



Board Charter

Equine Pathways Australia Ltd

Adopted by the Board on 29 April 2020

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Board Charter

1 Purpose of the Board Charter

The Board of Equine Pathways Australia Ltd has adopted this Board Charter to outline the manner in which its powers and responsibilities will be exercised and discharged by the Board members.

The Charter ensures compliance with the principles of good governance, the Australian Charities and Not-for-profits Commission (**ACNC**) Governance Standards and applicable laws.

This Charter includes an overview of:

- (a) the role and responsibilities of the Board;
- (b) the requirements and duties of Board members;
- (c) Board size and composition;
- (d) the relationship and interaction between the Board and management;
- (e) the authority delegated by the Board to management and Board Committees;
- (f) Board procedures; and
- (g) transparency and accountability.

The Board Charter and the charters adopted by the Board for its Committees have been prepared and adopted on the basis that strong corporate governance can add to the performance of Equine Pathways Australia Ltd and engender the confidence of the community.

This Charter is to be reviewed by the Board as required and this is recommended annually.

This Charter is to be signed by each Board member and given to and signed by all new Board members.

2 Purpose and activities of Equine Pathways Australia Ltd

2.1 Purpose

The primary role of the Board is to ensure Equine Pathways Australia Ltd carries out its purposes as expressed in the Constitution, which are:

The company's principal purpose is to relieve the disadvantage suffered by people with disabilities by, without limitation:

- (a) providing access to equine pursuits in order to empower and inspire people with disabilities to access full participation in activities traditionally only open to non-disabled people;
- (b) liaising with health, allied health, disability and recreation specialists to promote the health and other benefits to people with disabilities through their participation in equine pursuits; and
- (c) providing opportunities for people with disabilities to interact with other people who have similar life experiences and who have an interest in participating in equine pursuits.

2.2 Mission statement

To help people engage in equine sport and activities through:

- High quality holistic athlete development and performance programs for all abilities
- The development of integrated sporting and participation programs for equestrian athletes with a disability
- The identification and creation of vocational pathways
- Funding programs to assist the development of athletes with a disability

2.3 Not-for-profit

The Board must ensure the not-for-profit nature of Equine Pathways Australia Ltd is maintained by not providing any profit, distribution or benefits to members or Board members other than in carrying out the purposes.

2.4 Activities

The main activities are:

Providing access equine pursuits in order to empower and inspire people with disabilities to access full participation in activities traditionally only open to non-disabled people

2.5 Stakeholders

The key stakeholders are:

- Athletes & Participants
- Community (Including members of the general public)
- Government e.g. NDIS
- Equine Sports Bodies
- Donors and Supporters
- Staff/Coaches/Team

3 Entity type, charity and Tax Status

3.1 ABN

The charity's name (and any trading names or DGR names) and ABN as listed on the Australian Business Register is:

Equine Pathways Australia Ltd

ABN 88 630 965 936

3.2 Entity type

Equine Pathways Australia Ltd is company limited by guarantee.

3.3 ACNC

Equine Pathways Australia Ltd is on the ACNC register as a charity under the following sub-types:

- Advancing social or public welfare
- Public Benevolent Institution (PBI)

3.4 ATO

Equine Pathways Australia Ltd is endorsed by the ATO as a public benevolent institution with is eligible to access the following tax concessions:

- Income tax exemption
- FBT exemption
- GST concessions

Equine Pathways Australia Ltd is also endorsed as an Item 1 Deductible Gift Recipient (DGR).

4 Board role and responsibilities

4.1 Board role

The role of the Board is to govern Equine Pathways Australia Ltd in such a way that it is able to pursue its purposes successfully.

The Board is responsible for and has the authority to determine all matters relating to the policies, practices, administration and operations of the organisation. This includes ensuring good corporate governance, determining and approving strategies and providing guidance and oversight to senior management.

The Board will:

- (a) set strategies, plans and policies for Equine Pathways Australia Ltd carrying out the purposes, including ensuring there are adequate resources;
- (b) monitor and evaluate performance or impact against the purposes, strategies and plans;
- (c) consider the viewpoints of the various stakeholders; and
- (d) implement effective risk management strategies.

4.2 Board key responsibilities

The responsibilities/functions of the Board are:

- (a) selecting and appointing a Program Executive Manager (PEM) and evaluating from time to time the PEM's performance;
- (b) ensuring there are adequate staff and resources;
- (c) ensuring Board members:

- (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
- (2) are not currently disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months;

Board members who are under investigation and may be disqualified must resign when requested by the other Board members;

- (d) contributing to and approving development of strategy, including setting measurable goals;
- (e) approving operating budgets and sources of funding including the development and maintenance of a fundraising policy;
- (f) reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes reviewing procedures to identify the main risks associated with Equine Pathways Australia Ltd's activities and the implementation of appropriate systems to manage these risks;
- (g) monitoring performance, impact and implementation of strategy and policy;
- (h) approving major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- (i) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- (j) developing and reviewing policies, processes and procedures which seek to ensure that Equine Pathways Australia Ltd is accountable to its members and other stakeholders.

4.3 Key documents

- (a) Constitution (last amended 20 November 2019)
- (b) Board policies: All key EPA Policies are contained in the EPA Policies & Procedures Manual [*Insert Date*] *Note: Currently in draft and TBC*
- (c) Strategic plan dated 20 November 2019
- (d) Annual reports including Annual Operations Report.
- (e) Key funding agreements.

4.4 Board sub-committees

To be developed

5 Commitment of Board members

Board members will:

- (a) use all reasonable endeavours to attend every Board meeting either in person or by phone;
- (b) maintain a strong commitment to the purposes of Equine Pathways Australia Ltd and its not-for-profit character;

- (c) participate in any induction and Board programs and all training arranged for them;
- (d) be well informed on the activities of Equine Pathways Australia Ltd and the issues affecting the activities;
- (e) be well informed on all matters to be discussed by the Board and participate in discussions and express their views at Board meetings;
- (f) be well informed on the finances and the financial management to ensure the Board is responsible and there are adequate resources for on-going operations;
- (g) be involved in at least one Committee;
- (h) adhere to all policies of Equine Pathways Australia Ltd;
- (i) treat all Board meetings and Board discussions as confidential and not share Board papers or Board discussions outside of the Board, without the Board's permission;
- (j) if appointed as a representative, or if otherwise on the Board to represent an interest or stakeholder group, ensure that decisions are made in the interests of Equine Pathways Australia Ltd as a whole and not only in the interests of the stakeholder group;
- (k) immediately declare a possible perceived or actual conflict of interest and follow the conflict of interest procedure and policy;
- (l) immediately notify the Chair and resign as and when requested by the Board, if they are likely to be or are:
 - (1) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
 - (2) disqualified by the ACNC Commissioner.
- (m) immediately raise any concerns with the Chair or the Board on any matter, including any behaviours that may be inconsistent with the purposes of Equine Pathways Australia Ltd, this charter, any duties of the Board members or any policy;
- (n) always act in a manner which promotes the public reputation and integrity of Equine Pathways Australia Ltd.

6 Duties and Governance standards

These duties and standards are drafted to meet the ACNC Governance standards and the duties expressed in the Associations Incorporation Reform Act (2012) (Vic). There are no longer statutory duties under the Corporations Act applying to directors of charitable companies. The ACNC governance standards have replaced these.

Board members will:

- (a) exercise their powers and discharge their duties with the degree of care and diligence of a reasonable person in their position;
- (b) act in good faith, in the best interests of Equine Pathways Australia Ltd and to further its purposes;

- (c) not misuse their position e.g. not use the position as Board member to gain an advantage for a Board member or someone else or to the detriment of Equine Pathways Australia Ltd;
- (d) not misuse information obtained in the performance of being a Board member eg. only use this information to further the charity's purposes in its interests and not for the benefit of the Board member or someone else, nor for the detriment of Equine Pathways Australia Ltd;
- (e) disclose perceived, potential and actual conflicts of interest in accordance with the policy and procedures and not vote or participate in Board discussions if requested not to;
- (f) ensure Equine Pathways Australia Ltd's financial affairs are managed responsibly by considering the systems and processes in place to ensure the finances are effectively applied for the purposes of Equine Pathways Australia Ltd; and
- (g) not allow Equine Pathways Australia Ltd to operate while insolvent. The Board members must adequately understand the finances and ensure there are sufficient resources to pay debts as and when they are due, and that the PEM is required to inform the Board if there is a risk or possibility of this occurring.

Board members have the right to seek independent professional advice, subject to the approval of the Chair.

Board members may rely on information, in good faith, when making decisions if:

- (a) the Board member makes an independent assessment of the information;
- (b) the information is given by:
 - (1) an employee that the Board member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (2) a professional adviser or expert on matters the Board member believes on reasonable grounds to be within their competence;
 - (3) another Board member or committee in relation to matters within their authority or area of responsibility.

7 Compliance and Risk Management

The Board must ensure Equine Pathways Australia Ltd operates in compliance with all relevant laws and identifies and manages risks to minimise the occurrence and effects of the risks.

The Board shall have:

- (a) Audit, finance and risk committee
- (b) a risk management register

All relevant laws (Federal, State and local) have been identified to ensure compliance and are reflected in the risk management register.

The Board has a communication policy to ensure effective and consistent communication to stakeholders as part of the risk management.

8 Decision Checklist

Board members will consider the attached decision checklist for material Board decisions.

9 Transparency and Accountability

ACNC Governance Standard 2 requires all charities with members to be accountable to the members and to provide them an adequate opportunity to raise concerns about the governance of the entity. This can be done by providing information on finances and activities and providing an opportunity to ask questions at an annual general meeting. The Board should consider whether other means of transparency and accountability are appropriate. Where the Board members are the only members the first part below on accountability to members can be replaced by an acknowledgement that the members, as Board members, have full access to governance information and the opportunity to ask questions at any time.

9.1 Members

The members of Equine Pathways Australia Ltd are the directors. As directors, the members have full access to governance information and the opportunity to ask questions at any time.

9.2 The public

ACNC Governance standard 1 requires information about the charity's purposes to be publicly available. The Board is not required to but should consider whether to make an annual report and financial statements available to the public as anticipated below.

The Board will ensure Equine Pathways Australia Ltd makes available the following documents to the public on request, on the website and will lodge these with the ACNC for the ACNC public register:

- (a) purposes;
- (b) Constitution;
- (c) annual report;
- (d) annual financial statements; and
- (e) annual information statements.

9.3 Appointment of Program Executive Manager

The Board will undertake an open process of appointment of the PEM every 3 years.

10 Board Composition

10.1 Board composition and size

Set out any requirements in the Constitution relating to the size and composition of the Board. The below template provisions will need to be amended so they are consistent with the Constitution and other policy documents. If the Board has a separate Board composition policy this section can be deleted.

- (a) It is intended that the Board should comprise a minimum of 4 and maximum of 7 Board members and comprise Board members with a broad range of skills, expertise and experience from a diverse range of backgrounds.
- (b) The Board is cognisant of the need for diversity, including a balance of age and sexes. The Board must have a minimum of 40% female directors.
- (c) The Board, as a whole, should ideally have the following skills:
 - (1) experience or knowledge specific to development of athletes with a disability and equine sport;
 - (2) experience or knowledge in government funding, philanthropic funding and fundraising;
 - (3) experience on governance issues and practices;
 - (4) accounting or auditing skills;
 - (5) marketing, communications or media experience;
 - (6) strategic planning experience;
 - (7) legal experience in relevant fields.
- (d) The Board / Chair and PEM will biannually review the skills represented by the Board members and determine whether the composition and mix of those skills remain appropriate for Equine Pathways Australia Ltd's strategy, subject to the limits imposed by the Constitution and the terms served by existing Board members.

10.2 Suitability of Board members

Board members must:

- (a) not be disqualified from acting as a director under the Corporations Act;
- (b) not be disqualified from acting as a responsible entity under the ACNC Act;
- (c) be holding a "Working with Children" card;
- (d) not have been convicted of fraud;
- (e) not have been bankrupt.

10.3 Selection and Appointment of Board members

Include any selection and appointment requirements in the Constitution or policy document.

- (a) Board members will be selected for their individual skills, experience and expertise which they can bring to the Board, and their suitability.
- (b) The Board will review the nomination of a potential Board member candidate.
- (c) Factors to be considered when reviewing a potential candidate include, without limitation:
 - (1) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
 - (2) the capability of the candidate to devote necessary time and commitment to the role;
 - (3) potential conflicts of interest; and
 - (4) the suitability requirements in this Board charter.

10.4 Retirement, term or re-appointment

Set out any provisions in the Constitution or policy document regarding retirement, re-appointment or maximum term of Board members. The below template provisions will need to be amended so they are consistent with the Constitution and other policy documents

- (a) Board members should review their appointment after 3 years with the assistance of the Chair to ensure they are still adding value to the Board, and if so, put themselves forward to the Board for re-appointment.
- (b) The Secretary will keep a schedule of appointments and re-appointments and at each AGM note the period of service of each Board member to determine if any Board member is up for review.
- (c) Unless the Board determines otherwise, a director holds office for a maximum term of 9 years from the date of appointment.

11 Board review

The Board will annually consider the following to ensure the role of the Board can be carried out:

- (a) the size and composition of the Board;
- (b) the Board succession plan;
- (c) the necessary and desirable competencies and skills of the Board members;
- (d) the number and type of sub-committees and their size and composition;
- (e) the appointment of Board members and consideration of candidates for appointment to the Board;

- (f) the performance evaluation of the Board, Board committees and individual Board members, and the development and implementation of plans for identifying, assessing and enhancing Board member competencies;
- (g) the suitability of Board members, including satisfying itself that the Board members:
 - (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
 - (2) are not disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months;
- (h) any amendments required to this Board Charter; and
- (i) any remuneration issues.

12 Role of Program Executive Manager (PEM)

- (a) The PEM leads the Equine Pathways Australia Ltd Operational Program and is ultimately responsible and accountable to the Board for its management and reports directly to the Executive Chair.
- (b) The Board approves corporate objects for the PEM to satisfy and, jointly with the PEM, develops the duties and responsibilities of the PEM.
- (c) The PEM has responsibility for:
 - (1) delivering the Equine Pathways Australia Annual Operations Plan;
 - (2) being the public face and speaking for Equine Pathways Australia Ltd Operational Program;
 - (3) maintaining an effective program structure that clearly assigns responsibility and reporting relationships;
 - (4) developing and implementing appropriate risk management strategies;
 - (5) development of service providers, measurement of performance and setting of service provider remuneration levels within the budget;
 - (6) providing regular and reliable reports to the Board which allow it to monitor performance and management of Equine Pathways Australia Ltd. Program. However, the Board members are entitled to request additional information at any time when they consider it appropriate;
 - (7) Undertake any additional appropriate functions as directed by the Equine Pathways Australia Chair and agreed by the PEM.

13 Role of Executive Chair

- (a) The Board will appoint one of its members to be the Executive Chair each year or for a set term. The Chair will act also in the executive role until such time as an Executive Officer is appointed.
- (b) The role of the Executive Chair includes:

- (1) develop strategic and business plans for approval by the Board
 - (2) implementing strategic and business plans;
 - (3) maintaining an effective organisational structure that clearly assigns responsibility and reporting relationships;
 - (4) setting the board meeting agendas;
 - (5) leading board meetings and ensuring the minutes correctly reflect the meetings;
 - (6) providing leadership and promoting cohesive, effective teamwork by the Board;
 - (7) carry out the administrative functions of the Board, coordinating all Board business and assist in ensuring compliance
 - (8) Preparing, compiling and distributing agendas and Board papers;
 - (9) maintain minutes of Board meetings and following-up on action items
 - (10) ensuring the Board is meeting its functions, duties and responsibilities;
 - (11) ensuring proper Board delegations, reporting and monitoring systems;
 - (12) reviewing the composition and effective working of the Board;
 - (13) guiding, supporting and mentoring the PEM;
 - (14) ensuring the Board maintains an effective relationship with the PEM;
 - (15) In conjunction with the PEM, act as the organisation spokesperson.
- (c) When the Chair is unable to attend a Board meeting, then those Board members present will elect a Chair for that meeting amongst themselves.

14 Role of the Secretary

- (a) The Board will appoint at least one Secretary.
- (b) The appointed Secretary will be the Company Secretary on the company register.
- (c) The Secretary is accountable to the Board through the executive Chair.
- (d) The role of the Secretary includes:
 - (1) ensuring the necessary paper-work and resolutions are effective for change in the composition of the Board, change to auditors and any changes required to be submitted to the members;
 - (2) maintaining member registers or other registers as required;
 - (3) communication with regulatory bodies and all statutory, financial and other necessary filing;
 - (4) ensuring compliance with legislation and reporting requirements, as applicable; and
 - (5) undertaking any other roles clearly delegated to the Secretary or required by the Board.

15 Role of the Financial Director

- (a) The Board will appoint a Financial Director with the appropriate expertise and experience in managing the financial affairs of an organisation.
- (b) The role of the Finance Director includes:
 - (1) the development of an annual operating budget in conjunction with the PEM and Chair for approval by the Board;
 - (2) undertake the day to day management of EPA finances reporting to the Chair;
 - (3) develop and implement sound financial reporting procedures approved by the Board;
 - (4) deliver monthly financial reports to the board against the approved annual budget;
 - (5) develop and implement any financial reporting procedures required by donors, grantors or sponsors as a condition of providing funds;
 - (6) ensuring financial compliance with legislation and reporting requirements, as applicable to ensure that EPA's PBI and DGR status is maintained;
 - (7) liaise with the EPA auditor and ensure an annual audit is undertaken in accordance with the relevant legislation and regulatory requirements.
 - (8) undertaking any other roles clearly delegated to the Financial Manager or required by the Board.

Attachment 1

Equine Pathways Australia Ltd

Board Members' acknowledgment of Board Charter

I [**insert name**] Board member of Equine Pathways Australia Ltd have read the Board Charter of Equine Pathways Australia Ltd, adopted by the Board on 20 November 2019.

I am aware that I am subject to the requirements and duties as a Board Member at law and those set out in the Board Charter. I will comply with these requirements and duties.

I will resign as a Board member of Equine Pathways Australia Ltd if I have been:

- (a) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
- (b) disqualified by the ACNC Commissioner.

Signed by

sign here



print name

date

in the presence of

sign here



Witness

print name

date

Conflict of interest – code of conduct

High standards

Equine Pathways Australia Ltd wishes to adopt a high standard of conduct to ensure all perceived, actual and potential conflicts of interest are disclosed. This will avoid not only real conflicts of interest affecting the responsible decision making of the Board but also avoid any perception of conflicts of interest in relation to the decision making.

What is a conflict of interest for this policy?

A conflict of interest exists where loyalties of Board members are divided. If a Board member's interests or other duties may affect his or her decision making or may be seen to possibly affect his or her decision making as a Board member of the company, or may be affected by a decision of the company, then this interest is covered in this code of conduct.

Conflicts of interest cover any real or sensible conflicts the Board members may have with other duties owed, such as being a Board member or trustee of another company or trust, and conflicts with a personal interest, such as the interests of an associate or relative. For example, offering the services to the company of a business the Board member or family member is involved in.

Board members representing a stakeholder group, e.g. users of the services of the company or trust, must ensure that they are acting in the interests of the purposes of the company and not just in the interests of the stakeholder group.

The conflicting interest may arise as a result of the Board member's employment, consultancy or personal interests, often, but not limited to, financial investment.

A Board member can have a potential conflict of interest if any decision they make as a Board member may provide an improper gain or benefit to themselves or an associate.

Board members perform their functions subject to many influences and loyalties but this conflict of interest code of conduct applies to those types of interests and duties which have the possibility or the perception that they could influence the Board members when making judgements relating to the company.

The issue normally arises only in relation to pecuniary interest but it does extend to all influences, loyalties, interest or duties which may affect or be seen as likely to affect the Board member in his or her decision making for the company.

What must a director do?

(a) Disclosure

- (1) Board members must disclose to the Board, through the Secretary their employment, their connection to any stakeholder group and other Board memberships, as well as any actual potential or perceived conflict of interest.
- (2) The company secretary will keep a list of disclosures to be provided to any Board member on request and to new Board members for their information.
- (3) Board members must disclose any actual, potential or perceived conflicts of interest to the Chair prior to a Board meeting where the conflict may

be relevant or to the Board members at a Board meeting prior to discussions.

- (4) Board members must ensure any change in circumstances relevant to the disclosure of interest is advised to the Chair, Secretary or all Board members at a Board meeting considering a matter that gives rise to or may give rise to that Board member having an actual, potential or perceived conflict of interest.
- (5) If the Board member wishes to keep the matter giving rise to the possible conflict confidential he or she may just advise Board members that he or she has a conflict with the matter under discussion and that the protocol will apply.

(b) Protocol

If there is a conflict of interest, or the Board members or Chair have decided there is sufficient potential for a perceived or actual material conflict to arise so as to apply the protocol, then the Board member:

- (1) will not receive the papers on the matter, but will be advised that certain papers have been excluded;
- (2) cannot be present (by phone or in person) when the matter is considered unless permitted by law and the other Board members resolve that the Board member in question can stay; and
- (3) cannot vote on the matter.

(c) Open discussion

- (1) When any matter is being discussed at Board level, any Board member may query another Board member as to whether they consider they have a possible conflict of interest with the matter under discussion.
- (2) This matter should then be discussed and considered by the Board and if the Board (other than the Board member who is being queried) considers that there may be a possibility of a perceived or actual material conflict of interest, then disclosure must be made and the protocol must apply.
- (3) If a Board member is uncertain as to whether he or she has or may have a perceived or actual material conflict of interest, he or she must disclose this at the Board meeting discussing the matter or with the Chair.

(d) Records

Any discussions, disclosures, resolutions and the application of the protocol relating to a conflict of interest should be recorded in the Board member's minutes.

(e) Confidentiality

- (1) Board members must remember that board papers and matters discussed at board meetings are confidential as each Board member has a duty to maintain the confidentiality of information he or she learns by virtue of his or her position as Board member.
- (2) If there is a need or desire by a Board member to disclose or report on resolutions or matters discussed at board meetings, or information gained as a result of the being a Board member, to third parties, then the disclosure or reporting can only be made with the consent of the Board members at the meeting or by the Chair.

(f) Chair's role

- (1) The Chair will be available to discuss with any Board member the application of this procedure to particular circumstances and provide guidance as to whether he or she should be making a disclosure or whether the protocol should apply.

The Chair shall also seek to remind the Board members from time to time of their obligations and commitments under this policy and this policy will be given to any new Board members.

Attachment 3

Decision checklist

- Is the proposal for in furtherance of the charity's purposes, or incidental or minor to the charity's purposes, and is the reason for the proposal for a proper purpose?
- Do you or any other Board members have a conflict of interest or perceived conflict of interest related to the proposal?
- Does the proposal comply with the Constitution and the not-for-profit nature? and tax status?
- Does the proposal comply with the tax status?
- Is the proposal consistent with the strategic plan and within budget?
- Does the Board have authority to make the decision or should it be referred to the members?
- Does the decision comply with applicable laws, eg. fund raising, local government approvals, copyright, privacy, OH&S, etc.?
- Are the risks adequately identified and considered, eg. financial, reputational, personal injury, property damage?
- Have you considered the effect on all the stakeholders eg. clients, funders, donors, local community, members, employees, volunteers, public?
- Is the proposal in the best interests of the charity as a whole, i.e. you are not favouring any one group of stakeholders over another?
- If there is a chance things could go wrong, is there a plan to reduce the effects of things going wrong?
- Does the Board need to amend or develop any budgets or policies with respect to the proposal?
- Is there a plan to communicate the outcome of this proposal to any stakeholders (members, government agencies, communities, media. etc.)?
- Does the proposal contain a system for monitoring how the decision will be actioned and/or the impact of the decision?
- If the proposal is controversial, do you have more than one source of information and/or a source of independent advice?
- Are you satisfied that you have been fully informed on the topic?
- Would your common sense lead you to accept or reject this proposal?