



## **Foundation for National Parks and Wildlife**

### **Board Charter**

#### **1. Purpose**

The Foundation for National Parks and Wildlife Board of Directors (“the Board”) is responsible for the oversight of FNPW. It does this by ensuring that FNPW has an appropriate corporate governance structure with accountability and control systems in place. In carrying out its responsibilities, the Board will at all times recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with applicable laws and the FNPW Constitution.

The Foundation for National Parks & Wildlife is a company limited by guarantee, a registered charity with the Australian Charities and Not-for-profit Commission (ACNC) and endorsed by the Australia Taxation Office as a Deductible Gift Recipient (DGR).

#### **2. Membership**

In accordance with the constitution, the board shall comprise at least 5 and no more than 15 Directors, all of whom shall be independent of management.

Appointment of Directors is set out in the Constitution.

Directors will be appointed for a 3 year term and may be re-appointed for a second three year term. This may be extended for one further term of 3 years if requested by the Board.

#### **3. Board Sub-Committees**

The board has established the following committees to assist it in carrying out its responsibilities;

- Finance and Risk Committee
- Fundraising and Marketing Committee
- Projects Committee
- Nominations Committee

Each committee has a charter which is approved by the Board.

The Chief Executive Officer (CEO) is invited to attend all committee meetings.

#### **4. Meetings**

In accordance with the Constitution, at least six Board meeting shall be convened each year.

A quorum of the Board comprises at least 5 Directors.

The Board shall invite such other persons to its meetings as it deems necessary.

The proceedings of all meetings will be minuted.



## **5. Roles and Responsibilities**

The responsibilities of and decision reserved for the Board include;

Appointment of the President.

Appointment of Treasurer and Secretary.

Appointment of Directors subject to approval at AGM.

Setting Corporate Governance principle and policies.

Establish delegations of authority that permit the CEO to manage the organisation.

Considering and deciding on any matters outside the delegations of the CEO.

Review, assess and approve business plans, strategic plans, budgets, investments and projects.

Establish Board sub-committees, delegated authorities and approve their charters.

Appoint the external auditor.

Monitor compliance with legal and regulatory obligations.

Approve the annual financial statements and other communications to members.

Annual assessment of the board composition in relation to qualifications, experience and diversity.

## **6. Appointment and role of the President**

The President shall be an independent director elected by the Board, and must not be the CEO, nor have held the position of CEO in the last 5 years.

The Chair is responsible for;

- Leadership of the Board.
- Providing leadership and support for the CEO
- Ensuring the Board works as an effective team
- Ensuring constructive and respectful relationship between the Board and management.
- Managing the efficient conduct of the meetings of the Board

## **7. Appointment and role of the CEO**

The Board shall approve the employment of the CEO.

The Board delegates to the CEO powers, discretions and responsibilities necessary to implement the business plans and strategies approved by the Board.

The CEO is responsible for the day-to-day management and administration of FNPW.

The CEO will refer to the Board matters that are sensitive, extraordinary, or strategic in nature.

The CEO will ensure the Board is provided sufficient information to fulfil its responsibilities effectively.

The Board will assess the performance of the CEO at least annually.



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## **8. Charter Review**

The Charter is subject to an annual review to ensure it is relevant, and aligned with organisational changes and best practice.

Last update: April 2018