



## GOVERNANCE ROLES AND RESPONSIBILITIES

**Date of Approval: February 2013**

**Reviewed: February 2014**

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ActNow Theatre Inc. is incorporated under the *Associations Incorporation Act 1985 (SA)*.

### **BOARD CHARTER**

This charter sets out the functions, key responsibilities and main operating mechanisms of the ActNow Board.

#### **Objectives, Strategies and Risks**

1. To set the objectives and overall direction of ActNow (vision, mission and constituency).
2. To set and review the tone and standards of the organisation (values and ethical guidelines).
3. To review and approve ActNow's strategic plan and any business plans to achieve objectives.
4. To review and approve the annual budget.
5. To establish and review performance indicators, control mechanisms and related benchmarks that will allow the Board to satisfy itself that ActNow is being managed properly.
6. To monitor the performance of ActNow against its financial and other objectives and benchmarks and to review the implementation of approved strategies.
7. To satisfy itself that the risks facing ActNow have been identified, assessed and that the material risks are being managed appropriately.

#### **Appointments and Delegations**

8. To appoint the Artistic Director, approve the job description, review performance and arrange appropriate remuneration.
9. To assist the Artistic Director in the review and approval of volunteer appointments.
10. Undertake succession planning.

11. The day to day operations of the organisation, including all matters not included in this charter are delegated to the Artistic Director.
12. To establish committees reporting to the Board, approve written charters for them, provided guidance to committee members and appoint committee members.

### **Board Policies**

13. To approve and adopt ActNow policies, ensuring that day-to-day operation of the organisation is within the direction set by the Board, including:
  - 13.1 this charter and protocol
  - 13.2 subcommittee charters
  - 13.3 delegations of authority
  - 13.4 codes of conduct
  - 13.5 policies relating to risk oversight and management
  - 13.6 policies relating to compliance with legislative and community standards
  - 13.7 other policies as the Board may determine
14. To review and adapt to changing circumstances the documents listed above, ensuring consistency with the law and with any changes to the overall direction and strategy of ActNow.
15. To monitor compliance with the charter, delegations, policies, codes and protocols.

### **Financial Matters and Reports**

16. To review financial reports and approve annual accounts.
17. To satisfy themselves about the independence and competence of the auditor.
18. To review and approve management reports on risk management and internal compliance.
19. To approve the accounting policies of the organisation.
20. To review and approve capital and other expenditures above the levels which the Board has delegated to management.
21. To approve any donations and sponsorships.

### **Composition and Effectiveness of the Board**

22. In accordance with ActNow's Constitution (January 2013), the Board is comprised of no less than three and no more than twelve members.
23. To review the Board's composition annually and to consider the independence of each director and the balance of perspectives and skills needed to maximise Board and committee effectiveness.

24. To enhance effectiveness of Board members through induction and other training as the Board deems necessary.
25. To review the performance of the Board as a whole annually and to agree appropriate changes to its systems and procedures.

#### **Meetings of the Board**

26. The Board shall meet monthly, with additional meetings convened as necessary.
27. The Artistic Director shall attend monthly Board meetings.
27. The Board shall meet periodically in the absence of the Artistic Director.

## **BOARD PROTOCOL**

ActNow Board members agree to adopt and be bound by the letter and spirit of this protocol.

### **Responsibility and Common Purpose**

1. Board members understand and accept that ActNow is incorporated as an organisation and that, under law, they have clear duties and responsibilities:
  - to act in good faith in the best interests of ActNow and for a proper purpose
  - to exercise their powers and discharge their duties with care and diligence.
2. ActNow's constitution delegates powers to the Board as a whole. Decisions must be made collectively.
3. Specific delegations will be made for Board members to participate in the day to day management of ActNow.
4. The ActNow Board recognises the importance of good teamwork and, in the interests of Board and organisational effectiveness, agree to conduct themselves with goodwill and in a harmonious manner.

### **What is Expected of Board Members?**

5. Board members recognise their duty of loyalty to ActNow and to the Board.
6. Each Board member has a legal duty not to use information obtained as a Board member for the benefit of themselves or any persons linked to them. Board agendas, papers, minutes and discussions are confidential to the Board and any information will be released by agreement of the Board as a whole.
7. Board members have a right and duty to consider properly all matters brought to the Board. Attendance at Board meetings is important, as is proper consideration of board papers and other relevant information prior to Board meetings.
8. Board members have a right and duty to raise matters of serious concern at Board meetings.
9. Board members are expected to be frank and open in Board meetings and to question, request information and raise issues. Open and constructive debate is important and an atmosphere of respectful disagreement is valuable. Where disagreements occur, every effort should be made to resolve the issue. Board members are bound by the collective decisions of the Board and may be legally liable for them.
10. All Board members are expected to keep themselves up to date with the affairs of the organisation and the Board.
11. Each Board member has a legal obligation to declare any material conflict of interest as soon as he or she becomes aware of it and to withdraw from the discussion and decision of any matter on which he or she has a material conflict, unless other Board members agree that the person should stay. This includes perceived conflicts of interest.

12. Board members agree to share committee work as equitably as possible.

#### **Board Member Rights**

13. Board members have a right to identify the information they need to discharge their duties properly and to receive this information in a timely way.

#### **Board Member Benefits**

14. Board members are entitled to insurance cover, as set out in the relevant policy statement.

## **OFFICE BEARER ROLES**

### **1. Chairperson**

#### **Function**

- Ensure the ActNow Board fulfils its governance responsibilities.
- Be a partner to the Artistic Director in the achievement of ActNow's mission.
- Optimise the relationship between the board, Artistic Director, contract staff and volunteers.

#### **Responsibilities**

- Provide leadership and direction to the Board.
- Chair meetings of the board and see that it functions effectively and fulfils its duties, including management of identified conflicts of interest.
- Work with the Artistic Director to recruit new board members and appoint Board subcommittees as required.
- Develop meeting agendas in consultation with Board members and the Artistic Director.
- Oversee staff and volunteer recruitment and management, including performance and remuneration reviews.
- Initiate and oversee Board evaluation.

### **2. Secretary**

#### **Function**

- Support ActNow Chairperson and Board members in ensuring the smooth functioning of the Board.

#### **Responsibilities**

- Ensure that meetings are properly called and organised including compliance with the Constitution of ActNow (as at January 2013) regarding procedures for quorum at Board Meetings.
- Ensure that minutes are accurately recorded and kept, in accordance with the Constitution of ActNow (as at January 2013).
- Keep up-to-date contact details (i.e. names, addresses and telephone numbers) for the ActNow Board.
- Manage correspondence on behalf of the ActNow Board.



### 3. Treasurer

#### Function

- Initiate, develop and understand ActNow financial systems and processes and interpret them for the Board to support the Board's monitoring of the organisation's financial status.

#### Responsibilities

- Provide financial oversight to ensure that record-keeping and accounts comply with best practice and legislative standards.
- Ensure that appropriate financial systems and controls are in place in consultation with the Board.
- Plan and prepare the annual ActNow operating budget in consultation with the Artistic Director for approval by the Board and enable effective budget monitoring by the Board.
- Prepare regular financial reports to the Board which enhance the Board's understanding and monitoring of the ActNow's financial status.
- Prepare accounts for audit and report to ActNow's Annual General Meeting.

### SOURCE MATERIALS

Our Community Fact Sheets: Available at

[http://www.ourcommunity.com.au/boards/boards\\_main.jsp](http://www.ourcommunity.com.au/boards/boards_main.jsp)

*On Board: Serving on the board of an arts organisation*

Written by David Fishel, Positive Solutions © Australia Council 2008. Second edition.

Available at

<[http://www.australiacouncil.gov.au/resources/reports\\_and\\_publications/subjects/management/on\\_board\\_serving\\_on\\_the\\_board\\_of\\_an\\_arts\\_organisation2](http://www.australiacouncil.gov.au/resources/reports_and_publications/subjects/management/on_board_serving_on_the_board_of_an_arts_organisation2)>

BoardConnect Fact Sheets: Available at <http://www.boardconnect.com.au/resources/fact-sheets.html>

Australian Institute of Company Directors (2013/14) *The Role of the Not-for-Profit Chairman*  
Course Notes