

# EQUESTRIAN VICTORIA BOARD CHARTER

|                    |                      |                       |                   |
|--------------------|----------------------|-----------------------|-------------------|
| Policy number      | EV001                | Version               | 1                 |
| Drafted by         | Governance Committee | Approved by Board on  | 15 September 2022 |
| Responsible person | CEO                  | Scheduled review date | September 2024    |

## 1. PURPOSE

This Board Charter sets out the role, responsibilities, structure and operation of the Board of Equestrian Victoria (EV) adopting the principles and practice of good governance.

## 2. BOARD ROLE

- 2.1 EV is a not-for-profit organisation incorporated under the Associations Incorporations Reform Act 2012.
- 2.2 The Board's primary role is to provide the strategic direction of the organisation, appoint the CEO, and monitor the performance of the organisation.
- 2.3 This should be underpinned by effective systems to manage risk and compliance, governance and stakeholder communication.

### 2.4 STRATEGIC DIRECTION

- 2.4.1 Confirm strategic direction.
- 2.4.2 In conjunction with the CEO develop 3-5-year strategic plan clearly articulating vision, values, objectives, strategies, actions and Key Performance Indicators (KPIs).
- 2.4.3 Provide an avenue for key stakeholder input into strategic direction.

### 2.5 CEO

- 2.5.1 Appoint, direct, support, monitor/evaluate, determine remuneration for, and if necessary, dismiss the CEO.

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## **2.6 PERFORMANCE**

- 2.6.1 Monitor, approve and be accountable for the financial and non-financial performance of the organisation
- 2.6.2 Develop and monitor clear performance indicators (KPIs) that are measurable and align with strategic objectives.
- 2.6.3 Assess where EV currently stand so performance can be tracked
- 2.6.4 Performance reporting against strategic objectives/KPIs
- 2.6.4 Approval of annual budgets
- 2.6.5 Timely financial reporting including profit & loss statement, balance sheet, cash flow statement, analysis of variances against budget, listing of major outstanding debtors and creditors
- 2.6.6 Annual audit by independent auditors including a detailed annual briefing on any issues identified through audit process

## **2.7 RISK AND COMPLIANCE**

- 2.7.1 Ensure financial and non-financial risks are appropriately identified and managed
- 2.7.2 Have in place an effective risk management system which involves the Board setting risk appetite and establishing a formal framework for assessing and managing risk
- 2.7.3 Ensure that decisions regarding major projects, events and activities are based on approved business cases (if appropriate) and/or budgets and assessed against the organisation's risk management framework
- 2.7.4 Ensure there are clearly defined delegations of authority and expenditure limits, and procedures for approving major contracts
- 2.7.5 Ensure suitable internal controls are in place and that they are enacted and monitored.
- 2.7.6 Ensure the organisation is governed and managed in accordance with its constitution and policies
- 2.7.8 Ensure compliance with relevant laws, codes of conduct and behaviour standards
- 2.7.9 Develop clearly articulated grievance procedures for directors, members and employees

## 2.8 BOARD GOVERNANCE

Have in place effective Board governance measures including:

- 2.8.1 Code of conduct
- 2.8.2 Annual calendar
- 2.8.3 Meeting procedures and documentation
- 2.8.4 Induction procedures
- 2.8.5 Professional development
- 2.8.6 Performance evaluation process
- 2.8.7 Director nomination and succession planning procedures

## 2.9 STAKEHOLDER ENGAGEMENT

- 2.9.1 Ensure the organisation has a clear understanding of the interests, aspirations, requirements and perceptions of members
- 2.9.2 Ensure timely and accurate disclosure of all material matters affecting the organisation, including strategic plan, major activities and critical issues

## 3. BOARD COMPOSITION

The EV Board consists of up to ten individuals, including:

- 3.1 Four Elected Directors who must all be Individual Members and are elected by the membership;
- 3.2 Four Directors who are appointed by the Discipline Standing Committees (Dressage, Eventing, Jumping & Show Horse) having been previously appointed as chair of that Disciplines Standing Committee; and
- 3.3 Two Appointed Directors who may be appointed by the other Directors in accordance with the constitution
- 3.4 All directors, whether they are popularly elected, nominated or appointed by the Discipline Standing Committees, are on the Board as representatives of the whole of the organisation and all members, not the Standing Discipline Committee, sub-group or Club that they come from

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- 3.5 The position of Chair shall be appointed by the Board by vote from amongst its number
- 3.6 Each Elected Director, holds office until the second Annual General Meeting following their election at an AGM. For each two-year interval, two Elected Directors are elected in the first year and two Elected Directors elected in the second year
- 3.7 No Director (including the Elected Directors) may serve for more than four consecutive terms of two years. However, that Director is eligible to return to the Board following an absence of not less than 12 months
- 3.8 The aim is that the EV Board will be comprised of individuals with a wide range of skills and abilities including but not limited to legal, finance, marketing, human resource, commerce and management and will have varied experience in a range of private, public and not-for-profit organisations including knowledge and understanding of the equestrian industry
- 3.9 In completing their roles, the Board should ensure and actively promote ethical behaviour and decision making as set out in the Directors Roles & Responsibilities Policy

## 4. BOARD MEETINGS

- 4.1 The Board will as a general rule meet monthly however this may change from time to time due to organisational requirements. At a minimum, the Board will meet at least six times a year
- 4.2 Ensure that the Board makes the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the CEO
- 4.3 Ensure that reports and proposals for the Board are timely, contain relevant content and are formatted so as to reinforce and support the Board's governance role
- 4.4 Board decisions will be reached by vote. Every Board resolution requires a proposer and seconder and any decision will be recorded as a unanimous or majority decision in favour or against the motion, together with any abstentions
- 4.5 Any resolution in writing signed or assented to by way of electronic communication, such as email, and passed by the required number of directors, shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held

## 5. COMMITTEES

- 5.1 There are standing formalised groupings of Directors to achieve specific elements of the governance function; they have a delegated authority from the Board. The standing committees of the EV Board are:
- 5.1.1 Finance, Risk and Audit Committee
  - 5.1.2 Governance Committee
- 5.2 The Terms of Reference for these committees will be tabled and approved by the EV Board
- 5.3 Other committees may be formed from time to time on an 'as needs' basis. The powers delegated to these committees will be described in Board resolutions

## 6. BOARD CONFIDENTIALITY

- 6.1 Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters
- 6.2 Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents
- 6.3 The obligation to maintain confidentiality continues to apply even after a person has left the Board. Maintaining confidentiality as a general rule will also help ensure observance by Board members of the following legal duty:
- 6.3.1 A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:
    - 6.3.2 Gain an advantage for themselves or someone else; or
    - 6.3.3 Cause detriment to the organisation.

## 7. REVIEW OF CHARTER

The Board will review the Board Charter when required or at a minimum every two years.

**END**

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