

# Advisory Board Charter

<b>Category:</b>	Governance
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<b>Approved By:</b>	Executive Committee
<b>Contact Person:</b>	The President

## Introduction

The purpose of this charter is to clarify the role and responsibilities of the Advisory Board to ensure there are high standards of governance within the UCSA.

## Policy Statement

The Advisory Board is responsible for providing advice to the Executive Committee and Chief Executive on commercial and service activities and affairs of the Association, and works to protect and enhance the value of the assets in the interests of the Association for its current and future members.

## Procedures

### Membership

The Advisory Board shall normally consist of up to nine members as provided for in the Association Constitution but no less than six.

The Advisory Board should comprise of members:

- a) with an appropriate range of skills and experience; and
- b) who have a proper understanding of, and competence to deal with the current and emerging concerns of the organisation.

The Chief Executive Officer (CEO) is not a member of the Advisory Board but will be in attendance at the Advisory Board meetings, and will provide a monthly report to the Advisory Board.

The Chairperson of the Advisory Board meets with the CEO prior to each meeting to discuss the agenda for the forthcoming meeting. In the event the President is not the Chairperson of the Advisory Board, the President shall also be present at the said prior meeting.

Each member of the Advisory Board is able to suggest agenda items.

All members of the Executive Committee are entitled to attend meetings of the Advisory Board as observers, and shall be notified of meetings by the Chairperson of the Advisory Board.

All business transacted at meetings of the Advisory Board is confidential, and the Advisory Board shall have the authority to exclude any member or observers when required.

### **Independence**

All external members of the Advisory Board are required to be independent. All members of the Advisory Board that are members of the Executive Committee shall attempt to satisfy as many of the criteria for independence as is practical.

An external member of the Advisory Board is considered independent if they:

- a) do not have a material relationship with the Association;
- b) are not a member of management and have not been employed as a member of management of the Association or related organisation within the last three years;
- c) are not a member of the Executive Committee and have not been a member of the Executive Committee within the last three years; and
- d) have no other interest or relationship that could interfere with their ability to act in the best interests of the Association and independently of management.

### **Nomination**

The Advisory Board shall be responsible for the selection of candidates that have the appropriate qualities and experience to be appointed to act as an external member of the Advisory Board. The Advisory Board may choose to form a Nomination and Remuneration Committee to carry out the identification and recommendation of candidates.

The Executive Committee shall be responsible for ratifying the appointment and removing, if necessary, Advisory Board members. No candidate shall be appointed as an external member of the Advisory Board without first undergoing a selection process.

### **Rotation**

External members of the Advisory Board are appointed for up to a two-year term at the end of which they are eligible to apply for reappointment.

### **Remuneration**

The remuneration of external members of the Advisory Board shall be paid in the form of fees, unless otherwise agreed to by the Chairperson of the Advisory Board. The total fees available to be paid to external members of Advisory Board, including any additional fees to reflect additional responsibilities, shall be subject to Executive Committee approval.

The Advisory Board shall be responsible for reviewing the remuneration of external members, and undertaking a self-review and recommending any changes to the Executive Committee. The Advisory Board may choose to form a Nomination and Remuneration Committee to review and make recommendations regarding remuneration.

## **Reimbursement**

The Association shall meet any costs of members of Advisory Board directly associated with the performance of their role.

The Chairperson shall approve the expenses of members of the Advisory Board. The Finance Officer shall approve the Chairperson's expenses.

## **Responsibilities**

The Advisory Board is responsible for providing advice and making recommendations on the commercial and service activities and affairs of the Association (including strategic input and risk management) to the Executive Committee, and shall work to protect and enhance the value of the assets of the Association for its current and future members.

Specifically, the Advisory Board is responsible for:

- a) assisting with any review of appropriate financial frameworks of governance and oversight of the Association to the Executive Committee;
- b) providing advice on strategy and direction
- c) reviewing and recommending for approval to the Executive Committee each year the annual plan and budget;
- d) ensuring there are adequate financial resources available to meet the Association's commercial and service objectives;
- e) promoting ethical and responsible decision-making;
- f) safeguarding the integrity of financial reporting;
- g) ensuring that effective risk management procedures are in place and are being used;
- h) monitoring the CEO's performance within the strategic direction and operating frameworks of the Association; and
- i) reviewing the performance of the Advisory Board and ensuring it remains appropriately skilled to meet the changing needs of the Association.

## **Chairperson**

The role of the Chairperson includes:

- a) providing leadership to the Advisory Board and the Association;
- b) ensuring the efficient organisation and conduct of the Advisory Board;
- c) facilitating Advisory Board discussions to ensure core issues facing the Association are addressed; and

- d) promoting consultative and respectful relations between Advisory Board members, and between the Advisory Board, the Executive Committee, and the CEO, and to act as the connection between the parties.
- e) establish and chair the Chief Executive Employment Committee to monitor the performance of the CEO

### **Committees**

The Advisory Board may establish committees to assist in carrying out its responsibilities. Committees do not take action or make recommendations on behalf of the Advisory Board without prior authority to do so.

Committees shall normally contain a balance of Executive Committee members that sit on Advisory Board and external members of the Advisory Board.