



Board Charter

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1. Purpose

To set out the roles of the Board, the President, the Chief Executive Officer, the Directors, the Board Committees and the Company Secretary, in order to facilitate Board and management accountability for ALIA's performance and strategic direction.

2. Role of the Board

The Board's role is to demonstrate leadership, set strategic direction and objectives, require strong corporate governance practices and high standards of behaviour and ensure rigour in the challenge to and oversight of management's implementation of strategic objectives and instilling of values. Key responsibilities of the Board include:

2.1 Strategy

- a. Overseeing the development and approval of the strategic plan

2.2 Organisational Values

- a. Promote an organisational culture of acting lawfully, ethically and responsibly and a continuing improvement in performance;
- b. Ensuring ALIA complies with applicable statutes and regulations;
- c. Promote transparency and accountability in strong corporate governance practices as evidenced by holding management to account;
- d. Monitor WH&S issues to ensure appropriate resources and processes are in place to provide a workplace that enables the health, safety and welfare of its employees, visitors and contractors;
- e. Selecting and appointing the Chief Executive Officer, monitoring senior management, establishing a remuneration and performance appraisal policy and reviewing performance of the CEO;

2.3 Financial accountability and risk management

- a. Promoting the efficient, effective, economical and ethical use and management of ALIA's resources;
- b. Ensuring the financial sustainability of ALIA;
- c. Adopting an annual budget;
- d. Determining that ALIA's accounts conform to Australian accounting standards and are true and fair;
- e. Determining that effective arrangements are in place for auditing ALIA's operations and financial affairs. ensuring a sound risk management framework is in place within ALIA that is regularly monitored to ensure it addresses current and emerging risks and is effective;

2.4 Planning and reporting

- a. Ensuring the proper performance of ALIA's functions in accordance with the strategic plan;
- b. Approving the annual report;
- c. Establishing a Board calendar that enables it to effectively carry out its responsibilities.

3. Role of the President

The President's role is to:

- a. Lead and oversee the Board in the effective discharge of its role;
- b. Ensure the efficient organisation and conduct of Board meetings, including:
 - i. setting the agenda in consultation with the CEO and Company Secretary
 - ii. ensuring that Directors receive timely, relevant information to enable them to be effective Board members;
 - iii. ensuring that all Board decisions are understood by Directors and effectively recorded;
 - iv. facilitating the effective contribution of all Directors;
 - v. chairing Board meetings; and
 - vi. chairing General Meetings.
- c. Facilitate and promote respect and constructive communication between the Board, its Committees and Management to support an effective decision-making process;
- d. Represent ALIA in a variety of forums;
- e. Communicate regularly with members;
- f. Act as the main liaison between the Board and the Chief Executive Officer.
- g. To lead the Board's process of annual performance review of the Chief Executive Officer;

4. Role of the Vice-President

The Vice-President's role is to:

- a. Chair Board meetings if the President is unable to act as chair;
- b. Work closely with the President and Chief Executive Officer to ensure a full understanding of the Board's activities; and
- c. Work with the President as the second member of the performance review committee for the Chief Executive Officer.

5. Role of Directors

Each Director (including the President and Vice-President) is expected to:

- a. Comply with the Directors' Code of Conduct in Appendix A and all other ALIA Policies and Procedures relevant to Directors;
- b. Read all Board papers prior to Board meetings;
- c. Attend and actively participate in Board meetings including seeking clarification or further information if required to understand an issue or make an informed decision;
- d. Raise any concerns about the management of ALIA or a proposed action by ALIA for consideration by the Board;
- e. Ensure that the Board Minutes are an accurate reflection of the relevant Board meeting;
- f. Abide by Board decisions and maintain the confidentiality of discussions and information shared at Board meetings.

6. Role of the Chief Executive Officer

The CEO is responsible for the effective and efficient day to day operations of ALIA and the implementation of Board decisions.

7. Role of the Company Secretary

The Company Secretary:

- a. Reports to the President and provides an independent secretariat service for the Board and advice on governance matters;
- b. Monitors that Board and committee policies and procedures are followed
- c. Acts as the chief administrative officer of ALIA; and
- d. Ensures the Board is aware of its compliance obligations under the Corporations Law and ALIA's Constitution;

8. Role of Committees

The Board may establish committees to assist it in the performance of its functions and exercise of its powers.

8.1 Board Committees

- a. The Board has established the following Board Committees:
 - Governance and Risk Committee
 - Finance Committee
 - Accreditation and Standards Committee
- b. The terms of reference of the Board Committees are in Appendices B – E.
- c. Each Board Committee:
 - must act in accordance with its terms of reference;
 - may approach the full Board to request independent external advice at the cost of ALIA; and
 - makes recommendations to the Board and has no power to make decisions, unless the Board has delegated power to it.
- d. The Board receives formal reports from Board Committees and decisions on them are recorded in the minutes of the following Board meeting. Minutes of Board committee meetings are also available to the Board.

8.2 Advisory Committees

- a. The Board may establish one or more Advisory Committees to advise the Board on specific matters.
- b. The Board may directly appoint ALIA members to sit on an Advisory Committee or first call for expressions of interest or nominations for appointment to an Advisory Committee.
- c. A Board member will be appointed to attend the meetings of an Advisory Committee in a liaison capacity.
- d. The Board will approve the terms of reference for an Advisory Committee.

8.3 Sector Committees

- a. The Board may establish one or more Sector Committees to represent sectors which are not represented by a body external to ALIA.
- b. The Board may directly appoint ALIA members to sit on the core committee for a Sector Committee or first call for expressions of interest or nominations for appointment to a Sector Committee.
- c. A Board member will be appointed to attend the meetings of a Sector Committee in a liaison capacity.
- d. The Board will approve the terms of reference for a Sector Committee.

9. Director's Induction, Support and Development

- a. Management will provide an induction program for new Directors to assist them in fulfilling their duties and responsibilities.
- b. Directors have a personal obligation to acquire and maintain the skills needed to perform their role. The Board will support ongoing development of individual Directors as appropriate to ensure the Board has the collective skills and knowledge to perform its role.
- c. Management will provide briefing sessions for Directors from time to time regarding ALIA's business, to assist Directors in gaining a broader understanding and knowledge of ALIA and its operating environment.

10. Board Performance

The Board will:

- a. Review its performance at the end of each meeting;
- b. Undertake a survey to review its performance at least once every 18 months; and
- c. Develop a plan to address any issues that emerge from its review;

Appendix A – Directors' Code of Conduct

Each Director must:

- a. Act honestly, in good faith and for a proper purpose in the best interests of ALIA as a whole;
- b. Use due care and diligence in fulfilling the functions of office and exercising the powers attached to his/her office
- c. Recognise that their primary responsibility is to ALIA but may, where appropriate, have regard for the interests of its stakeholders;
- d. Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board
- e. Maintain a professional level of courtesy and respect in all ALIA activities
- f. Conduct themselves in a manner which does not damage or undermine the reputation of ALIA or its staff, avoiding actual impropriety and any appearance of improper behaviour
- g. Promote the work of ALIA and keep informed about ALIA's programs and activities
- h. Disclose any instance of fraud, corruption or maladministration on the Board or within ALIA.
- i. Not make improper use of information acquired as a Director to gain a personal advantage or for any other person, or otherwise cause detriment to ALIA or any other person;
- j. Not take improper advantage of the position of Director to gain a personal advantage or for any other person, or otherwise cause detriment to ALIA or any other person;
- k. Disclose conflicts of interest (actual, potential or perceived) to the Chair and Company Secretary as soon as possible and to the whole Board at the beginning of each Board meeting;
- l. Maintain confidentiality of Board papers, discussions, decisions and related correspondence unless disclosure is authorised noting that open consultation and transparency of decision making is important where possible.

***Note:** The Company Secretary is not to distribute papers, Minutes, or other information to a Director in relation to a matter for which the Director has a conflict of interest that the Board has determined results in the Director being excluded from that matter.

Appendix B – Board Committee Terms of Reference

Governance and Risk Committee

Purpose

To advise the Board of Directors on strategies for the key areas of governance and risk. These terms of reference govern the operations of the Committee.

Role

The role of the Committee is to review and make recommendations to the Board on matters relating to:

- a. Risk policy and risk management framework
- b. Processes and systems for identifying and reporting risks and risk management deficiencies including emerging risks
- c. Adequacy of insurance arrangements
- d. Establishment and implementation of business continuity planning arrangements
- e. Development and review of governance policies and procedures
- f. The performance of the Board of Directors and its committees to ensure that the Board is meeting its responsibilities as set out in the ALIA Constitution and relevant legislation.

Responsibilities

The Committee has the responsibility to:

- a. Meet at least four times per year and otherwise as required to perform its functions; and
- b. Report on its deliberations to the next Board meeting.

Membership

- a. The Committee Members are appointed by the Board for a term of one year or as determined by the Board.
- b. The Committee will comprise at least two (2) and not more than four (4) members, all of whom shall be Directors of the Board.
- c. The Committee Chair is appointed by the Board from the Committee Members.
- d. The Committee Chair must have leadership experience and a good business background.
- e. Each Committee Member must have appropriate qualifications, knowledge, skills or experience to assist the Committee to perform its functions.

- f. Committee Members must develop and maintain a good understanding of ALIA's functions, objectives, key risks and operating context.

Administrative arrangements

- a. Secretariat for the Committee will be provided by the National Office.
- b. Meetings can be held either in person, by video conference or by telephone.
- c. The Board or a member of the Committee may call a meeting at any time.
- d. The Corporate Secretary will develop a forward meeting schedule that includes the dates and location for each meeting for the forthcoming year.
- e. The proceedings of all meetings will be minuted.
- f. A copy of the confirmed minutes of Committee meetings will be available to Board members.
- g. A quorum for any meeting will be the greater of two Committee Members or the majority of the Committee.

Appendix C – Board Committee Terms of Reference

Finance

Purpose

To advise the Board of Directors on strategies for the key areas of Finance including strategies for ALIA's investment portfolio. These terms of reference govern the operations of the Committee.

Role

The role of the Committee is to review and make recommendations to the Board on matters relating to:

- Annual financial statements
- Annual operational budgeting and bi-monthly financial reporting against budget
- Major expenditure proposals
- Insurances
- External audit
- Statutory reporting
- Remuneration Policy
- Investment Policy Statement

Responsibilities

The Committee has the responsibility to:

- meet bi-monthly and otherwise as required to perform its functions;
- recommend an Investment Advisor for appointment by the Board
- allocate funds across asset classes in line with the Board's Investment Policy Statement and any investment strategy approved by the Board
- appoint and terminate fund managers based on the Investment Advisor's recommendation; and
- monitor and report to the Board on portfolio performance and compliance of fund managers, and
- report on its deliberations to the next Board meeting.

Membership

- The Committee Members are appointed by the Board for a term of one year or as determined by the Board.
- The Committee will comprise at least two (2) and not more than four (4) members, all of whom shall be Directors of the Board.
- The Committee Chair is appointed by the Board from the Committee Members.
- The Committee Chair must have leadership experience and a strong finance, accounting and/or business background.
- Each Committee Member must have appropriate qualifications, knowledge, skills or experience to assist the Committee to perform its functions.
- Committee Members must develop and maintain a good understanding of ALIA's functions, objectives, key risks and operating context.

Administrative arrangements

- Secretariat for the Committee will be managed by the Company Secretary.
- Meetings can be held either in person, by video conference or by telephone.
- The Board or a member of the Committee may call a meeting at any time.
- The Company Secretary will develop a forward meeting schedule that includes the dates and location for each meeting for the forthcoming year.
- The proceedings of all meetings will be minuted and a copy of the confirmed minutes of Committee meetings will be available to Board members.
- A quorum for any meeting will be the greater of two Committee Members or the majority of the Committee.

Appendix D – Board Committee Terms of Reference

Accreditation and Standards

Purpose

To advise the Board of Directors on strategies for the key areas of Accreditation and Standards. These terms of reference govern the operations of the Committee.

Role

The role of the Committee is to review and make recommendations to the Board on matters relating to:

- Review education accreditation standards and documentation
- Review the accreditation and reaccreditation report for educational institutions
- Monitor compliance and quality assurance for educational institutions offering ALIA accredited courses
- Oversee and review ALIA policies relating to membership, education and ethics not owned by other ALIA committees or groups.
- Review the Code of Conduct and complaints against members who are in breach of the Code of Conduct.

Responsibilities

The Committee has the responsibility to:

- Meet at least four times a year and otherwise as required to perform its functions; and
- Report on its deliberations to the next Board meeting.

Membership

- The Committee Members are appointed by the Board for a term of one year or as determined by the Board.
- The Committee will comprise at least three (3) and not more than five (5) members, all of whom shall be Directors of the Board.
- The Committee Chair is appointed by the Board from the Committee Members.
- The Committee Chair must have leadership experience and a strong finance, accounting and/or business background.
- Each Committee Member must have appropriate qualifications, knowledge, skills or experience to assist the Committee to perform its functions.
- Committee Members must develop and maintain a good understanding of ALIA's functions, objectives, key risks and operating context.

Administrative arrangements

- Secretariat for the Committee will be managed by the National Office.
- Meetings can be held either in person, by video conference or by telephone.
- The Board or a member of the Committee may call a meeting at any time.
- The Company Secretary will develop a forward meeting schedule that includes the dates and location for each meeting for the forthcoming year.
- The proceedings of all meetings will be minuted and a copy of the confirmed minutes of Committee meetings will be available to Board members.
- A quorum for any meeting will be the greater of two Committee Members or the majority of the Committee.

Appendix E – Board Committee Terms of Reference

Nominations Committee

Purpose

To advise the Board of Directors on selection and recruitment of Independent Directors and the CEO, and the performance of the Board. These terms of reference govern the operations of the Committee.

Role

The role of the Committee is to make recommendations to the Board on the matters listed below:

- Develop a skills/competencies matrix for the Board which contains both an assessment of the skills and competencies required on the Board and the skill and competency set of current directors
- Induction and continuing professional development program for directors
- a procedure for preparing the role description, advertising and selection of an Independent Director on the Board
- Assess Independent Director applications, conduct interviews and make recommendations on Independent Director appointments to the Board
- A procedure for preparing the role description, advertising and selection of the CEO
- Conduct interviews and make recommendations on appointment of the CEO to the Board
- Develop a performance checklist to evaluate Board performance, including Board committees.
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Responsibilities

The Committee has the responsibility to:

- Meet at least once a year and otherwise as required to perform its functions; and
- Report on its activities and deliberations to the next Board meeting.

Membership

- The Committee Members are appointed by the Board for a term of one year or as determined by the Board.
- The Committee will comprise at least three (3) and not more than five (5) members, all of whom shall be Directors of the Board.
- The Committee Chair is appointed by the Board from the Committee Members.

Administrative arrangements

- Secretariat for the Committee will be managed by the National Office.
- Meetings can be held either in person, by video conference or by telephone.
- The Board or a member of the Committee may call a meeting at any time.
- The Company Secretary will develop a forward meeting schedule that includes the dates and location for each meeting for the forthcoming year.
- The proceedings of all meetings will be minuted and a copy of the confirmed minutes of Committee meetings will be available to Board members.
- A quorum for any meeting will be the majority of the Committee