



Title of Policy: **BOARD CHARTER**
Drafted: **July 2020**
Approved: **August 2020**

BOARD CHARTER

This Board charter sets out the functions, key responsibilities and main operating mechanisms of the Board of Accessible Arts in order to clarify Board and management accountabilities for the company's strategic direction and performance.

Objectives, strategies and risks

1. To set the objectives and overall direction of the company.
2. To set and review the tone and standards of the company.
3. To review and approve the strategic plan, and any business, governance or artistic plans, for the achievement of the objectives.
4. To review and approve the annual budget.
5. To establish and review performance indicators, control mechanisms and related benchmarks that will allow the Board to satisfy itself that the company is being managed properly.
6. To monitor the performance of the company against its financial and other objectives and benchmarks, and to review the implementation of the approved strategies.
7. To satisfy itself that the risks facing the company have been identified, assessed, and that the material risks are being managed appropriately.

Appointments and delegations

1. To engage and monitor the performance of the Chief Executive Officer.
2. To appoint the Company Secretary.
3. To review and approve the appointment of any employees reporting directly to the Board.
- 4.
5. To review and approve the organisation chart and the succession plan.
6. To establish committees reporting to the Board, to approve written charters for them, to provide guidance to the committees, and to appoint their members.

Board Policies

7. To approve and adopt the following charters, policies, delegations, codes and protocols:

- a. This Board charter
 - b. The charters of all committees established by the Board
 - c. The delegation of authority and responsibility to any future employees
 - d. The delegation of authority and responsibility to the chairman
 - e. The code of conduct for the company
 - f. The Board protocols
 - g. The policy related to risk oversight and management
 - h. The policies related to compliance with the law and community
 - i. Such other policies as the Board may determine
8. To review, and adapt to changing circumstances, the documents listed above and to satisfy itself that they are consistent with the law and with any changes to the overall direction and strategy of the company.
 9. To monitor compliance with charters, delegations, policies, codes and protocols and for this purpose to establish performance indicators, benchmarks and reporting procedures, and to receive appropriate reports.

Financial matters and reports

10. To review the statement of the bookkeeper or accountant on the company's financial reports and to approve the annual accounts and statutory reports.
11. To satisfy themselves about the independence and competence of the auditors.
12. To approve the Directors' Report and the Directors' Declaration.
13. To review and approve the reports of any future employees on risk management and internal compliance.
14. To approve the accounting policies of the company.
15. To review and approve capital and other expenditures above the levels which Board has delegated to management.
16. To approve any donations or sponsorships.

Composition and effectiveness of the Board

17. The constitution of the company provides that there shall be not less than five, nor more than nine, directors who will serve a term of 2 years but shall be eligible for re-election.
18. To review the Board's composition annually and to consider the independence of each director and the balance of perspectives and skills needed to maximise the effectiveness of the Board and its committees.
19. To approve the content of the letters of appointment to the Board.
20. To arrange for the effectiveness of members of the Board to be enhanced by an induction process for all new members, and by such further training of its members as the Board deems necessary.
21. To review the performance of the Board as a whole at least biennially, and to agree appropriate changes to its systems and procedures.

Meetings of the Board and the company

22. The Board shall meet at least six times per year. Additional meetings shall be convened as necessary.
23. The Board shall invite appropriate future employees or other guests to attend its meetings as needed.
24. The Board shall adopt an annual agenda to facilitate the discharge of its responsibilities and this will form the basis of its individual meeting agendas.
25. The Board shall approve arrangements for the Annual General Meeting and

- any other meeting
26. The Board shall devise a membership structure and undertake such advertising as is necessary to attract individual and organisational members.
 27. The Board shall determine which organisations are to be considered for membership and invite such organisations to apply.
 28. The Board shall have the right to refuse membership to any individual or organisation that it deems inappropriate and shall ensure the Constitution allows appropriate freedom to do so.

Statement of matters reserved for the Board

1. Appointments
 - a. Selection of the Chair
 - b. Appointment of the CEO
 - c. Appointment or removal of the company secretary to the Board
 - d. Membership and terms of reference of Board committees
2. Board and senior management
 - a. Delegations of authority to employees
 - b. Ratification of the organisation chart
 - c. Approval of budgets of annual budgets
 - d. Employment contracts
 - e. Overseas travel plans
 - f. Disclosures of conflicts of interest
 - g. Assessment of the organisation's and key employees' performance
 - h. Assessment of Board performance
 - i. Matters concerning the governance of the organisation
3. Financial matters
 - a. Approval of annual accounts and directors' reports
 - b. Approval of accounting policies
 - c. Approval of the internal audit plan
 - d. Bank accounts and signatories
 - e. Acceptance of audit reports including management letters
4. Business strategy
 - a. Approval of strategic objectives
 - b. Approval of strategic plan
 - c. Approval of proposals for major events or tours
 - d. Approval of budgets
 - e. Approval of performance indicators
 - f. Setting priorities
5. Capital expenditures
 - a. Major transactions not included in the budget or outside the ordinary course of business
 - b. Actions or transactions which might involve questions of legality or propriety
6. Internal controls and reporting systems
 - a. Risk assessment and insurance
 - b. Risk management policies
 - c. Approval of company policies, including compliance with the law
 - d. Approval of reporting and monitoring systems

7. Donations and sponsorships policy

8. Membership policy and appointment or removal of members

End of Policy

Last updated June 2020

POSITION TITLE	Chair of the Finance, Audit and Risk Sub-Committee (Treasurer) (In addition to their responsibilities as a Director)
QUALIFICATIONS/SKILLS	<ul style="list-style-type: none"> The Treasurer will have knowledge of the financial and legal requirements to fulfil the fiduciary duties of the role.
TERM	The Treasurer position is appointed by the Board and continues until a situation arises whereby the position needs to change (eg. resignation or removal of the incumbent)
REQUIREMENTS	<ul style="list-style-type: none"> Commitment to the work of Accessible Arts Be informed of the services provided by Accessible Arts and publicly support them Attend Board meetings and the AGM Foster a positive working relationship with other Board members and the Accessible Arts staff Qualifications in Accounting or Finance
MAJOR DUTIES AND RESPONSIBILITIES	<ul style="list-style-type: none"> Ensure the Board maintains the degree of financial literacy necessary to conduct the business of the organisation Advise the Board on matters of finance, risk and compliance Ensure that appropriate financial policies and procedures are in place, documented and followed Contribute to producing a Business Plan for the organisation and ensure its regular review Report to the Board at each meeting on the financial situation of the company, including variances from the approved budget Report to the Annual General Meeting on the financial situation of the company, including a written report where required Liaise with the Auditor to assist a smooth audit Ensure the organisation's financial records are adequate, protected, backed up and accessible and where necessary, keep the books of the company Review the organisation's banking relationships and ensure they remain fit for purpose Ensure the company's financial control procedures are adequate and that appropriate safeguards against fraud are in place Ensure that risk management strategies (including appropriate insurances) are in place Review and maintain the organisation's risk register Oversee the company's investment strategy and report to the Board Oversee the preparation of the budget for the coming year, and review income and expenditure against the budget on a continuous basis Ensure the organisation's compliance with all legislative tax requirements Chair the Finance Audit & Risk Committee (FARS) and assist the Board in fulfilling its responsibilities relating to finance, audit and

	<p>risk, including assisting the Board in developing policy and comments on the financial documents presented to the Board, maintaining an oversight of the company's risk register, and advising on the selection and/or retention of auditors and other financial issues as required.</p>
<p>REVIEW</p>	<p>Review the Treasurer's job description annually. Recommend changes to the Board for ratification.</p>

POSITION TITLE	Director/Board member
QUALIFICATIONS/SKILLS	<ul style="list-style-type: none"> • Specific skills and/or qualifications in areas that will enhance the overall make-up of the Board (using the skills matrix)
TERM	<p>Board members are appointed for a three -ear term but are eligible for re-election. A rolling retirement schedule occurs as per the Constitution.</p>
REQUIREMENTS	<ul style="list-style-type: none"> • Commitment to the work of Accessible Arts • Willingness to actively participate • Attendance at Board meetings and the Annual General Meeting • Attend all important Accessible Arts events • Be informed of the services provided by Accessible Arts and publicly support them • Where possible, donate to the company and/or provide introductions to contacts who could become donors or supporters of the company
MAJOR DUTIES AND RESPONSIBILITIES	<ul style="list-style-type: none"> • On being elected to the Board, undertake induction and training procedures as provided by the Board • Govern Accessible Arts by the Board policies and strategic plan developed by the Board and participate in the creation of the strategic plan • Comply with the rules, policies and Constitution of the company • Ensure the company’s objectives, goals and mission are being followed • Define delegations for the CEO • Proactively identify issues which will impact upon the governance of Accessible Arts • Establish overall long- and short-term goals, objectives and priorities for Accessible Arts in meeting the needs of stakeholders • Demonstrate respect, tolerance, and integrity and undertake to prepare for each meeting and, if necessary, seek clarification of matters prior to meetings • Behave honestly with respect to governance of Accessible Arts and declare any conflict or perceived conflict of interest • Support each other and respect difference in view points • Read papers and consider issues thoroughly before Board meetings and attend diligently, with appropriate preparation • Understand the company’s finances (including insolvency) • Respect the confidentiality of the Board room and the Board’s decision making processes and remain committed to the Board’s decisions and deliberations in public (regardless of individual point of view) • Promote sponsorship and donation opportunities and membership through community networking etc

	<ul style="list-style-type: none"> • Monitor and evaluate the effectiveness of Accessible Arts through a regular review of programs and services • Review and approve the company’s budget as well as other major initiatives of Accessible Arts, such as capital expenditure and major program and service changes • Annually review the performance of the Board, including the Chair’s performance and role description, and take steps to improve performance • Participate in performance review of CEO if required • Seek nominations for election to the Board when appropriate in consultation with the Board and the Chair • Appoint independent auditors subject to approval by members • Foster a positive working relationship with other Board members, and the Accessible Arts staff • Review compliance with relevant material laws affecting Accessible Arts • Follow carefully the Board Code of Conduct, particularly in areas of ethics and personal honesty and integrity
REVIEW	<p>Review the Board members’ role description annually. Recommend changes to the Board for ratification. Biennial internal self-evaluation of Board to be carried out.</p>