



R S L N S W

Respecting, supporting and remembering
our veterans and their families

Board Charter

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1. INTRODUCTION

This is a charter of the Board of Directors (**Board**) of the Returned & Services League of Australia (NSW Branch) (**RSL NSW**) (**Board Charter**). The Board Charter describes the structure of the Board and how it is to operate. The Board is accountable to RSL NSW Members (**Members**) for the performance of RSL NSW.

2. ROLE OF THE BOARD

The role of the Board is to ensure that RSL NSW does all things necessary to further its charitable purpose and acts at all times in the best interests of RSL NSW including by:

- a) guiding and monitoring its businesses and affairs. It does so by collectively overseeing and appraising the strategies, major policies, processes and performance of RSL NSW using due care and diligence and ensuring that its long-term reputation and sustainability is assured;
- b) serving the interests of the veteran community, employees and customers with honesty and integrity;
- c) acting in good faith and in the best interests of RSL NSW as a whole;
- d) committing to collective decision-making processes of the Board;
- e) ensuring that each Director's decision is made independently.

Each Director will always respect the contributions of other Directors and strive to understand their perspectives and contributions to Board debate. Directors will debate issues openly and constructively and be free and expected to question or challenge the opinions presented at meetings. Directors will bring to bear their relevant skills, knowledge, experience and perspective on all discussions relating to RSL NSW.

A Director must not favour one RSL constituency over any other in their decisions or their activities as a Director.

3. STRUCTURE AND COMPOSITION

The structure, composition and terms of appointment of the Board is determined by the *RSL NSW Act 2018 (the Act)* and the Constitution.

4. RESPONSIBILITIES OF THE BOARD

The Board has reserved to itself the responsibilities set out in the delegation's matrix attached to the Delegations Policy in place from time to time. The Board must appoint such Committees of the Board as may be appropriate to assist in the discharge of its responsibilities, determining their scope, objectives, and membership (**Board Committees**).

In discharging these responsibilities, Directors are bound by the Act, the Australian Charities and Not-for-Profit Commission Act and Australian Charities and Not-for-Profit Commission Regulations, the Charitable Fundraising Act and Regulation, the Constitution, the Standard Operating Procedures and all charters, policies, and Codes of Conduct in force from time to time, including but not limited to:

- a) this Board Charter;
- b) all Board Committee Charters;
- c) all relevant RSL NSW policies and procedures in place from time to time;
- d) all relevant RSL NSW Standard Operating Procedures; and
- e) the Code of Conduct for Directors.
- f) the Board Conflicts of Interest and Related Party Transactions Policy.

In addition to the responsibilities set out above, each Director must:

- a) attend the Australian Institute of Company Directors *Company Directors Course*; Governance Institute Course for Directors (or such other director development course or courses as the Directors decide); provide proof of graduation and current and continuing membership, within six months after the date of first election or appointment, or as otherwise set out in the Constitution;
- b) within one month of their appointment read such orientation materials as determined by RSL NSW from time to time;
- c) under the ACNC Act, ensure that he or she understands and complies with the obligations of Governance Standards 1 – 5 contained in the ACNC Regulation;
- d) ensure they attend no less than 80% of Board meetings annually and no less than 80% of meetings of any committee to which they are appointed.
- e) actively promote a culture of continuous improvement and collegiality amongst the Board.

The Board confers on the CEO responsibility for implementing the strategic direction, and managing the day-to-day operations of RSL NSW, including the administration of membership generally, or the provision of services (as defined in the Constitution) to Members, or provision of services to veterans and their families.

Subject to the limitations imposed by the Constitution, statute and other external regulation, the Board remains free to alter the matters reserved for its decision.

5. LEAVE OF ABSENCE FROM THE BOARD

If a Director becomes aware that they will be unable to attend more than one Board meeting in a row, they may contact the Chair of the Board to arrange a Leave of Absence until such time as they are able to resume their Director's role. In deciding whether to grant the Leave of Absence, the Chair will consult with the President and the CEO to ensure that doing so will not impact the effective functioning of RSL NSW.

6. CONFIDENTIALITY

The Board's responsibilities are collegiate and once decisions are made; Directors must not publicly advocate policies contrary to established Board decisions. All matters discussed at Board meetings, and all Board papers, are confidential, except to the extent that they are contained in approved communications to Members.

7. ROLE OF THE PRESIDENT

The President is the elected leader of the RSL in NSW and is the principal spokesperson for the League in consultation with the Chair or CEO prior to making statements. The responsibilities of the role are principally to:

- a) protect RSL NSW's policy of non-alignment with any political party;
- b) act as principal spokesperson and representative of ANZAC House and/or RSL NSW;
- c) delegate the role of spokesperson to the Chair or member of the Board;
- d) represent ANZAC House and/or RSL NSW at commemorative functions, ceremonies and other activities, including District Presidents' Council, District Council and/or sub-Branch meetings or presentations;
- e) preside over General or Special State Congresses, which includes the AGM or any EGM, if appointed by the Board pursuant to clause 14 of Appendix C of the RSL NSW Constitution; and
- f) propose the Loyal Toast at formal dinner engagements.

8. ROLE OF THE CHAIR

The Chair has the task of making sure the Board is well informed and effective, that the Directors, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation and governance of the Board and RSL NSW.

The responsibilities of the Chair (of the Board) are principally to:

- a) be responsible for the running of the Board;
- b) act as the spokesperson for ANZAC House or RSL NSW, if requested to do so by the Board or President;
- c) liaise with the CEO and the Company Secretary to ensure that new Board members receive the appropriate orientation and induction and have access to information on all aspects of RSL NSW's operations;
- d) establish the agenda for Board meetings in consultation with the CEO and the Company Secretary;
- e) act as the main point of contact and communication between the Board and the CEO, ensuring that the Board's views are communicated clearly and accurately;
- f) represent and promote RSL NSW's policies in external meetings with the public,

- governments or other bodies, as authorised or requested by the President, the Board or the CEO or delegate;
- g) protect RSL NSW's policy of non-alignment with any political party;
 - h) if appointed by the Board pursuant to clause 14 of Appendix C of the RSL NSW Constitution, preside over General or Special Meetings;
 - i) preside over Board Meetings;
 - j) set a standard for Board members in terms of attendance at meetings and prior familiarity with Board Papers distributed and issues to be raised; and
 - k) ensure that the meetings are conducted professionally, competently, ethically and in an open fashion consistent with a transparent culture, as well as providing effective leadership in formulating the strategic direction of RSL NSW.

9. COMMUNICATIONS BETWEEN DIRECTORS

The Directors concern themselves primarily with the strategic direction of RSL NSW, its governance framework, its policies, as well as specific operational issues that are required of it by the Constitution.

In general, most communication between Directors occurs in Board meetings when the Board operates as a collective for decision-making purposes. Membership of Board committees is determined by the Board and, therefore, communication between Board members would be expected as part of this role. Any discussions of Board matters between Directors, that occurs outside of formal Board or committee meetings, should be minimal so that all Directors can participate in discussions.

Directors are encouraged to develop a culture of shared responsibility for the organisation and to actively promote RSL NSW's vision and profile. The Chair is also the link between Board and Management, via the CEO. Directors should contact the Chair, in the first instance, if they wish to:

- a) bring issues before the Board;
- b) request training or support to assist with their performance as Directors; or
- c) raise a matter of concern regarding a Board member or matters before the Board.

The Chair may seek to meet with individual Board members about Board matters, Board performance, or matters relating to conduct.

In circumstances where the roles of President and Chair are held by different Directors, the means by which the President and the Chair keep each other informed is paramount to the effective functioning of the organisation and the Board. Each should inform the other about all relevant matters and ensure that the CEO and, where relevant, the Company Secretary, is kept informed.

10. ROLE OF THE CHIEF EXECUTIVE OFFICER

The CEO is responsible for the operational management of RSL NSW. While the CEO may

delegate tasks to other staff, he or she remains accountable for staff performance. Staff are not directly accountable to the Board, with the exception of the Company Secretary.

The CEO is the link between the Board and staff and is responsible for the implementation of Board decisions and policies and, together with the Chair and the Company Secretary, is responsible for the flow of information to the Board to review and monitor results.

Liaison between Board members and staff should, except in exceptional circumstances, go only through the CEO. This ensures that the CEO is aware of what is occurring in the business and can monitor workflows and assess priorities appropriately. The Chair and President meet regularly with the CEO.

11. BOARD MEMBERS AND STAFF

As the CEO is delegated the day-to-day management of RSL NSW's business, that person is, therefore, the primary contact for Board members pertaining to operational matters.

Where Board members have another role, such as a Board Committee Chair, then they may have contact with the appropriate staff member directly only as it relates to that role. Any correspondence should be copied to the CEO.

It is inappropriate for Board members to ask staff directly for assistance or a favour as they are generally not in a position to refuse or may feel that they cannot do so. Contact regarding the matter through the President/Chair or the CEO is required.

Likewise, it is not appropriate for staff to be in direct contact with Board members on strategic or operational matters unless they are acting with the knowledge of or have permission to do so from the CEO.

All Board papers and reports must be approved by the CEO.

Notwithstanding the preceding paragraphs, in certain circumstances it will be necessary and appropriate that the State Secretary, the Legal Counsel and/or the Company Secretary will communicate directly with Board members. The CEO must be informed of such contact.

12. REVIEW OF PERFORMANCE

The Board will conduct, on a regular basis, a comprehensive review of its performance as a Board. The method and extent of that review is for the Board to determine from time to time. The review of the Chair's performance will be conducted in accordance with the terms determined by the Board.

13. REWARD AND EVALUATION

The Board will ensure that the structure of remuneration for management is linked to the achievement of the RSL NSW's objectives as prescribed in writing by the Board from time

to time.

The Nominations and Performance Committee will ensure that the performance requirements of the CEO are linked to the achievement of the RSL NSW's strategic objectives, as prescribed in writing by the Board from time to time, and that the systems of evaluation for the performance and remuneration of the CEO and the executive management team are based on agreed criteria determined by the Committee from time to time.

The Chair will undertake any annual performance evaluation of the CEO, on behalf of all Directors.

14. REVIEW OF CHARTERS

The Board will review this Charter at least every two years to ensure it remains current to the needs and structure of RSL NSW.

The Board will review all Board Committees Charters to ensure that they remain consistent with the Board's objectives and responsibilities and are in keeping with relevant standards of good corporate governance.