



Equestrian NSW Incorporated

Board Charter

1. Purpose of this Charter

- 1.1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of EQUESTRIAN NSW.
- 1.2. The conduct of the Board is also governed by the Constitution of EQUESTRIAN NSW, a copy of which is located at [ENSW Constitution | Equestrian New South Wales](#).

A number of operational Board matters such as number of meetings per year, election and appointment processes and member meetings are governed by the Constitution and are not reproduced here.

2. Roles and Responsibilities

- 2.1. The Board's key responsibilities are:
 - 2.1.1. to act in the best interests of the EQUESTRIAN NSW as a whole;
 - 2.1.2. observe their duties as Directors in terms of the Associations Incorporation Act 2009 (NSW), common law, the EQUESTRIAN NSW constitution, by-laws and any other relevant legislation; and
 - 2.1.3. provide strategic direction for EQUESTRIAN NSW and effective oversight of Management.
- 2.2. The key functions of the Board are to:
 - 2.2.1. Provide effective leadership and collaborate with the Chief Executive Officer in:
 - articulating the organisation's values, vision, mission and strategies
 - developing strategic 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

- 2.2.2. Ensure a diverse and effective Board, in line with the EQUESTRIAN NSW constitution with appropriate policies and procedures for the Board and its committees;
- 2.2.3. Appoint, support and provide advice and counsel to, evaluating and rewarding the CEO against agreed performance indicators;
- 2.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes;
- 2.2.5. Determine, support, review, approve and monitor the operational and financial performance of EQUESTRIAN NSW and allocate appropriate resources to implement the approved performance metrics;
- 2.2.6. Establish such committees, working groups (with appropriate terms of reference), delegations, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities;
- 2.2.7. Ensure, through the Board, committees and others as appropriate, compliance obligations and functions are effectively discharged;
- 2.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all [ethical,] legal and contractual requirements;
- 2.2.9. Monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- 2.2.10. Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility;
- 2.2.11. Manage Directors' interests, conflicts of interest and related-party transactions;
- 2.2.12. Delegation of powers and authorities, while understanding the Board remains responsible for all decision of EQUESTRIAN NSW;
- 2.2.13. Oversight of compliance with appropriate laws and regulations and major litigation;
- 2.2.14. Evaluate Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;
- 2.2.15. Corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary;
- 2.3. The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO). The CEO is responsible for the overall day-to-day management and the performance of the organisation. The CEO manages EQUESTRIAN NSW in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives.
- 2.4. The Board has such operational involvement in the conduct of organisation's business activities and delivery of services as approved by the Board in any delegations policy provided that such involvement is consistent with the delegations to the CEO.

3. Membership and Independence

- 3.1. The Constitution provides for a maximum of nine directors including seven elected directors and up to two appointed directors. The Board requires a quorum of five Directors to transact business at meetings.
- 3.2. Directors must disclose any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the organisation.
- 3.3. The Board shall regularly assess the interests of each Director in light of the interests disclosed by them.
- 3.4. Each Director must provide the Board with relevant information to assess their interest.
- 3.5. In assessing the materiality or significance of any interest, the following matters will be considered when managing the interests:
 - 3.5.1. is the person a non-executive Director (i.e. is not a member of Management);
 - 3.5.2. is the Director, officer or otherwise officially associated directly with a member or affiliated organisation;
 - 3.5.3. has the Director within the last three years not been a principal of a material professional adviser or a material consultant to EQUESTRIAN NSW or an employee materially associated with the service provided;
 - 3.5.4. has the Director been a material supplier of EQUESTRIAN NSW, or an officer of or otherwise associated directly or indirectly with a material supplier;
 - 3.5.5. has the Director any material contractual relationship with EQUESTRIAN NSW, other than as a Director of the organisation;
 - 3.5.6. is the Director been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the organisation.
- 3.6. Membership of the Board shall be disclosed in the annual report.

4. Chair's Responsibilities

- 4.1. The Chair of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:
 - 4.1.1. leading and facilitating the Board;
 - 4.1.2. setting the Board direction and focus;
 - 4.1.3. conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
 - 4.1.4. ensuring that no one has excessive influence;
 - 4.1.5. maintaining a professional working relationship with the CEO;
 - 4.1.6. acting as a spokesperson, where appropriate, in conjunction with the CEO;
 - 4.1.7. promoting constructive and respectful relations between Directors;
 - 4.1.8. ensuring the Board and individual Directors have a performance evaluation process;
 - 4.1.9. ensuring that the Board's workload is dealt with effectively;

- 4.1.10. role-modelling ethical standards and behaviour based on the EQUESTRIAN NSW agreed values;
- 4.1.11. ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

5. Code of Conduct

- 5.1. EQUESTRIAN NSW takes ethical and responsible decision-making very seriously. It expects its staff, volunteers and Directors to do the same.
- 5.2. All Directors must be bound by and at all times comply with the EQUESTRIAN NSW Director Code of Conduct which outline the type of behaviour that EQUESTRIAN NSW requires from its Directors and sets out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.
- 5.3. The Board has an appropriate system for enforcing compliance with the code.

6. Review of Charter

- 6.1. The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

7. Publication of the Charter

- 7.1. Key features of the charter are to be outlined in the organisation Annual Report.
- 7.2. A copy of the charter is available on the Equestrian NSW website.