




EQUESTRIAN  
NORTHERN TERRITORY

EQUESTRIAN NORTHERN TERRITORY  
BOARD CHARTER

## Table of Contents

Introduction .....	3
Charter Purpose .....	3
Responsibilities .....	3
Roles and functions .....	4
Board appointment and tenure .....	4
Confidentiality.....	5
Conflicts of interest .....	5
Reliance on information .....	5
Relationship with management .....	6
The Board and crisis management.....	6
The Board work plan .....	6
Scheduled Board meetings .....	7
Unscheduled Board meetings.....	8
Out of session decision making.....	8
Board quorum .....	8
Record keeping and note taking by Directors.....	8
Board minutes.....	8
Board committees .....	9
The Board and IT .....	10
Annexure A – ENT Organisational Chart.....	11

<b>TITLE</b>	<b>Equestrian Northern Territory Board Charter</b>		
<b>Issue Date</b>	September 2020	<b>Next review due</b>	September 2021
<b>Version No</b>	1		
<b>Applies to</b>	ENT Board		
<b>Drafted by</b>	Danila Lochrin, General Manager		
<b>Authorised by</b>	Anne-Marie Cruickshank, Chair		
<b>Signed by</b>			
<b>Related Legislation / Guidance Material:</b>			
<ul style="list-style-type: none"> <li>- <i>the Corporations Act 2001 (Cth) (the Act),</i></li> <li>- the ENT Constitution,</li> <li>- common law, and</li> <li>- any other relevant legislation</li> </ul>			

# Equestrian Northern Territory Board Charter

## Introduction

This Charter sets out the roles, responsibilities, structures and processes adopted by the Board of Equestrian Northern Territory (“the Board”) to manage its affairs and enable the Board and the Directors to discharge their responsibilities to Equestrian Northern Territory (ENT) and each other.

## Charter Purpose

The purpose of the Charter is to:

- formalise procedures to help ensure that ENT and the Board act in a transparent and dutiful manner in both its internal and external dealings
- ensure that appropriate checks and balances are in place to monitor the operations of the ENT Board, Board members and those charged with the management of ENT
- provide a transparent standard for stakeholders to evaluate the performance of ENT’s corporate governance.

This Charter does not seek to repeat, but to amplify, the Constitution. Where a conflict exists between the Charter and Constitution, the Constitution takes precedence.

## Responsibilities

The leadership and governance of ENT is vested in the Board. While the Board comprises of individual Directors, the Board makes decisions collectively and “speaks with one voice”.

The Board’s key responsibilities are:

- to act in the interest of ENT and its members as a whole
- observe their duties as Directors in terms of:
  - *the Corporations Act 2001 (Cth) (the Act)*,
  - the ENT Constitution,
  - common law, and
  - any other relevant legislation, and
- provide strategic direction for ENT and effective oversight and management of equestrian sport in the NT

To carry out its responsibilities and powers as set out in this charter, the Board will at all times recognise its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of the organisation.

## Roles and functions

The role of the Board is to provide strategic direction and oversight of ENT's activities and ensure ENT's activities are aligned with its purpose, performed in a compliant, accountable and operationally effective manner and executed within a framework of accepted risk.

The key functions of the Board are governed by the Corporations Act, the ENT Constitution and common law. These functions include:

- protecting, promoting and preserving ENT's reputation and standing as a community sporting organisation
- setting core values, ethical framework, strategic direction and objectives and ensuring resources are aligned accordingly
- monitoring key financial and non-financial risk areas by ensuring the implementation of effective risk management and internal control framework
- oversight of compliance with appropriate laws and regulations and major litigation
- approving the annual budget
- considering and agreeing direction on key issues including capital management, capital expenditure and ENT organisational structuring
- creating, overseeing and appointing people to Committees and Sub-committees where appropriate to assist in Board's functions and strategic priorities
- appointing and overseeing staff
- ensuring effective communication with stakeholders
- the nomination and appointment of Directors, membership and role of Board Committees, including succession planning, ensuring a diverse and effective Board and committee membership
- implementing appropriate strategies to monitor performance of the Board and Directors
- managing Directors' interests, conflicts of same and related-party transactions
- ensuring a strong working relationship with the Department of Tourism, Sport and Culture, the State Equestrian affiliated Clubs, the State Branches, EA Board, EA CEO, Discipline committees, membership and other relevant stakeholders
- any matters in excess of the limits delegated to the General Manager.

## Board appointment and tenure

Directors are appointed in accordance with the Constitution. They may be appointed as Elected Directors at an AGM for three years, or as an appointed Director by the Board for the remainder of the Elected Director's tenure.

The General Manager is not a Director.

Directors are not remunerated. They may receive reimbursement for out of pocket expenses incurred in carrying out their duties, in accordance with ENT policies.

## Confidentiality

The Corporations Act obligates Directors not to use confidential information in their own interest or to the detriment of the organisation. However, that is insufficient to cover the circumstances under which a Board operates.

All proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Directors, except as agreed by the Board or as required by law.

Directors are expected to sign a Deed of Non-disclosure (NDA). A decision by a Director not to sign the NDA will be respected but may be considered grounds for a conflict of interest in some Board discussions, requiring that they are excused from those discussions.

## Conflicts of interest

Directors have a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

Directors are to:

- declare existing or potential material conflicts to the Board Secretary when appointed and on an ongoing basis as the need arises to enable the Board Secretary to maintain a register of Directors' interests and potential related-party conflicts.
- provide an annual declaration to the Company Secretary for the purpose of updating the register of interests
- when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and his or her relationship to the affairs of the organisation and states that the interest should not disqualify the Director from voting on the issue
- if a Director has provided notice on a material conflict the Board Secretary will ensure that the Director does not receive Board papers or other information related to the conflict.

## Reliance on information

Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director's knowledge of the organisation and its operations. The Board reduces the risk of the General Manager being the only conduit of information to the Board by:

- encouraging attendance at meetings of other staff both in person and as authors of reports
- the use of the external auditors

## Relationship with management

Management of the day to day business of ENT is to be conducted by or under the supervision of the General Manager and by those to whom the management function is properly delegated by the General Manager.

Directors are to structure all requests for information to the General Manager, in a way which minimises work. Requests for information will only be responded to within the agreed working hours. Request submitted outside those hours will be responded to on the next working day.

Where requests are frequent or are causing an unacceptable impost, the Chair may intervene to assist in structuring demands.

Communication between Directors and management will primarily be through the General Manager.

When Directors seek clarification regarding information provided to Directors, or are seeking information about ENT generally, this may be sought directly from the appropriate staff member, but the General Manager should be advised. When Directors are providing information about opportunities for ENT, this should always be through the General Manager.

Where the Board establishes a Working Group that may cross from governance into management activity, the Chair of the Working Group is to coordinate the activities with the General Manager.

## The Board and crisis management

The Board has three key roles in a crisis situation,

- Preparation pre-crisis
- During
- Recovery- return to normal

During any crisis, the Board will fully support management in its continuity and recovery effort. The staff member responsible for Marketing and Communications will advise on urgent media and communications issues.

## The Board work plan

The Annual Board Work Plan is structured around:

- the ENT Strategy, the oversight of its implementation, and its renewal
- governance obligations, the annual report and the AGM
- Board membership, performance review and assessment, and renewal
- compliance assurance
- risk review
- financial and operational performance.

The meeting frequency and agenda is defined by this work plan.

### Scheduled Board meetings

The following applies:

- Board meetings are to be held bi-monthly per calendar year. One will be conducted in conjunction with the AGM.
- Agenda items are submitted to the Board Secretary 5 days before the meeting.
- Board papers are to be submitted and distributed 2 days before the meeting.
- Any supplementary commentary or questions by Directors are to be submitted and distributed no later than 1 day prior to the Board meeting. These may be broadcast directly to all Directors with a copy to the Board Secretary.

The agenda is to follow the following standard format:

- Any un-minuted and in-camera Board only conversation is to be held 15 minutes prior to the formal start of the Board meeting and the joining of the General Manager and other members of the management team.
- Meeting opens and management joins
- Attendees and apologies.
- Conflict of Interest and declaration of Common Interest.
- Urgent issues that are not on the agenda that may need to be considered. The Board to decide if any and how they are to be addressed. Limited to 15 minutes.
- Approval of minutes.
- Active actions register review.
- Agenda items for decision.
- All agenda items, including those initiated by management, that require a decision may be presented as a Board paper on the ENT template with the proposed recommendation included.
- Agenda items for discussion and/or noting, including management reports.

It is anticipated that:

- 4 meetings a year are primarily dedicated to strategy development, implementation, and review.
- The Board will meet when required without management to discuss any sensitive issues.
- The General Manager will attend Board meetings, supported by the Administration Manager, unless agreed by the Board prior that attendance will not occur.
- The General Manager, Administration Manager and other principal authors of Board papers will present their papers personally.

Additional items can be added to an agenda after publication of the agenda by Board resolution.

## Unscheduled Board meetings

From time to time unscheduled Board Meetings will be necessary to accommodate with crisis or unplanned workload. A Board meeting may be held:

- at any time with agreement of three Directors.
- with two working days' notice and a quorum.

All unscheduled Board meetings are to have an agenda and agenda papers. The agenda may be limited to:

- attendees
- conflicts of interest
- items for decision

## Out of session decision making

Any urgent decision required prior to the next Board meeting may be dealt with by a written resolution out of session. Out of session decision making is not encouraged. Out of session decisions are made by the circulation of a Board paper distributed by e-mail to all Directors with a closing date set for voting on the matter.

The decision will be made by a simple majority at a nominated closing date. All Directors are required to make every effort to vote on the resolution by the closing date. A quorum is required for a decision to be recorded.

The collated copies of written resolutions, or the collated email responses, will be the record of the decision and should be notified to the Board at the next Board meeting and included in the record of the resolutions.

## Board quorum

In accordance with the constitution, a Board quorum is three Directors.

## Record keeping and note taking by Directors

The Board Secretary or delegate maintains a complete set of Board papers which are stored on ENT SharePoint. Directors may choose at their discretion to keep their own personal notes or comments on Board papers. Personal notes and comments are discoverable under law and Director's should proceed with caution in this regard.

## Board minutes

Minutes of the Board meeting follow the outline of the meeting agenda and contain at a minimum:



- date, time and location of the meeting
- list of participants, positions and apologies
- conflicts of interest identified with any items on the Board agenda
- agenda items discussed with resolutions adopted
- actions arising from the meeting
- unresolved items and items postponed or not considered, with an explanation.

Minutes are to provide a summary of discussion and do not assign comments to individuals. Decisions, while made as a simple majority in the meeting, are recorded as a determination of the Board as a whole, as per the Constitution.

Minutes are prepared in draft form by the Board Secretary and provided to the Chair for review within seven to ten days of the meeting. Once the draft minutes have been approved by the Chair, the Board Secretary circulates the draft minutes to all Directors.

Directors should send any suggested changes to the Board Secretary with a copy to the Chair within ten days of receiving the draft minutes.

The proceedings of all Board meetings are confidential, and the distribution of the board papers and minutes of board meetings will be restricted to members of the Board, the Board Secretary and the GM. The Board may agree a communique on Board considerations for wider dissemination. At the Chair's discretion an extract or elaboration of the minutes may be circulated for the purposes of communicating decisions within the organisation.

The minutes of the meetings are confirmed and signed at the next Board meeting. The Chair is to sign the file copy of the minutes as a true and accurate record of proceedings.

## Board committees

Board Committees are essential to the operation of ENT, particularly the operation of sporting disciplines.

Each formally constituted Committee, including ad-hoc Committees is to have a written charter, approved by the Board. Short duration working groups may have a charter or terms of reference approved as part of a Board Resolution.

The existence of Committees does not imply a fragmentation or diminution of the responsibilities of the Board as a whole.

The role and responsibilities, charter and performance of each committee are reviewed annually by the Board. The present Board Committees are:

- Finance Management Committee
- ENT Show Horse Committee
- Dressage NT

The following powers and functions of the Directors may not be delegated and must be exercised by the Board:

- receipt and consideration of reports of the Finance Management Committee and the auditor.
- establishment and membership of committees of the Board
- acquisition, sale, mortgaging or otherwise disposing or dealing with real property, except leases.

### The Board and IT

The Board adopts collaborative IT solutions to share Board and working papers and enhance the conduct of meetings. Directors' are expected to have sufficient IT expertise and infrastructure to be able to adopt standard user products such as videoconferencing and document file shares.

Board meetings may be conducted by phone, collaborative IT tools or circular resolution.



# Equestrian NT Organisational Chart

