



## GECA BOARD CHARTER

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### PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Good Environmental Choice Australia Ltd (GECA).

The conduct of the Board is also governed by the Constitution of GECA, a copy of which can be downloaded from the GECA [website](#).

A number of operational matters relating to the Board, such as number of meetings per year, quorum, notification of interests and election of Directors are governed by the Constitution and are not represented here.

### PURPOSE OF THE BOARD

The Board has two broad purposes – **Compliance** and **Performance**

#### 1. COMPLIANCE

To ensure that GECA meets or exceeds all legal and regulatory requirements, including:

- monitoring compliance with GECA’s Constitution
- complying with Directors responsibilities
- complying with relevant legislative and regulatory provisions
- ensuring appropriate insurance provisions are in place for the organization, its Officers and Directors

Key indicators of success include ongoing financial solvency, unqualified audits, absence of claims and/or legal action against the organization and/or Directors.

#### 2. PERFORMANCE

To assist GECA in performing to its best potential, with particular focus on the following:

##### Strategy and policy

- Set GECA’s Vision and Mission and ensure they are embedded in the organization’s operations;
- Set and/or approve the strategic plans and policies and monitor effective implementation

##### Representation and stakeholder engagement

- Represent GECA to the public and stakeholders and keep stakeholders informed
- Project a strong and positive image to the external environment
- Promote GECA’s Vision and Mission
- Facilitate cohesion and speak with one voice regarding Board decisions

##### Risk management

- Ensure an up-to-date and effective approach to risk management
- Monitor critical risks on an ongoing basis

### ROLES AND RESPONSIBILITIES

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



The Board has approved the establishment of three Board Committees to assist it in effectively discharging its duties. These are the Standards Committee, The Finance and Risk Committee and the Business Development Committee. The role of each Committee is set out in its specific terms of reference, but broadly it is to assist the Board in managing its workload, and to allow appropriate focus on key areas. However, no Committee has delegated authority to make decisions on behalf of the Board unless specifically agreed.

The functions of GECA's Board are to:

- Provide effective leadership and collaborate with the CEO in:
  - Articulating GECA's Vision, Mission and Values
  - Developing strategic plans and ordering strategic priorities
  - Maintaining open lines of communication and promoting the organization with external stakeholders
  - Developing and maintaining an organizational structure to support the achievement of strategic objectives
- Monitor the performance of the CEO against agreed performance indicators
- Review and agree the business plans and annual budget proposed by the CEO
- Monitor the achievement of the strategic and business plans and annual budget outcomes
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- Ensure compliance obligations and functions are effectively discharged
- Initiate a Board self-evaluation program and follow-up action to deal with issues arising
- Ensure Directors maintain their currency via attending appropriate development courses
- Ensure all significant systems and procedures are in place for GECA to run efficiently and effectively and to meet all legal and contractual requirements
- Ensure that all significant risks are adequately considered and accounted for by the CEO
- Ensure that GECA has appropriate corporate governance structures in place including standards of ethical behavior and promoting a culture of corporate and social responsibility

The Board has no operational involvement in the conduct of GECA's activities and delivery of services. However, Directors are expected to contribute their time, expertise and experience in support of GECA at the request (or with the prior approval) of the CEO. The Board expects that Directors commit an average of 15-20 hours per month to GECA matters, inclusive of attendance at Board and Committee meetings.

## **MEMBERSHIP AND TERM**

In addition to matters set out in the Constitution, the Board agrees the following:

- The Board consists only of non-Executive Directors, and no member of the Board may be a member of GECA's paid staff
- Directors must be free from any interest and any business or other relationship which could, or could reasonably be perceived to, interfere with the Director's ability to act in the best interests of GECA
- Membership of the Board shall be disclosed in the annual report
- The Board has adopted a formal tenure policy that each Director must stand for re-election at the AGM after 3 years on the Board, and that no Director should serve more than four three-year terms



## **BOARD/CEO ROLES**

The roles of the Board and CEO are strictly separated. The CEO is responsible for:

- Policy direction of the operations of GECA
- The efficient and effective operation of GECA
- 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**

The Board actively seeks to build a collaborative, respectful and engaged culture, and to ensure that it, and GECA as a whole, operates in a manner that is consistent with its Vision, Mission and Values. To that end, the Board has adopted a formal Code of Conduct which all employees and members of the Board of GECA are expected to adhere to. A copy of this Code of Conduct is available at our website ([www.geca.org.au](http://www.geca.org.au)).

## **REPORTING**

Proceedings of all Board meetings are minuted and signed by the Chair.

Minutes of all Board meetings are circulated to Directors and approved by the Board within 30 days.

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 and ensure it remains consistent with the Board’s objectives and responsibilities.

## **PUBLICATION OF THE CHARTER**

Key features of the Charter are to be outlined in GECA’s Annual report and made available on our website ([www.geca.org.au](http://www.geca.org.au)).