



BOARD CHARTER

INDEX

1. Overview
2. Role of the Board
3. Duties and Responsibilities of Directors
4. Commitment to Corporate Governance
5. Composition of Board
6. President
7. Meetings of Board
8. Conflicts of Interest of Directors
9. Confidentiality of Board Procedures
10. Access to Information
11. Committees
12. Director Induction
13. Connection with Members
14. Role of Executive Officer
15. Delegations to Management
16. Review of Charter

BOARD CHARTER

1. OVERVIEW

The mission of the LCC is to be “an independent association of businesses and individuals committed to promoting the economic and social well-being of the Launceston Region with the aim of making it a preferred place to live, work, invest and visit.”

The Board of the Launceston Chamber of Commerce (“the LCC”) is responsible to ensure that the Chamber has an appropriate, transparent and efficient corporate governance structure. This Board Charter sets out the framework of this structure.

The Board’s role, on behalf of Members, is to ensure the LCC achieves it’s Mission and strategic goals and objectives and, in so doing, meets all the legal and moral responsibilities and requirements that accompany ‘best practice’ corporate governance.

2. ROLE OF THE BOARD

The primary role of the Board is to provide effective governance over the LCC’s affairs by attending to the following functions:

- a. Set goals, formulate strategies and policies and approve business plans and investment
- b. Approve annual budgets and key management decisions;
- c. Monitor management performance and business results;
- d. Approve annual reports to members;
- e. Monitor financial performance of the LCC;
- f. Determine the employment, remuneration and removal of the Executive Officer;
- g. Ensure that there is an appropriate separation of duties and responsibilities between itself and the EO
- h. Understand the business of the LCC and act with required care and diligence, in the decision making process,
- i. Make every reasonable attempt to ensure that the LCC does not raise member, community or stakeholder expectations that cannot be fulfilled,
- j. Oversee the establishment of Board committees and operation of Board committees including their composition, terms of reference, effectiveness and reporting processes,
- k. Develop a draft annual agenda to plan Board activities, list items for Board consideration and set down regular Board meeting dates.
- l. Meet its responsibility to ensure that all staff employed at the LCC are treated with respect and provided with a working environment and working conditions that meet all reasonable standards of employment as defined in the relevant workplace legislation.

3 DUTIES AND RESPONSIBILITIES OF DIRECTORS

Directors will:

- a) Act honestly, in good faith and in the best interests of the LCC, and its members and stakeholders, as a whole,
- b) Carry out their duties in a lawful manner and ensure that the LCC carries out its activities in accordance with the law and its constitution,
- c) Use care and diligence in fulfilling the functions of office and in exercising the powers of office,
- d) Make reasonable enquiries to ensure that the LCC is operating efficiently, effectively and legally towards achieving its goals,
- e) Question, request information, raise issues and fully canvass all aspects of any issue confronting the LCC,
- f) Be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board,
- g) Give of their specific expertise generously to the business of the LCC both inside and outside formal meetings,
- h) Monitor and consider broader perspectives of business from different industries and bring forward for discussion in a constructive and creative way, suggestions, propositions and ideas in connection to the growth, development and improvement of the LCC,
- i) Take all reasonable opportunities to represent, promote and demonstrate a commitment to the LCC within the business community and to the public at large.
- j) Regularly attend board meetings and devote sufficient time to preparation for board meetings to allow for full and appropriate participation in the Board's decision making,
- k) Declare all interests that could result in a conflict between personal and organisational priorities,
- l) Not make improper use of information acquired as a director,
- m) Not take improper advantage of the position of director,
- n) Not engage in conduct likely to denigrate the LCC or harm its image.

4. COMMITMENT TO CORPORATE GOVERNANCE

The Board supports the principles of good corporate governance and best practice appropriate to an organisation of the LCC's capacity.

5. COMPOSITION OF BOARD

The Board shall comprise between 9 and 16 Directors, with a mix of elected and appointed Directors.

- 5.1 ELECTED DIRECTORS - The Board shall comprise between 9 and 14 Elected Directors. Directors will be elected by the Membership for 3 year terms, other than where there is a casual vacancy, and 1/3rd of Elected Directors will be required to retire and seek re-election each year.
- 5.2 APPOINTED DIRECTORS - 2 Directors can be appointed at the discretion of the Board, to address a skills or knowledge gap, for a period of up to 2 years, before being required to seek election as an Elected Director.
- 5.3 BOARD & DIRECTOR SKILLS - It is regarded as essential in establishing an effective organisation that Directors collectively possess the following skills:-
- Strategic thinking
 - Logical / analytical thinking
 - Financial / accounting
 - Business management
 - Corporate governance
 - Strong industry networks
 - Capacity to influence
 - Entrepreneurial skills / background

To ensure that the members' views and industries are represented, the Board aims to achieve representation from the following sectors.

- Professional services
- Retail sector
- Infrastructure – energy, roads, etc.
- Tourism & hospitality
- Property – market, development, real estate
- Health and community services
- Local Government knowledge
- Media skills
- ITC
- Manufacturing
- Agribusiness
- Education

6 PRESIDENT

The President provides leadership to the Board, ensuring that the Board's process and actions are consistent with its policies. Where appropriate the President represents the Board and the organisation to outside parties.

6.1 Chairing the Board

The President's role in chairing the Board is to:

- Settle Board Agendas, in liaison with the EO, ensuring appropriate matters are brought before the Board for information, discussion and decision including matters which Directors may wish to raise,

- Monitor and review the accuracy of the information presented to the Board for decision making,
- To obtain further information considered necessary for consideration and decision making on any matter relevant to the Board including obtaining external advice or the making of independent enquiries,
- Convene Board meetings
- Chair Board meetings in a manner which ensures that Board discussions are focused on matters before the Board and result in consensus and commitment to clear and unambiguous Board decisions.
- Foster a climate of openness, common purpose and debate at Board meetings where contributions by all members are valued.

6.2 Leadership and Responsibilities of the President

The President will:

- Ensure that Board has defined its role and relationships with management to enable both to function effectively and efficiently.
- Act as a link between EO and Board,
- Contribute to development of a strong positive profile for the LCC,
- Counsel and advise Board members where required,
- Ensure that the performance of the Board, collectively and individually, is reviewed as and when agreed by the Board,
- Provide political liaison in dealings with Government,
- Delegate functions and powers to EO where he/she or other Directors are unavailable, or as agreed,
- Chair meetings of the members of the LCC and act as a spokesperson for the LCC on matters of governance,

6.3 Tenure of President

The President will normally be elected by the Directors for a 12 month term at first regular monthly Board meeting following the AGM in accordance with the Constitution.

It is usual for the President to serve for two years.

Directors have the right to remove the President from office at any time.

7. MEETINGS OF THE BOARD

7.1 The Board shall meet as often as deemed necessary by the Directors in order to fulfil their duties and responsibilities as Directors and as dictated by the needs of the LCC's business. It is expected that under normal circumstances the Board will meet at least once each month, except for January when no meeting is usually held.

7.2 A meeting of the Board can be convened by the President, or a majority of the Directors.

7.3 All questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the President shall have a casting vote as well as a deliberative vote.

7.4 A quorum of the Board shall be 50% of Directors. A Director who is not entitled to vote or to be present during the consideration of a matter will not be counted in any quorum required for a meeting of Directors while that matter is being considered.

8. CONFLICTS OF INTEREST OF DIRECTORS

The Board places great importance on making clear any existing or potential conflicts of interest for Directors.

8.1 Directors must keep the board advised on an ongoing basis, of any interest that could potentially conflict with those of the LCC.

8.2 If any matter is to be discussed at a meeting of the Board which would involve one or more Directors having a material conflict of interest, then those Directors;

- Will declare that conflict of interest;
- Will not be present at the meeting whilst the matter is considered, unless a majority of other Directors agree; and
- Will not participate in any decision on the matter.

9. CONFIDENTIALITY OF BOARD PROCEDURES

All proceedings of the Board, including papers submitted and presentations made to the Board, shall be kept confidential and will not be disclosed or released to any person other than Board members, except as required by law or as agreed by the Board.

10. ACCESS TO INFORMATION

Directors are to be provided with information from management that is accurate, sufficient, relevant and timely in order to properly perform their role.

11. COMMITTEES

11.1 The Board will establish and maintain an Executive Committee (of the Board) to assist the Board in fulfilling its duties and responsibilities. The Board will elect, as a standing committee, 'the Executive' at the first regular monthly meeting following the AGM.

- The Executive consists of four members including the President, Treasurer and two Vice Presidents,
- The Executive Committee will hold formal meetings on a regular basis with minutes of each meeting to be provided to the full Board,
- The Executive Committee is to have a terms of reference.

- 11.2 The Board may establish ad hoc sub-committees to focus on key issues or activities that require active board involvement. Sub-committees will report to the Board and act only as authorized by the Board.

There is a preference for sub-committees to co-opt people who are members, however ultimately identifying committee members will be based on securing the specific skills required.

- 11.3 Terms of Reference for Board appointed sub-committees will be determined by the Board at time of creation.
- 11.4 Unless specifically authorized by the Board, sub-committees are not authorised to commit or spend Chamber funds or report to the media.
- 11.5 With the exception of certain limited delegations contained in their charters, recommendations of the committees are to be referred to the Board for approval.

12 DIRECTOR INDUCTION

The Board will provide all new Directors with a thorough induction in to the affairs of the both the Board and the organisation at large.

Prior to attendance at their first Board meeting, new directors will:

- Receive a copy of the Board's Charter and Articles of Association, and other relevant legal governance documentation, current and recent Board Minutes, contact details for other Directors and staff and the current year's meeting schedule.
- Meet with the President for a governance familiarisation. The meeting may be held as a group session or with individuals.
- Meet with the EO for an operational familiarisation.

13. BOARD CONNECTION WITH MEMBERS

As a membership based organisation, the Board aims to ensure that it maintains sound connections with members. To assist with achieving this, the Board will:

- a. Gather information on a regular basis about members' concerns, needs and aspirations,
- b. Remain up-to-date on relevant industry and community matters,
- c. Report to members on a regular basis on the performance of the organisation and key issues affecting it.

14. ROLE OF EXECUTIVE OFFICER (EO)

The EO is responsible to the Board for the general administration and management of the LCC. Additionally, the EO must perform functions delegated by the Board.

The EO's role includes:-

- General management of the day-to-day operations of the LCC in accordance with LCC strategy and relevant legislative requirements,
- Taking and approving any actions and initiatives required to implement the decisions, broad objectives, guidelines and policies established by the Board,
- Ensuring all actions comply with the LCC's policies in force from time to time,
- The timely dissemination of information relevant to Board deliberations,
- Making recommendations for the development of future strategies and policies,
- Regularly advising the Board on the operating and financial performance of the LCC,
- Consulting with President in connection with preparation of agendas and papers for all meetings of the Board,
- Advising the Board promptly of any adverse developments
- Performing any functions and exercising any powers delegated by the Board to the EO,
- Performing functions normally undertaken by the President at the request of the President or the Board, and
- Ensuring that transactions outside the EO's delegation levels are referred to the Board for approval.

The EO provides the organisational leadership which promotes the vision and values of the LCC. In particular, the EO role includes:

- Demonstrated commitment to the LCC's values, strategies and policies,
- Promoting the LCC to members, the community, stakeholders and Government,
- Coaching and mentoring staff,
- Fostering an effective working relationship between the Board and the management in alignment with the LCC's strategic directions.

15. DELEGATIONS TO MANAGEMENT

The Board will establish a delegations policy outlining any delegation powers for the Executive Officer. Notwithstanding this the Board delegates to the EO responsibility for implementation of LCC policies subject to complying with the boundaries and constraints imposed at any time by the Board or within the policy.

16. REVIEW OF CHARTER

This charter will be reviewed by the Board on an annual basis to ensure its relevancy.