Board Charter

October 2018
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1 Overview

The purpose of the Charter is to define the rights and responsibilities of the Directors of the Renal Society of Australasia (RSA) to assist them in fulfilling their duties and obligations. The Board is bound by the Constitution and policies of the organisation as well as by this Charter. The Directors must bear in mind that other documents as referred to in this Charter may need to be read in conjunction with this Charter in order to gain a full understanding of Board and Directors’ responsibilities.
2 Role of the Board

The RSA Board provides leadership, sets strategic and policy direction; and oversees the business and affairs of the RSA for the benefit of its members. The Board is accountable to its members for its overall performance.

The Board does not manage the day-to-day operations of the RSA. Presently this is delegated via a contractual arrangement to Association Professionals.
3 Responsibilities of the Board

The Board in performing its role has responsibilities that include, but are not limited to:

3.1 Strategic Direction

- Overseeing the development and approval of the mission, objectives/goals and strategic plan.
- Ensuring that the RSA has appropriate processes for regular (at least annual) review of the strategic plan.
- Monitoring and assessing achievements and performance against strategic and business plans.
- Identifying and acting on any impediments, structural or otherwise, that are impeding on the achievement of the strategic plan.
- Approving the RSA annual budget.

3.2 Finance and Accounting

- Ensuring the Board has the capability, capacity and financial knowledge necessary to oversee the business and affairs of the RSA.
- Providing an opinion on financial matters.
- Approving annual and interim accounts.
- Ensuring appropriate financial policies and procedures are in place to safeguard the business and affairs of the RSA.
- Carrying out the statutory role of ensuring the organisation does not continue to trade if it becomes insolvent.

3.3 Risk Management

- Ensuring relevant and suitable risk management strategies are in place. This includes any relevant insurance required to ensure safe business practices.
- Considering the social, ethical and environmental impact of the RSA activities.
- Ensuring there is continuing education and information provided to Directors regarding:
  - the business of the RSA
  - the role of the Board and its functions and obligations, and
  - other relevant corporate governance issues.

3.4 Reporting and Monitoring

- Overseeing the RSA’s financial position including approving financial statements and monitoring financial performance.
• Ensuring the RSA's financial control procedures safeguard the integrity of financial and other reporting to ensure stakeholder and regulatory compliance.

3.5 Corporate Governance
• Overseeing, reviewing and updating corporate governance practices and procedures as necessary to support the RSA to achieve best practice corporate governance.
• Ensuring the RSA is in compliance with its constitution and all applicable laws, regulations, standards and best practice guidelines.
• Approving the Board’s delegations of authority, noting that the Board does not have the ability to delegate the setting of the delegations of authority to other party(s).
• Requiring appropriate compliance frameworks and controls are in place and operating effectively for compliance with relevant laws, regulations and industry codes.

3.6 Appointments
• Appointing an association management company.
• Appointing external directors as set down within the Constitution.
• Appointing and removing the Company Secretary.

3.7 Accountability
• Have a system of accountability to members and all other stakeholders.
• Consistently improve the credibility and objectivity of an established accountability process, including financial reporting.
• Gather information from members and stakeholders about their concerns, needs and aspirations.
• Assess effectiveness of, and compliance with:
  o the Board code of conduct
  o members’ code of professional conduct
  o compliance with internal plans, policies, procedures and the constitution.
• Provide specific delegations to management.
• Identify and manage conflicts of interest.
• Confirm annually that all these responsibilities have been carried out.

3.8 Communication
The Board:
• Provides information to members and stakeholders on a regular basis.
• Communicates decisions clearly to members and management in a timely manner.
• Ensures there is an effective internal communications system between the Board and association management.
4 Board composition

The Board is structured according to the Constitution.

4.1 Composition

The Board will continuously assess the skills required to ensure the ongoing sustainability of the RSA. Where possible, the Board will seek to overcome any gaps through communication during the nomination/election process, as well as the appointment of directors to fill any casual vacancies or vacant external director positions.

4.2 Succession

At least annually the Board will discuss succession, including the roles of President and Vice President, to ensure the smooth transition at the end of each Board term.

4.3 Board renewal

All Directors are required to submit themselves for re-election at intervals in accordance with the Constitution.

Board renewal is important to enhance the overall performance of the Board and the RSA. Re-election is not automatic.

The Board shall review the criteria for the election or appointment of new Directors having regard to the ideal composition of the Board and the changing needs of the RSA.

The Board will ensure that members are encouraged to assess nominations, based on the requirements for a mix of skills and competences on the Board.
5 Role of President, Vice President, Management, EO and Company Secretary

5.1 President

The President is elected to the position at a Board meeting held as soon as possible following the Annual General Meeting.

The President is the official representative and spokesperson for the Board. The President’s responsibilities include:

- Providing leadership to the Board
- Ensuring the efficient organisation and conduct of the Board
- Chairing Board meetings; lead Directors to resolution by consensus
- Ensuring procedures for the continuous monitoring of the performance of individual Directors, the Board and relevant committees
- Promoting an environment of trust, respect and openness to ensure consultative and constructive relationships between the Board and the RSA’s EO and management team, and
- Ensuring adherence to accepted principles of good governance as this relates to the separation of policy and management accountability.

5.2 Vice President

The Vice President is elected to the position at a Board meeting held as soon as possible following the Annual General Meeting. Ideally the Vice President will step into the role of President at the conclusion of their term.

During any absences of the President, the Vice President is the official representative and spokesperson for the Board. Throughout their term, the Vice President’s key responsibility is to support the President to:

- Provide leadership to the Board
- Ensure the efficient organisation and conduct of the Board
- In the absence of the President, chairing Board meetings; lead Directors to resolution by consensus
- Ensure procedures for the continuous monitoring of the performance of individual Directors, the Board and relevant committees
- Promote an environment of trust, respect and openness to ensure consultative and constructive relationships between the Board and the RSA’s EO and management team, and
- Ensure adherence to accepted principles of good governance as this relates to the separation of policy and management accountability.
5.3 Association Management provider

The responsibilities of the association management provider include:

- Managing and administering the day-to-day operations of the RSA as specified within the contract with the RSA
- Exercising such specific and express powers as are delegated by the Board from time to time.

5.4 Executive Officer (EO)

The EO’s responsibilities include:

- Implementing the strategic plan
- Exercising such specific and express powers as are delegated to the EO by the Board from time to time.

5.5 Company Secretary

The Company Secretary supports the effectiveness of the Board by:

- Monitoring that Board policy and procedures are followed
- Ensuring the legal responsibilities of the RSA are met.

The Company Secretary is accountable to the Board on governance matters, with all Directors having access to the Company Secretary for advice or assistance on governance matters.
6 Director portfolios

6.1 Industry liaison
Generally performed by the President, unless conflicts of interest or availability precludes them undertaking this role

Responsible for:

- Developing and maintaining relationships with identified associations – Australasian and international
- Ensuring relevant MOUs are developed or reviewed and renewed
- Liaising with RSA representatives to ensure two-way communication
- Working with RSA volunteers to identify new opportunities across all stakeholders
- Government and regulators liaison in conjunction with EO
- Working with the Marketing director and Executive Officer to provide clinician input to negotiations with industry suppliers
- Undertaking tasks as set down by the RSA Board from time to time including through the Strategic Plan.

6.2 Finance

Responsible for:

- Chairing the Finance Committee within the Terms of Reference
- Being the key point of contact for all finance related matters with the RSA Office and other portfolios
- Presenting finance related matters to the Board including recommendations if/as necessary
- Undertaking tasks as set down by the RSA Board from time to time including through the Strategic Plan.

6.3 Membership

Responsible for:

- Working with the Executive Officer to define and implement relevant areas of the Marketing Plan
- Ensuring the member value proposition is relevant through regular surveying of members
- Being the key point of contact for all membership related matters with the RSA Office and other portfolios
• Presenting membership related matters to the Board including recommendations if/as necessary
• Undertaking tasks as set down by the RSA Board from time to time including through the Strategic Plan.

6.4 Marketing and Communications

Responsible for:
• Working with the Executive Officer to develop and implement relevant areas of the Marketing and Communications Plans including building social media presence
• Leveraging on relationships to maximise the return to the RSA
• Being the key point of contact for all marketing related matters with the RSA Office and other portfolios
• Presenting marketing related matters to the Board including recommendations if/as necessary
• Undertaking tasks as set down by the RSA Board from time to time including through the Strategic Plan.

6.5 Education

Responsible for:
• Chairing the Education Committee within the Terms of Reference
• Overseeing and providing input into the Nephrology Educators’ Network
• Overseeing all education related benefits delivered by the RSA
• Coordination of new modules for development and their upload onto the online education platform.
• Being the key point of contact for all education related matters with the RSA Office and other portfolios
• Presenting education related matters to the Board including recommendations if/as necessary
• Undertaking tasks as set down by the RSA Board from time to time including through the Strategic Plan.

6.6 Research & Policy

Responsible for:
• Chairing the Research and Policy Committee within the Terms of Reference
• Overseeing and / or developing all relevant areas to the benefit of the RSA and its members
• Liaison with key professional groups to identify key areas for research
• Being the key point of contact for all research and policy related matters with the RSA Office and other portfolios
• Presenting research and policy related matters to the Board including recommendations if/as necessary
• Undertaking tasks as set down by the RSA Board from time to time including through the Strategic Plan.
• Development and review of the RSA policy statements

6.7 Branch Liaison

Responsible for:

• Chairing regular meetings of all Branch Chairs
• Regularly reviewing the Branch Handbook and initiating updates as required
• Overseeing and providing input into the operations of all RSA branches
• Being the key point of contact for all branch related matters with the RSA Office and other portfolios
• Presenting branch related matters to the Board including recommendations if/as necessary
• Undertaking tasks as set down by the RSA Board from time to time including through the Strategic Plan.
7 Committees

The Board may from time to time establish committees to assist the Board to consider particular matters in detail. Details of the role of each committee is specified within Terms of Reference.

Committees are to report to the Board on appropriate decisions and actions and make any necessary recommendations. At the discretion of the Board, membership of any such committee may consist of at least one Director who is able to provide the range of skills appropriate to the role of the committee.

To meet good governance principles, the Board will ensure an active Finance Committee is in place.
8 Board processes

8.1 Board induction

All new Directors appointed to the Board must be provided with information that covers Directors’ roles and responsibilities, Board operations and overview of the RSA. New Directors will be provided with the following during a face-to-face induction session to be held within one month of the AGM:

- A letter or written agreement of appointment
- History of organisation
- Constitution, by-laws and governance charter
- Last annual report and about the last 3 to 4 years audited statements
- List of Board members with any position descriptions and bios
- The current year schedule of Board and committee meetings
- List of committees with names of members
- How the Board operates including confidentiality and code of conduct
- Minutes of most recent AGM and Board meeting
- Organisational chart with staff names and titles and position description of EO
- Strategic and business plan
- Budget
- Statement on legal responsibilities under the governing act eg fiduciary, conflict of interest etc
- A copy of Directors’ and Officers’ liability insurance policy
- Any Acts that impact on the RSA
- Policies and procedures
- Delegations.

Each incoming director will also be appointed a ‘buddy’ from one of the continuing directors to assist them to settle into their role.

The Finance, Audit and Risk Committee conducts an annual review of the Board induction process to ensure that it is up to date.

8.2 Ongoing training

Management will conduct additional presentations for Directors as necessary addressing factors that impact or are likely to impact on RSA business.

Directors are expected to maintain the skills required to discharge their obligations to the RSA. For this purpose Directors will be given the opportunity to attend technical or professional development courses to assist them in keeping up to date with relevant issues. Such attendance may be funded by the RSA – directors should apply to the President in writing for consideration.
8.3 Board records

A record of Board submissions, papers and materials presented to the Board, is to be maintained and with minutes of meetings will be accessible to Directors. This includes documents such as insurance policies. The RSA Board of Directors portal, accessible via the website, is utilised for this purpose.

8.4 Confidentiality

All Directors are required to sign a confidentiality agreement on commencement of their directorship.

Directors must keep confidential all Board documentation (paper-based and electronic), discussions and deliberations. Similarly, all information received by a director in the course of the exercise of the director’s duties must be treated as confidential and remains the property of RSA. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law.

8.5 Conflict of interest and related party transactions

The key conflicts of interest arise when:

- the company is dealing with another party which the director has either a formal or informal relationship with, including an employment or service contract
- the company is dealing with another party, including another professional organisation, which the director has a formal relationship with
- the Board is considering items submitted from RSA committees or working parties which a director also participates on.

Directors must:

- disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the director or the director’s seconded personnel and the interests of any other parties in carrying out the activities of the Company
- at the request of the Board within seven days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.

If a director cannot, or is unwilling to, remove a conflict of interest then the director will be required to absent themselves from the room when discussing matters to which the conflict relates. This entry and exit will be minuted.
Directors will indicate to the President any potential conflicts of interest situation as soon as it arises. At the beginning of each Board Meeting all directors will be required to declare conflicts of interest to the Chair.

Further, under s. 192(1) of the Corporations Act, “A Director of a company who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter” and that such notice “may be given at any time and whether or not the matter relates to the affairs of the company at the time the notice is given”. Such notice shall be recorded in a Register of Ongoing Conflicts of Interest.

The same requirement will exist for related party transactions. Related party transactions include any financial transaction between a director and RSA and will be reported in writing to each Board meeting.

8.6 Access to management and the EO

- Access to management for services beyond the scope of the contractual arrangements must be approved by the President as additional costs may be incurred.
- Access to the EO for work outside of the agreed work plan must be approved by the President as this has the potential to impact on delivery of strategic initiatives.
- Directors have direct access to the Company Secretary for advice on governance matters.
- Subject to the law and confidentiality arrangements, Directors have access to company information in the possession of management or an external adviser of the RSA.

8.7 Access to independent advisers

The Board may have access to independent advisers where it determines such need.
9 Director behaviour
To effectively perform their role, Directors are expected to:

9.1 Understand the Board’s role and duties by:
- Gaining a clear understanding of the role or purpose of the Board as well as the statutory and regulatory requirements of a Director carrying out their duties.
- Developing an understanding of the environment in which the Board operates.
- Staying informed about all relevant activities affecting the Board.
- Complying with legal obligations and implement the decisions taken by the Board.
- Acting in good faith.
- Acting in the best interests of the RSA as a whole.
- Acting with care and diligence.
- Acting for a proper purpose.
- Maintaining confidentiality of Board decisions, materials and discussion
- Publicly acting in solidarity with decisions made by the Board.
- Acting in accordance with statutory and common law duties.
- Being independent in judgement and action
- Disclosing and appropriately managing conflicts of interest as set out in Section 7.5 above
- Respecting accountability and commit to delivering results and meeting deadlines
- Be willing to undertake Company Director training
- Identifying and appropriately managing related party transactions
- Providing support to staff in areas of expertise as requested and where available
- Promoting the RSA, its services and membership through community networking etc.
- Disclosing any matters that may impact on insurance policies or other undertakings of the RSA in relation to Directors, including change of personal details.

9.2 Directors will at all times not:
- Make improper use of information acquired as a Director
- Engage in conduct likely to bring discredit upon the RSA
- Personally benefit at the expense of the RSA or give the appearance of doing so
- Take inappropriate advantage of their fiduciary positions
• Make improper use of information acquired in their role
• Exercise powers of the Board individually without the prior approval or delegation by the Board.

9.3 Be active by:
• Attending all Board meetings. Where attendance is not possible, the Director must submit an apology and after reviewing the agenda and papers, provide input via the President.
• Making available adequate time to fulfil their duties, including attending at least 75% of Board meetings and responding to all communications including email within 48 hours.
• Preparing and participating in the discussion and the deliberations of the Board.
• Bringing to the Board table, and share with the group, their individual skills, experience, competencies and knowledge.
• Making a time commitment which includes attending Board meetings plus one to three (3) days per month for other RSA activities
• Attending the Annual General Meeting and any Special General Meetings

9.4 Respect each other by:
• Treating each other with respect, courtesy and professionalism.
• Fostering a positive working relationship with other Board members and staff
• Not improperly influencing other Board members.
• Acting loyally and in good faith.

9.5 Consult
• Consult with stakeholders and associated parties with issues under consideration.

9.6 Raise concerns by:
• Expressing concerns to the President about issues or decisions that run contrary to the Board’s duty.
10 RSA obligation to Directors

In support of their role as Directors the RSA will:

- Indemnify Directors to the full extent permitted by law. The RSA cannot provide indemnity for a:
  - liability owed to the RSA.
  - liability for a pecuniary penalty order.
  - liability arising out of conduct that is not in good faith.
  - legal costs in defending criminal proceedings or actions if liability is established.
- Provide Directors’ and Officers’ Liability Insurance.
- Offer induction and exit interviews.
- Provide access to training and development opportunities for Directors.
- Provide access to the records of the RSA on request.
- Fund external advice on matters relating to their duties where this is agreed with the President and shared with all Directors.
- Provide an invitation to undertake Director education at the RSA's expense up to a Board agreed amount.
- Pay all reasonable and agreed travel, accommodation and other expenses related to their duties. These costs are limited to the cheapest available airfare while considering schedule, taxis and parking at cost. Use of vehicle for RSA Board business together with meals and incidentals are capped at the rates specified by the Australian Taxation Office.
11 Board meetings

11.1 Overview

Board meetings shall be held on a regular basis, as determined annually in advance by the Board. The agenda for each meeting will be determined by the President and EO to meet the business needs. The EO and one representative of the association management team attend Board meetings by standing invitation to be of assistance in the consideration of items of business before the Board as well as recording minutes. The Board may invite other persons to its meetings at it deems necessary or appropriate.

All minutes of the Board are signed by the President as a true and accurate record after resolution by the Board and made available to all Directors.

All attendees at Board meetings are, as officers and/or fiduciaries, required to keep all information presented to (whether written or oral) or discussed at Board meetings confidential.

11.2 Annual Schedule

The Board will establish an annual Schedule for Board meetings that:

- Ensures sufficient frequency and time to fulfil responsibilities
- Provides time and opportunity for annual events such as strategic and risk planning, the statutory audit, consideration of the annual accounts, annual report and AGM.
- Allows time for internal and external presentations on strategic aspects of the RSA and the environment.
- Provides time and opportunity for professional development activities for the whole Board.
- Evaluates Board Performance including progress against any Board Plan.

11.3 Directors contribution to Board meetings

Directors agree to contribute constructively to Board meetings by:

- Preparing appropriately, including reviewing all items for consideration in advance of each meeting
- Respecting other people’s ideas and opinions by being open and flexible – even if they differ from their own. This means accepting that there may sometimes be more than one “right” solution or answer to an issue or problem
- Actively listening to what others are saying
- Letting the other person finish what they are saying before making any comments
• Being succinct when making any comments
• Ensuring that when wanting to contribute to a discussion, that recognition is received by the President prior to speaking
• Publicly supporting all Board decisions.
12 Review of Board performance

The Board is to undertake a formal review of its performance, policies and practices at least every two years. The Board’s performance is based on agreed performance criteria and latest corporate governance practices. The review includes:

- Assessment of the performance of the Board against the requirements of this Charter
- Assessment of the performance of the Board Committees against the requirements of their respective Terms of Reference
- Examination of the effectiveness and composition of the Board, including the required mix of skills, experience and other qualities which the Directors should bring to the Board for it to function competently and efficiently
- Assessment of outcomes in relation to the RSA’s strategic direction and objectives have been met
- Assessment of the appropriateness of corporate governance practices within the RSA, and
- Assessment of whether the expectations of varying stakeholders have been met.
13 Delegation to management schedule

The Board delegates management of the RSA to an association management provider and EO. The delegated authority of the EO and management is outlined below. All delegations are premised on their coherence with the strategic plan and the approved budget.

<table>
<thead>
<tr>
<th>Subject</th>
<th>Instruction</th>
<th>Officer</th>
<th>Comment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Payment of accounts under $500</td>
<td>Authorised to pay all accounts under $500</td>
<td>Management</td>
<td>Payments must be within budget</td>
</tr>
<tr>
<td>Signing contracts</td>
<td>Authorised to sign contracts pertaining to the procurement of services including venue hire with the exclusion of annual conference venue</td>
<td>EO</td>
<td></td>
</tr>
<tr>
<td>Signing sponsorship documentation</td>
<td>Authorised to sign all documentation required by sponsors to a value of up to $5,000</td>
<td>EO</td>
<td></td>
</tr>
<tr>
<td>Operational policy approval</td>
<td>Approve policies and administrative orders that effect the overall management of the RSA.</td>
<td>Management</td>
<td>Policies must be consistent with Board decisions and relevant statutes.</td>
</tr>
<tr>
<td>Public Relations</td>
<td>Authorise routine public / media statements on behalf of the RSA.</td>
<td>EO in consultation with President</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Respond publicly to significant issues on behalf of the RSA.</td>
<td>EO in consultation with President</td>
<td></td>
</tr>
<tr>
<td>Reimbursement of Expenses</td>
<td>Expenses incurred by member of staff, Board member or committee</td>
<td>Company secretary</td>
<td>Provided expenditure is contained with</td>
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<tr>
<td>Subject</td>
<td>Instruction</td>
<td>Officer</td>
<td>Comment</td>
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<td>member engaged in an</td>
<td>member engaged in an authorised activity.</td>
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<td>approved estimate totals.</td>
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<td>authorised activity.</td>
<td></td>
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<tr>
<td>Board and/or staff</td>
<td>Approve expenditure on development up to $2,000 per</td>
<td>Company Secretary &amp; President</td>
<td>As long as it is within annual budget</td>
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<td>Development</td>
<td>annum</td>
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<td></td>
<td>Approve expenditure on an individual staff development</td>
<td>Finance, Audit and Risk</td>
<td>Provided expenditure is contained with approved</td>
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<td></td>
<td>programme over $2,001</td>
<td>Committee</td>
<td>estimate totals.</td>
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14 Director remuneration and reimbursement

By serving on the Board of a company limited by guarantee, it is acknowledged that the directors of RSA assume significant responsibility.

14.1 Honorariums

Subject to the requirements within the Constitution, the RSA pays an honorarium of $10,000 to the President, payable in equal quarterly instalments. The onus is on the President to establish their position in relation to taxation.

From time to time the Board may approve payment of other honorariums for significant contributions from other volunteers as long as the requirements within the Constitution are met.

14.2 Annual Conference attendance

It is expected that all RSA directors will attend all AGMs held during their term of office including AGMs which mark the conclusion of their tenure. As the AGM is held at the Annual Conference it is expected that they will attend the full conference also.

The cost of attendance will be covered to the extent of:

- Full registration to the conference
- Flights where required
- Accommodation including breakfast where the venue is more than 50kms from the director’s residence – the President will assess the number of nights to be funded based on the meeting schedule and location of conference
- Taxis OR vehicle use at the rate prescribed by the Australian Taxation Office and parking at the point of departure
- Transfers from nearest airport to venue
- Meals up to the prescribed Australian Taxation Office rate where not provided by the conference.

14.3 Reasonable expenses

Wherever practical, flight and accommodation bookings for directors travel to carry out Board business will be made by the RSA Office. Flight bookings are based on the lowest economy class air fare that fits with the meeting schedule. Accommodation bookings are to include room and breakfast.

Additional expenses incurred can be claimed for reimbursement by submitting the original Tax Invoice(s) and a compliant claim form.

- Taxis OR vehicle use at the rate prescribed by the Australian Taxation Office and parking at the point of departure
- Transfers from nearest airport to meeting venue(s)
- Meals up to the prescribed Australian Taxation Office rate where not provided
- Telephone and internet costs where the director can demonstrate additional costs are incurred.

Directors are expected to be prudent and responsible when incurring expenses and should check with the President prior to committing the Company to expenses which could be considered beyond what would reasonably be budgeted for. Any expenses pertaining to items not included in the budget must be approved by the President prior to being incurred.
15 Review of Charter

The Board will regularly review the Charter to ensure that it complies with the law and meet the needs of the RSA and the Board.

16 Acknowledgement

This Charter has been developed using the template provided by Associations Forum.