



Australian National Working Equitation Ltd

ANWEL Board Charter

Approved: 07 February 2020

DOCUMENT CONTROL

Version	Date	Author	Revision Comment
1.0	02 Feb 2020	Ann Hughes	Initial Draft
1.0	07 Feb 2020	Board Approved	Approved

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ANWEL BOARD CHARTER

1. INTRODUCTION

The Australian National Working Equitation Ltd (ANWEL) Board Charter sets out the objectives and purpose, responsibilities, composition, code of conduct, recruitment, membership, administration and meetings for the board.

2. BOARD OBJECTIVES AND PURPOSE

The objective and the regulation of ANWEL are set out in the Constitution, in accordance with the Corporations Act 2001. It is the responsibility of the board to look after the affairs of ANWEL and ensure it lives up to its objective and staying within the rules governing it.

The purpose of the ANWEL Board is to provide the equestrian sport of working equitation in Australia with strategic direction and purpose. The board also has ultimate responsibility for the governance and sustainability of the sport and holds responsibility for its national ventures, finances and actions.

3. RESPONSIBILITIES

In order to achieve its purpose, the ANWEL board will carry out the following responsibilities:

3.1 Establish vision, purpose and values

- Determine vision and purpose to guide and set the pace for ANWEL's current operations and future development
- Determine the values (culture) to be promoted throughout the ANWEL
- Determine and review ANWEL's goals
- Determine ANWEL policy

3.2 Set strategy and structure

- Review and evaluate present and future opportunities, threats and risks in the external environment and current and future strengths, weaknesses and risks related to ANWEL
- Determine strategic options, select those to be pursued and decide the means to implement and support them
- Determine the business priorities, initiatives and plans that underpin the ANWEL's strategy
- Ensure that the ANWEL's organisational structure and capabilities are appropriate for implementing the chosen strategies

3.3 Promote and develop the sport

- Develop and implement strategies to promote working equitation in Australia and internationally
- Build the ANWEL brand in Australia and internationally
- Support and guide the development of working equitation to international standards
- Encourage a competitive environment that is safe and inclusive
- Maintain the Australian National Working Equitation rule book
- Enable a Memorandum of Understanding with the World Association of Working Equitation (and other entities as appropriate)
- Establish a national framework and collaborate with State Associations

3.4 Administration and Control

- Delegate authority appropriately to sub-committees, State Associations / Clubs, and monitor and evaluate the implementation of policies, strategies and business plans
- Determine monitoring criteria to be used by the Board
- Ensure that internal controls are effective. Including any additional monitoring of the activities of ANWEL in order to satisfy itself that ANWEL is being properly managed
- Approval of annual budgets
- Risk oversight and management
- Provide a check on the integrity of external financial and non-financial reports
- Ensure compliance with policies, laws and regulations
- Collaborate with State Associations to achieve a common vision and purpose
- Ensure that communication both to and from members and relevant stakeholders is effective.
- Understand and take into account the interest of members and relevant stakeholders in decision making
- Monitor relations with members and relevant stakeholders by gathering and evaluating appropriate information
- Promote the goodwill and support of members and relevant stakeholders

4. COMPOSITION

The board will comprise of no more than nine members (seven elected and two appointed):

- Chair
- Deputy Chair
- Treasurer
- Directors (4-6)

It is expected that members will have sound judgement, be objective and have the ability to:

- Act in ANWEL' best interests
- Encourage openness and transparency and communicate effectively
- Express opinions in a clear and constructive manner, ask questions that draw out the key issues and pursue independent lines of enquiry
- Take a professional approach to their responsibilities, including an appropriate commitment of time and effort
- At least one member of the Board must have accounting or related financial management experience

The quorum for each meeting of the Board will be any four members.

The collective members will have a broad range of skills and experience relevant to ANWEL' responsibilities and activities.

Induction of New Members

The Secretariat will provide all newly appointed Members with all necessary and relevant information to assist new members to understand the purpose, function, duties and responsibilities of the Committee.

5. DIRECTORS CODE OF CONDUCT

As a Company Limited by Guarantee, the Corporations Act 2001 provides protection for the ANWEL board and subcommittee members against the possibility of being personally responsible for the organisations's debts and liabilities. There are however legal responsibilities in relation to

- acting honestly in good faith and in the best interests of the Company, and
- a duty of care to ensure that its activities and the activities of the Company are conducted with reasonable care, skill and diligence.

Code of Conduct - Policy

A Board member must, at all times:

- Act honestly, in good faith in the exercise of his or her duties, for the best interest of ANWEL and its members
- Perform the duties of his or her office impartially, uninfluenced by fear or favour
- Exercise the degree of duty of care and diligence in fulfilling the functions of the Board and exercising the functions of that Board
- Recognise that the primary responsibility is to ANWEL and its members, but should, where appropriate, have regard for the interests of stakeholders and those involved in equestrian sport
- Have prudent oversight of the ANWEL financial position

- Not make improper use of information acquired by use of his or her position as a Board member to gain, indirectly or directly, an advantage for himself or herself or for any other person or to cause detriment to the sport
- Not take improper advantage of the position
- Not allow personal interests or the interests of any associated persons, or sectional interests to conflict with the interests of ANWEL
- Should not engage in conduct likely to bring discredit upon ANWEL
- Be clear and understand the roles and responsibilities
- Attend all Board / Committee meetings. Where attendance is not possible members will submit an apology. If absence is likely to extend for several consecutive meetings, members will obtain leave of absence
- At Board meetings recognise the authority of the Chair
- Listen to and respect opinions of fellow Board members
- Debate issues in a non-threatening, co-operative manner at all times
- Prepare for meetings by:
 - preparing timely and complete reports (as required) for the Board / Committee
 - reading and considering papers circulated with the agenda
- Express concerns to the Chairperson or other relevant authority about decisions or actions contrary to the Board's public duty
- Maintain confidentiality and not divulge information deemed confidential or sensitive. If members are uncertain they should seek direction from the Board Chair
- Avoid discussing Board business in public places where there is a likelihood of being overheard
- Have an obligation to be independent in judgement and actions and to take reasonable steps to be satisfied as to the soundness of all decisions of the Board
- Not demand or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind, outside the scope of their entitlements as a Board member, unless authorised by the Chair of ANWEL
- Have an obligation to comply with the spirit, as well as the letter of the law and with the principles of this Code
- Abide by Committee decisions once reached
- Once decisions are made, speak with one voice

6. CONFLICTS OF INTEREST

Board members must declare any real or perceived conflicts of interest prior to or at the start of each meeting or before discussion of the relevant agenda item or topic. Once declared the member will be excused from board meeting discussions and deliberations on the issue where a real or perceived conflict of interest exists and details will be noted in the minutes.

Ongoing conflicts of interest need not be declared at each meeting once acknowledged.

7. MEETINGS

The board will meet at least monthly and as required.

All board members are expected to attend each meeting, in person or via tele- or video-conference.

The board will invite members / subject matter experts to attend meetings to provide pertinent information, as necessary.

6.1 Meeting Agenda

The board should determine its agenda, noting the minimum requirements set out in the agenda template, ensuring appropriate consultation to include emerging issues.

The agenda and relevant papers will be distributed to board members at least three days prior to the meeting.

The preparation and issuing of the agenda and relevant papers will be facilitated by the Company Secretary.

6.2 Meeting Minutes

Board meeting minutes will be circulated by the Company Secretary to board members and, where considered appropriate, to other stakeholders.

6.3 Decisions

A question arising at a board meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

The Chair of the meeting will not have a casting vote.

8. RELATIONSHIP TO SUBCOMMITTEES

The board may establish subcommittees delegating their powers to those persons they think fit (including Directors, individuals and consultants). The board may vary or revoke any delegation as they see fit.

Unless otherwise determined by the board, subcommittee meetings are governed by the provisions of the ANWEL Constitution and this charter.

9. BOARD GOVERNANCE

An annual work plan sets out the activities to be covered by ANWEL board. The work plan should allocate the key tasks to be covered at specific meetings to ensure that all activities are addressed at the appropriate time and that all key responsibilities are covered.

The Company Secretary will establish an annual work plan and board performance metrics each year, approved by the board.

This Charter will be reviewed annually by the board to ensure it remains consistent and relevant. All amendments to the Charter will be approved by the Board.

The Board must maintain transparency of actions at all times.

10. COMPANY SECRETARY

The Company Secretary is appointed by the board and do not have voting rights.

The Company Secretary will attend meetings to record the minutes and provide effective administrative support to facilitate the conduct of the board or its meetings, including maintenance of records, preparation and distribution of minutes of meetings, agenda papers, and other material relevant to the conduct of the board or its meetings.

11. ADMINISTRATION

10.1 Decision Register

A register of all decisions and recommendations made by the board will be maintained by the Company Secretary.

10.2 Action management

The Company Secretary will maintain a register of Action items arising from board meetings. At each board meeting the Company Secretary will advise on the Actions that remain open.

12. BOARD SELECTION AND RECRUITMENT

Having the right people on the ANWEL Board is vital. Consideration should be given as to who would make a good Board member, ensuring that people with the right skills and experience put themselves forward.

In accordance with the Constitution nominations for the position of board director will be called 45 days prior to the Annual General Meeting.

The following process outlines the approach for the board member selection and recruitment and includes as necessary a Nominations Committee.

The Nominations Committee will be comprised of at least two board members and at least one State President. The Committee will be requested to vote where there is more than one suitable applicant.

11.1 Nominations / Applications

Prospective Board members are to submit a formal application along with a curriculum vitae and copies of qualifications. All nominations / applications will be treated in confidence and compiled for assessment by the Nominations Committee.

New board members are to sign a declaration that they are eligible and willing to serve.

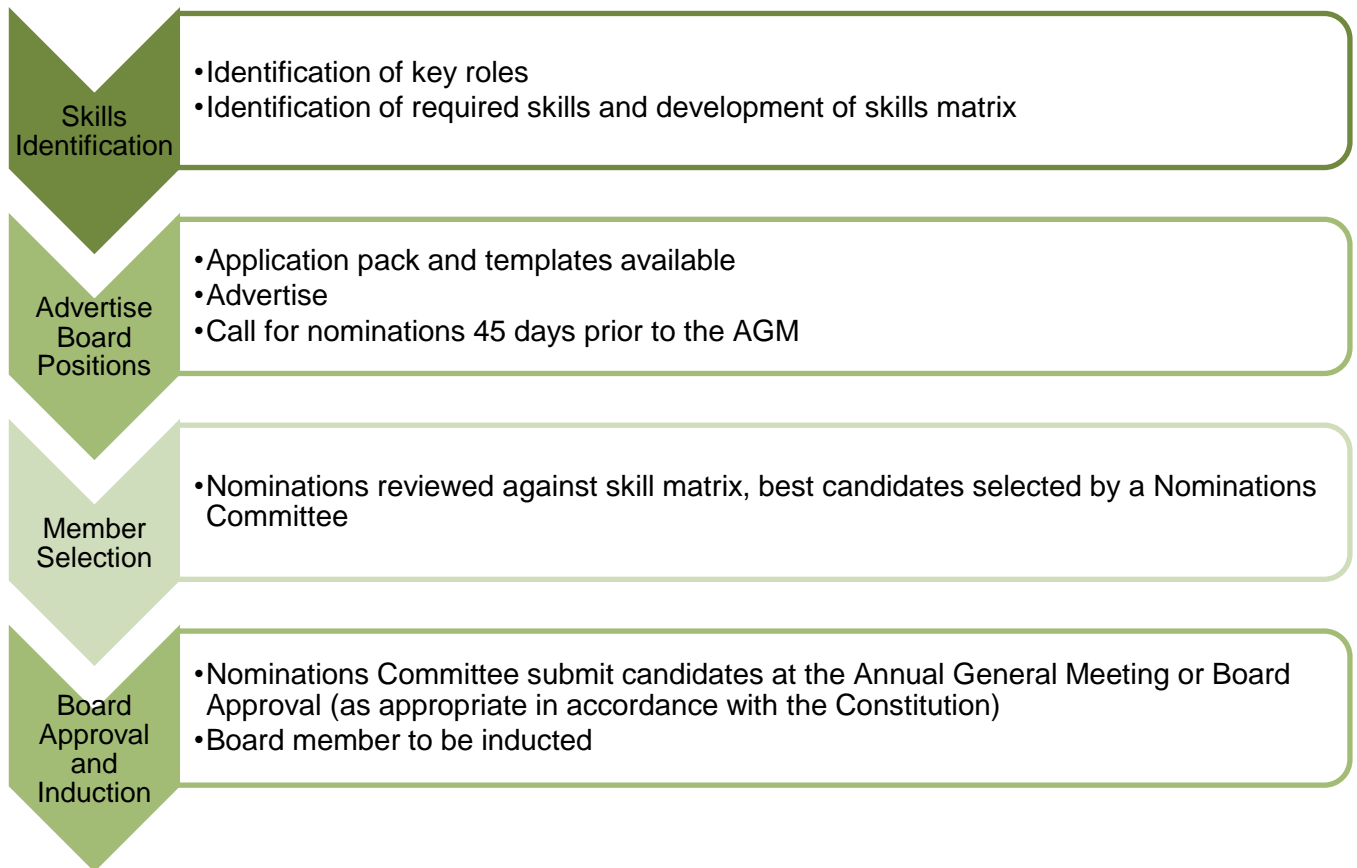


Figure 1: Board Selection and Recruitment

Refer to Attachment 1: Board Skills Matrix to assist with selection of board members.

13. BOARD POSITION STATEMENTS

A Board operates more effectively if the members and office-bearers of the board understand their respective duties and obligations.

The following position statements seek to ensure that office-bearers of the board understand their respective duties and obligations.

12.1 Chair

Governance

Provide leadership to ANWEL

Ensure [in partnership with the board] that ANWEL'S's objectives, goals and purpose are being followed

Ensure [in partnership with the board] that the ANWEL develops in the appropriate direction

Ensure [in partnership with the board] that the ANWLE operates in an ethically, environmentally, and socially responsible fashion

Planning

Produce [in partnership with the board] a Strategic Plan for the organisation

Ensure [in partnership with the board] the regular review and development of the Strategic Plan

Meetings

With the Secretary, prepare the agenda in advance of the meeting

Chair board meetings according to agenda and constitution

Ensure decisions are made in accordance with the Constitution.

Report to the Annual General Meeting on the situation of the organisation

Chair General Meetings according to the constitution

Administrative & Management

Serve on board committees as required

Assign [in partnership with the board] administrative duties to Board members and volunteers

Personally carry out administrative duties as assigned

Manage the business of the board

Manage the recruitment, induction, and training of board members [in partnership with the Board]

Manage [in partnership with the board] the assessment, review and renewal of the Board

Manage the organisation's grievance procedures

Ensure the harmony of board deliberations

Manage [in partnership with the board] the succession of the position of Chair

Media

Under ANWEL's Media Policy, serve as spokesperson for ANWEL as appropriate

Promotion

Promote ANWEL in the Equestrian and wider community as opportunities arise

Negotiation	Serve [as nominated by the board] in negotiation with other organisations
Legal	<p>Ensure that</p> <ul style="list-style-type: none"> • the modes of performance of all legal requirements are featured in documented procedures • the performance of all legal requirements is reported to the Board • the performance of all legal requirements is fully documented. <p>Ensure that all legal requirements are met</p>
Finance <i>With the Treasurer</i>	With the Treasurer, ensure ANWEL's financial control procedures are adequate and that risk management strategies are in place
Other duties	As for board members (below)

12.2 Treasurer

Governance	<p>Ensure that the board maintains the degree of financial literacy necessary to conduct the business of ANWEL</p> <p>Advise the board on matters of finance</p> <p>Advise the board on fundraising</p> <p>Ensure that appropriate financial policies and procedures are in place and fully documented</p> <p>Arrange as required annual audit of accounts</p>
Planning	<p>Produce [in partnership with the board] a Financial Plan for ANWEL</p> <p>Ensure [in partnership with the board] the regular review of the Financial Plan</p>
Meetings	<p>Report to the board at each meeting on the financial situation of ANWEL</p> <p>Report to the board at each meeting on variances from the approved budget</p> <p>With the Secretary, place any necessary financial items on the board agenda in advance of the meeting</p> <p>Report to the Annual General Meeting on the financial situation of ANWEL</p>
Administrative & Management	Chair the Finance Committee (if established)

Serve on board committees as required
Personally carry out financial duties as assigned

Maintain financial management of ANWEL

Ensure ANWEL's financial records are adequate, protected, backed up, and accessible.

Manage the ANWEL's banking
Maintain the ANWEL's asset register

Finance

Ensure ANWEL's financial control procedures are adequate and that appropriate safeguards against fraud are in place

Ensure that risk management strategies (including appropriate insurances) are in place

Collect and receive all money due to ANWEL and make all payments authorised by ANWEL

Oversee ANWEL's investment strategy and report to the Board

Prepare the Budget for the coming year

Review income and expenditure against the budget on a continuous basis

Legal

Ensure the ANWEL's compliance with all applicable tax arrangements

Other duties

As for board members (below)

12.3 Board Member

General

On being elected to the board, undertake induction and training procedures as provided by the Board

Governance

Consider, debate, and vote on issues before the board on the basis of the best interests of ANWEL and its members

Comply with the rules, policies, and the constitution

Planning

Contribute to the development and approval of ANWEL's Strategic Plan, and other consequential arrangements (Financial Plan, Marketing Plan, etc)

Meetings

Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence

Where Board papers are circulated in advance of the meeting, read papers and consider issues before the meeting

Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate

Administrative & Management

Serve on board committees as required

Review and approve ANWEL's systems for financial control and risk management

Undertake administrative duties as required

Media

Make comments to the media only as provided in ANWEL's Media Policy

Promotion

Promote ANWEL in the Equestrian and wider community as opportunities arise

Fundraising

Participate enthusiastically in any fundraising approved by the Board

Legal & Ethical

Avoid making any improper use of their position in ANWEL so as to gain any material advantage for themselves, or for any other person, or to the detriment of ANWEL

Avoid making any improper use of any information acquired by virtue of their position in ANWEL so as to gain any material advantage for themselves, or for any other person, or to the detriment of the ANWEL

If they have any direct or indirect material personal interest in any contract with ANWEL, inform the board immediately

If they have any direct or indirect material personal interest in any contract with ANWEL, not vote in the board on that issue

If they have any non-material personal conflict of interest in any matter before the board, or believe that the perception of such a conflict might arise, inform the board immediately and follow the board's rulings as to proper procedure

At all times conduct board business politely and with consideration for others, without ill feeling, improper bias, or personal animus

12.4 Company Secretary

Governance

Ensure the preparation and adoption of appropriate board policies

Ensure [in partnership with the board] the regular review and development of the board's Charter

Ensure that an appropriate annual board work plan is developed

Meetings

Organise the meeting facilities for board meetings

With the Chair, prepare the agenda in advance of each board meeting

Organise meeting papers for distribution before the meeting

Take minutes at each board meeting and circulate to board members

Take minutes at each General Meeting and circulate to members of the ANWEL

Document all board decision and actions

Administrative & Management

Maintain a register of members

Develop and manage the procedures for the admission of new members

Develop and manage the procedures for the resignation of members

Develop and manage the procedures for the discipline, suspension and expulsion of members

Organise General Meetings and notify members in advance

Receive nominations for positions on the board

Keep in their custody all books, documents and securities, and make them available to members as requested

Personally carry out administrative duties as assigned by the Chair

Promotion

Promote ANWEL in the Equestrian and wider community as opportunities arise

ATTACHMENT 1: Board Skills Matrix

CATEGORY	REQUIREMENTS
Personal Attributes	<ul style="list-style-type: none"> • An ability to work cooperatively, be a team player • A personal commitment to the development of working equitation in Australia • An ability and willingness to donate - time, expertise, contacts, influence • Have an ability to think laterally and have good communication skills • Be ethical, honest and trustworthy
Board / Governance Experience	<ul style="list-style-type: none"> • Previous experience on a Non for Profit Board
Industry Knowledge	<ul style="list-style-type: none"> • Good knowledge of working equitation and of the equestrian environment in Australia • Ability to understand and relate to a wide range of stakeholders
Professional	<ul style="list-style-type: none"> • Relevant professional qualifications

DIRECTOR POSITIONS								
SKILLS	REASON	CHAIR	SECRETARY	RULES / REGULATIONS	TREASURER	EDUCATION / PERFORMANCE	MEMBER & STAKEHOLDER ENGAGEMENT	MARKETING / COMMUNICATIONS
Strategic Capability/Leadership	Required in all Boards.	X	X	X	X	X	X	X
Financial literacy	Required in all Boards.	X	X	X	X	X	X	X
Legal	A knowledge and understanding of the law and when to seek legal advice is critical for all Boards.	X	X	X	X	X	X	X
Governance/risk management	Ideally within the skill set of every Director.	X	X	X	X	X	X	X

DIRECTOR POSITIONS								
SKILLS	REASON	CHAIR	SECRETARY	RULES / REGULATIONS	TREASURER	EDUCATION / PERFORMANCE	MEMBER & STAKEHOLDER ENGAGEMENT	MARKETING / COMMUNICATIONS
Fundraising and not-for-profit sector	Fundraising is a Board responsibility.	X	X		X	X	X	X
Building corporate/community relationships	Important for accountability and increasing fundraising capacity.	X			X		X	X
Marketing/digital media/communication/media relations	Important to build profile of organisation and support fundraising efforts.	X						X
Grants/Sponsorship administration	Important to ensure transparent and robust disbursement of grants and sponsorships.	X	X		X		X	
Commercial focus	Important if required to be involved in commercial activity to supplement fundraising.	X			X		X	
Research	As relevant to strategic goals of the ANWE.			X		X		X
Alignment with the ANWE's vision and values	Important that Board members capture the vision and can act in the best interest of the ANWE	X	X	X	X	X	X	X