

# Board Charter

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Subject:	SERCUL Board Charter
Revision:	1

## 1 Purpose of Charter

This Charter sets out the role, composition and responsibilities of the Board of the South East Regional Centre for Urban Landcare (SERCUL). The conduct of the Board is also governed by the Constitution of SERCUL (<https://www.sercul.org.au/wp-content/uploads/2021/10/SERCUL-Constitution-Oct-2021.pdf>).

## 2 SERCUL's Values

Values	Giving Voice to Values
Respect	Treat others the way we want to be treated Be aware of the impact of our actions on the environment, in the workplace and when we are in the community on behalf of SERCUL
Integrity	Be honest, open, ethical and fair We have the responsibility to speak up, raise any concerns, risks and challenges Know and do what is right
Accountability	Be willing to learn from others Be willing to accept responsibility for our actions, behaviours, decisions and results
Commitment	We work as a team to achieve SERCUL's vision, mission and objectives We take ownership and work diligently to help SERCUL fulfil its objectives
Efficiency	We continue to improve our processes, willing to challenge the status quo We work at every task in the most efficient way possible while safely delivering the best outcomes

### 3 Purpose of the Board

The Board has two broad purposes; compliance and performance.

#### **COMPLIANCE: understand and implement our responsibilities.**

##### Legal

- monitor the organisation's compliance with the Constitution
- comply with the Australian Charities and Not-for-profits Commission's (ACNC's) Responsible Person obligations
- comply with relevant legislations
- monitor insurance requirements

##### Financial

- monitor financial performance
- monitor solvency
- ensure the published accounts (i) reflect a true and fair view of SERCUL's financial position, performance and cash flow and (ii) comply with accounting standards
- review and appoint an independent auditor
- review and act on external and internal audit outcomes

#### **PERFORMANCE: guide the organisation to perform to its best potential**

##### Strategy and policy

- ensure that SERCUL's Mission and Objectives are consistently applied in the organisation's operations
- review and approve the strategic plan, business plans and policies and monitor against these regularly

##### Accountability

- monitor the operational and financial performance, position and liquidity of the organisation
- Board evaluation
- succession planning
- report major initiatives and outcomes to stakeholders
- monitor the CEO's performance against their duty statement

##### Public relations

- represent SERCUL and participate in relevant community fora and functions
- project a strong and positive image
- promote the Vision and Mission
- foster stakeholder relationships
- speak with one voice regarding Board decisions

##### Health and Safety

- ensure that the workplace health and safety policy is in place and reviewed on regular basis

## Risk management

- ensure an up-to-date and effective risk profile and risk management strategy for all areas of operation, including identifying, monitoring and mitigating critical risks
- ensure internal controls are both followed and reviewed periodically (e.g. internal audits)

## **4 Matters Reserved for Decision by the Board**

### **Finance**

- approving the annual budget, subsequent budget updates (if applicable), and associated business plans
- approving the monthly financial statements
- approving property lease agreements
- authorising operating and/or capital expenditure on behalf of SERCUL above a specified limit (C)<sup>1</sup>

### **Salaries**

- discretionary annual pay rises
- setting above award salary levels
- salary rises related to proposed upgrading of staff
- proposed salary levels for advertised vacancies where they are proposed to be higher than were paid to the previous occupant of the position

### **Staffing**

- appointment of the chief executive officer and managers – informed by the recommendations of the selection panel
- termination of the chief executive officer and managers' appointments
- appointment of additional permanent part-time staff, including appointment of current casual staff to permanent part-time and full-time positions

### **Tenders**

- ensure alignment of tender bids with SERCUL's vision, mission, values and objectives
- decisions on whether to apply for major tenders – that have a known value above \$100,000 and/or would have major staffing and/or equipment implications if the tender was successful

### **Membership**

- acceptance of new members (C)
- appointment of life members (C)
- termination of members (C)
- requiring a member to provide a statutory declaration setting out the purpose for requiring a copy or extract of the members' register (C)
- determining members' annual subscriptions (C)

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<sup>1</sup> (C) required by the SERCUL constitution

## **Management of the Board**

- appointment of office-bearers (C)
- suspension and termination of Board members (C)
- setting and periodically reviewing a maximum amount of remuneration for committee members who have incurred expenses on behalf of SERCUL and approve any requests for remuneration above that level (C)
- filling casual vacancies on the Board (C)

## **Meetings**

- convening Special General Meetings (C)

## **Disputes**

- resolving disputes between members, or between one or more members and SERCUL if the dispute cannot be resolved by the parties involved (C)

## **Constitution**

- proposing changes to the constitution (C)

## **Dissolution of the Association**

- recommending distribution of surplus property on winding up the association (C)

## **5 Membership and Term**

A Board Member shall be elected for a two-year term with the terms of half of the Board Members finishing in one-year cycles coinciding with the Annual General Meeting. (C)

The Chairperson and Deputy Chairperson are elected in alternate years for two-year terms by a Majority Vote of the Board. The Chairperson and Deputy Chairperson can hold each of those positions on the Board for no more than four consecutive years. At the end of a four consecutive year term, they must stand down for one year from that office bearer position before seeking re-election to the same position. (C)

The Board shall comprise five (5) to eight (8) Board Members, of whom at least half plus one must be a Representative of a Full Member. (C).

## **6 Board Culture**

The Board actively seeks to have an 'engaged culture' which is characterised by:

- being prepared for meetings
- demonstrating candour
- a willingness to challenge and propose alternatives and
- by asking questions of the Chair/Treasurer/CEO and through the CEO, the managers

## **Norms**

- Board members will take an honest, critical but always constructive approach
- Members are ready to ask questions and willing to challenge
- Members actively listen to/seek out/consider other members' views and contributions

## Values

- the Board serves the community by actively participating in governance
- the Board is responsible for maintaining the organisation's stature in the sector
- the Board members are supportive and respectful of each other and of staff

## **7 Reporting**

Minutes of all Board meetings are circulated to Board members and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a "Board Paper") and once passed, are recorded in a Resolutions Register.

Proceedings of all meetings are minuted and signed by the chairperson of the meeting.

## **8 Review of Charter**

The Board will review this charter annually before the annual general meeting to ensure it remains consistent with the Board's objectives and responsibilities.

## **9 Publication of the Charter**

A copy of the charter is available at [www.sercul.org.au](http://www.sercul.org.au)