

Board Charter

29 November 2020
Version 2

Purpose

1. This Board Charter (Charter) sets out the role, responsibilities, structure and process of the Board of the Artists' Foundation of Western Australia Limited trading as Artsource: The Artists' Agency of WA (Artsource).

Role and Responsibilities

2. The role of the Board is to provide leadership and strategic guidance for Artsource in addition to overseeing management's implementation of Artsource's strategic initiatives. The Board is accountable to members and funders for the performance of the organisation. In performing its role, the Board aspires to excellence in governance standards.
3. This requires the Board to work as a team and meet on a regular basis.
4. The key responsibilities of the Board are:
 - a. Approving the strategic direction, aims, significant operational initiatives and priorities of Artsource, and assessing the performance of achievement of goals and initiatives.
 - b. Developing and approving a framework of policies, practices and guidelines for the organisation.
 - c. Overseeing the efficiency and effectiveness of management systems, administrative structures, information systems, policy frameworks and human resource practices.
 - d. Considering the social, ethical and environmental impact of Artsource's activities, setting standards and monitoring compliance with Artsource's policies and practices.
 - e. Considering and approving Artsource's risk management plan and monitoring its effectiveness.
 - f. Approving Artsource's annual target and financial statement and monitoring financial performance against forecast and prior periods.
 - g. Selecting, appointing and terminating the external auditor.

- h. Ensuring appropriate accounting and auditing procedures are in place and followed.
- i. Overseeing the evaluation of the Board Risk, Audit and Finance Committee evaluation of auditor's performance and ongoing independence.
- j. Selecting, appointing and determining terms of appointment of the Chief Executive Officer (CEO).
- k. Determining the corporate goal and objectives relevant to the remuneration of the CEO and evaluating the CEO in light of these objectives.
- l. Conducting and documenting annual review of the CEO's performance.
- m. Overseeing development of external community relationships in order to accomplish objectives, including alliances and partnerships, the interests of stakeholders and public representation.
- n. Overseeing development of resources, grants, donors and fundraising for the organisation to achieve its strategic mission and aims.
- o. Providing oversight and monitoring of Occupational Safety and Health (OSH) issues.

Role and Delegation to Management

- 5. The CEO is responsible for the development and implementation of the strategic objectives for the business and the achievement of the planned results for Artsource.
- 6. Management of Artsource's day-to-day operations is undertaken by the CEO subject to specified delegation of authority approved by the Board.
- 7. Any matters or transactions outside the delegations of authority must be referred to the Artsource Board or appropriate Board Committee for approval.

Board Size and Composition

- 8. The Board is responsible for:
 - a. Ensuring Director appointments occur in accordance with the Artsource constitution and by-laws.
 - b. Identifying and evaluating possible casual vacancies for Directors to Artsource Board;

- c. Appointing Directors to fill casual vacancies and co-options on the Artsource Board
 - d. Making decisions for the removal of Directors in accordance with article 3.7 of the constitution.
9. The Board will comprise a majority of independent Non-executive Directors who are members of Artsource.
10. The size of the Board will be determined in accordance with Artsource's Constitution
11. Collectively, the Board members should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of Artsource
12. The Board will determine and regularly review the composition of the Board regarding the optimum number and skill mix of Directors, subject to the limits imposed by Artsource's Constitution and the terms service by existing Directors
13. All Co-opted Directors will be appointed through a letter of appointment and accept their nomination in writing.

Chair

14. The Board will appoint one of its members to be the Chair in accordance with Artsource's Constitution.
15. The Chair represents the Board to the members and communicates the Board's position.
16. The Chair must be an independent Non-executive Director.
17. The Chair cannot have been the CEO of Artsource at any time during the previous three years.

Company Secretary

18. The Company Secretary is responsible for
- a. maintaining a registered office and to notify ASIC / ACNC of any change to this address within 28 days
 - b. keeping the registered office open to the public during certain hours
 - c. notifying the ACNC of changes to the Company name or it's Constitution
 - d. the coordination of all Board business, including agendas, board papers, minutes, communication with regulatory as well as all statutory filings.

19. The Board will appoint at least one Company Secretary. Appointment and removal of a Company Secretary will be subject to Board approval.
20. All Directors shall have direct access to the Company Secretary.

Induction and continuing training

21. All Board members will undertake a mandatory induction program upon commencement with appropriate documentation provided.
22. All Board members must commit to ongoing professional development for their role as a Director and to improve the efficiency and effectiveness of Board operations.

Board Committees

23. The Board can establish Committees to assist the Board in exercising its authority, including responsibilities set out in paragraph 4.
24. The standing Board Committees are:
 - a. Risk, Audit and Finance Committee
 - b. Governance and Remuneration Committee
25. The Board may establish ad hoc Board Committees from time to time to consider matters of special important or to exercise the delegated authority of the Board.
26. The Board will determine the charters of standing and ad hoc Board Committee, which will be set out the roles and responsibilities of each Committee and delegations of authority.
27. The Board will determine the membership and composition of the Board Committees, and their responsibilities, workload, skills and experience, and any regulatory requirements

Board Advisory Panels

28. The Board in consultation with the CEO, may establish Advisory Panels to give considered advice, recommendations or counsel in connection with a business, corporate or other organisational purpose.
29. The Board will determine the Advisory Panels' Terms of Reference which set out

- a. the Advisory Panel's remit, constitution, function, accountability and responsibility
- b. the membership and composition of Advisory Panels, and desired skills and experience, of the Advisory Panel's members,
- c. who appoints them and the term and basis of appointment, and,
- d. any remuneration, stipend or honorarium that may go with the appointment.

Board Meetings

30. The Chair is responsible, in consultation with the CEO and the Company Secretary, for the conduct of all Board meetings. This includes being satisfied that the agendas are comprehensive, that all agenda items are appropriate, and that recommendations fit within the broad strategic direction set by the Board.
31. Members of the management are invited to attend all Board meetings and the executive management are available to be contacted by Directors between meetings.
32. The Board will regularly meet without executive management, including at the conclusion of each meeting.
33. The Chair and other members of the Board will be available to meet with regulatory and funding bodies on request.

Director Independence

34. The Board will assess the independence of each Director in accordance with Section 3.11 of the Constitution upon appointment and annually through an attestation by each Director.

Board Performance

35. The Board will undertake ongoing assessment and review of performance of the Board, its Committees and individual Directors annually.

Ethical Standards

36. Board members are expected to observe the highest standard of ethical behaviour.

37. The Board supports and encourages policies within Artsource which require Directors and employees to observe high standards of personal integrity and display honesty in their dealings.

Conflicts of Interest

38. Directors are expected to avoid any action, position or interest that conflicts with an interest of Artsource or gives the appearance of a conflict.
39. A Director that has a material personal interest in a matter that relates to the affairs of Artsource must give the other Directors notice of such interest.
40. The Company Secretary will maintain a register of dealing in declarations of interest by Directors and report them to the Board as necessary.

Independent Advice

41. The Board collective, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair, or in the Chair's absence, the Board.

Charter Review

42. The Board shall review this Charter every two years or as required, after the annual Board performance assessment.
43. Any modifications to or replacements of this charter must be approved by the Board.

Revisions

Date	Version	Revision summary	Authority
18/11/2020	2	<p>This Charter replaces the Board Charter (3/5/2018) and includes significant revisions and expansion.</p> <p>Key additions</p> <p>Removed the term Executive Director throughout and replaced with CEO.</p> <p>New clauses 4.l and 4.m</p> <p>Specified duties of Secretary at 18 a – c</p> <p>24.b Altered name of Board nomination and remuneration committee to Governance and Remuneration Committee</p> <p>Included a section on Board Advisory panels (clauses 28 and 29)</p>	<p>Ratified by the Board on</p> <p>29/11/2020</p>