



**Mining and  
Automotive**  
Skills Alliance

# **Board Charter**

Version 1.1

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## 2. Introduction

The Mining and Automotive Skills Alliance Limited (AUSMASA) is addressing the growing and evolving workforce needs of the mining and automotive industries, and their allied sectors, through cross-industry collaboration and innovation. This includes mining equipment and technology services (METS), clean energy technology as well as emerging technologies in automation (such as driverless autonomous vehicles).

We connect mining and automotive industry employers, workers and learners with training organisations, industry experts, peak and workforce bodies, and government to develop, pilot and deliver responsive, fit-for-purpose workforce development and training programs. This includes reskilling and upskilling opportunities that consider changes in technology adoption in these industries as well as skills transferability to other complementary industries.

Together, we are ensuring mining and automotive industry employers can meet their workforce needs, and that workers have the skills, attributes and ongoing development opportunities required to deliver quality service and succeed in their careers. Workers across the mining and automotive industries contribute to these dynamic, diverse and sustainable industries and valued by all Australians.

AUSMASA, as the Australian Government's Jobs and Skills Council mining and automotive industries, will deliver a stronger employer-led skills sector and improvements to the national training system.

This document outlines AUSMASA's corporate governance policy in the form of a Board Charter, which is a written policy document that defines the respective roles, responsibilities, and authorities of the Board, both individually and collectively, and of management in setting the direction, management, and control of AUSMASA. As such, it establishes the guidelines within which directors and officers are to operate as they carry out their respective roles. The purpose of this charter is to document the policies upon which the Board has decided to meet its legal and other responsibilities.

Should anything in this charter conflict with AUSMASA's Constitution, the Constitution will prevail.

## 3. Governance Roles

### 3.1. Board Composition

The Board is composed of at least three Directors and, until otherwise decided by Ordinary Resolution, not more than nine Directors.

All Directors should bring specific skills and experience that adds value to AUSMASA. The balance of skills, experience and diversity of the Board is regularly reviewed.

#### Eligibility

To be eligible as a Director, a person must demonstrate:

- Practical experience in, or a connection to, the Australian resources sector, including the minerals, resources and/or automotive sectors,

- Experience or expertise in one of the following fields: accounting, finance, marketing, law, corporate governance, vocational education and training or technology, or
- That they meet any other eligibility category that the Board determines is necessary to ensure the Board has a broad skillset and provides for a diverse range of backgrounds.

The Board may determine additional eligibility criteria that are to apply to the appointment of a Director provided that these criteria are reasonable and for the purpose of ensuring a diverse and skills-based Board.

### **Term of Appointment**

Directors are appointed under the terms of the AUSMASA Constitution.

Upon appointment, Directors are provided with formal letters setting out the key terms and conditions of their appointment.

### **Outside Directorships/Memberships**

So that Directors can fulfil their duties they must continually assess the number of boards and any committees of those boards, on which they serve, to ensure that each organisation can be given the time and attention required.

Directors should inform the Chair prior to accepting an invitation to become a director of any organisation other than AUSMASA. Directors should discuss and disclose with the Chair any conflicts of interest associated with such a position. In the case of the Chair, the Deputy Chair should be notified as per the above requirements of Directors.

Where a Director is appointed to a board or committee that is a result of their membership on the AUSMASA Board, the term of appointment will be aligned to the term of appointment on the AUSMASA Board. Should a Director cease to be a Director of the Board, they will relinquish their roles on any boards or committees where membership is held as a result of their membership on the AUSMASA Board.

## **3.2. Role of the Board**

The Board has the final responsibility for the successful operations of AUSMASA. It is responsible for and has the authority to determine all matters relating to the policies, practices, management, and operations of the organisation. It is required to do all things that may be necessary to carry out the objectives of the organisation. In carrying out its governance role, the Board's main task is to drive the performance of AUSMASA. The Board must also ensure that AUSMASA complies with all its contractual, statutory, and any other legal obligations, including the requirements of any regulatory body.

### **Key Functions and Responsibilities**

The principal functions and responsibilities of the Board include the following:

#### **Leadership**

- Guiding the development of appropriate culture and values for AUSMASA through the establishment and review of the Code of Conduct, policies, rules, and procedures to enforce ethical behaviour.

- Unless authorised by the Board, not disclosing any information nor publicly commenting on matters relevant to the Board’s activities including AUSMASA’s activities.
- Strategy Development, Implementation, and Compliance
- Annually approving the overall process of strategic planning and the structure of plans used by the organisation.
- Overseeing planning activities including the development and approval of AUSMASA’s Strategic Plan, AUSMASA’s Workplan required under the Department of Education, Skills and Employment (DESE) Services Agreement, the annual budget and longer-term budgets including operating budgets, capital expenditure budgets and cash flow budgets.
- Ensuring that an appropriate set of internal controls are implemented and reviewed regularly.
- Reviewing the progress and performance of AUSMASA in meeting these plans and corporate objectives.
- Ensuring robust and effective risk management, compliance and control systems are in place and operating effectively.
- People Management
- Appointing the Chief Executive Officer (CEO), determining remuneration, providing advice and counsel including formal reviews and feedback on performance, and removing the CEO where necessary.
- Delegating the appropriate powers to the CEO through the Delegations of Authority for effective day-to-day management of the business and monitoring the exercise of these powers.
- Making all decisions outside the scope of the delegated powers.
- Ratifying the appointment, terms and conditions, and where appropriate the removal of the Board Secretary.
- Ensuring appropriate Human Resources systems (including WHS systems) are in place to ensure the well-being and effective contribution of all employees.
- Promoting diversity within all levels of AUSMASA including:
  - Demonstration of the Board’s commitment to closing the gap to ensure the first Australian’s are afforded the same opportunities for learning, participation in the workforce, and prosperity that everyone enjoys in Australia.
  - Approving AUSMASA’s policies in relation to diversity at all levels including the Board.
  - Establishing measurable objectives for achieving diversity at all levels including the Board.

The detail of some Board functions may be handled through Board committees. However, the Board as a whole is responsible for determining the extent of powers residing in each committee and is ultimately responsible for accepting, modifying, or rejecting committee recommendations and / or decisions.

### 3.3. Role of Individual Directors

#### Director’s General Roles

AUSMASA Directors have ultimate responsibility for the overall successful operations of the Company. In line with other companies, their duties relate to:

- The strategic direction of AUSMASA,

- Financial operations and solvency,
- All matters prescribed by law, and
- All major policy issues including, but not limited to, industrial relations and quality assurance.

Directors must act in the best interest of AUSMASA.

### **Director's Code of Conduct**

In accordance with legal requirements and agreed ethical standards, AUSMASA Directors:

- Owe a fiduciary duty to AUSMASA as a whole.
- Use the powers of the office for a proper purpose.
- Discharge their duties in good faith and honestly.
- Act with the level of skills, care and diligence expected of a director of a company.
- Demonstrate commercial reasonableness in their decisions.
- Act for the benefit of AUSMASA.
- Do not make improper use of information gained through their position as a Director.
- Do not take improper advantage of the position of Director.
- Do not allow personal interests, or the interest of any associated person to conflict with the interests of AUSMASA.
- Make reasonable enquiries to ensure that AUSMASA is operating efficiently, effectively, and legally towards achieving its goals.
- Undertake diligent analysis of all proposals placed before the Board.
- Do not engage in conduct likely to bring discredit upon AUSMASA.
- Give of their specific expertise generously to AUSMASA.
- Comply with the spirit, as well as the letter of the law, and with the principles of this charter.

### **Conflicts of Interest**

Directors are required to abide by the Board Conflict of Interest Policy held by the Company Secretary.

Directors should provide their conflicts of interest in a Register of Interests held by the Company Secretary.

### **Contact Procedures**

As there is the occasional need for urgent decisions, Directors must leave with the Company Secretary any contact details, either for themselves or for a person who knows their location, so that Directors can be contacted within twenty-four hours in cases of a circular resolution or other business. Exceptions are provided for those who are taking formal leave and have provided their leave dates to the Chair prior to leave.

## **3.4. Role of the Chair**

### **Inside the Boardroom**

Inside the boardroom the role of the Chair is to:

- Establish the agenda for Board meetings in consultation with the CEO.

- Chair Board meetings. Be clear on what the Board must achieve, both in the long and short term.
- Provide guidance to other Directors about what is expected of them.
- Ensure that Board meetings are effective in that:
  - The right matters are considered during the meeting,
  - Matters are considered carefully and thoroughly,
  - All Directors are given the opportunity to effectively contribute,
  - The Board comes to clear decisions, and resolutions are recorded,
- Brief all Directors in relation to issues arising at Board meetings,
- Ensure that Board decisions are implemented,
- Ensure the Board acts in accordance with the Code of Conduct,
- Commence the annual process of Board and Director evaluation.

### **Outside the Boardroom**

Outside the boardroom the role of the Chair is to:

- In conjunction with the CEO, undertake appropriate public relations activities.
- Be the spokesperson for AUSMASA at the Annual General Meeting and in the reporting of performance.
- Be the major point of contact between the Board and CEO.
- Be kept fully informed of current events by the CEO on all matters which may be of interest to Directors.
- Regularly review with the CEO, and such other senior officers as the CEO recommends, progress on important initiatives and significant issues facing AUSMASA.
- Provide mentoring for the CEO.
- Initiate and oversee the annual CEO evaluation process.
- The Chair authorises the expenses of all other Directors and the CEO.

### **3.5. Role of the Deputy Chair**

The Deputy Chair supports the Chair, and acts in that position when the Chair is not available.

Directors elect the Deputy Chair at the first meeting of the Board following the Annual General Meeting. The Deputy Chair may hold office for a term of one year and may nominate for re-election in the following year.

The role of the Deputy Chair is to:

- Be equipped, in the absence of the Chair, to assume the roles and responsibilities of the Chair.
- Support the Chair in the leadership of the Board by working closely with the Chair to ensure organisational objectives are met and decreasing the Chair's workload as and when required.
- Stand in as Chair if a conflict of interest arises for the Chair.
- Assist the Chair in mentoring Directors.
- Undertake representational activities on behalf of AUSMASA.

- Be a point of contact for Directors, particularly for performance or other issues involving the Chair.
- Undertake any other duties as required by the Board.
- Review and approve expenses of the Board Chair.

There is not automatic assumption that the Deputy Chair will become the next Chair when that position becomes available.

### 3.6. Role of the Company Secretary

The Company Secretary is charged with facilitating AUSMASA's corporate governance processes and holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board.

The Board Secretary's responsibilities are outlined below.

#### Meetings and Minutes

- Notifying the Directors orally or in writing in advance of a meeting of the Board as specified in the Constitution.
- Ensuring the agenda and papers are prepared and forwarded to Directors prior to the Board meeting.
- Recording, maintaining, and distributing the minutes of all Board and Committee meetings as required.
- Maintaining a complete set of Board papers at AUSMASA's main office.
- Preparing for and attending all Board meetings.

#### Compliance

- Overseeing AUSMASA's compliance program and ensuring all AUSMASA obligations are met.
- Developing, implementing, communicating, and maintaining compliance policies, processes, and procedures.
- Ensuring all requirements of the Australian Securities and Investment Commission (ASIC), Australian Tax Office (ATO) and any other regulatory bodies are fully met.
- Providing counsel on corporate governance principles and Director liability.
- Governance Administration
- Drafting the annual Board Work Plan in consultation with the CEO and Chair.
- Maintaining the Register of Ongoing Conflicts of Interest and Declarations of Related Party Transactions.
- Maintaining a Register of Company Policies as approved by the Board.
- Maintaining, updating, and ensuring that all Directors have an up-to-date copy of the Board Charter and associated governance documentation.
- Maintaining the Delegations of Authority.
- Any other services the Chair or Board may require.

### 3.7. Role of the Chief Executive (CEO)

The CEO is appointed by the Board and holds office as designated in the terms of the CEO contract.



The CEO is responsible for the attainment of AUSMASA's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The CEO reports directly to the Board.

The CEO's performance is assessed annually against the achievement of goals, targets and other key performance indicators as determined by the Board.

The Board is responsible for maintaining a succession plan for the CEO.

The CEO's responsibilities include:

### **Strategic Vision/Planning**

- Developing with the Board a long-term strategy and vision for AUSMASA.
- Identifying potential threats and opportunities and recommending actions for the implementation of the strategic vision and plan.
- Ensuring a sustainable business through implementation of appropriate leadership, culture, and resourcing.
- Fostering a corporate culture that promotes good corporate governance and ethical practices.
- Establishing a strong working relationship with the Board that includes keeping the Board aware of AUSMASA's strategic and operational performance.
- Providing a safe working environment.

### **Leadership**

- Being a positive role model as a member of the management team and assisting in building a positive working environment.
- Treating employees fairly and with respect.
- Ensuring employees understand AUSMASA's expectations of them.
- Developing management capability.
- Giving regular feedback and holding team members accountable for their performance.
- Building and maintaining direct relationships with members of the senior management team.

### **AUSMASA Performance**

- Encouraging managers to evaluate and take actions that are consistent with AUSMASA's overall strategy and their key responsibilities which lead to high performance.
- Leading the organisation to achieve all targets within agreed risk, governance, and financial parameters.
- Driving improvement in all operational activities to secure the integrity / viability of the business.
- Challenging basic assumptions underlying operations.
- Acting as a sounding board for senior managers.
- Consulting, liaising, and negotiating with internal and external stakeholder groups.
- Assisting with the review of key business decisions and outcomes for improved performance.
- Developing operational goals for management which link to long-term goals.
- Running the annual planning / budgeting process and ensuring adherence to annual budgets.

- Following-up on decisions made in Board and Management meetings and ensuring proper execution.
- Monitoring business unit performance and the performance of direct reports against performance goals to ensure that progress is being made.
- Carrying out the annual evaluation of all direct reports.

### **AUSMASA Spokesperson**

- Maintaining primary contact and developing relationships with key stakeholders, the media, clients, and government representatives, and
- Assisting other key management personnel to represent AUSMASA where required.

The CEO is formally delegated by the Board to authorise all expenditures as approved in the budget subject to all CEO compensation, outside of normal monthly remuneration, being authorised by the Chair, including all business-related expenses paid to the CEO.

## **4. Key Board Functions**

### **4.1. Strategy Formulation**

The Board is involved in the development and approval of AUSMASA strategic and business strategies.

Each year, at the commencement of the strategic planning cycle, the CEO presents to the Board a paper for approval setting out the proposed process of strategy development for the year, including:

- The types of plans to be developed,
- The timelines associated with the plans,
- The management involved in the development of the plans,
- The Board's role in the process, and
- How the planning process will be related to the budgeting process.

Progress on the implementation of the strategic plan comprises part of the CEO's Board report.

It is expected that all papers requiring significant resource decisions will address how the decision is related to the agreed strategy.

### **4.2. Monitoring**

A fundamental function of the Board is to monitor the performance and compliance of the organisation. With this general principle in mind, the board is charged with approving and monitoring relevant financial and non-financial key performance indicators (KPIs) to be reported by management.

The CEO is responsible for overseeing the production of reports and other information necessary for the Board to fulfil its obligation of reviewing financial and strategic performance. The Board may obtain additional independent advice to obtain an objective outsider's view of or to verify any report made available to it.

The Board enquires into and follows up areas of poor performance and their cause and considers and approves any action/remediation plans to be implemented.

The Board's monitoring system is subject to continual review and refinement.

### 4.3. Networking

Developing business networks and working to promote the reputation of the organisation are important ways for Directors to add value to AUSMASA. Directors are expected to act as ambassadors for AUSMASA and are expected to develop and maintain connections for the benefit of AUSMASA.

To enable the Board and management team to achieve productive relationships, Directors are encouraged to become acquainted with AUSMASA's management and staff. The Board will inform the CEO / Board Secretary prior to the visit. Discussions between the Board and Management on issues of importance are scheduled as required.

Directors are encouraged to become acquainted with each other. To facilitate better relations among Directors, social events and team-building activities outside of Board meetings are scheduled into the annual Board calendar.

### 4.4. Stakeholder Communication

AUSMASA encourages effective communication with stakeholders which includes employers, current and future workers, training organisations, industry experts, peak and workforce bodies, government, and the community.

The nature of AUSMASA's operating environment lends itself to both informal and formal communication. The Board recognises that internal communication is one way in which AUSMASA can strengthen the organisation's culture and feeling of commitment among management and employees. Good communication is also an important part of the internal control environment.

Formal internal communication is a key responsibility of the CEO.

Communication with external stakeholders includes matters related to AUSMASA's strategic direction and decisions, and information about its operations. Externally, the Board has designated the CEO or the Chair or Directors (where appropriate) to speak to external parties on matters associated with AUSMASA.

#### **The Chair is authorised to comment on:**

- Annual or half-yearly results at the time of release of the annual report,
- Resolutions to be put to Board meetings of AUSMASA,
- Changes in Board membership or any matter related to the composition of the Board or Board processes, and
- Any speculation concerning Board meetings or the outcomes of Board meetings.

#### **The CEO is authorised to comment on:**

- AUSMASA's future outlook,
- Any operational matters,
- Proposed or actual legal action,
- Queries and general discussion concerning any of the sectors in which AUSMASA represents, and

- Any immediate crisis affecting AUSMASA.

The CEO may delegate some of these areas to other AUSMASA spokespeople as required.

### **Protocol for Interaction with Internal and External Parties**

There will be times when Directors will be approached by individuals or groups to comment on behalf of the Board or organisation. For example, a member of the community or media representative may contact a Director to comment on a proposal put to the Board that has not been decided on. When such situations occur, Directors must comply with the following:

- Refer the person to the CEO or Chair as appropriate for comment,
- Refrain from disclosing any information, documents, or other forms of data to the person without prior consent of the CEO or Chair, and
- Report the person who contacted the Director, the reason for the contact and a summary of any other relevant information as soon as possible to the CEO or Chair.

## **5. Improving Board Processes**

### **5.1. Board Meetings**

The Board meetings and agendas are fundamental governance processes. The Board meeting is critical as it is the main opportunity for Directors to obtain and exchange information with the management team and each other and make decisions.

#### **Meeting Frequency**

According to the Constitution, the Board must meet at least quarterly. A schedule of upcoming meetings will be approved on an annual basis for a twelve-month period.

#### **Attendees**

Attendees comprise all Directors, the CEO and Company Secretary. In addition, Management scheduled to give presentations are invited for relevant parts of the meeting. The Chair or majority of Directors may request attendance by any person who may be able to assist with any matter under consideration.

#### **Meetings via Technology**

A Board meeting may be held using any means of auditor or audio-visual communication through which each Director participating can hear and be heard by each other Director participating.

A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the Chair of the meeting is located.

#### **Quorum**

For a decision of the Board to be valid, a quorum of Directors must be present. The quorum for a Board meeting is a majority of current Directors, and a quorum must be present for the whole

meeting. If the number of Directors is an odd number, the quorum is half the number of Directors rounded down.

### **Voting at Meetings**

A majority of votes by Director's present and entitled to vote decides questions arising at Board meetings. Each Director has one vote on every occasion. The Chair of a meeting does not have a second or casting vote. If an equal number of votes is cast for and against a resolution at a meeting, the matter is decided in the negative.

### **In-Camera Session**

Directors will have the opportunity to meet informally without the presence of Management where required.

### **Circular Resolutions**

Any urgent decision that cannot wait until the next board meeting can be dealt with by a Circular Resolution as permitted under the AUSMASA Constitution.

## **5.2. Board Agenda and Papers**

The agenda is drafted by the Company Secretary in consultation with the Board Chair and CEO. Any Director may approach the Chair and request that a particular item be added to the agenda for a meeting. All Board packs including a full set of Board papers must be circulated to Directors seven days before the board meeting.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director or senior executive member, then the relevant paper is removed by the Board Secretary on the instructions of the Chair from the set of board papers to that Director. In the case of the Chair having a conflict of interest, the Deputy Chair will make final decisions on the forwarding of Board papers to the Chair.

No papers requiring consideration or decision can be tabled at the Board meeting, except with the unanimous approval of the Board.

### **Retention of Board Papers**

The Company Secretary maintains a complete set of Board papers at AUSMASA's office where the CEO resides.

If Directors annotate papers either in hard copy or electronically to assist them during meetings, all annotations must be destroyed, or the papers destroyed/deleted at the end of the meeting.

### **Board Minutes**

Minutes contain a brief reference to relevant Board papers tabled plus the official resolution adopted by Directors. All decisions are recorded in the minutes by means of a formal resolution based on the draft resolution contained as the first item of each Board paper. Directors who dissent can ask to have their decision noted in the minutes.

Once the minutes are confirmed as a true and accurate record of proceedings, the Board Chair will sign the minutes and they will be entered into the minute book as the official set of minutes. Once the minutes have been adopted by the Board, they cannot be amended.

The Company Secretary is permitted to circulate an extract of the minutes to authors of respective papers to communicate a decision or to assist with further action.

### 5.3. Committees

The Board has the ultimate responsibility for actions recommended by a committee. Each committee has its own clearly established Terms of Reference to indicate its:

- Purpose,
- Powers delegated to it by the Board,
- Resources required to complete its duties, and
- Reporting requirements.

A summary of the material that was discussed at each committee meeting is developed by the Company Secretary in conjunction with the Committee Chair. Any formal resolutions are provided for Board consideration following endorsement by the respective committee. The Chair of each committee will present a verbal update about the committee's activities prior to the Board's endorsement of the committee's proposed resolutions.

In addition to its committees, the Board may, from time to time, establish working parties comprising members of the Board and, if required, members from management.

Any working group will operate for a defined period and have a clear set of responsibilities documented in the Terms of Reference.

## 6. Board Effectiveness

### 6.1. Director Protection

#### **Access to Board Papers**

The complete set of Board papers is held by the Company Secretary on behalf of each Director (individually) for a period of at least seven years from when it was created.

AUSMASA executes a Deed of Access and Indemnity in favour of each Director individually.

#### **Access to Independent Professional Advice**

A Director of the AUSMASA Board is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation, the Board may from time to time need to seek independent, professional advice on matters before them.

Prior to seeking professional advice, the Board must agree to the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. The Board must also comply with the AUSMASA Procurement and Purchasing procedure.

All advice received should be received on behalf of the Board as a whole.

## Access to Management

AUSMASA Directors have complete and open access to management following consultation with the Chair and CEO. The Board collectively and each Director has the right to seek information from the Company Secretary to assist them to carry out their responsibilities.

## Deed of Access, Indemnity and Insurance

AUSMASA will enter into a Deed of Access, Indemnity and Insurance with each Director which will be approved by the Board.

AUSMASA arranges for the benefit of each Director, subject to cover availability at commercially acceptable premiums to the satisfaction of the Board, a policy of directors' and officers' (D&O) insurance in such reasonable industry-accepted form approved by the Board after advice taken from AUSMASA's insurance broker.

## 6.2. Board Evaluation

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board undertakes an annual evaluation of Board and individual performance with dates agreed to as part of the Board Work Program. The performance of the Board and individual Directors is assessed against a range of qualitative and quantitative criteria.

The Board may engage an independent advisory firm with expertise in board assessment to facilitate the process or the evaluation may be done in-house.

The process that guides evaluation is designed to ensure that those evaluated clearly understand performance expectations prior to the evaluation period. The key elements of the performance evaluation period process are:

- The process should be objective and independent,
- The process should encourage open and constructive discussion in relation to performance,
- The Board should establish key goals to be achieved by the performance evaluation process, and
- Each individual performance assessment should remain confidential.

## 6.3. Director Remuneration

The Directors may be remunerated for their services as Directors, a fee payable for the amount and in the manner determined by the Board. Directors are also entitled to be reimbursed for reasonable out-of-pocket expenses including domestic travel, accommodation costs, motor vehicle allowances, and meals.

## 6.4. Director Selection and Induction

A formal and transparent procedure for the selection and appointment of new Directors to the Board helps to engender confidence in the process. The appointment of new Directors to the Board is considered by the Board but may be delegated to a committee where appropriate. The Board will approve a policy that sets out how it goes about the task of selecting Directors and potential Directors will be considered based on the criteria developed by the Board.

New Directors will undergo a full induction into their role on the Board. Information conveyed to new Directors includes:

- A copy of all AUSMASA Board policies, including the Board Constitution and this Board Charter,
- Details of the roles and responsibilities,
- An overview of conduct and contribution expectations,
- Details of all relevant legal requirements,
- Details of past, recent, and likely future developments relating to the Board,
- Background information and contact information for key people in the organisation and an outline of their roles and capabilities,
- An analysis of the current environment, and
- A synopsis of current strategic directions.

In addition, each Director should receive a formal letter of appointment that includes their appointment term and remuneration.

### Director Development

A commitment to ongoing professional development is a commitment to the continuing improvement of AUSMASA. Therefore, Directors need to develop themselves and update their knowledge continuously to attain the levels of competence demanded of them as Directors. The Board has allocated an annual budget for Directors to participate in training and professional development programs.

Directors are expected to undertake professional development which may include conferences, memberships, forums, and courses. These will be discussed and identified as part of the Board evaluation process.

## 7. Board Behaviour Dynamics

The culture and behaviour of the Board is fundamental to its effective operations and to the performance of the organisation as a whole. The AUSMASA Code of Conduct sets out the ethical expectations of the Board and the table below outlines the behaviours that can negatively affect:

- decision making at Board meetings
- the relationships between Directors and between the Board and Management, and
- Board performance.

### Boardroom Behaviours to Avoid

Behaviour	Description
Arrivals and departures	Members arriving late and/or leaving early.
Getting off topic	Hijacking the conversation to another topic that serves no useful purpose or is related to a private agenda.



Lack of openness and honesty	Withholding information and / or not telling the truth.
Interruptions except by the Chair	Jumping in to say something before a speaker has finished.
Side conversations	Members chatting to each other while the Board is in session rather than focusing on the meeting or sharing their insights on a topic with each other instead of the Board as a whole.
Take probing questions as a challenge or insult	The individual sees any question that seeks more information than he or she has already given as a personal challenge or insult.
Discrediting	Discrediting or trivialising the ideas of others.
Blocking	Insists on getting own way.  Uncompromising.  Stands in the way of the Board's decision making.
Seeking attention / grandstanding	Draws attention to personal skills.  Boasts.
Dominating	Tries to 'run' the board through dictating and /or bullying.
Withdrawing	Does not participate in meetings or offer help or support to others.
Always playing Devil's Advocate	Individual taking a position for the sake of argument.  Taking pride in being contrary to general opinion.
Criticising	Individual making negative comments about people or their ideas.
Personal slurs	Insulting other people personally.
Technological distractions	Includes taking or making calls on mobile phone and using laptops or tablets to read emails.
Outside the boardroom petitioning	Members discussing matters outside of the boardroom to the detriment of other Board members so that a decision outcome is pre-empted prior to the meeting where other members may not be privy to informal discussions.

It is incumbent upon all Directors to avoid such behaviours and, where they see them in their fellow Directors, call out the behaviour or contact the Chair with their concerns.

## 8. Board Charter Review and Approval

This Board Charter will be reviewed as required or at least annually.

## 9. Document History and Contact Details

### Version

<b>Number</b>	1
<b>Version</b>	1.1
<b>Implementation date</b>	24 May 2023
<b>Review date</b>	Feb 2024

### Revision History

<b>Revision date</b>	<b>Summary of amendments</b>	<b>Prepared by</b>	<b>Version</b>
24 May 2023	Branding change and updated to reflect recent changes to the Constitution	CEO	1.1

### Contact details

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