

# FutureNow.

## Board Charter

### 1. Introduction

This Board Charter sets out the corporate governance policy adopted by the Board of FutureNow– Creative and Leisure Industries Training Council Inc. (FutureNow) to develop, implement and maintain a culture and standard of good corporate governance for both internal and external stakeholders.

The Charter defines the roles, responsibilities, protocols and authorities of the Board, both individually and collectively. In doing so, it formalises procedures to allow transparency of operation, and helps to mitigate risk through ensuring appropriate checks and balances are in place.

The matters outlined in this Charter are subject to the *Associations Incorporation Act 2015 (WA)* and FutureNow's Rules. The Charter supports the Rules and should be read in conjunction with them. In the event of inconsistency between the Charter and the Rules, the Rules take precedence.

### 2. Governance structure

The governance structure of FutureNow consists of a Board of members of the Association.

### 3. Objectives

The core objectives of FutureNow are to:

- facilitate the continual improvement of workforce skills in to creative, leisure and technology sectors to drive economic growth and productivity, and to enrich WA's social and cultural landscape;
- provide advice to the Western Australian Government, the State Training Board and the Department of Training and Workforce Development on all vocational education and training needs and priorities in the state;
- provide a leadership role in promoting training to industry, including partnerships between industry and the training sector;
- advise industry about training developments in their industry including national training policy, funding arrangements, regulatory changes and training product development;
- promote new training initiatives from West Australian and Commonwealth governments;
- build relationships and broker training solutions for industry with Registered Training Organisations;
- facilitate industry input to the development and review of Training Packages and curriculum; and
- work collaboratively with industry, government and enterprises to identify and promote the opportunities for work-based training.

### 4. Role and functions of the Board

The Board bears ultimate responsibility for the governance of FutureNow. The Board is responsible for setting the organisation's strategic direction with regard to both its core functions and its responsibilities to the State Training Board under the *Vocational Education and Training Act 1996*

(WA). The Board is also responsible for guiding and supporting FutureNow's delivery on its strategic initiatives through strong governance and effective decision-making.

The Board is accountable to FutureNow's members, to the State Training Board and the Department of Training and Workforce Development.

Overall, the powers and obligations of the Board are governed by *the Associations Incorporation Act 2015* (WA) and other applicable general state and national laws.

To fulfil its obligations, the Board has responsibility for the following:

- a) providing leadership to FutureNow by guiding the development of an appropriate culture and values, and always acting in a manner consistent with the code of conduct;
- b) protecting, promoting and preserving FutureNow's reputation and standing as the Western Australian Training Council for the Creative, Leisure and Technology Industries;
- c) adopting, reviewing, amending or repealing the Rules, and monitoring compliance with those Rules and with its statutory and fiduciary obligations;
- d) ensuring a system of governance which is compliant with the *Associations Incorporation Act 2015* (WA) and best practice;
- e) overseeing the development and approval of Board policies and standards;
- f) setting FutureNow's strategic direction, working with the Chief Executive Officer (CEO) to develop, approve and implement the strategic and operating plans, and ensuring resources are aligned accordingly;
- g) approving the annual budget and monitoring FutureNow's financial performance and reporting;
- h) reviewing and approving FutureNow's annual report and financial statements, and their distribution to internal and external stakeholders;
- i) selecting, appointing and terminating the external auditors and approving their respective annual audit fees;
- j) approving and monitoring the progress of major capital expenditure and capital management;
- k) appointing, managing, evaluating and removing the CEO, including defining the CEO's duties, limits of authority and performance indicators;
- l) delegating authority to the CEO to ensure the effective day-to-day management of FutureNow;
- m) monitoring communication with stakeholders and ensuring all reasonable measures are in place to maintain the privacy and confidentiality of information collected;
- n) implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers;
- o) any matters in excess of the limits delegated to the CEO.

## **5. Board composition**

The number of Board members must be at least eight and no more than twelve, with representation on the Board as follows:

- at least four and not more than nine members from Associations of employers;

- at least one and not more than two members from Associations of employees;
- not more than six members who are individuals of influence and/or specific experience in the industry sectors represented by FutureNow;
- a balance of members across the major industry sectors, with no one major industry sector having an absolute majority; and
- the Training Council CEO as an ex officio non-voting member.

All Board members should bring specific applied knowledge and experience to FutureNow in relation to their industry sector. Collectively, the Board should be able to demonstrate a broad range of such knowledge and experience, including:

- a forward-looking strategic and holistic industry perspective;
- deep industry insight and significant experience, including a good understanding of the issues facing industry in Western Australia;
- a working knowledge of vocational education and training in their industry in Western Australia;
- leadership in driving change that supports industry advancement;
- respect within the relevant key industries;
- the ability and willingness to challenge the status quo and translate strategy into action;
- the ability to work effectively with other Board members and with external stakeholders.

The Board will regularly review its composition to ensure Board effectiveness is optimised, and will individual and collectively contribute to Board succession planning.

In appointing Board members, in addition to knowledge and experience, consideration will be given to the diversity of the Board.

## **6. Board appointments**

The appointment of members to the Board will be in accordance with FutureNow's Rules.

Members seeking to take up positions on the Board must not be ineligible under section 39 of the *Associations Incorporation Act 2015 (WA)*.

## **7. Term of office**

Subject to the Rules, a Board member's term of office is one year effective from the date of the Annual General Meeting at which they are elected/re-elected to the Board.

In addition to the expiry of a member's term, there are a number of reasons through which the office of a member of the Board may become vacant:

- the written resignation of the member;
- the member's mental or physical health renders them incapable of performing their duties;
- the death of a member;
- the conviction of a member on an indictable offence; or
- the removal of the member from office in accordance with the *Associations Incorporation Act 2015 (WA)* and the *Associations Incorporation Regulations 2016 (WA)*.

## **8. Board and office holder responsibilities**

The Board, at its first meeting following the Annual General Meeting, shall elect up to two of its members to fulfil the role of Chair, and one member as Deputy Chair.

Where the Board appoints two members as Chair, the decision as to who presides at each meeting is made by the Chairs.

### *The role of all Board members*

Board members, individually and collectively, have ultimate responsibility for the overall success of FutureNow and should act in FutureNow's best interests.

Board members act as ambassadors for FutureNow and the connections they develop and maintain through their networking activities offer considerable benefit to the Association. Board members are therefore encouraged to attend FutureNow events and activities outside of Board meetings.

To maximise the effectiveness of the Board in meeting its objectives, all Board members are expected to:

- prepare thoroughly for, and actively engage in, meetings;
- raise questions and request information to aid their decision-making;
- fully canvass all aspect of any issue being considered by the Board;
- vote on any resolution according to their judgement;
- keep confidential all Board discussions and deliberations;
- agree to be bound by FutureNow's Code of Conduct; and
- once a Board resolution has been made, support the letter and spirit of the Board decision to all stakeholders.

### *The role of the Chair*

In addition to the role of all Board members, the role of the Chair is to:

- provide leadership for the Board;
- manage Board interactions and chair meetings to ensure they are effective, open, focussed, constructive, collegiate and respectful;
- ensure Board members act in accordance with the Rules, this Charter and relevant laws;
- ensure that the Board allocates time each year for strategy development and that strategy alignment is considered as a factor in every Board decision;
- consult with the CEO in relation to the agenda for Board meetings;
- ensure that Board minutes properly reflect Board decisions;
- be the primary point of contact between the Board and the CEO, unless otherwise agreed for particular projects, and manage the formal reporting line between the Board and the CEO;
- review progress on important initiatives and significant issues with the CEO;
- review the CEO's performance against key performance indicators approved by the Board;

- ensure there is a process in place for regularly evaluating the performance of the Board as a whole and the performance of individual members; and
- chair Annual General Meetings and special meetings of members, and be the spokesperson for the organisation at Annual General Meetings and in the reporting of performance and budget figures.

#### *The role of the Deputy Chair*

In addition to the role of all Board members, the role of the Deputy Chair is to generally assist and support the Chair in performing his/her role. In addition, the Deputy Chair fulfils the responsibilities of the Chair in the event that the Chair has temporarily vacated his/her position or is not present at a Board meeting.

### **9. Board meetings**

The Board will meet five times each calendar year including the AGM in accordance with the Board calendar prepared by the CEO at the beginning of the year.

A quorum for any Board meeting will consist of a majority of voting members of the Board.

Decisions made at any Board meeting are made on a majority of votes of members present. Members have one vote, with the Chair having a casting vote when the vote is equal.

Board members can be present at a meeting in person, via telephone or via other forms of instantaneous communication. Members who attend meetings via telephone or other telecommunications are deemed present at the meeting, and any vote they take at the meeting is deemed valid.

The CEO is responsible for recording the minutes of the Board meeting. Board meeting papers will be provided electronically to Board members one week prior to the meeting.

The Board is able to make out of session resolutions via email. Any resolution passed by a majority vote is to be ratified at the next Board meeting.

### **10. Relationship of Board with management**

Management of FutureNow's day to day business is to be conducted by the CEO appointed by the Board, and by those to whom the management function is properly delegated by the CEO.

Communication between Board members and FutureNow staff will be through the CEO unless otherwise determined by the Board in consultation with the CEO.

Should Board members need clarification regarding information provided or need information about FutureNow generally, this should be sought directly from the CEO and not from other FutureNow staff. When Board members wish to provide information about opportunities for FutureNow or wish to introduce people to FutureNow, this also should always be through the CEO.

### **11. Board member induction and evaluation**

New Board Members are advised in writing of their appointment to the FutureNow Board. This letter of appointment will also outline their responsibilities as a Board member and the terms and conditions of their appointment.

The CEO will provide all new Board members with an induction package containing information on the operation of the Board and the strategic and financial position of FutureNow.

Where the performance of the Board or an individual Board member is not as effective as it could be, the Board will work to address remedy the situation.

## **12. Delegation of authority**

The powers to direct and govern FutureNow lie with the full Board. Individual Board members have no individual authority to participate in the day-to-day management of FutureNow, including making any representations or agreements with member organisations, suppliers, employees or other parties or organisations. The exception to this rule is where the Board passes a resolution explicitly delegating authority to a Board member individually. However, in such circumstances, the full Board retains responsibility for the delegated power.

The Board has reserved all powers for itself and delegated authorities to the CEO as set out in Section 13 of this Charter.

Where a delegation is not specified in this policy, the Board retains the authority, and approval for any actions must be sought from the Board.

## **13. Role of the Chief Executive Officer**

The Board recognises that its relationship with the CEO is integral to the success of FutureNow in achieving its objectives.

The Board has delegated the responsibility of management, operation and administration of FutureNow to the CEO, and will oversee the activities of management to ensure these delegated duties are carried out as directed.

The CEO is responsible, within parameters established by the Board, for determining and overseeing the execution of the Board's strategic directions, goals and policies to ensure desirable outcomes for FutureNow.

To meet his/her responsibilities, the CEO will act in accordance with FutureNow's CEO Employment and Delegation Policy.

## **14. Board member remuneration and protection**

All Board members provide their services free of charge and are not provided with remuneration or superannuation benefits.

Board members are entitled to be reimbursed for out of pocket expenses in accordance with the Rules.

In accordance with FutureNow's service delivery agreement with the Department of Training and Workforce Development, Board members and staff are covered by appropriate director's insurance.

The CEO holds a copy of the insurance policy and will supply a copy on request.

## **15. Code of conduct**

Board members are expected to maintain the confidentiality all Board discussions and deliberations, Association documents and information received in the course of being a Board member. Confidential information must not be disclosed or used without the Board's formal authorisation.

Board members are expected to observe the highest standards of ethical behaviour.

The Board supports and encourages FutureNow policies that require Board members and staff to observe high standards of personal integrity, display honesty in their dealings and actions, and maintain the privacy and confidentiality of information received from all stakeholders.

Board members are expected to avoid any action, position or interest that conflicts, or appears to conflict, with an interest of FutureNow.

A Board member who has a material personal interest in a matter relating to FutureNow and/or a matter being decided upon by the Board, must declare that interest at the earliest opportunity and before a decision is taken.

A Board member with a real or perceived conflict of interest must absent himself or herself from discussions and decisions relating to the matter over which the conflict exists. The one exception to this requirement is where the Board passes a resolution that the remaining Board members are satisfied that the declared interest should not disqualify the Board member from the discussion and voting on the issue. Any such Board resolution should also identify the Board member, and the nature and extent of the interest.

Declared interests will be recorded in the minutes of Board meetings and added to the Declared Interests Register maintained by the CEO.

#### **16. Charter review**

The Board shall review this Charter every two years after the annual Board performance assessment, or sooner if deemed appropriate.

Any and all modifications to the Charter must be approved by the Board by resolution at a Board meeting.