

The Australian British Chamber of Commerce (**ABCC**)

## Board Charter

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## 1 Purpose

This Charter sets out the role, membership and operational arrangements for the Board of The Australian British Chamber of Commerce (**ABCC**).

## 2 Background

ABCC is a not for profit public company limited by guarantee. The objects of ABCC are:

- to promote, foster and further trade, investment, commerce and industry between Australia and the United Kingdom;
- to lead and promote discussion and debate on significant issues affecting business and public affairs of national and international interest and importance; and
- to facilitate business networking opportunities for both its members and the business community in general by providing quality functions, events and meetings.

## 3 Role of the ABCC Board

The ABCC Board will:

- decide the objectives, strategies, priorities and policies to be followed by ABCC;
- ensure the proper, efficient and effective performance of ABCC's functions and objects;
- monitor compliance by ABCC with its obligations under any relevant laws.

The other key responsibilities of the Board are as follows:

- approving the strategic plan for ABCC and significant strategic initiatives and monitoring their implementation;
- approving ABCC's annual financial statements and monitoring financial performance against forecast and prior periods;
- providing oversight and monitoring of workplace, health and safety issues;
- considering and approving ABCC's risk strategy and frameworks for managing all categories of risk including reputation and operational risks;
- monitoring the effectiveness of risk management including satisfying itself through appropriate reporting and oversight that appropriate internal control mechanisms are in place and are being implemented;
- ensuring the Board Risk and Audit Committee's performance of its functions and considering its and the external auditor's various reports to the Board;
- selecting, appointing and determining the terms and conditions of employment of the ABCC's Chief Executive Officer (**CEO**);
- determining the corporate goals and objectives of the CEO and evaluating the performance of the CEO in light of these objectives; and
- reviewing succession plans for the CEO and other senior ABCC executives.

In performing its role, the Board aspires to excellence in governance standards. This requires the Board to work as a team and to meet on a regular basis.

## 4 Roles and responsibilities of individual members

The individual Board Members will:

- familiarise themselves with workings of the Board;

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- understand their legal and statutory obligations as members of the Board;
- take reasonable steps to ensure they are knowledgeable about the business of the Board to enable informed decisions;
- at all times act with honesty and integrity and observe the highest standards;
- act in good faith in the best interest of ABCC and avoid conflicts of interest;
- be responsible collectively for Board decisions;
- be an advocate for ABCC;
- be committed to, and actively involved in pursuing ABCC's outcomes; and
- keep confidential Board discussions, deliberations and decisions that are not publicly known, unless specifically authorised to disclose such information by the Board.

The Chair shall undertake the role of public spokesperson for the Board.

## 5 General

### 5.1 Membership

The Board consists of the following persons (each a Board Member):

- (a) the Chairperson of the Board;
- (b) each Deputy Chairperson;
- (c) the Treasurer of the Board;
- (d) each Chairperson of each State Council;
- (e) where the Board so determines and in addition to the persons described in paragraphs (a) to (d) inclusive (where they are also members of a State Council) up to three members of a State Council who are nominated by the Chairperson of that State Council;
- (f) where the Board so determines, a Member or Nominated Representative who resides or is based in a State which does not have a State Council and who the Board considers would benefit the Chamber in being a member of the Board;
- (g) where the National Patron is invited to and agrees to become a member of the Board in accordance with Article 8.4 of ABCC's Constitution, the National Patron; and
- (h) the British Consul-General for NSW and Victoria.

There will be not less than six (6) directors.

### 5.2 Office bearers

#### (a) Chairperson

The Chairperson of the Board will be such person as:

- (i) is nominated by a member of the Board;
- (ii) has their nomination seconded by another member of the Board; and
- (iii) is elected by the Members at the next Annual General Meeting following his or her nomination.

The chairperson will preside at all meetings of the Board at which they are present.

If the chairperson is absent, a member of the Board chosen by the members present shall preside. The chairperson may convene a meeting of Board Members (a Board meeting).

**(b) Deputy Chairperson**

The Deputy Chairperson of the Board will be such person as:

- (i) is nominated by a member of the Board;
- (ii) has their nomination seconded by another member of the Board; and
- (iii) is elected by the Members at the next Annual General Meeting following his or her nomination.

**(c) Treasurer**

The Treasurer of the Board will be such person as:

- (i) is nominated by a member of the Board;
- (ii) has their nomination seconded by another member of the Board; and
- (iii) is elected by the Members at the next Annual General Meeting following his or her nomination.

**5.3 Agenda items**

All Board agenda items must be forwarded to the Board Secretary by close of business 10 working days prior to the next scheduled meeting.

The Board agenda, with attached meeting papers will be distributed at least five working days prior to the next scheduled meeting.

The Chair has the right to refuse to list an item on the formal agenda, but members may raise an item under 'Other Business' if necessary and as time permits.

The following standing items will be considered at each meeting:

- minutes/actions;
- declarations of conflicts of interest relating to agenda items.

The agenda is to be circulated to the members by email at least five working days before the scheduled meeting.

**5.4 Minutes and meeting papers**

The minutes of each Board meeting will be prepared by the Board Secretary.

Full copies of the minutes, including attachments, shall be provided to all Board Members no later than ten working days following each meeting.

By agreement of the Board, out-of-session decisions will be deemed acceptable. Where agreed, all out-of-session decisions shall be recorded in the minutes of the next scheduled Board meeting.

The minutes of each Board meeting will be monitored and maintained by ABCC as a complete record.

**5.5 Frequency of meetings**

The Board shall meet at a minimum two times per year but may meet more often as set out in its approved Meeting Schedule.

The chairperson must convene a Board meeting if requested in writing by two or more other Board Members.

## **5.6 Quorum**

A quorum for a Board meeting is three members of the Board of which one will be the Chairperson or Deputy Chairperson and another being Councillors on each of the Victorian and New South Wales State Councils.

## **5.7 Casual vacancies**

The Board on the recommendation of the Chairperson or Treasurer respectively shall fill any casual vacancy in the office of Chairperson, Deputy Chairperson or Treasurer and, following consultation with any relevant State Council, any vacancy following the resignation or removal of a Director being a member of that State Council or Chairperson of that State Council.

Any person so appointed to fill a casual vacancy will hold office until the conclusion of the next Annual General Meeting of the ABCC.

## **5.8 Decision making**

Voting is determined by majority of votes of the directors present at the meeting and able to vote on matter.

Where the Board cannot reach a majority decision, the Chairperson of the meeting also has a casting vote.

Decisions made by the Board without having a Board meeting may occur if the majority of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document. A resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the document was last signed by a Director.

All decisions made whether at a Board meeting or without a Board meeting must be recorded.

## **5.9 Disclosure of interests at Board meetings**

If a matter is being considered or is about to be considered and:

- a Board Member has a material personal interest in the matter; or
- the material personal interest could conflict with the proper performance of the Board Member's duties in relation to consideration of the matter.

The Board Member must disclose the nature of a material personal interest to the other Board Members at the meeting.

Further participation in the meeting is subject to a majority vote by other Board Members present in favour of continued participation; however, the Board Member may not vote on the matter.

All disclosures of this nature must be recorded in the meeting minutes.

## **5.10 Term of appointment**

A Board Member will hold office until the conclusion of the Annual General Meeting two (2) years from the time of his or her appointment. At the end of their term of office, all directors shall be deemed to resign.

## **5.11 Resignation**

A Board Member may resign by notice in writing to the Board.

## **5.12 Secretariat functions**

ABCC will provide secretariat support to the Board.

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The Board Secretary will be responsible for maintaining a record of minutes, decisions and action items. Meeting minutes and actions will be prepared and distributed to members following meetings. Minutes are to be tabled for endorsement at the beginning of subsequent meetings.

All meeting documents, including notices, agendas, reports and minutes will be distributed in electronic format prior to meetings.

Board Members are responsible for ensuring that decisions are acted upon by relevant officers. The Board Secretary is responsible for:

- advising relevant Board Members of decisions made subsequent to the Board meeting;
- notifying relevant stakeholders of Board decisions which require their attention/action.

### **5.13 Board committees**

The Board may, from time to time, establish and determine the powers and functions of Board committees to assist the Board in carrying out its responsibilities. Any such committee shall have a written Charter which must be approved by the Board.

### **5.14 Board performance**

The Board shall arrange for an annual review of its performance.

## **6 Role and delegation to management**

The CEO is responsible for the:

- (a) achievement of the strategic objectives and other planned results for ABCC, as approved by the Board;
- (b) management of ABCC's day-to-day operations, subject to specific delegations of authority approved by the Board;
- (c) employing all staff considered necessary and appropriate for ABCC to perform its functions.

The CEO must refer any matters or transactions outside the delegations of authority to the Board for approval. In carrying the CEO's responsibilities, the CEO must act in compliance with the written policies and directions of the Board and is accountable to the Board.

## **7 Review of charters**

Board and committee charters will be reviewed annually.