

Board Charter

1. PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of Place Leaders Association Limited.

The conduct of the Board is also governed by the Constitution of Place Leaders Association Limited, a copy of which is located at www.placeleaders.com.

A number of operational matters relating to the Board such as number of meetings per year, notification of interests and election of directors are governed by the Constitution and are not reproduced here.

2. PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance :

2.1 LEADERSHIP and PERFORMANCE – assist the organisation to perform to its best potential

2.1.1 Strategy and Policy

- Set Vision / Mission and ensure it is embedded into the organisations operations
- Develop strategic plan and policies, and monitor regularly

2.1.2 Accountability

- Overall performance of the organisation
- Board evaluation, succession planning
- Report outcomes to stakeholders
- Manage Executive Officer

2.1.3 Public Relations

- Represent and participate
- Keep stakeholders informed
- Project a strong and positive image
- Promote the vision
- Facilitate cohesion
- Protect the interests of stakeholders
- Speak with one voice regarding Board decisions
- Chairman appointed as nominated spokesperson

2.1.4 Risk Management

- Ensure up-to-date and effective risk profile and management strategy
- Monitor critical risks

2.2 COMPLIANCE – conform with or exceed all legal requirements

2.2.1 Legal

- Monitor constitution
- Comply with directors' responsibilities
- Comply with laws
- Monitor insurance requirements

2.2.2 Accountability

- Monitor financials
- Compliance audits

The Board, while meeting its responsibilities, is mindful of the organisation's Mission and the Objectives of the organisation as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

The Board has delegated authority for the operations and administration of the organisation to the Executive Officer.

The functions of the Board are to :

- Provide effective leadership and collaborate with the organisation's management in :
 - Articulating the organisation's values, vision, mission and strategies
 - Developing the strategic direction and ordering strategic priorities
 - Maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
 - Developing and maintaining an organisational structure to support the achievement of agreed strategic objectives
- Monitor the performance of the Executive Officer against agreed performance indicators
- Develop and agree the business plans and annual budget proposed by the organisation's management
- Monitor the achievement of the strategic and business plans and annual budget outcomes
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- Ensure, through Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- Ensure any potential conflicts of interests are declared to the Company Secretary
- Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- Ensure that all significant systems and procedures are in place for the organisation to run effectively and efficiently, and meet all legal and contractual requirements
- Appoint the Chairman as nominated spokesperson for all non-operational matters, unless otherwise determined by the Board; the Chairman may seek the views of the Board in respect to specific matters prior to providing comment
- Ensure that all significant risks are adequately considered and accounted for by the organisation's management
- Ensure that the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board provides support and guidance in the conduct of the organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy.

4. MEMBERSHIP AND TERM

The Constitution provides for a maximum of five (5) directors and a minimum of three (3) directors, so that a quorum can be formed to transact business at meetings.

The Board consists only of non-executive directors, all of whom are a Chief Executive Officer or nominated senior executive of a Full Member agency. No member of the Board may be a member of the paid staff of the organisation.

Directors are free from any interest and any business or other relationship which could, or could reasonable be perceived to, materially interfere with the director's ability to act in the best interests of the organisation.

Membership of the Board shall be disclosed in the annual report including the name of the Full member agency and position held therein.

The Board has not adopted a tenure policy, but according to the Constitution, each director must be confirmed annually and re-elected by the membership after two (2) years on the Board.

5. BOARD / EXECUTIVE OFFICER RELATIONSHIP

The roles of the Chairman and Executive Officer are strictly separated.

The Chairman has responsibility for the management of the Executive Officer, who also hold the office of Company Secretary. Under the terms of Clause 28 of the Company's Constitution, the Company Secretary must :

- Keep the minutes of meetings of members and of the Board
- Ensure all notices are provided to members as required by the Constitution and by law
- Maintain a register of members
- Maintain a register of Declarations of Interest for Directors and Officers

The Executive Officer is responsible for :

- Policy direction of the operations of the organisation
- The efficient and effective operation of the organisation
- Bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The Executive Officer is not a member of the Board.

6. BOARD CULTURE

The Board actively seeks to have an 'engaged culture' which is characterized by candor and a willingness to challenge. The following extract from *Increasing Director Performance (Company Director, Vol 20 No 8 2004)* is used to provide evidence of an engaged culture :

- **Agendas**
 - The agendas of the Board limit presentation time and maximise discussion time
 - There are lots of opportunities for informal interactions among Board members
- **Norms**
 - Board members are honest yet constructive
 - Members are ready to ask questions and willing to challenge leadership
 - Members actively seek out other members' views and contributions
 - Members spend appropriate time on important issues
- **Beliefs**
 - "If I don't come prepared, I will be embarrassed."
 - "If I don't actively participate, I won't be fulfilling my responsibility."
 - "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
 - "If I can't carry my load, or if I can't agree with what's going on, I should resign."
- **Values**
 - The Board serves the organisation's members by actively participating in governance
 - The Board is responsible to various stakeholders
 - Board members are personally accountable for what goes on at the organisation
 - The Board is responsible for maintaining the organisation's stature in the sector.
 - Board members respect each other.

7. REPORTING

- Proceedings of all meetings are minuted and signed by the Chairman of the meeting.
- Minutes of all Board meetings are circulated to directors 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 the Minutes.



8. REVIEW OF CHARTER

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

9. PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the organisation's Annual Report.

A copy of the charter is available at www.placeleaders.com.
