

**NEW HORIZONS TASMANIA BOARD CHARTER**

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# NEW HORIZONS TASMANIA BOARD CHARTER

## VISION

New Horizons Tasmania is committed to leading the way through sport andrecreation to champion inclusion and empowerment for Tasmanians with disability.


## ROLE OF THE BOARD

The primary role of the Board is to govern the organisation rather than to manage it. The principal functions and responsibilities of the Board include:

* 1. Setting goals, formulating strategies and policies, and approving business plans, investment and organisational structure
	2. Appointing the Chief Executive Officer and approving the terms and conditions of employment
	3. Monitoring the performance of the CEO
	4. Approving annual budgets and key management decisions
	5. Approving annual reports to members
	6. Monitoring financial performance of the organisation
	7. Ensuring that there is an appropriate separation of duties and responsibilities between itself and the CEO
	8. Establishing and determining the powers and functions of sub-committees
	9. Reviewing the Board’s performance
	10. Ensuring that the organisation always complies with its legal responsibilities.

## DUTIES AND RESPONSIBILITIES OF DIRECTORS

Directors will:

* 1. Act honestly, in good faith and in the best interests of New Horizons and its members and stakeholders
	2. Carry out their duties in a lawful manner and ensure that the organisation carries out its activities in accordance with the law and its Constitution
	3. Use care and diligence in fulfilling the functions of office and in exercising the powers of office
	4. Set the organisational culture
	5. Make reasonable enquiries to ensure that the organisation is operating efficiently, effectively, and legally towards achieving its goals
	6. Question, request information, raise issues and fully canvass all aspects of any issue confronting the organisation.
	7. Be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board
	8. Give their specific expertise generously to the business of New Horizons both inside and outside formal meetings
	9. Monitor and consider broader perspectives and bring forward for discussion in a constructive and creative way, suggestions, propositions and ideas in connection to the growth, development and improvement of New Horizons
	10. Take all reasonable opportunities to represent, promote and demonstrate a commitment to New Horizons within the broader community
	11. 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
	12. Declare all interests that could result in a conflict between personal and organisational priorities
	13. Refrain from making improper use of information acquired as a Director
	14. Refrain from taking improper advantage of the position of Director
	15. Refrain from engaging in conduct likely to denigrate the organisation or harm its image
	16. Understand the business of New Horizons and act with required care and diligence, in the decision-making process
	17. Make every reasonable attempt to ensure that the Director does not raise member, community or stakeholder expectations that cannot be fulfilled.

1. **COMMITMENT TO GOOD GOVERNANCE**

The Board supports the principles of good governance and best practice appropriate to an organisation of New Horizons’ size and capacity.

## COMPOSITION OF BOARD

The Board shall consist of seven Elected Directors. The Board can appoint a further two Directors to supplement the skills base of the Board***.***

* 1. Elected Directors - The Board shall comprise of seven Elected Directors. Directors will be elected by the New Horizons Members for two-year terms, other than where there is a casual vacancy. Four Elected Directors will be required to retire in every odd-numbered year and three in every even-numbered year and seek re-election each year to ensure continuity and retention of corporate knowledge.

* 1. Appointed Directors – The Elected Directors can appoint up to two Appointed Directors with specific skills which complement the Board’s composition. Appointed Directors can be appointed for two years and can be renewed if considered appropriate.
	2. Board & Director Skills – The size and structure of the Board, the selection of Directors, and vacation of office is determined by the Constitution of New Horizons. The Board will ideally contain a relevant blend of skills and expertise in:
* Strategic thinking
* Logical/analytical thinking
* Financial/accounting
* Business management/development
* Corporate governance
* Strong industry networks
* Capacity to influence
* Knowledge and experience in the disability sector
* Lived experience with disability
* Marketing and communications

## CHAIRPERSON

The Chairperson provides leadership to the Board, ensuring that the Board’s process and actions are consistent with its policies. The Chairperson utilises experience, skills, and leadership abilities to facilitate the governance process. Where appropriate the Chairperson represents the Board and the organisation to outside parties.

* 1. Chairing the Board - the Chairperson’s role in chairing the Board is to**:**
	2. Chair Board meetings. If the Chairperson is not present the role will be undertaken as outlined in the Constitution
	3. Settle Board Agendas, in liaison with the CEO, ensuring appropriate matters are brought before the Board for information, discussion and decision including matters which Directors may wish to raise
	4. Monitor and review the accuracy of the information presented to the Board
	5. 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
	6. Convene Board meetings
	7. Ensure that the Board minutes properly reflect Board decisions
	8. 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
	9. Foster a climate of openness, common purpose, and debate at Board meetings where contributions by all members are valued
	10. Chair the CEO performance appraisal process.
	11. Leadership and Responsibilities of the Chairperson - the Chairperson will:
1. Ensure that the Board provides leadership and vision to the organisation
2. Ensure that Board and management abide by the Delegations of Authority Policy document
3. Act as a link between CEO and Board
4. Contribute to development of a strong positive profile for New Horizons
5. Counsel and advise Board members where required
6. Ensure that the performance of the Board, collectively and individually, is reviewed as and when agreed by the Board
7. Provide political liaison in dealings with Government
8. Chair meetings of the members of New Horizons and act as a spokesperson on matters of governance.
	1. Tenure of the Chairperson - the Chairperson will be elected by the Directors for a 12-month term at the first regular Board meeting following the AGM in accordance with the Constitution.

## MEETINGS OF THE BOARD

* 1. The Board shall meet at least once every two months, with at least two days’ notice of meetings given.
	2. All Directors can agree to hold a meeting at shorter notice. In cases of urgency, a meeting of the Board can be convened without notice but any resolutions made at an urgent meeting must be passed by an absolute majority of the Board.
	3. All questions arising at a meeting of the Board shall be decided by a show of hands or if demanded by majority of votes. In the case of an equality of votes, the motion shall fail. Neither the Chairperson nor chair has a casting vote.
	4. A quorum of the Board shall be four Directors. A Director who is not entitled to vote due to a conflicted interest can be counted in any quorum required for a meeting of Directors while that matter is being considered.
	5. The Board may pass a resolution without a meeting of Directors if a resolution in writing is signed and assented by electronic communications by all voting Directors. In this case, it is valid and effectual as if it has been passed at a meeting held of the Board.

## CONFLICTS OF INTEREST OF DIRECTORS

The Board places great importance on making clear any existing or potential conflicts of interest for Directors. Conflicts of interest include a direct or indirect financial interest, or a conflict of interest, duty or roles such as a duty or obligation to an individual or another organisation, where a reasonable person would perceive there to be a potential conflict.

* 1. Directors must keep the Board advised on an ongoing basis, of any interest that could potentially conflict with those of New Horizons.
	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:
1. Will declare that conflict of interest
2. May not be present at the meeting whilst the matter is considered, and may not speak to any motion or proposal
3. Must not vote on any matter in which those Directors have any material interest, either financial or of interest or duty.

## 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.

## ACCESS TO INFORMATION

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

## COMMITTEES

* 1. The Board may establish sub-committees from the Board 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.
	2. The Board may co-opt any person to a sub-committee
	3. Two appointed members of a sub-committee constitute a quorum
	4. Terms of Reference for sub-committees will be determined by the Board at time of the establishment of the sub-committee.

## DIRECTOR INDUCTION

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

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

1. Receive a copy of the Board’s Charter, Constitution, Delegations of Authority Policy 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
2. Meet with the Chairperson for a governance familiarisation. The meeting may be held as a group session or with individuals
3. Meet with the CEO for an operational familiarisation.

## 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:

* 1. Gather information on a regular basis about members’ concerns, needs and aspirations
	2. Remain up to date on relevant industry and community matters
	3. Report to members on a regular basis on the performance of the organisation and key issues affecting it.

## ROLE OF CHIEF EXECUTIVE OFFICER (CEO)

The CEO is responsible to the Board for the general administration and management of New Horizons. The role of the CEO is outlined in the CEO’s Employment Contract and Position Description. The Board will develop a set of performance criteria and assess the CEO’s performance against these annually.

## DELEGATIONS TO MANAGEMENT

The Board has established a Delegation of Authority Policy and accompanying schedules of delegation outlining any delegated powers for the Chief Executive Officer and other staff of New Horizons.

## REVIEW OF CHARTER

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

*Date first approved:* *25 February 2022*

*Date of effect:* *25 February 2022*

*Date last amended:* *N/A*

*Date of next review:* *February 2024*