating to the proper functioning of the Board. The Company Secretary has a direct reporting line to the General Counsel on management matters.

## **Board Meetings**

Board meetings are held on a regular basis, usually monthly as determined annually by the Board. Board meetings are conducted in accordance with the Board Meeting Standard as approved by the Board. The Board Meeting Standard was developed in accordance with accepted governance practices as recommended from the AICD and the Governance Institute of Australia. The requirements outlined in the Board Meeting Standard are procedural in nature and are in alignment with RSL (Qld)'s Constitution, By-Laws and other governing documents previously approved by the Board.

The agenda for each Board meeting is to be determined by the Chair, CEO and Company Secretary. Directors should also meet periodically, in-camera without management for discussion of management issues. Otherwise, the CEO, Company Secretary and such of the senior management team as agreed by the CEO and Chair may attend Board meetings.

The Board shall meet in accordance with the Constitution including meetings by electronic means. The Board shall invite appropriate members of management to attend its meetings in order to deliver reports or to offer guidance to the Board when and if required, however the CEO shall be entitled to be present at all times unless the Board is holding an in-camera session.

### **Board Membership, composition and independence**

In accordance with the Constitution, the Board comprises of three Executive Officers that are elected by members at the AGM, ten District presidents representing the 10 Districts and 240 Sub Branches. The Board may also appoint up to three skills-based Directors. All Directors are volunteers.

The Board regularly assesses the independence of Directors in light of their disclosed interests. When conducting the assessment, materiality is judged on a case-by-case basis by reference to each Director's individual circumstances.

### **Board Committees**

The Board has established a number of Committees to assist the Directors in the discharge of their duties and to allow consideration of complex issues. The Committees include but are not limited to the Audit and Risk Committee, Lotteries Committee, Constitution and Awards Committee and Remuneration Committee. Each Committee operates in accordance with written Terms of Reference and the Constitution. The Terms of Reference will be reviewed at least annually by the Committee and the Board to ensure the Terms of Reference remains consistent with the Committee's authority, objectives and responsibilities.

### **Induction**

New Directors undertake an induction program in order to assist them in fulfilling their duties and responsibilities. As part of their induction Directors are required to undertake the formal Director Learning Pathway. The Director Learning Pathway is an online governance e-learning tool available internally at RSL (Qld).

### **Professional Development**

Directors are encouraged to participate in professional development and keep up to date on relevant topical issues. Directors are also encouraged to be members of the Australian Institute of Company Directors. Board training days are also allocated in the Board meeting calendar and relevant and meaningful professional development is provided for the Board.

The Board considers that there is a clear benefit for the Directors to have access to development opportunities in relation to Directors' duties and corporate governance generally and, accordingly, RSL (Qld) will reimburse membership to either the Australian Institute of Company Directors (AICD) or the Australian Institute of Management (AIM).

**Access to information and independent professional advice**

To effectively discharge its responsibilities, the Board may request additional information from management. Requests by a Director for access to information from management, or access to an employee, should be made via the CEO or Company Secretary (in liaison with the CEO). Each Director has the right to seek independent professional advice at the RSL (Qld)'s expense, in accordance with the Director Engagement Agreement. Directors may consult with external advisers at RSL Queensland's reasonable expense to enable them to perform their duties. Prior consultation with the Chair is required prior to engagement of external advisers.

In accordance with the Constitution, RSL (Qld) through the Board may appoint an investigating officer to make enquiries that are in relation to matters in the interest of the Returned & Services League of Australia Limited and RSL (Qld), and carry out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any District Branch, Sub-Branch, member and fundraising, business or services activity in the name of the Returned & Services League of Australia Limited and RSL (Qld).

**Evaluation of Board Performance**

Meaningful evaluations are conducted of the effectiveness of the Board and its Committees on a regular basis, not exceeding two years. The performance review process is determined by the Board from time to time and includes the assessment of individual Directors, the Board Chair and Committee Chairs.

The evaluation of the Board's performance and effectiveness is carried out under the responsibility of the Chair. The evaluation process may be undertaken by an internally managed evaluation of its performance such as via Directors completing a questionnaire which surveys Board performance of its role, function and responsibilities as detailed in this Board Charter or via an independent review of the performance of the Board by an independent consultant with expertise in conducting Board reviews.

Based on the findings of the evaluation, the Chair and the Company Secretary provide direction to the Board on areas of potential improvement.

**Review Process**

This Charter will be reviewed at least every two years to ensure that the Charter is operating effectively.