

**DOCUMENT CONTROL**

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**REVISION RECORD**

Date	Version	Revision description

## 1. TITLE

Board Charter

## 2. PURPOSE

- 2.1 The Board Charter sets out the role, composition and responsibilities of the Board of Management (“the Board”) of the Food Fibre and Timber Industries Training Council (WA) Inc (“Council”).
- 2.2 The conduct of the Board is also governed by the Constitution of the Food Fibre and Timber Industries Training Council (WA) Inc, a copy of which is available on the website ([fftitc.com.au](http://fftitc.com.au)).

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

## 3. SCOPE

3.1 The Board has two broad purposes, compliance and performance:

**COMPLIANCE:** conform with or exceed all legal requirements

Legal	Accountability
<ul style="list-style-type: none"> <li>• monitor constitution</li> <li>• comply with directors’ responsibilities</li> <li>• comply with laws</li> <li>• monitor insurance requirements</li> </ul>	<ul style="list-style-type: none"> <li>• monitor financials</li> <li>• compliance audits</li> </ul>

**PERFORMANCE:** assist the organisation to perform to its best potential

Strategy and policy	Accountability
<ul style="list-style-type: none"> <li>• approve Vision/mission and ensure it is embedded into the organisations operations</li> <li>• approve strategic plan and policies and monitor regularly</li> </ul>	<ul style="list-style-type: none"> <li>• overall performance of the organisation</li> <li>• board evaluation, succession planning</li> <li>• report outcomes to stakeholders</li> <li>• manage CEO</li> </ul>

<b>Public Relations</b>	<b>Risk management</b>
<ul style="list-style-type: none"> <li>• represent and participate</li> <li>• keep stakeholders informed</li> <li>• project a strong and positive image</li> <li>• promote the vision</li> <li>• facilitate cohesion</li> <li>• protect the interests of stakeholders</li> <li>• speak with one voice regarding Board decisions</li> </ul>	<ul style="list-style-type: none"> <li>• Ensure up-to-date and effective risk profile and management strategy</li> <li>• monitor critical risks</li> </ul>

3.2 The Board, while meeting its responsibilities, is mindful of the Council’s purpose and the objectives of the Council as embodied in its Constitution.

## **4. POLICY DETAILS**

### **4.1 ROLES AND RESPONSIBILITIES**

The Board has delegated authority for the operations and administration of the Council to the Chief Executive Officer (CEO). The functions of the Board are to:

Provide effective leadership and collaborate with the CEO and Project Managers of the Council in:

- articulating the Council’s purpose and strategies
- developing strategic (direction) plans and ordering strategic priorities
- maintaining open lines of communication and spreading through the Council and with external stakeholders the Council’s purpose and strategies
- developing and maintaining a structure to support the achievement of agreed strategic objectives

Monitor the performance of the CEO against agreed performance indicators

Review and agree the business (action) plans and annual budget proposed by the CEO.

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 the Board committees and others as appropriate, compliance obligations and functions are effectively discharged

Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for Board Members to attend courses, seminars and participate in development programs as deemed appropriate.

Ensure that all significant systems and procedures are in place for the Council to run effectively, efficiently, and meet all legal and contractual requirements.

Ensure that all significant risks are adequately considered and accounted for by the CEO.

Ensure that the Council has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of Council's business activities and delivery of services. Its role is confined to setting and reviewing deliverables as per the contractual arrangement between the Council and the Department of Training and Workforce Development and the State Training Board of Western Australia.

#### **4.2 MEMBERSHIP AND TERM**

The Constitution provides for a maximum of 12 Board Members and a minimum of 5 Members (so that a quorum can be formed to transact business at meetings).

The Board consists only of independent industry representatives that link to the industries covered by the Council in its scope of work.

Board Members are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Member's ability to act in the best interests of the Council.

Membership of the Board shall be disclosed in the Council's progress reports and audit report to the DTWD.

The Board has not adopted a tenure policy, but according to the Constitution, each Board Member is to be re-elected annually.

#### **4.3 BOARD/CEO relationship**

The roles of the Chair and CEO are strictly separated.

The CEO is responsible for:

- policy direction of the operations of the Council
- the efficient and effective operation of the Council
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is not a member of the Board.

#### **4.4 BOARD CULTURE**

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

#### **4.4.1 Agendas**

- The agendas of the Board limit presentation time and maximise discussion time.
- There are lots of opportunities for informal interactions among Board members.

#### **4.4.2 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.

#### **4.4.3 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."

#### **4.4.4 Values**

- The Board serves the community by actively participating in governance.
- The Board is responsible to their various industry stakeholders.
- Board members are accountable for what goes on at the Council.
- The Board is responsible for maintaining the Council's stature in the sector.
- Board members respect each other.

### **4.5 REPORTING**

Proceedings of all meetings are minuted and approved by the CEO before they are circulated.

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 the Minutes.

### **4.6 REVIEW OF CHARTER**

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

### **4.7 PUBLICATION OF THE CHARTER**

Key features of the charter are to be outlined in the organisation Progress Report.

A copy of the charter is available at the Council's website ([ffitc.com.au](http://ffitc.com.au))

## 5. ROLES AND RESPONSIBILITIES

<b>Party / Parties</b>	<b>Roles and responsibilities</b>
All Board Members	Refer to item 4.1

## 6. REFERENCES

None

## 7. DEFINITIONS AND ABBREVIATIONS

<b>Term</b>	<b>Meaning</b>
The Board	Board of Management
Council	Food, Fibre & Timber Industries Training Council (WA) Inc.
CEO	Chief Executive Officer
DTWD	Department of Training & Workforce Development