



Board Charter Policy

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Policy Maintained by:	Dr Phil Hamdorf	Next Review:	26 th May 2028

1. Purpose of the Charter

This Charter defines the role, responsibilities composition, and governance framework of the Board of Directors (“the Board”) of ASAPD.

This Charter operates in conjunction with the ASAPD Constitution which prevails where any inconsistency arises.

2. Role of the Board

The Board is responsible for the overall governance of ASAPD and for ensuring the organisation is effectively directed and controlled.

In fulfilling its role, the Board focuses on four key areas:

2.1 Strategy

- Approve and oversee the organisation’s vision, mission, and strategic direction
- Approve strategic and business plans

2.2 Performance & Oversight

- Monitor organisational and CEO performance
- Approve annual budgets and review financial performance
- Ensure appropriate organisational capability and resources

2.3 Risk & Compliance

- Oversee risk management frameworks and key organisational risks
- Ensure compliance with legal, regulatory, and contractual obligations
- Monitor financial integrity and audit processes

2.4 Stakeholder Stewardship

- Act in the best interests of members and stakeholders
- Ensure appropriate communication and accountability
- Promote and protect the organisation’s reputation

3. Responsibilities of the Board

The Board will:

- Appoint, support, and evaluate the performance of the CEO
- Approve strategic plans, budgets, and key policies
- Monitor organisational performance against agreed objectives
- Ensure effective governance systems and frameworks are in place
- Establish Board committees as required
- Undertake regular Board performance evaluations
- Support Director development and succession planning

The Board does not manage day-to-day operations but may seek information and assurance from management at any time.

4. Delegation to the CEO

The Board delegates responsibility for the day-to-day management of the organisation to the CEO.

The CEO is accountable to the Board for:

- Implementing Board-approved strategy and policy
- Managing operations effectively and efficiently
- Providing accurate, timely, and relevant information to the Board

5. Board Composition and Independence

Board composition and tenure are governed by the Constitution.

Directors must:

- Act in the best interests of the organisation
- Declare any actual, potential, or perceived conflicts of interest
- Comply with all applicable policies, including conflict of interest requirements

The Board will disclose relevant governance information in the Annual Report as appropriate.

6. Director Duties and Conduct

Directors are expected to:

- Act with due care, diligence, and good faith
- Act for a proper purpose and in the best interests of ASAPD
- Maintain confidentiality of Board information
- Prepare for and actively participate in meetings
- Support collective Board decisions

7. Board Culture and Behaviour

The Board promotes a culture characterised by:

- Constructive and respectful challenge
- Open and honest communication
- Informed and active participation
- Collective responsibility for decisions

8. Committees

The Board may establish committees to assist in carrying out its responsibilities.

Committees operate under terms of reference approved by the Board and report regularly to the Board.

9. Meetings and Reporting

- Board proceedings will be accurately minuted and maintained
- Minutes will be approved at subsequent meetings
- The Board will ensure appropriate reporting to members and stakeholders

10. Access to Information and Advice

Directors have the right to:

- Access organisational information necessary to fulfil their duties
- Seek independent professional advice, with the approval of the Chair

11. Review of CEO and Board Performance

The Board will:

- Conduct regular evaluations of CEO performance
- Undertake periodic reviews of Board performance and effectiveness

12. Review

This policy will be reviewed at least every two (2) years or earlier if required.