



BOARD CHARTER

Last review date: 19 December 2008

PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Mambourin Enterprises Inc. (“Mambourin”).

The conduct of the Board is also governed by Mambourin’s Constitution. A number of 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.

PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance:

COMPLIANCE: conform with or exceed all legal requirements

- **Legal**
 - monitor constitution
 - comply with Directors’ responsibilities
 - comply with laws
 - monitor insurance requirements
- **Accountability**
 - monitor financials
 - monitor compliance audits

PERFORMANCE: assist Mambourin to perform to its best potential

- **Strategy and Policy**
 - approve Vision/Mission and ensure it is embedded into the organisation’s operations
 - approve strategic plan and policies and monitor regularly
- **Accountability**
 - overall performance of the organisation
 - Board evaluation, succession planning
 - report outcomes to stakeholders
 - manage CEO
- **Public Relations**
 - represent and participate
 - keep stakeholders informed
 - project a strong and positive image
 - promote the Vision
 - facilitate cohesion
 - protect the interests of stakeholders
 - speak with one voice regarding Board decisions

- **Risk Management**

- ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

The Board, while meeting its responsibilities, is mindful of Mambourin's mission and the objects of the organisation as embodied in its Constitution.

ROLES AND RESPONSIBILITIES

The Board has delegated authority for the operations and administration of Mambourin to the Chief Executive Officer (CEO).

The functions of the Board are to:

- Provide effective leadership and collaborate with the Executive management team in:
 - articulating Mambourin's values, vision, mission and strategies
 - developing strategic (direction) plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
- Monitor the performance of the CEO against agreed performance indicators
- Review and authorise the business (action) plans and annual budget proposed by the Executive management team
- Monitor the achievement of the strategic and business plans and annual budget outcomes
- Establish such subcommittees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- Ensure, through the Board subcommittees and others as appropriate, compliance obligations and functions are effectively discharged
- Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for Directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
- Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- Ensure that Mambourin has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

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

MEMBERSHIP AND TERM

Mambourin's Constitution provides for a maximum of twelve Directors and a minimum of four Directors (so that a quorum can be formed to transact business at meetings).

The Board consists only of non-executive Directors. That is, no member of the Board may be a member of the paid staff of Mambourin.

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, or have declared such interest, business or other relationship and this is managed in accordance with the Constitution.

Membership of the Board shall be disclosed in the annual report including whether a Director has any interest, business or other relationship with Mambourin which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the organisation over the previous twelve months.

The Constitution stipulates a maximum tenure of nine years, unless vacancies exist, and each Director must be re-elected by the membership after three years on the Board.

EXECUTIVE POSITIONS ON THE BOARD

Mambourin's Constitution requires that the Board elects members to the positions of President, Vice President, Treasurer and Secretary on an annual basis.

The President chairs Board meetings.

Functions of the President include:

- provide an external face, representing the Mambourin Board to external stakeholders and media
- provide an internal face, representing the Mambourin Board to staff, clients and carers
- manage Board operations, including Board processes and performance
- facilitate effective discussions at Board meetings.

Required skills of the President include:

- Trust and respect of all internal and external stakeholders, and Directors
- Interpersonal skills at all levels: government, commercial, volunteer, staff, carer, client and other stakeholders
- Meeting management skills (agenda setting, time management, dispute resolution, consensus building, closure and documentation)
- Familiarity with Board performance issues and solutions.

The Treasurer must oversee and keep Board apprised of Mambourin's financial position.

Required skills of the Treasurer include:

- Excellent management accounting skills
- Strong treasury skills
- Strong working relationship with Finance Manager.

The roles of the President and CEO are strictly separated.

The CEO is responsible for:

- policy direction of the operations of Mambourin
- the efficient and effective operation of Mambourin
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is not a member of the Board.

BOARD CULTURE

Mambourin's Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following table is used to provide evidence of an engaged culture [taken from *Increasing Director Performance (Company Director, Vol 20 No 8 2004)*]:

Agendas

- The agendas of the Board limit presentation time and maximise discussion time.
- There is opportunity for informal interactions among Board members.

Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

Beliefs

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to Mambourin's various stakeholders.
- Board members are personally accountable for what goes on at Mambourin.
- The Board is responsible for maintaining Mambourin's stature in the sector.
- Board members respect each other.

REPORTING

Proceedings of all meetings are minuted and signed by the President or the Chairman of the meeting.

Minutes of all Board meetings are circulated to Directors and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are recorded in a Resolutions Register.

REVIEW OF CHARTER

The Board will review this Charter annually to ensure it remains consistent with the Board's objectives and responsibilities.