



Werribee River Associations Board Charter

This Charter sets out the roles and responsibilities of the Board, as well as key aspects of its operation	
Adopted	18 March 2024
Next Review Date	March, 2025

1. Role of the Board

The Board bears ultimate responsibility for the Werribee River Association (WRA) achieving the purposes for which it exists. In providing leadership and strategic governance, the Board must:

- determine the Company's Purposes and Objectives
- review and approve the Company's Strategic Plans, Operational plans, annual budgets, and major initiatives
- monitor performance against policies and other criteria that have been set by the Board
- ensure there are adequate resources to realise WRA's purposes and objectives and that these are managed effectively through reliable financial systems
- ensure the maintenance of the WRA's status as a not-for-profit entity and registered charity with deductible gift recipient endorsement
- recruit and support the Executive, and constructively monitor and assess performance
- determine the terms of employment and remuneration of the Executive and Senior Leadership Team
- regularly assess organisational culture and wellbeing of employees
- ensure that there are processes to identify, manage and monitor risks
- ensure WRA maintains compliance with applicable laws and regulations, including ensuring the ability to meet debts as they fall due
- ensure there are mechanisms for consultation with key stakeholders, and continuing accountability
- ensure it is itself (the board) is comprised of persons who have the skills and qualities to effectively realise WRA's objectives

2. The Board Composition

The Board should be an appropriate size so that there are sufficient members to:

- discharge the boards workload
- ensure overall adequacy of skills and competencies
- populate any board sub-committees (as applicable)
- give a diversity of perspective to the board's deliberations
- encourage meaningful engagement and build trust and confidence

To satisfy the above WRA has determined eight (8) individuals to be the optimal size. The Chair has discretion to modify size from between 5-10 individuals. Any variations outside this range will require approval from the majority of sitting Board Members.



3. The Chair

The Chair leads the Board in its performance of its roles and responsibilities, guides the Board Directors and the Executive, and represents the Board to stakeholders.

The Chair must:

- chair meetings of the Board, and General Meetings
- work with the Leadership Team to prepare for meetings of the Board, and General Meetings
- ensure any sub-committee or working groups of the Board are established and function to support the Board's roles and responsibilities, and fulfil their Terms of Reference
- provide regular feedback to Directors about the performance of their roles and responsibilities
- lead the recruitment process for the Executive
- establish a successful working relationship with the Executive which results in meaningful, frequent exchange of information
- conduct the annual appraisal of the Executive and taking appropriate action as a result, including addressing development needs
- ensure the Board is fully informed of and well-positioned to contribute
- communicate relevant outcomes of Board deliberations to stakeholders

4. Board members and Committee Members

Board members must perform their roles and responsibilities with honesty, integrity and respect. Recognising the different nature of their duties (including legal obligations), they must:

Exercise reasonable care and diligence

- exercise their powers and discharge their roles and responsibilities with the degree of care and diligence that a reasonable individual would exercise if they were a board member and they must understand the roles and responsibilities of a board member
- devote adequate time to the role, including in preparing for, regularly attending, and participating in meetings and the broader work of the board and/or sub-committees
- take responsibility for managing and progressing the work of the board and/or sub-committees
- committing energy and drive to see that its goals and objectives are achieved
- cultivate a genuine interest in the Company, an understanding of the issues affecting its business and an awareness of related social justice issues

Act in good faith and in WRA's best interests

- only use their position or information obtained in the course of their board role for proper purposes intended and not improperly gain an advantage for themselves or someone else, or cause detriment to WRA
- act in a manner consistent with WRA's purposes and objectives
- act in a manner that upholds WRA's integrity and good reputation
- be appropriately responsive to the interests of stakeholders and members
- uphold values of difference, diversity and inclusion by considering the board's roles and responsibilities in shaping organisational culture



Maintain board 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
- do not attempt to exercise authority over the organisation or its staff
- refrain from speaking publicly for the board, except where authorised by the chair to do so

Contribute strategically

- contribute to the work of the Board in a manner that is constructive, informed and strategic.
- help shape the 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 (see table 1)
- thoughtfully explore, assimilate and act upon information, make enquiries about any critical gaps, and where appropriate, demonstrate personal courage in challenging ideas and processes
- effectively apply any specialized or relevant skills and knowledge
- actively engage in the development and regular monitoring of the Strategic Plan

Build Board capacity

- develop individual capacity to contribute to the work of the Board, including through ongoing education
- assist in developing the capacity of other Board Members, including, where appropriate, by acting as a guide or mentor
- ensure board committee roles are rotated at appropriate intervals. This will promote a sharing of organisation knowledge and will support leadership development across the board. As a general guide, Board committee participation terms longer than 3 years should be reviewed.
- work to enhance the effectiveness of the Board's working environment and work practices, and be open to receiving and acting upon feedback about the performance

Exercise responsible management of financial affairs and risk

- understand, evaluate, and act upon information about WRA's financial situation and risk environment
- maintain a current knowledge of work health and safety matters, including the hazards and risks associated with the operations of the Company
- 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, and not allow the Company to operate while insolvent.



Disclose and manage conflicts of interest

- disclose to other board members any perceived or actual conflicts of interest (including related-party transactions, and any affiliations with actual or potential suppliers of goods and services, recipients of grant funds and organisations with competing or conflicting objectives)
- declare any other perceived or actual conflicts of interest prior to the Board's consideration of any relevant matter.
- where there is a perceived or actual conflict of interest, absent themselves from discussions, as appropriate, and abstain from voting or otherwise participating in the decision-making on the matter
- disclose any material gifts or offers of gifts for their personal use obtained in the course of their board role

5. The Executive

The Executive is responsible for the management of the Company in pursuit of the attainment of its Purposes and objectives. The Executive must manage the Company in accordance with the Strategic and Operational Plans and other delegations and policies approved by the board from time to time. The executive directly reports to the Board via the Chair but is not considered a member of the board.

6. The Riverkeeper

Responsible for representing the purposes and objectives of the organisation to the public and driving science led- advocacy across the organisation and beyond.

The Riverkeeper is considered a specialist advisor to the board.

7. Board Assessment of Performance

The Board must formally assess its own performance regularly with such reviews including end of board meeting reflections. The board membership is reviewed and renewed each year at the AGM. This is a strategic time to assess board attendance, board skills, and board recruitment. Board recruitment can occur throughout the year and is informed by a skills assessment.

8. Staff Participation

The presence of an invited staff member at the board meeting provides the board with a staff perspective on board deliberations and discussions. The participant may provide the board with perspective informed by their experiences as a staff member and their knowledge to inform decision making. The staff member may not vote on any decisions.

The staff participant may rotate from time to time to diversify staff representation.

All paid staff are welcome to attend board meetings unless specific matters of HR are to be discussed and decided upon at said meetings.

9. Board sub-committees

The Board may establish sub-committees to assist in the performance of its roles and responsibilities. When the Board establishes a sub-committee, it must set out, through written terms of reference, its



roles and responsibilities. Each sub-committee reports to the board and may provide recommendations, but any decisions are solely reserved for the board.

The Chair or Deputy Chair (if appointed) should be present at sub-committee meetings.

10. Matters Reserved for the Board

The matters reserved for the board are a set of decisions that are required to be or, in the interests of the company, should only be decided by the board. For the purposes of this charter, this includes any decisions of high risk whether it be financial, reputational, legal or ethical.

While the below is not an exhaustive list, the board specifically reserves the following:

- Position descriptions and contract tenures
- Remuneration review decisions
- Spends of greater than \$10,000 (if not budgeted in annual budget setting)
- Approval of major events
- Sponsorship, grants, contracts, or agreements view provision of reviews at Monthly board meetings
- WRA political positions on social and ethical matters
- Provision of logo
- Review and sign off on correspondence (e.g. with senior stakeholders/with members of parliament). Out of session approvals can be directly obtained either verbally or electronically via chairs’ discretion.

TABLE 1: Typical Board roles versus Management roles (as a guide only)

Board Role	Management Role
Appoint, evaluate and guide support the executive	Be responsive to requests for additional information
Work with and through, the executive and management team to develop strategy and policy	Seek the boards counsel
Plan board and executive succession	Recommend goals and policies supported by background information
Delegate powers and reserve powers to make major decisions	Frame decisions in the context of strategy and present well documented recommendations
Set risk appetite	Keep board informed, present options and recommendations
Oversee management of the organisational performance	Present the board with timely information in concise, contextualised formats
Engage members and stakeholders, act as external advocates in relevant arenas	Communicate with candour and transparency
Set the culture and role model an ethical tone from the top	Embed the culture and run the organisation in an ethical manner
Be champions of the organisation	Mobilise board members to leverage external connections to support the organisation