



ACSA Board Charter

The purpose of this board charter is to clearly define the respective roles, responsibilities and authorities of the ACSA board of directors (both individually and collectively) and aid in setting the direction, the management and the guidance of ACSA.

1. Purpose of Charter

- 1.1. This Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of the Australian Cheer Sport Alliance.
- 1.2. The conduct of the Board is also governed by the Constitution of the Australian Cheer Sport Alliance, a copy of which can be located at www.australiancheersportalliance.com.au

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

- 2.1. The Board has two overarching purposes, performance and compliance:

PERFORMANCE: assist the organisation to perform to its best potential

Strategy and policy

- approve ACSA's vision/mission and ensure it is embedded into the organisation's operations
- Develop and / or approve the strategic plan and pillars of the organisation, develop and / or approve all policies and monitor each regularly

Accountability

- overall performance of the organisation
- board evaluation, succession planning
- report outcomes to stakeholders
- Manage the CEO or leading staff of the organisation

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



Risk management

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

COMPLIANCE: conform with or exceed all legal requirements

Legal

- monitor constitution
- comply with directors' responsibilities
- comply with laws
- monitor insurance requirements

Accountability

- monitor financials
- compliance audits

2.2. The Board, while meeting its responsibilities, is mindful of ACSA's mission and the objectives of ACSA as embodied in its Constitution.

3. Roles and Responsibilities

3.1. The Board has delegated authority for the day to day operations and administration of the organisation to the Executive Support and Member Services Officer until such time that a Chief Executive Officer (CEO) is appointed.

3.2. The functions of the Board are to:

3.2.1. Provide effective leadership and collaborate with both organisation staff and the organisations committees in:

- articulating the organisation's values, vision, mission and strategies
- developing strategic (direction) plans 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 organisation structure to support the achievement of agreed strategic objectives

3.2.2. Monitor the performance of leading staff against agreed performance indicators

3.2.3. Review and agree the business (action) plans and annual budget proposed by the Finance team

3.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes

3.2.5. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities

3.2.6. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged

3.2.7. 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



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

3.2.9. Ensure that all significant risks are adequately considered and accounted for by the Executive management team.

3.2.10. 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.

3.3. The Board has limited operational involvement in the conduct of organisation's business activities and delivery of services. Its role is primarily to set and review policy and Chairing each of the organisation's committees to ensure consistency and adherence to the organisation's vision and goals.

4. Membership and Term

4.1. The Constitution provides for a maximum of 9 directors and a minimum of 5 directors (so that a quorum can be formed to transact business at meetings).

4.2. The Board consists only of non-executive directors, the majority of whom are independent. That is, no member of the Board may be a member of the paid staff of the organisation.

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

4.4. Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent.

4.5. The Board has not adopted a tenure policy, but according to the Constitution, each director must be re-elected by the membership after 2 years on the Board if they wish to continue in their role.

5. Board/CEO Relationship

5.1. The roles of the Chairperson and CEO are strictly separated.

5.1.1. The role of a CEO is responsible for:

- 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.

5.2. The CEO is not a member of the Board.

6. Board Culture

6.1. The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.

6.1.1. Agendas

- The agendas of the Board are sent out prior to meetings for informed thought prior to formal discussions or votes. Discussions on items are also encouraged prior to meetings via the online board member area to share thoughts and ideas prior to meetings.



- There are lots of opportunities for informal interactions among Board members.

6.1.2. Norms

- In the event of not reaching consensus via discussion, a vote will be taken on any items with the goal of remaining open, transparent and efficient
- 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.

6.1.3. 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 keep up with what's going on, I should resign."

6.1.4. Values

- The Board serves the community 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

- 7.1. Proceedings of all meetings are minuted and signed by the secretary or the chairman of the meeting.
- 7.2. Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.
- 7.3. Resolutions are first put to the Board in draft form and, once passed, are recorded.

8. Review of Charter

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

9. Publication of the Charter

- 9.1. Key features of the charter are to be outlined in the organisation Annual Report.
- 9.2. A copy of the charter is available at www.australiancheersportalliance.com.au

Australian Cheer Sport Alliance

1/37 Lexton Rd, Box Hill North VIC 3129

A.B.N 35 624 569 080

www.australiancheersportalliance.com.au

"The pre-eminent, independent national Peak Body for Australian Cheer and Dance"



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