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# Board Charter

1. **Purpose of Charter**
   1. The Board Charter, in conjunction with the Constitution, sets out the role and responsibilities of the Board of Directors (‘The Board’) of Paddle SA (‘The Association’).
   2. The Board has adopted the Australian Sports Commission (ASC) Governance Principles. These have been integrated into the Constitution and Policies of the Association.
   3. The Board acknowledges the Constitution of Paddle Australia which details the membership responsibilities of PSA as a member State.

Various operational matters relating to the Board such as number of meetings per year, notification of interests, and election of directors are governed by the Constitution and are not reproduced here.

1. **Role of the Board**

2.1 To implement and oversee a governance framework to ensure the organisation operates within the bounds of relevant legislation.

2.2 To set the strategic direction to assist the organisation achieve its purpose.

2.3 Oversee financial performance of the organisation.

The Board has no operational involvement in the conduct of the organisation’s business activities and delivery of services. Its role is confined to setting and reviewing policy and strategies.

However, it is acknowledged that individual Directors may have operational roles on Paddle SA sub committees.

**3.**  **Responsibilities of the Board**

3.1 Approve and periodically review the Association’s strategic plan.

3.2 Oversee organisational performance and the achievement of strategic goals and objectives.

* 1. Approve the annual budget proposed by the Finance Committee and oversee financial performance and solvency.
  2. Set the Board’s risk appetite, ensuring risks are identified and appropriate control, monitoring and reporting mechanisms are in place.
  3. Oversee compliance with best practice governance requirements.
  4. Appoint the Executive Officer (EO) and annually review performance

against agreed performance indicators.

* 1. Work with the EO to obtain the resources, funding and personnel necessary to implement the organisation's strategic goals.
  2. Approve the appointment of the external auditor and the audited financial statements,
  3. Implement and oversee a Board management performance self-evaluation process.
  4. Report to members in a timely and efficient manner.
  5. Discharge its duties at all times with reasonable care and diligence, honesty,

and in good faith.

3.12 To act at all times in the best interests of Paddle SA and its members and stakeholders as a whole.

1. **Board Composition**
   1. The Board consists only of non-executive directors, all of whom are independent. That is, no member of the Board may be a member of the paid staff of the organisation.
   2. The Board maintains a Gender Diversity Policy consistent with ASC Governance Principles.
   3. Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act in the best interests of the organisation.
   4. The Directors shall be disclosed in the annual report.
2. **Board/EO Relationship**
   1. The roles of the Board Directors and EO are strictly separate.
   2. The Board delegates authority for the operations and administration of the organisation to the EO.
   3. The EO is not a member of the Board but is entitled to attend meetings.
3. **Board Culture**
   1. Directors are cultural leaders of Paddle SA and always have a responsibility to role-model our core values, which are:

* Collaboration
* Inclusiveness
* Transparency
* Excellence

1. **Meeting Processes and Reporting**
   1. Proceedings of all meetings are minuted and signed by the Chairperson.
   2. Minutes of all Board meetings are circulated to directors in a timely manner and approved by the Board at the subsequent meeting.
   3. Resolutions are first put to the Board in draft form (as a “Board Paper”) and once passed, are recorded in the minutes**.**
   4. Resolutions not in meeting are allowed whereby one or more directors is not physically present at the meeting but attends via electronic means.
2. **Charter Review and Access** 
   1. The Board will regularly review this charter to ensure it remains consistent with the Board’s objectives and responsibilities.
   2. A copy of the charter is available at Paddle SA headquarters, Aquatic Reserve West Lakes.