



BOTANIC GARDENS AUSTRALIA AND NEW ZEALAND LTD

www.bganz.org.au

ACN 663 124 883

Board Charter

1. Introduction

- 1.1. The Board of Botanic Gardens Australia and New Zealand Ltd (BGANZ) supports the Australian Charities and Not-for-Profits Commission (ACNC) Governance Standards. The Board has developed policies and practices consistent with the Standards tailored to suit the size and nature of BGANZ's operations.
- 1.2. The Board has the responsibilities set out in this Charter and will carry out those responsibilities honestly, fairly, diligently, in accordance with the law, the Standards, and BGANZ's Code of Conduct and Ethics, and for the benefit of Members and the community.
- 1.3. BGANZ's corporate governance culture – our way of doing business – including leadership by the Board and senior management, is critical to BGANZ's ongoing success.

2. Role of the Board

- 2.1. The Board is responsible, and accountable, to BGANZ Members, partners and funders, for managing BGANZ's business, and ensuring that it achieves its principal purposes of:
 - i) protecting and enhancing a significant aspect of the natural environment
 - ii) providing information and education in relation to a significant aspect of the natural environment
 - iii) operating as a charity
 - iv) establishing and maintaining a Public Fund.
- 2.2. The central roles of the Board are to set BGANZ's strategy, select and appoint a Chief Executive Officer (CEO), and oversee the management, performance and governance of BGANZ.

3. Board Reserved Powers and Responsibilities

In addition to any matters required by law to be approved by the Board, the matters set out below are Board-reserved powers and key responsibilities. The Board will, annually, or more regularly as required, undertake a review of its responsibilities and the responsibilities of management to ensure that they remain appropriate for the business conducted by BGANZ.

3.1. Board Reserved Powers

- 3.1.1. Authorising all matters that are within the reserved powers of the Board and that have not been delegated to management, which relate to:
 - (1) significant expenditure above the delegated authority of the CEO
 - (2) the BGANZ annual budget, including targets for revenue, surplus or deficit, capital expenditure and cash flows
 - (3) material variations to the annual business plan
 - (4) appointing or removing BGANZ auditors
 - (5) matters requiring approval by the Board or one of its Committees, under the terms of their respective charters
 - (6) any other matters that the CEO considers ought to be approved by the Board, or which the Board asks to be brought to it for approval.

3.2. Strategy and Corporate Plan

- 3.2.1. Approving and monitoring the implementation of, and performance against, BGANZ's strategy and corporate/business plan.

3.3. CEO

- 3.3.1. Appointing and, should it be necessary, terminating the employment of the CEO.
- 3.3.2. Approving the remuneration arrangements, key accountabilities and performance measures for the CEO, and assessing their performance and approving remuneration



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outcomes, including, should it be necessary, approving the payments, terms and conditions applying to the termination of employment of the CEO.

3.4. Financial Management

- 3.4.1. Overseeing BGANZ's financial position and funding strategy.
- 3.4.2. Approving the annual financial statements and the Annual Information Return for the ACNC.
- 3.4.3. Overseeing BGANZ's external audit activities and internal control and reporting systems.

3.5. Risk Management

- 3.5.1. Approving the risk management policy.
- 3.5.2. Reviewing risks relevant to BGANZ that have the potential to have a material impact on BGANZ's business, setting the risk appetite within which the Board expects management to operate in respect of those risks, and overseeing the risk management framework implemented by management to identify and manage those risks.

3.6. Corporate Governance and Compliance

- 3.6.1. Monitoring and influencing BGANZ's culture, reputation, ethical standards and legal compliance, including approving the compliance management policy.
- 3.6.2. Overseeing BGANZ's governance framework and key supporting policies governing the operations of BGANZ, including approving the Code of Conduct (which includes BGANZ's values), workplace policy, covering diversity and inclusion, bullying, and harassment, and health, safety and wellbeing.
- 3.6.3. Overseeing reporting and communications to BGANZ's Members and stakeholders, including BGANZ's process for complying with ACNC requirements.
- 3.6.4. Determining and approving the levels of authority to be given to the Chief Executive Officer in relation to operational expenditures, capital expenditures, contracts and the operation of banking and credit facilities and authorising any further delegations of those authorities by the CEO to other employees of the company.
- 3.6.5. Monitoring any significant legal risks that may arise.
- 3.6.6. Monitoring compliance with best practice corporate governance requirements for charities and not-for-profit organisations.

4. Board Composition and Conduct

- 4.1. Subject to any provisions in the Constitution, the Board is responsible for:
 - i) determining the number of Directors
 - ii) setting the terms and conditions of Directors' appointments
 - iii) appointing the Chair and Deputy Chair (if required)
 - iv) filling casual vacancies on the Board and managing the succession of Board Members.
- 4.2. The Constitution provides:
 - i) for the number of Directors to be between five and nine
 - ii) that the Board will comprise, not more than:
 - (1) four Elected Board Members, elected from BGANZ membership, for up to three terms of two years each
 - (2) five Appointed Board Members, appointed by the Board, on the basis of their skills, experience or expertise, for a maximum term of two years and a maximum of two such terms
 - iii) that the Board shall elect one of its Members to the position of Chair and may elect one of the other Board Members to the position of Deputy Chair.



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- 4.3. For Appointed Board Members, the Board formally assesses the appropriate mix of skills, experience, expertise and diversity required on the Board, and the extent to which they are collectively represented on the Board (through, among other things, a Board skills matrix, which sets out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership).
 - 4.4. Each Board Member is to comply with the terms of their appointment, as well as BGANZ's Code of Conduct and any BGANZ policies applicable to them.
 - 4.5. Board Members are expected to demonstrate leadership and challenge management and hold it to account.
- 5. Role of the Chair**
- 5.1. The Chair is appointed by the Board.
 - 5.2. The Chair's principal responsibilities are to provide appropriate leadership to the Board and BGANZ and to ensure the Board fulfils its obligations under this Charter.
 - 5.3. The Chair also has specific responsibilities to:
 - 5.3.1. chair Board meetings and General Meetings and facilitate discussion within each meeting
 - 5.3.2. represent the views of the Board and BGANZ to Members
 - 5.3.3. maintain a regular dialogue and mentoring relationship with the CEO and management, serving as the primary link between the Board and management and providing continuity between Board meetings
 - 5.3.4. approve agenda items and ensure adequate time is available for their discussion
 - 5.3.5. work with the CEO in relation to the Board's requirements for information to contribute effectively to the Board decision-making process and to monitor the effective implementation of Board decisions.
- 6. Role of the Board Secretary**
- 6.1. The Board Secretary reports directly to the Board through the Chair on matters relating to the proper functioning of the Board, and all Board Members have access to the Board Secretary.
 - 6.2. The Board Secretary's role includes:
 - i) advising the Board and its Committees on governance matters
 - ii) monitoring that Board and Committee policies and procedures are followed
 - iii) coordinating all Board business including meetings, agendas, Board and Committee papers and minutes, and monitoring the completion of actions arising from Board and Committee meetings
 - iv) helping to organise and facilitate the induction and professional development of Directors.
- 7. Delegation to Management**
- 7.1. Subject to formal delegations of authority, the Board has delegated the management function to the CEO.
 - 7.2. The CEO is accountable to the Board for the exercise of the delegated authority. The CEO must report to the Board, in a spirit of openness and trust, on the exercise of the delegated authority, and the progress being made towards the achievement of the strategic objectives of BGANZ by providing reports, briefings and presentations to the Board on a regular basis throughout the year.



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8. Board Committees

- 8.1. The Board may from time to time establish appropriate committees of Board Members to assist it by focusing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.
- 8.2. The Board has established the following standing Committees:
 - i) Member Committee
- 8.3. Each formally constituted Committee has a written Charter, approved by the Board, which is reviewed annually.
- 8.4. Formal minutes of each Committee meeting are prepared and circulated to the Board Members. In addition:
 - 8.4.1. a verbal report is provided by the Committee Chair at the next Board meeting; and
 - 8.4.2. information and papers considered by a Committee are provided to other Committees and the Board, as relevant.
- 8.5. The Board may delegate specific functions to ad hoc committees on an 'as needs' basis.
- 8.6. The Board may establish Advisory Committees from time to time with no delegated powers, with the Members and Chair appointed by the Board.

9. Board Meetings

- 9.1. The Board and Committees will meet as often as the Board and Committee Members consider necessary to fulfil their duties and responsibilities and to meet the demands of the business. In normal circumstances, the Board is expected to meet at least five times each financial year.
- 9.2. The Board has established procedures for conducting Board meetings and meetings of Board Committees.

10. Declaration of Interests

- 10.1. Board Members are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interests.
- 10.2. Each Board Member will comply with the Board Members' Interests Policy, and any other relevant Board policy.

11. Access to Independent Professional Advice

- 11.1. The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and is able to retain, at BGANZ's expense, such legal, accounting or other advisers, consultants, or experts as it considers necessary from time to time in the performance of its duties.
- 11.2. In certain circumstances, each Board Member has the right to seek independent professional advice at BGANZ's expense, with the approval of the Chair.

12. Review of Board Effectiveness

- 12.1. The Board Members will participate in an annual review of the Board's effectiveness in carrying out its responsibilities. The Chair will implement a review system which, subject to consultation with the Board, may include:
 - i) a collective review of the effectiveness of the Board against the requirements of this Charter
 - ii) individual performance reviews for Directors
 - iii) opportunities for Directors to give private feedback to the Chair on Board effectiveness; and/or
 - iv) such other review mechanisms as the Board decides.
- 12.2. The Chair, in consultation with the Board, will consider whether or not to engage an external facilitator to assist with the review.



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12.3. Prior to each AGM, the Board determines if the Board will recommend that Members vote in favour of the re-election of Board Members due to stand for re-election, having regard to those Directors' annual performance reviews and any other matters it considers relevant.

13. Charter Review

13.1. The Board shall review this Charter every two years, or as required, and make any appropriate changes.