

## BOARD CHARTER

### 1. INTRODUCTION

The role of the Board is to set the strategic direction of the Western Desert Lands Aboriginal Corporation (Jamukurnu-Yapalikunu) RNTBC (**WDLAC**), to oversee the management of WDLAC to achieve the goals set out in the strategic plan, to review and approve the risk management systems of WDLAC, and oversee the good governance of WDLAC to ensure WDLAC is sustainable over the long term for the benefit of the Martu people.

The corporate governance structure of WDLAC aims to ensure WDLAC's integrity and transparency, and to ensure the Board and other levels of management in the organisation are held accountable for achieving the strategic goals of the organisation by its members.

This Charter includes an overview of:

- (a) The Board's key responsibilities and composition;
- (b) The interaction between the Board and management;
- (c) The authorities delegated to management and committees by the Board;
- (d) The Board's policy in relation to independent advice; and
- (e) The review of this Charter.

The Charter should be read in conjunction with the WDLAC Rule Book, the WDLAC Policy and Procedures Manual and the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

### 2. RESPONSIBILITIES OF THE BOARD

The responsibilities of the Board include:

- 2.1 approving WDLAC's strategy, business plans and policies, and monitoring their implementation;

- 2.2 monitoring the group's risks and their management, and reviewing and approving risk management systems and controls;
- 2.3 approving the annual report and financial statements (including the directors report and remuneration report) on the recommendation of the Finance and Risk Committee, and in accordance with relevant laws and standards;
- 2.4 approving the annual budget and approving and monitoring material expenditures, acquisitions and divestments;
- 2.5 overseeing WDLAC's accounting and corporate reporting systems, and making recommendations to the members in general meeting concerning the appointment/removal and remuneration of the auditor, on the recommendation of the Finance and Risk Committee;
- 2.6 overseeing systems and approving policies to ensure the integrity of financial reporting and budgets, and the maintenance of a strong balance sheet, cash flow and credit rating;
- 2.7 forming Board committees as required and approving applicable charters;
- 2.8 monitoring the effectiveness of WDLAC's corporate governance systems and policies;
- 2.9 approving the remuneration report which forms part of the annual report and the remuneration of directors, the Chairperson, Deputy Chairperson, and the CEO in accordance with the Rule Book and applicable laws, upon recommendation of the Remuneration Committee;
- 2.10 appointing/removing and reviewing and monitoring the performance of the CEO;
- 2.11 evaluating the performance of the Board;
- 2.12 developing succession plans applicable to the roles of CEO, Chairperson and Deputy Chairperson;
- 2.13 overseeing WDLAC's interactions with members and external stakeholders;
- 2.14 overseeing any actual or potential conflicts of interest involving officers of the corporation and deciding upon how to address conflicts of interest;

- 2.15 approving WDLAC's code of conduct;
- 2.16 appointing a director to fill a vacancy where quorum issues arise in accordance with WDLAC's Rules and applicable laws;
- 2.17 approving delegations of the Board's authorities;
- 2.18 calling and approving the content of notices for meetings of members;
- 2.19 undertaking training to continuously improve their performance and governance outcomes;
- 2.20 establishing subsidiaries and, subject to their applicable laws and constitutions, appointing directors to fill positions on their Boards.

### 3. MEMBERSHIP

**Size, composition, term:** The number of directors on the Board, their characteristics, and the term of their appointment are determined in accordance with the Rule Book and applicable laws. A majority of directors must not be employees of WDLAC.

**Chairperson:** The Chairperson of the Board is elected by the members in general meeting from among the directors elected. The Chairperson must not be a person who is the CEO of WDLAC. The Chairperson is responsible for:

- (a) leadership of the Board and overseeing the Board's effective and efficient discharge of its roles and responsibilities;
- (b) approving Board agendas and the calling of Board meetings;
- (c) executing Board minutes pursuant to the authorisation of the Board;
- (d) facilitating the contributions of directors during meetings;
- (e) promoting constructive and respectful relations between directors and between the Board and management;
- (f) chairing Board and general meetings of WDLAC;
- (g) leading and implementing recommendations arising from the

evaluation of the Board annually, with the assistance of external advisers as required;

- (h) being, together with the CEO, the spokespersons for WDLAC. The Chairperson is responsible for communicating the Board's position both internally and externally and all Board communications must come from, or be approved by the Chair. The CEO is also authorised to represent WDLAC in communications with external parties and/or the Board; and
- (i) exercise any functions delegated by the Board to the Chair from time to time.

**Deputy Chairperson:** The Deputy Chairperson of the Board is elected by the members in general meeting from among the directors elected. The Deputy Chairperson performs those functions of the Chairperson when the Chairperson is unable or unavailable to perform the role of the Chairperson.

**Secretary:** The Board must appoint/remove a Secretary or contact person (as required under applicable laws) who is accountable to the Board and is responsible for:

- (a) coordination of Board and committee business in consultation with the Chairperson and CEO;
- (b) monitoring Board and committee policy and procedures, and assisting the Board and committees with governance matters;
- (c) the preparation of agendas, notices, board papers, minutes and drafting resolutions;
- (d) communication with regulatory bodies and all statutory and other filings;
- (e) facilitating the induction of new Board members.

The CEO will provide all necessary support to the Secretary including providing administrative and other support services. The CEO is also authorised to represent WDLAC in communications with external parties and/or the Board.

**Board Committees:** The Board of Directors may delegate any of their powers to a Board committee consisting of such director or directors as the Board thinks fit and may from time to time revoke such delegation. The Board Chair is a member for all committees, unless otherwise determined by the Board, or where a conflict of interests arises (e.g. the Chairperson and Deputy Chairperson are not able to be members of the Remuneration Committee). The Board has authorised the establishment of the following committees to date:

- (a) Remuneration Committee; and
- (b) Finance and Risk Committee.

#### **4. ROLE OF MANAGEMENT AND RELATIONSHIP WITH BOARD**

4.1 The day-to-day management of WDLAC is the responsibility of the CEO, supported by key management personnel, and the Board delegates to the CEO such authorities as are necessary to perform that role to the CEO, unless otherwise expressly reserved by the Board, including through relevant policies and procedures, or as specified in part 2 of this Charter.

4.2 The key responsibilities of the CEO are:

- (a) managing and administering the day-to-day operations of WDLAC in accordance with the strategy, business plans and policies approved by the Board;
- (b) develop and make recommendations to the Board on strategies, budgets and risk management systems for WDLAC;
- (c) ensure compliance with relevant laws by WDLAC and report to the Board on compliance issues;
- (d) recommend to the Board expenditures, acquisitions and divestments that go beyond delegated authorities;
- (e) report in a timely, clear manner to the Board to ensure the Board is fully informed to discharge its responsibilities effectively;
- (f) establish appropriate delegations of responsibility among key management personnel and monitor their performance;

- (g) manage the employment of all staff and their remuneration within the scope of the CEO's delegated authority; and
- (h) report to the Board on any conflicts of interest affecting the CEO's performance of the CEO role;
- (i) exercise any other powers delegated by the Board to the CEO from time to time.

## 5. DELEGATION OF DUTIES AND POWERS

**Delegation to Management:** Directors may delegate their powers by resolution to a committee, a director, an employee or any other person. Ultimate responsibility for directing and monitoring the corporation will however always rest with the directors. Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge these duties effectively. Directors are entitled to request additional information through the Chairperson at any time they consider appropriate.

**Delegation to Board Committees:** From time to time the Board may establish Board Committees to streamline the discharge of its responsibilities. Each Committee may adopt a formal charter approved by the Board setting out matters relevant to the composition, responsibilities and administration of the Committee. The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis. The powers delegated to these Committees will be set out in Board resolutions and will be guided by the WDLAC Rule Book.

**Relationship with Elders:** The Board will act with the highest level of integrity and at all times in a culturally appropriate manner. This may include inviting Elders to Board meetings to be Observers and to provide cultural leadership in dealing with important issues that may arise.

## 6. CODE OF CONDUCT AND CONSENT

Each director will complete a 'consent to act' prior to their appointment and comply with the code of conduct set out in that consent form on a continuous basis. This includes compliance with the directors' duties under the Rules and applicable laws, and the disclosure of conflicts or material personal interests in corporation business.

## **7. INDEPENDENT ADVICE**

The Board collectively, and each director individually, may obtain independent professional advice at WDLAC's expense (subject to Board approval and the costs being reasonable), as considered necessary to assist in fulfilling their relevant duties and responsibilities.

## **8. CONFIDENTIALITY**

The directors acknowledge that all proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law.

## **9. REVIEW OF CHARTER**

The Board will from time to time review this Charter to ensure it meets best practice standards, meets the needs of WDLAC, and complies with the Rules and applicable laws.

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**Approved by the Board:** 26 June 2015