

SCOUTS AUSTRALIA (SA BRANCH) BOARD CHARTER BRANCH EXECUTIVE COMMITTEE



OVERVIEW

This Board Charter sets out the main principles adopted by Scouts Australia (SA Branch) and Branch Executive Committee (“the Board”) in order to develop, implement and maintain a culture and standard of good corporate governance for both the Scouting Community and other stakeholders including Government Agencies.

The Board is committed to ensuring that principles of good governance are implemented openly and with integrity, pursuing the true spirit of good corporate governance, commensurate with Branch’s needs.

This Charter provides the overarching governance direction for the Board. This Charter also conforms with legislative requirements and Scouts Australia Policy and Rules. Importantly the Charter complies with The Scout Association of Australia South Australian Branch Constitution and Rules, 2022 (Constitution).

Scouts Australia (SA Branch) (“the Branch”) is a Not-for-profit Incorporated Association in South Australia, under the *Associations Incorporation Act 1985 (SA)*. The Incorporation number is A734.

The Branch’s full legal name is “The Scout Association of Australia, South Australian Branch Incorporated” and the ABN is 35 621 021 366. The Branch trades under a number of business names, in accordance with the relevant activity being undertaken, including Scouts SA, Scouts Australia (SA Branch), Scout Recycling Centre, Woodhouse Activity Centre, Roonka Water Activity Centre, Exurbia and Annapurna Outdoor Store and Nyroca.

The Branch is also a registered charity, registered with and regulated by the Australian Charities and Not-for-profit Commission (ACNC), and a Registered Australian Body with ASIC which enables the Branch to operate throughout all states and territories of Australia. The Branch ARBN is 630 138 537.

GENERAL

In the event of a conflict between the Constitution and the Board Charter, the Constitution will prevail. However, this document also mandates a desired cultural behaviour, and directs certain processes which are matters for an agreed standard. In this light, this Charter informs the Constitution.

The term Branch Executive Committee (BEC) and the Board are interchangeable within the Board Charter and have the same meaning.

The term Branch in the context of the Board Charter means the Scout Association of Australia (SA Branch).

The term President also refers to a delegate as appointed by the President.

ROLE

The role of the Board is defined in a number of documents including the Constitution, **Article 2**, legislative requirements and Scouts Australia Policy and Rules. In summary the Boards role is:

- In exercising its powers the Board shall have primary regard for the interests of youth members and adult members, but may also, if appropriate take into account the

interests of other persons who have an interest in, or who may be affected by, the activities of the Branch.

- Board members shall undertake their responsibilities with honesty and integrity, care and diligence. In accordance with the law and in a manner which reflects the highest standards of governance and which is consistent with Scouting ethos, values and culture.
- The responsibility for the corporate governance of the Branch rests with the Board. The Board as a collective, ensures that the Branch maintains systems and processes that are properly controlled and functioning effectively, and that management is complying with the policies and directives approved by the Board.

GOVERNANCE STRUCTURE

The governance structure of Branch consists of a Board of Directors and Board Members, supported in its functions by Standing and Other Committees which may be determined from time to time.

ROLES AND FUNCTIONS OF THE BOARD

The Board is responsible for the overall corporate governance of the Branch, including its strategic direction, establishing goals, and monitoring the achievement of those goals. The key functions of the Board include:

- Setting the 'vision' and Strategic Plan for the Branch.
- Protecting, growing, promoting and preserving the Branch's reputation and standing in the community.
- Promoting the Branch to be seen as a genuine and credible advocate for youth in the community.
- Strategic oversight of Branch Corporate Operations.
- Reporting / Communicating to members of the Branch and the community on the performance of both the Board and the Branch.
- Creating, overseeing and appointing people to Standing Committees and Other Committees where appropriate to assist in the Board's functions and powers.
- Making decisions in any matters in excess of the limits delegated to either the Chief Executive Officer (CEO) or Chief Commissioner (CC).
- Making a recommendation to the Chief Scout of the Branch (for subsequent appointment by the Chief Scout of Australia) for the appointment of the Branch CC per the Branch Constitution.
- Appointing a CEO and determining an appropriate remuneration package.
- Delegating authority to the CC and CEO through the Strategic Plan; Budgets and other financial instruments.
- Establishing the objectives (and reviewing performance against those objectives) for the CC and the CEO.
- Preparing an annual budget, and monitoring results on a regular basis.
- Ensuring that risk management and governance systems are in place and operational throughout the organisation.
- Ensuring that Scouts Australia (SA Branch) complies with the law and conforms to the highest standards of financial, environmental and ethical behaviour.
- Overseeing the Association's finances through the CEO (including bequests, properties and all commercial activities).
- Leading a positive and inclusive culture which promotes diversity, empowerment, ethical behaviour, respect with a strong connection with the community throughout the movement.

Board members are volunteers, receiving no fees for their commitment as Directors of the Board.

The Ten Principles of Leadership Behaviour

The Ten *Principles of Leadership Behaviour* are derived from action centred leadership, and summarise behaviours that effective leaders exhibit when developing individuals (including themselves), building teams and achieving tasks. Importantly, the Ten Principles provide a common basis for understanding leadership behaviour, and a common language for

leadership discussion, review and counselling. They are not exhaustive, and leaders use their own experiences of leadership to interpret the desired behaviours in different ways: that's a strength and their value lies in the conversations they will elicit.

These Ten Principles are widely used and have general applicability across all types of organisations. Leaders will draw on their own experience and exercise judgement in determining how to use them in a way that is most appropriate for themselves, their teams and for their organisation.

Influence begins with the leader and ripples outwards, from the individual to the team, and to the organisation itself. These ten principles of leadership behaviour have withstood the test of time and are useful for self-assessment and in developing a personal leadership style. The principles are:

- Be proficient
- Know yourself and seek self-improvement
- Seek and accept responsibility
- Lead by example
- Provide direction
- Know and care for your team members
- Develop the potential of your team members
- Make sound and timely decisions
- Build the team and challenge its abilities
- Keep your team informed

Please refer to the board handbook for further definition of each principle.

Powers Reserved of the Board

Article 2 of the Constitution outlines a number of Board Powers, including:

- 2.2 The organisation, control and management of the Branch shall be vested in the Branch Executive Committee which may in South Australia, exercise all such powers and do all such acts and things including the power of delegation provided that no change is made in the general spirit of the Movement as incorporated by the Founder, the late Robert Stevenson Smyth Baden-Powell, 1st Baron of Gilwell and embodied in his book Scouting for Boys and in the Policy and Rules of The Scout Association of Australia for the time being in force.
- 2.3 Nothing in Clause 2.2 shall be construed as limiting the powers and duties of the CC, as delegated by the Branch Executive Committee, who has the responsibility to the Branch Executive Committee for all uniformed activities in the Branch in accordance with the Branch Constitution.
- 2.4 The Branch Executive Committee shall have power upon and at its absolute and unfettered discretion to appoint or discharge officers, secretaries, clerks, agents and/or servants permanent or temporary or special and to fix their powers, duties, salaries and emoluments respectively and, subject to law, to regulate and decide upon the terms of their employment in all respects. Notwithstanding the provisions of Article 1 hereof, such terms shall, unless the Branch Executive Committee resolves otherwise, preclude any such person from being a member of the Branch, or of the Branch Executive Committee, or of any committee established by the Branch Executive Committee.

Article 4

- 4.1 The Branch Executive Committee shall establish by regulations pursuant to **Article 19** hereof, such Standing Committees as are necessary for the proper control, management and advancement of the Branch.
- 4.2 Each Standing Committee shall report regularly to the Branch Executive Committee through its Chairman. The Branch Executive Committee may establish terms of reference for each Standing Committee and may amend them from time to time. The Branch Executive Committee may refer certain matters or questions to a Standing Committee for advice or recommendation.
- 4.3 At the first meeting of the Branch Executive Committee held after the Annual General Meeting each year, the Branch Executive Committee shall appoint to each Standing Committee a Chairman and at least four and not more than eight persons to be members of each Committee for the ensuing year. Such persons shall be chosen who have professional, commercial or other qualifications, skills or expertise in fields appropriate to the roles of the Standing Committee.
- 4.4 The President, Chief Commissioner and Chief Executive Officer shall be members, ex-officio of each Standing Committee.
- 4.5 Each Standing Committee shall meet at such times and places as it determines, subject to any directions given to it by the Branch Executive Committee. Each member of a Standing Committee shall have one vote, the Chairman shall have a casting vote as well as a deliberate vote. No member shall vote by proxy. Notwithstanding the ability to vote on issues of relevance, any resolution or determination made by a Standing or other committee involving Branch assets, real property or which carry financial implications for the Branch, including major events nominated by the Branch Executive Committee, are to be presented to the Branch Executive Committee for approval before implementation. Any amendments to the total budget expenditure of that Standing Committee of over 5% must be referred to the Branch Executive Committee for approval. The Branch Executive Committee has the sole and unfettered right of approval or otherwise of such resolutions or determinations.

Article 5

The Branch Executive Committee shall have power at any regular meeting to appoint committees for specific purposes. All such committees shall have power to do all such things as the Branch Executive Committee shall direct. The provisions contained at Clause 4.5 apply to all 'other committees' of the Association.

Article 6

The Branch Executive Committee may, from time to time, appoint honorary consultants or honorary advisers to the Branch and may, at any time, revoke any such appointment.

Article 9

- 9.4 If a casual vacancy occurs in the office of the auditor during the course of a financial year of the Branch, the Branch Executive Committee may appoint another person or company as the auditor, holding such office until the next succeeding Annual General Meeting.

Article 10

- 10.5 Life Membership may be withdrawn from an individual by a resolution of the Branch Executive Committee.

Article 13

- 13.1 The Branch Executive Committee may confer the special membership status of 'Patron' to an individual through resolution. This membership category is restricted to persons who will significantly advance the standing of Scouts Australia (SA Branch) in South Australia.
- 13.2 The Branch Executive Committee will review this category of membership annually at its sole discretion.
- 13.3 The status of 'Patron' may be withdrawn from an individual by a resolution of the Branch Executive Committee.

Article 18

- 18.1 No alteration shall be made to this Constitution except by resolution of the Branch and then only on the recommendation of the Branch Executive Committee and with the consent of two-thirds of the members present at the meeting at which the proposed alteration shall have been considered.

Article 19

- 19.1 The Branch Executive Committee shall have power to make Regulations not inconsistent with this Constitution, which the Branch Executive Committee may deem necessary or convenient for carrying out the purposes of the Movement in South Australia.
- 19.3 The Branch Executive Committee shall, in like manner, have power to amend or rescind any Regulation(s).

Regulation 5

- 5.1 Policy and Rules of the Scout Association of Australia states that the Chief Commissioner of a Branch "is appointed by the Chief Scout of Australia, on the recommendation of the Branch Executive Committee made through the Branch Chief Scout if appointed, otherwise through the Chief Commissioner of Australia."
- 5.4(a) The Branch Executive Committee will establish a sub-committee to investigate any complaint that it thinks might warrant the suspension or cancellation of the CC's warrant. The sub-committee will report directly to the Branch Executive Committee.
- 5.4(c) If action is required, a report outlining the reasons for suspension or cancellation will be forwarded by the Branch Executive Committee to the Scout Association of Australia with a clear request and recommendation for the action desired.

Regulation 8

- 8.1 Honorary Member membership may be withdrawn from an individual by a resolution of the Branch Executive Committee in accordance with **Article 16.2.3**.

Regulation 9

- 9.1 The status of 'Patron' may be withdrawn from an individual by a resolution of the Branch Executive Committee in accordance with **Article 16.2.3**.

Article 4 (3) and 12 of The Australian Boy Scouts Association South Australian Branch Act 1969 articulates the authority the Branch and the Board has to use the Common Seal.

Article 4

- 4.3 *The Branch shall have perpetual succession and a common seal and in its corporate name shall be capable of being a party to legal proceedings of any kind, and of purchasing, taking, holding, selling, mortgaging, leasing, taking on lease, exchanging and disposing of property of any kind.*

Article 12

- 12.1 The Executive Committee appointed under the Constitution may design, change or alter the common seal of the Branch.
- 12.2 The seal shall be in the custody of the Branch secretary and shall not be affixed to any document except pursuant to a resolution of the Executive Committee.
- 12.3 The affixing of the seal to any document shall not be complete without the signature of three members of the Executive Committee.
- 12.4 It shall not be necessary to affix such seal to any document by which the Branch appoints an attorney, solicitor or proctor in or for the prosecution or defence of any action, suit or other proceeding.

BOARD COMPOSITION

The Branch Executive Committee (Board) shall comprise:

- The President, elected at the AGM.
- The Vice President, elected on the alternate year to the President.
- The Chief Commissioner, (or in the Chief Commissioner's absence, an Adult Leader nominated by the Chief Commissioner).
- Not more than two Supporting Members, elected on alternate years.
- Not more than two Adult Leaders elected on alternate years.
- Not more than two young adults elected on alternate years.
- Up to one co-opted member at the Branch Executive Committee's discretion.

Article 2.1 of the Constitution determines the composition of the Board.

BOARD APPOINTMENTS

In accordance with **Article 2 and Regulation 7** of the Constitution, the voting members of the 'Branch' are responsible for electing the Board at the Annual General Meeting (AGM).

TERM OF OFFICE

All Directors, are subject to re-election at the AGM by rotation at least every two years.

Article 1.6 of the Constitution details the terms of office requirements.

BOARD OFFICE HOLDERS

The President is elected by members of the Branch at the Association's AGM, as are the Vice President and all Board members. The President's and Vice President's term of office expire on alternate years to ensure leadership continuity on the Board.

The role and responsibility of Board Office Holders and Directors is articulated within **Article 2** of the Constitution.

President

The President's role is to lead and manage the meetings and affairs of the Board. This includes, but is not limited to:

- Convening board meetings;
- Overseeing the agenda for Board meetings;

- Overseeing the adequacy, timeliness and appropriateness of information provided to the Board members;
- Overseeing the quality, sufficiency and relevance of financial information made available to the board;
- Induct new Board Members;
- Continually review of the effectiveness of the Board and individual Directors;
- Chairing board meetings (unless the Chief Scout is present as per article 1.7 in our constitution) including:
 - Ensuring the business of the meeting is dealt with effectively and efficiently;
 - Encouraging participation in deliberations by all board members so that the benefit of each member's perspectives and contribution can be shared and considered;
 - Maintaining the meeting's focus on strategic and other priority matters;
 - Setting standards of behaviour and engagement at board meetings which are consistent with the Scout Law and Promise and discouraging behaviour inconsistent with those standards;
 - Keeping the meeting's focus on the subject matter to hand.
- Oversee aspects of board engagement including:
 - Developing a culture of respect and inclusion amongst board members, the CC and the CEO;
 - Counselling board members, the CC and the CEO
 - Facilitating board member, CC and CEO evaluations and reviews;
 - Facilitating board member, CC, CEO succession planning and its execution;
 - Act as the board's representative in communications between the board and both the CC and CEO.
- Effectively and fairly represent the organisation in co-operation with the CEO, in the organisation's communications with its broader stakeholders; respecting the primacy of the CEO's role in this respect;
 - Exemplify the organisation's agreed values and standards of behaviour;
 - In alignment with the CEO, is visible at times of crisis where trust and confidence in the ability of the board and management to respond to the crisis is important.
- Ensuring the Board fully meets its responsibilities to the:
 - Work Health and Safety Act 2012 (SA Gov);
 - Australian Charities and Not for Profit Commission (Aust. Gov);
 - Associations Incorporation Act 1985 (SA Gov);
 - Australian and South Australian Law.
- The President, Chief Commissioner and Chief Executive Officer shall be members, ex-officio of each Standing Committee.

Vice President

The Vice President is elected by Members of the Branch at the Association's AGM, The President's and Vice President's term of office expire on alternate years to ensure leadership continuity on the Board.

The Vice President is to lead and manage the meetings and affairs of the Board in the President's absence. The Vice President is available to assist the President in their duties, as described above.

Chief Commissioner (CC)

The Chief Commissioner is responsible for the conduct of all uniformed Scouting activities in South Australia reporting to and under the direction of the Board.

The CC is expected to work in harmony and cooperation with the CEO and other senior managers. While all salaried personnel report to the CEO, appropriate staff are allocated operationally to the CC for the achievement of their goals.

The term of office of the CC is three years and, subject to a satisfactory performance review by the Board, measured against the specified performance indicators, may be extended for a further three years, after which time the appointment will expire.

The CC is a Director of the Board with full voting powers.

The position objectives of the CC are as follows:

- Lead, oversee and delegate to the Chief's Council and relevant teams to collectively focus and support SA Leaders in pursuit of the social, physical, intellectual, emotional and spiritual development of young people. Ensure that all adults comply with the Child Protection Policy.
- Ensure that every adult member completes leadership training in a timely fashion in line with current policy.
- Provide comprehensive support for all adult leaders and ensure that their efforts are recognised.
- Provide development and growth opportunities for adult leaders.
- Continuous improvement of youth program delivery to both attract and retain members.
- Increase the adult and youth membership through the development of new groups and teams and the expansion of existing groups and teams.
- Actively support strategic objectives as identified by the Board.

Chief Executive Officer (CEO)

The Board shall at its sole and unfettered discretion appoint, a CEO for such a period and on such conditions as it may determine from time to time. The Board may also, at its sole and unfettered discretion, reappoint or dismiss a CEO. The CEO is directly and solely responsible to the Board through the Branch President.

The Chief Executive Officer in accordance with **Article 8** of Branch Constitution is to:

- On behalf of the Branch Executive Committee, the CEO oversees and directs, all Branch business, commercial and fiducial dealings.
- On behalf of the Branch Executive Committee, the CEO superintends and manages Branch staff.
- Prepare and submit to the Branch Executive Committee, for its approval, an annual Branch operating budget, and once approved, oversees the implementation the Branch budget. The CEO shall be responsible for the ordinary management of the receipts and expenditure of the Branch within such budgets as approved by the Branch Executive Committee.
- Keep minutes of all meetings of the Branch Executive Committee and Branch Standing Committees.
- Prepare and submit to the Branch Executive Committee, for its approval, a report of the work done during each year to be presented in its name at the AGM of the Branch. This report shall also be forwarded to the National Chief Executive of The Scout Association of Australia with a copy of the audited Statement of Accounts of the Branch. The CEO shall supply to the National Executive Committee such other information as it may from time to time request with the approval of the Branch Executive Committee.
- Submits at the AGM of the Branch a Statement of Accounts approved by the Branch Executive Committee and duly audited by Auditor(s) appointed as specified in **Article 9** of the Branch Constitution.

- Performs all such other duties as may be prescribed by this Constitution or by the Branch Executive Committee.

The CEO is not a Director of the Board and is ex-officio.

DIRECTORS

Directors must perform their roles and responsibility with honesty, integrity and respect. Recognising the different nature of their duties they must:

Exercise Reasonable Care

- Understand their roles and responsibilities as a Director
- Devote adequate time to the role, including in preparing for, regularly attending, and participating in meetings and the broader work of the Board
- Take responsibility for managing and progressing the work of the Board and committing energy and drive to see that the goals of the Board are achieved
- Cultivate a genuine interest in the Branch, an understanding of the issues that affect it and its operations.


Act in Good Faith, in the Best of interest of Scouting

- Only use their position or information obtained in the course of their Board role for proper purposes intended by the Board, and not improperly gain an advantage for themselves or someone else, or cause detriment to the Branch
- Act in a manner consistent with the Branch's Law and Promise
- Act in a manner that upholds the Branch's integrity and good reputation in the community
- Uphold the values of diversity and inclusion in shaping Branch culture

Board Solidarity & Positive Culture

- Abide by the principles of the Board to create a culture of solidarity and collective responsibility
- Cultivate productive working relationships by working collaboratively and treating colleagues with respect and courtesy, and in a manner that elicits their best contributions
- Be accountable for the decisions of the Board and not work or publicly speak against them
- Maintain the confidentiality of materials, discussions and decisions, except where authorized to waive such confidentiality

Think Strategically

- Help shape the Branch's strategic direction by contributing to the Board's performance of its roles and responsibilities
- Respect the distinction between the roles of the Board and management
- Thoughtfully explore, assimilate and act upon  information, make enquiries about any critical gaps or risk and where appropriate, demonstrate personal courage in challenging ideas and processes
- Communicate and negotiate with clarity, concision, influence and respect

Build Board Capacity

- Assist in developing the capacity of other Directors, including, where appropriate, by acting as a guide or mentor
- Be open to receiving and acting upon feedback about the performance of the Board

Exercise responsible management of financial affairs and risk

- Understand, evaluate, and act upon information about the Branch's financial status and risk environment

- Maintain a current knowledge of work health and safety matters, including the hazards and risks associated with the operations of the Branch
- Ensure the institution of appropriate and tailored financial systems and procedures, such as those aimed at minimizing financial wastage and any risk of wrongdoing, corruption, fraud, bribery or other financial impropriety, including among the Board.
- Ensuring the Branch does not operate insolvent.

MEETINGS

Article 2 of the Constitution advises that:

2.5 The President (or in the President's absence, the Vice President) shall preside at all meetings of the Branch Executive Committee. In the absence of the President and the Vice President from any Meeting, the Branch Executive Committee shall have power to elect from amongst its members a Chairman for that meeting.

Meeting Frequency

Article 2 of the Constitution advises that:

2.7 The Branch Executive Committee shall meet at such time and such place as it determines provided that the time interval between successive meetings shall not exceed two calendar months.

The President will convene a Board meeting on a monthly basis unless there are extraordinary circumstances which prevents the Board meeting from occurring. Board meetings are generally held on the third Monday of the month.

The President may convene a Special meetings of the Board if, in the President opinion, these meeting are necessary for the efficient performance of the Branch. Exceptional circumstances aside, Directors will be provided with a least two working days' notice of a Special Meeting.

A schedule of Board meetings will be prepared by the Administration Manager for a twelve month period on a yearly basis.

Meeting Time and Location

Board meetings will generally be held at 6.00 pm at Scout Headquarters.

The Board may agree that a Director may participate and form part of the quorum of a Board meeting by means of tele-conference or other electronic form.

Virtual Meetings

It is the preference of the Board to have physical meetings, however it is recognized that Board meetings may also be held virtually if appropriate. Some Board members from time to time may only be able to attend Board meetings virtually this dynamic is appropriate and should not be discouraged. The Board may hold meetings at one or more venues using appropriate technology that gives Directors an opportunity to participate in the meeting.

Where a meeting is arranged to be held in the form of a teleconference, the Chair should notify members accordingly. Participation in an electronic meeting is the equivalent to attendance to a regular meeting.

Out of Session Board meetings

At the discretion of the President any urgent decision that cannot wait until the next board meeting may be resolved by a written resolution out-of-session. In this case, the board paper, or email advice, will be distributed to all board members with a closing date set for voting on the matter.

A quorum is required to vote on any out of session decision with all board members required to make every effort to vote on the resolution by the closing date. The Branch Administration Manager will collate a copy of the written resolution and responses (the record of the decision) and include this as an agenda item at the next board meeting to ensure a minuted record of the resolution.

Should a board member have a conflict of interest concerning the matter being decided upon, the board member is to make this known to the President.

Attendees

All Directors, the CEO and the Governance and Administration Manager are expected to attend Board meetings. In addition the President may invite others to attend the Board meeting to provide information to assist Directors in their decision making.

A Director must send an apology to the President or Governance and Administration Manager for any meeting which they are unable to attend prior to the commencement of the Board meeting. If a Director is absent for three consecutive meetings without advice, the continued membership of the Director will be scheduled for consideration by the Board at the next Board meeting.

Voting / Quorum

Article 2 of the Constitution advises:

2.6 Each member of the Branch Executive Committee shall have one (1) vote. The Chairman shall have a casting vote as well as a deliberate vote. No member shall vote by proxy. A quorum shall consist of two thirds of the total number of members of the Branch Executive Committee.

2.8 The Branch Executive Committee shall advise the Branch of its nominations for office bearers of the Branch and members of the Branch Executive Committee to be elected at each AGM of the Branch. All nominations shall be supplied to the CEO not less than six weeks prior to the date of the AGM of the Branch.

Agenda

The Governance and Administration Manager, in consultation with the President and the CEO is responsible for preparing the agenda for each Board meeting. However, any Director may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made in writing to the President at least five working days prior to the Board meeting.

All business to be discussed at the Board meeting must be included in the agenda. Additional items can only be tabled and discussed at the Board meeting at the discretion of the President.

Preparation and Circulation of Board Papers

The Governance and Administration Manager or delegate is responsible for the preparation and circulation of Board papers. All Board packs including a full set of Board papers must be circulated to Directors in appropriate time for the Board meeting. All papers for Board decision should be provided with four days of the Board meeting.

The CEO and/or President will vet papers or any other information supporting each agenda item to ensure they adequately inform the debate, add to the discussion and help Directors to reach a decision.

Relevant managers or authors of papers may be invited to speak to the paper.

Minutes

Minutes of the Board Meeting follow the outline of the meeting agenda and contain a minimum:

- Date, time, and location of the meeting
- List of participants, positions and apologies
- Conflicts of interest identified with any items on the Board Agenda
- Agenda items discussed with resolution adopted
- Actions arising from the meeting
- Unresolved items.

Minutes are prepared in draft form by the Governance and Administration Manager and provided to the President for review within ten days of the meeting. Once the draft minutes have been approved by the President, the Governance and Administration Manager circulates the draft minutes to all Directors.

Directors should send any suggested changes to the Governance and Administration Manager with a copy to the President within five working days of receiving the draft minutes.

The draft minutes will be confirmed and signed at the next Board meeting after an opportunity for discussion.

At the President discretion an extract or elaboration of the minutes may be circulated for the purposes of communicating decisions within the Branch.

The proceedings of all Board meetings are confidential and the distribution of the Board papers and minutes of Board meetings will be restricted to members of the Board, Chief Executive Officer, Chief Financial Officer, Heads of Commercial, Operations, Member Services and Development, Governance and Administration Manager and Executive Assistants.

Previous Actions and Outstanding Management Actions

The Governance and Administration Manager shall maintain a list of items requiring action and update the Previous Actions and Outstanding Management Actions at each Board meeting. The draft updated previous actions list will be circulated to Directors and members of the Board with the draft minutes.

Confidentiality

Confidential information received by the Board members in the course of the exercise of the Director's duties must not be used or disclosed outside of the boardroom without the authority of the President.

Filling Board Vacancy

Article 2 of the Constitution advises:

- 2.9 The Branch Executive Committee shall have power to fill any vacancy that may occur in the Branch Executive Committee, or its Standing Committees, for the period until the next following Annual General Meeting.
- 2.10 The Branch Executive Committee shall have the power to co-opt one additional member with specific expertise from within the community of South Australia to be a voting member of the Committee (or to its Standing Committees) for a term of not more than one (1) year.

Cease to be a Director

Article 2 of the Constitution advises:

- 2.11 A member of the Branch Executive Committee shall cease to be a member thereof if:

- 2.11.1 the member dies;
- 2.11.2 the member resigns in writing;
- 2.11.3 the Branch Executive Committee by a majority of two thirds of its appointed members resolves, at a meeting duly convened, and in the notice of which was given of such proposal, that a member of the Branch shall cease to be member and the office held by that member, on the Branch Executive Committee shall thereupon become vacant;
- 2.11.4 the member is declared bankrupt by a court of law;
- 2.11.5 the member is convicted of any criminal offence; or
- 2.11.6 the member is disqualified from being a responsible person by the *Australian Charities and Not-for-Profit Commission Act 2012 (Cth)*.

National Executive Committee

Article 3 of the Constitution advises that:

The National Executive Committee, on giving reasonable notice, shall have the right to send a representative to attend any meeting of the Branch Executive Committee and such a representative shall be entitled to raise any matter as though a member of the Branch Executive Committee, but the representative shall not have the right to vote.

BOARD COMMITTEES

Standing Committees

The Constitution outlines the authority for the Board to initiate Sub Committees for specific purposes, these committees report to the Board.

Finance and Audit Committee – Standing Committee

Appendix A of the Constitution outlines the Terms of Reference of the Sub-Committee which reports to the Board as:

The Scouts Australia (SA Branch) Finance Committee is responsible to the Branch Executive Committee for the following:

- (a) *Review any matters referred by the Branch Executive Committee to the Finance Committee.*
- (b) *Review at least quarterly, the results of the Branch, with particular emphasis on:*
 - * *Key strategic issues in the medium to long term, to improve and maximise results.*
 - * *Development and acquisitions.*
 - * *Long term planning, funding and capital requirements.*
 - * *Conformance to audit procedure.*
- (c) *Review all annual operating Cash Flow and Capital Budgets, and recommend approval to the Branch Executive Committee.*
- (d) *Review and recommend changes to the following:*

- * *Insurance and Self Insurance methods.*
 - * *Superannuation Procedures.*
 - * *Loans, Overdraft and Investment Policies.*
- (e) *Review production of the Annual Accounts and recommend to the Branch Executive Committee acceptance thereon.*
- (f) *Review all Accounting Policies adopted by the Association.*

Human Endeavour Recognition Committee – Standing Committee

Appendix B of the Constitution outlines the Terms of Reference of the Sub-Committee which reports to the Board as:

The Human Endeavour Recognition Committee (HERC) has been formed as a Standing Committee of the Branch to ensure that the outstanding contribution of its Members and Associate Members to the development of young people and adults, locally, nationally and internationally is recognised and appreciated within the Movement and throughout the general community.

Specifically, the goals of the HERC are:

- o *To promote and celebrate the achievements of Scouting throughout the community through appropriate recognition of its Members and Associate Members.*
- o *To promote Scouting as a source of outstanding candidates for participation at forums, events and public occasions.*
- o *To identify opportunities for recognition of the Branch, its Members and Associate Members and to submit appropriate nominations.*
- o *To identify opportunities for recognition of Scouts Australia, its members and associate members and to notify the National Office and/or the relevant Branch.*

The HERC will consist of a Chairman, appointed annually by the Branch Executive Committee (BEC) and no more than 8 appointees whom the Chairman will recommend to the Branch Chief Commissioner and Branch President for ratification by the BEC as soon as possible after the Branch Annual General Meeting. The HERC will meet at least four times per year, with meetings being scheduled to accord with the requirements of the various opportunities for recognition and to consider nominations in a timely fashion.

Other Committees

The Constitution outlines the authority for the Board to initiate Other Committees (refer to Article 5) for specific purposes, these committees report to the Board.

Constitution states:

ARTICLE 5 - OTHER COMMITTEES

The Branch Executive Committee shall have power at any regular meeting to appoint committees for specific purposes. All such committees shall have power to do all such things as the Branch Executive Committee shall direct. The provisions contained at Clause 4.5 apply to all 'other committees' of the Association.

All Committees established by the Board as 'Other Committees' will be managed through a Terms of Reference approved by the Board.

Currently the Board has approved two Other Committees:

Performance and Remuneration Committee

This committee assists the Board in the effective discharge of its governance responsibilities and ensures it has an appropriately skilled board now and in the future.

The Performance and Remuneration committee also is responsible for:

- Ensuring Board and CEO performance reviews have an appropriate process in place;
- Considering the Board meeting effectiveness; and
- Making recommendations to the full Board regarding the remuneration of the CEO and CC.

RELATIONSHIP OF BOARD WITH MANAGEMENT

Management of the day to day business of the Branch is conducted under the leadership of the Chief Commissioner and the Chief Executive Officer and by those other officers and employees to whom the management function is properly delegated by the Chief Commissioner and the Chief Executive Officer.

Communication between Directors and management will primarily be through the CEO for business and administrative issues and through the CC for uniformed, scouting issues. When Directors seek clarification regarding information provided to Directors, or are seeking information about Scouting more generally, this may be sought directly from either the CC or the CEO through the authority of the President.

INDUCTION AND EVALUATION

Induction including board handbook

An induction meeting for all Board members will be scheduled by the President. This meeting will provide an overview of the Branch's business activities, organisational structure, corporate priorities, policies and youth programs. The Board Charter and board handbook will also be made available to the Director at the time of the meeting and as a resource on the board portal.

Evaluation

The Board undertakes an annual evaluation of Board and Director Performance. This review is based on the Board's performance against the Branch strategic goals and Key Performance Indicators. The Board will also conduct a monthly evaluation with the results to be reviewed at the next meeting.

DIRECTOR PROTECTION

Insurance

The Branch maintains Association (Management) Liability cover at \$5m (aggregate). The policy is designed to cover Directors and Officers and includes cover for management and corporate liability, employment practices, crime protection and statutory liability. This level of cover is reviewable every year according to perceived risk, and through BEC assessment in conjunction with the CEO.

CONFLICT OF INTEREST

The Board has in place a policy and procedure for the reporting of any matter which may give rise to a conflict between the interests of a Board member and those of Scouts Australia (SA Branch). These arrangements are designed to ensure that the independence and integrity of the Board is maintained. The Board is regularly reminded to declare perceived conflicts at every Board meeting and during any discussion where that conflict may become apparent.

Where a Board member may be 'contracted' or commissioned by the Branch on a fee for service basis that fact is to be recorded in the Branch's financial statements and made transparent to all members.

Regulation 6.2 of the Constitution details the responsibilities of Directors and Board Members when managing real or perceived Conflicts of Interest.

- Complete on an annual basis a declaration of interests (including related-party transactions, and any affiliations with actual or potential suppliers of goods or services, recipients of grant funds and organisations with competing or conflicting objectives) for inclusion in the Registrar of Interests
- Declare any or perceived or actual conflicts of interest prior to any Board consideration
- Any conflicts of interests raised to be noted in the Minutes
- Where there is a perceived or actual conflict of interest, absent themselves from Board discussions, as appropriate, and abstain from voting or otherwise participating in the decision making on the matter
- Disclose to other Directors/ Board members any material gifts or offers of gifts for their personal use obtained in the course of their Board role and decline any valuable or otherwise inappropriate gifts.

COMPLIANCE WITH BOARD CHARTER

It will be the responsibility of all Directors to comply with the Board Charter and call out behaviours which are not consistent with the Board Charter. In the case where there is habitual inconsistency by any person, the President/ is the arbiter for any subsequent sanction or action. This could result in the suspension from, or removal from, the BEC in extreme cases.

REVIEW

The Board Charter is to be reviewed every 12 months and within three months after the AGM.

Paul Dickson APM
President
Branch Executive Committee