THE GLIDING FEDERATION OF AUSTRALIA INC

ABN 82 433 264 489

C4/1-13 The Gateway, Broadmeadows Victoria 3047 Phone: (03) 9359 1613

www.glidingaustralia.org

GLIDING AUSTRALIA BOARD CHARTER

DOCUMENT NUMBER ADMIN 0004

UNCONTROLLED WHEN PRINTED

Copyright © The Gliding Federation of Australia Inc

Prepared	Approved	Version	Date
VJD / JT		0	07/12/2020
CEO – changes to reflect new GA constitution and Part149 approval.	Board	1	25/01/2024

TABLE OF CONTENTS

1 Purpose of the Charter 4

2 Purpose of the Board 4

2.1 COMPLIANCE: conform with or exceed all legal requirements 4

2.2 PERFORMANCE: assist the organization to perform to its best potential 4

3 Roles and Responsibilities 5

1 Purpose of the Charter

The Board Charter sets out the role, composition, and responsibilities of the Board ("the Board") of Gliding Australia.

The conduct of the Board is also governed by the Incorporated Associations Reform Act 2012, its subordinate legislation, and the Gliding Australia Constitution.

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of Board members are governed by the Constitution and are not reproduced here.

2 Purpose of the Board

The Board has two broad purposes - compliance and performance:

2.1 COMPLIANCE: conform with or exceed all legal requirements

Legal

- Comply with laws.
- Monitor its constitution.
- Comply with Board member responsibilities.
- Monitor insurance requirements.

Accountability

- Monitor financials.
- Undertake compliance audits.

2.2 PERFORMANCE: assist the organisation to perform to its best potential

Strategy and Policy

- Approve the Vision / Mission and ensure it is embedded into the organisation's operations.
- Develop, approve, and regularly monitor the strategic plan and policies.

Accountability

- Overall performance of the organisation.
- Board evaluation, succession planning.
- Report outcomes to stakeholders.
- Manage the CEO.

Public Relations

- Represent and participate.
- Keep stakeholders informed.
- Project a strong and positive image.
- Promote the vision.
- Facilitate cohesion.
- Protect the interests of stakeholders.
- Speak with one voice regarding Board decisions.

Risk management

- Ensure up-to-date and effective Risk Profile and Management Strategy.
- Monitor critical risks.

The Board, while meeting its responsibilities, is mindful of the organisation's mission as embodied in its Constitution.

3 Roles and Responsibilities

The Board has delegated authority for the operations to the Executive Manager Operations (EMO), Executive Manager Airworthiness (EMA) in conjunction with the Safety Manager (SM) and the overall administration of the organisation to the Chief Executive Officer (CEO).

The functions of the Board are to:

Provide effective leadership and through the CEO collaborate with the Executive management team in:

- articulating the organization's values, vision, mission, and strategies,
- developing strategic (direction) plans and ordering strategic priorities,
- maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission, and strategies,
- developing and maintaining an organisation structure to support the achievement of agreed strategic objectives,
- Monitor the performance of paid employees against agreed performance indicators,
- Review and agree the business (action) plans and annual budget proposed by the Executive management team,
- Monitor the achievement of the strategic and business plans and annual budget outcomes,
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities,
- Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged,
- Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate,
- Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements,
- Ensure that all significant risks are adequately considered and accounted for by the Executive management team,
- Ensure that the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board primarily sets the organisation's clear purpose and strategic direction, oversees financial and risk management, and ensures the proper documentation of policies and procedures. Additionally, the Board is responsible for establishing and upholding ethical standards and codes of conduct, while also providing oversight of the organisation's business activities and service delivery.

1. MEMBERSHIP AND TERM

The Constitution provides for a minimum of 6 Board members (so that a quorum can be formed to transact business at meetings).

Except for the CEO, who is a paid employee and a member of the Board, all other Board members are volunteers. This ensures a balance of professional management and voluntary governance within the organisation.

Board Members are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Board member's ability to act in the best interests of the organisation. If there is a Conflict of Interest, this must be declared to the Board (refer to the Conflict of Interest Policy ADMIN0025).

Membership of the Board shall be disclosed in an annual report.

The Board has adopted a tenure policy, and according to the Constitution, each Board member with the exception of the CEO, may hold their Board position for no longer than 5 years.

2. BOARD/ CEO Relationship

The CEO reports to the Board through the Board Chair. The roles of the Board Chair and CEO are strictly separated. Similarly, the roles of the Chair of the Operations Panel and the Chair of the Airworthiness Panel are separated from the EMO and EMA.

The CEO is responsible for:

- the efficient and effective administrative operation of the organisation.
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.
- Taking direction from the Board.

The EMO, EMA and SM are responsible for:

- the efficient, effective and safe operation of the organisation.
- via the CEO, bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.
- via the CEO, taking direction from the Board on policy matters.
- The EMO, EMA and SM are not members of the Board.

3. BOARD CULTURE

The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following table is used to provide evidence of an engaged culture [reference: *Increasing Director Performance* (Australian Company Director, Vol 20 No 8 2004)]:

Agendas

- The agendas of the Board limit presentation time and maximise discussion time.
- Provide plenty of opportunities for informal interactions among Board members.

Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.
- The Board is committed to maintaining the highest level of confidentiality, ensuring that all sensitive information pertaining to the organisation's operations, strategies, and stakeholders is securely protected and disclosed only as per legal and ethical guidelines.

Beliefs

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

Values

- The Board serves the gliding community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes in the sport.
- The Board is responsible for maintaining the Gliding Australia's stature in Sport Aviation.
- Board members respect each other.

4. REPORTING

Proceedings of all meetings are minuted, and draft minutes are circulated within 10 days to all Board members for comment.

Minutes of all Board meetings are circulated and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a "Board or Position Paper") and once passed, are recorded in a Motions Register.

Discussion and decisions made electronically via email shall be documented and added to the following minutes as "out of meeting decisions" for ratification by the Board. These decisions shall also demonstrate majority decision.

5. REVIEW OF CHARTER

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities. It is suggested this is done shortly after the election of the new Board nominally by November each year.

6. PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the organisation's Annual Report.
A copy of the charter is available on the Gliding Australia Website.

Approved by the Board, 25 January 2024