



# Scouts Australia (SA Branch) Board Charter

## INTRODUCTION

This Charter outlines the main corporate governance practices that are in place for Scouts SA and to which both the Board as a collective and Directors individually are committed.

As the foundation of its governance framework, the conduct of the Scouts SA Board is governed by the Branch Constitution and committed to good governance by endorsing the *Australian Institute of Company Directors (AICD) Not for Profit Governance Principles (2024)* and *Australian Charities and Not for Profits Commission (ACNC) Governance Standards*.

This charter is to be read in conjunction with the Scouts SA Constitution and Board Handbook.

## 1 BOARD RESPONSIBILITIES

The Board is responsible for the overall governance of Scouts SA, including its strategic direction, establishing goals, and monitoring the achievement of those goals. While the Board is ultimately accountable to the membership and to regulators for good governance and the overall wellbeing of Scouts SA, it exercises its responsibilities through the Chief Commissioner (CC) and the Chief Executive Officer (CEO), the President and Vice President. In undertaking its role and fulfilling its responsibilities, the matters reserved to the Board include selecting and appointing the President of the Board, Vice President, Independent Directors and to initiate Committees of the Board for specific purposes, and various approvals.

### 1.1 Role and Responsibilities of Directors

All Directors must comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors. Directors must perform their roles and responsibilities with honesty, integrity and respect.

Recognising the different nature of their duties they should:

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### **Act with reasonable care, skill and diligence**

- Understand their roles and responsibilities as a Director
- Devote adequate time to the role, including 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 Scouts SA by understanding the issues that affect it and its operations.
- Embrace and advocate for Scouts SA's vision, mission, and values, supported by its strategic foundations
- Overseeing the strategic direction and financial performance of Scouts SA.

### **Act in good faith and in the best interests 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 Scouts SA
- Act in a manner consistent with the Scout Law and Promise
- Act in a manner that upholds Scouts SA's integrity and good reputation in the community
- Uphold the values of diversity and inclusion in shaping Scouts SA's culture
- Comply with the Scouts SA Code of Conduct in accordance with underlying policy framework and Scouts Australia Policy and Rules (P&R)
- Avoid conflicts of interest and where conflicts arise, comply with their statutory duties and Scouts SA's policies and procedures
- Notify other Directors of a personal interest when a conflict arises in accordance with Scouts SA's policies and procedures

### **Board Solidarity and 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
- Accept responsibility for the Board's decisions and refrain from going against or speaking against them publicly. Board solidarity means that a decision taken in proper form by the Board is a decision of all Directors.
- Maintain the confidentiality of materials, discussions and decisions, except where authorised to waive such confidentiality.

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### **Think Strategically for Scouting and Commercial Operations**

- Help shape Scouts SA'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 with a clear understanding that day-to-day matters are properly the responsibility of the staff.
- 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 the Capacity of the Board**

- 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
- Willingness to participate in continuous improvement of the Board with a collective Board and individual Director board evaluation to critically evaluate the Board's effectiveness.

### **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 Scouts SA
- Ensure the institution of appropriate and tailored financial systems and procedures, such as those aimed at minimising financial wastage and any risk of wrongdoing, corruption, fraud, bribery or other financial impropriety, including amongst the Board.
- Ensuring Scouts SA does not operate if insolvent.

In addition to the general duties, there are several statutory Director obligations that Directors should be aware of when undertaking governance duties. Again, personal liability can result from a breach of these duties. These statutory Director obligations include, but are not limited to:

- Mandatory reporting of suspected or known child abuse
- Workplace Health and Safety (WHS)
- Preventing insolvent trading
- Environmental Law
- Taxation and superannuation
- Director identification numbers (Director ID)

Directors are asked to refer to the Board Handbook and AICD governance principles for further details.

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## 2. EXECUTIVE

The executive management team consists of the President, Vice President, the Chief Commissioner and the Chief Executive Officer.

Management of the day-to-day business of the Branch is conducted under the leadership of the Chief Executive Officer (CEO) and by those other officers and employees to whom the management function is properly delegated by the CC and the CEO. The Chief Commissioner (CC) is responsible to the Board for all uniformed activities in the Branch, in accordance with the Branch Constitution.

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.

### 2.1. Role and Responsibilities of the President

The President is appointed by the Board and responsible in providing leadership to the Board and in the governance of the organisation to ensure it achieves its strategic goals. The President serves as the Board's representative in facilitating communication between the Board, CC, and CEO. It is imperative for the President to effectively and fairly represent the organisation, collaborating closely with both positions to ensure cohesive communication with its internal and broader stakeholders.

In alignment with the CEO or CC (wherever relevant), the President is visible at times of crisis where trust and confidence in the ability of the board and management to respond is important. The role of the Vice President is to assist the President in their duties as needed.

### 2.2. Role and Responsibilities of the Chief Commissioner

The CC 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 resources are allocated operationally to the CC to support 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.

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## 2.3. Role and Responsibilities of the Chief Executive Officer

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, subject to contractual obligations.

The CEO is directly and solely responsible to the Board through the President. The CEO (on behalf of the Board) oversees and directs all Branch business, commercial and fiducial dealings in accordance with Article 8 of Branch Constitution.

## 3. CONFLICT OF INTEREST

The Board has in place procedures for the reporting of any matter which may give rise to a conflict between the interests of a Director and those of Scouts SA. These arrangements are designed to ensure that the independence and integrity of the Board is maintained. The Board is regularly reminded to declare perceived or actual conflicts at every Board meeting and during any discussion where that conflict may become apparent. Section 31 of the *Associations Incorporations Act SA 1985* requires Directors to disclose, to the Board the nature and extent of interest in contract or proposed contract with Scouts SA.

Any proposed or past related party declarations are disclosed at the AGM. Related party transactions are disclosed in Scouts SA's Annual Financial Report in line with accounting standards AASB 124 and AASB 1060 and the nature and amount of material transactions between Scouts SA and related parties of Scouts SA is included in the ACNC Annual Information Statement (AIS).

Directors are asked to refer to the Board handbook for more information about the procedure.

## 4. COMPLIANCE WITH BOARD CHARTER

It will be the responsibility of 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 Board in extreme cases.

## 5. REVIEW OF CHARTER

The Board Charter is to be reviewed annually, or as required to ensure that it remains appropriate.

## 6. PUBLICATION OF CHARTER

A copy of the Charter will be made available on the Scouts SA website.

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