



RAILWAY FIRST AID VOLUNTEERS BOARD CHARTER

This Board Charter (Charter) sets out the role, responsibilities, structure and processes of the Board of Railway First Aid Volunteers.

1. Board Role, Duties & Responsibilities

- 1.1. **Role of Board** - The Role of the Board is to provide strategic guidance for Railway First Aid Volunteers and effective oversight of management. This requires the Board to work as a team and meet on a regular basis.
- 1.2. **Duties** - Directors are required to be familiar and comply with the duties to which they are subject under the Corporations Act and otherwise at law, including the duty to act in good faith in the best interests of Railway First Aid Volunteers.
- 1.3. **Key Responsibilities** - The key responsibilities of the Board are as follows:
 - Approving the strategic direction of Railway First Aid Volunteers including corporate strategic and performance objectives;
 - Approving Railway First Aid Volunteers annual budget and financial statements and monitoring financial performance against approved budget;
 - Where appropriate, selecting, appointing, determining the terms of appointment of and removing the Chief Executive. Determining the goals and objectives relevant to the remuneration of the Chief Executive and evaluating the performance of the Chief Executive in the light of those objectives;
 - Monitoring the performance of Railway First Aid Volunteers and effectiveness of its risk management systems, including compliance with regulatory requirements and satisfying itself through appropriate reporting and oversight that appropriate internal and external control mechanisms are in place and are being implemented;
 - Selecting, appointing and removing the external auditor, including evaluating the auditor's performance and ongoing independence;
 - Approving and monitoring requests for funding from Committees and Members;
 - Approving and monitoring requests for first aid volunteer support for community events;
 - Overseeing management systems for ensuring the activities of Railway First Aid Volunteers are conducted ethically and transparently and in accordance with the by-laws (RFAV Business Rules);

2. Individual Directors

- 2.1. **Decision Making**- Directors should bring an independent judgment to bear on Board decisions and question, request information or raise any issue, which is of concern to them, so as to canvas fully all aspects of any issue confronting the Railway First Aid Volunteers movement. Directors cast their vote on any resolution according to their own judgment. Outside the Boardroom, Directors support the letter and spirit of Board decisions.
- 2.2. **Confidentiality** - Directors will keep confidential Board discussions, deliberations and decisions, which are not publicly known. Confidential information received by Directors in the course of the exercise of their duties remains the property of Railway First Aid Volunteers unless that disclosure has been properly authorised or is required by law.



- 2.3. **Director Independence-** All Directors of Railway First Aid Volunteers should be independent. The Board assesses whether each Director is sufficiently independent. Each Director will supply the Chairman with all information reasonably requested that may be relevant to this assessment.
- 2.4. **Conflict of Interest-** Directors are obliged to comply with Railway First Aid Volunteers requirement for declaring Conflict of Interests. Conflicts may be real or perceived involving personal interests or the interests of any associate. Such conflicts will be recorded in the minutes of the meeting and be added to a conflict of interests register kept by the Company Secretary.
- 2.5. **Independent Advice-** Directors, with agreement of the Chairman, may seek independent advice at the expense of Railway First Aid Volunteers on any matter before the Board for consideration.
- 2.6. **Letter of Appointment-** Directors will be engaged through a letter of appointment setting out the details required in the Appendix to this Charter.

3. Board Chairman

- 3.1. **Chairman-** The Board will appoint one of its members to be the Chairman in accordance with the Constitution. If the Chairman is absent from a meeting, the members present must select one of the members present to act as Chairman.
- 3.2. **Representation -** The Chairman:
 - (a) represents the Board to members of Railway First Aid Volunteers and where appropriate to communicate the Board's position; and
 - (b) advocates and promotes the interests of Railway First Aid Volunteers as a whole in relations with members and other stakeholders.
- 3.3. **Role -** The Role of the Chairman is to facilitate the effective contribution of all Directors and promote constructive and respectful relations between Directors and between the Board and management. In particular the Chairman:
 - Provides leadership to the Board enabling efficient organisation and conduct of the Board's processes;
 - Manages the relationship between the Chief Executive and the Board;
 - Oversees the Board agenda and provision to Directors of timely, relevant information to assist them to be effective members who fully participate in Board activities;
 - Manages the business of the Board by presiding over meetings, resolving differences between Directors and seeing that decisions are reached promptly;
 - Recommends to the Board for consideration the membership, chair and functions of Board sub-committees;
 - Guides and promotes on-going effectiveness and development of the Board and individual Directors;
 - Monitors Board performance.

4. Board Sub-Committees

- 4.1. **Appointment -** The Board may appoint Board Committees to assist the Board in particular areas but the Board cannot delegate its responsibilities. The Chairman of a sub-committee is appointed by the Board.



- 4.2. **Committee Charters-** Board sub-committees operate in accordance with the Railway First Aid Volunteers Business Rules and Railway First Aid Volunteers Constitution. Sub-committees of the Board consist of non-executive directors and may contain persons outside the Board and management of Railway First Aid Volunteers with appropriate skill, knowledge and experience relevant to the committee's objectives.
- 4.3. **Committee Chairs-** The Chairman of each committee will report any matters of substance to the next Board meeting. A copy of all sub-committee minutes will be provided to the Board for discussion and noting.

5. Board Administration & Procedures

- 5.1. **Board Composition-** The size of the Board will be determined in accordance with Railway First Aid Volunteers' Constitution.
- 5.2. **Powers & Delegation-** The Board is empowered to manage the business of Railway First Aid Volunteers and may delegate its powers to the Chief Executive. Delegations of Authority will set out the powers delegated and applicable threshold limits. The Board may by resolution change any delegated power by increasing, reducing, adding or removing specific powers and authorities. Delegations of Authority are maintained by the Company Secretary.
- 5.3. **Company Secretary-** The Company Secretary is responsible to the Board through the Chairman on all governance matters and supports the effectiveness of the Board by monitoring that Board policy and procedures are followed and coordinating completion and dispatch of Board agendas and briefing papers. A register will be kept by the Company Secretary of all charges over any assets of Railway First Aid Volunteers.
- 5.4. **Meeting Procedures-** The Board should hold sufficient scheduled meetings to discharge all the duties as set out in this Charter but should meet at least five times annually. Meetings in addition to those scheduled may be held at the written request of a Board Member to the Company Secretary.
- 5.5. **Attendance-** Directors must attend all scheduled meetings of the Board including meetings called on an ad-hoc basis for special matters, unless prior apology, with reasons, has been submitted to the Chairman or Company Secretary. Directors may attend and be present physically or by electronic communication means. Other people may attend meetings by invitation of the Board but will not have voting rights.
- 5.6. **Agenda -** A detailed agenda together with supporting documentation must be circulated to Board Members and other attendees no less than three working days prior to each meeting. Board Members should prepare thoroughly for Board meetings to be able to provide appropriate and constructive input on matters for discussion.
- 5.7. **Quorum-** The Constitution outlines the requirements for the Board to meet quorum.
- 5.8. **Voting -** Each Director present may vote on any matter raised before the Board for resolution.
- 5.9. **Minutes -** Draft minutes of meetings held shall be provided to all Directors within a fortnight of the closure of the meeting for review. The Chairman signs final minutes



after they are presented to the next scheduled meeting and are formally approved by Board Members.

- 5.10. **Insurance** - A register of Insurances for the Railway First Aid Volunteers shall be kept by the Company Secretary and be made available to the Board of Directors upon request.

6. Chief Executive

- 6.1. **Role of Chief Executive** - The Chief Executive is responsible for the development of the strategic objectives for Railway First Aid Volunteers and achievement of the budget results.
- 6.2. **Responsibilities**- Management of the Railway First Aid Volunteers day to day operations is undertaken by the Chief Executive, subject to specified delegations of authority approved by the Board, and includes the following:
- Exercising leadership and executive stewardship of Railway First Aid Volunteers resources in a transparent, sustainable, socially and environmentally responsible manner;
 - Developing, proposing, executing and delivering the strategic objectives agreed with the Board;
 - Reporting regularly to the Board with appropriate, timely and quality information so the Board can discharge its responsibilities effectively;
 - Recommending to the Board significant operational changes and major capital expenditures where these are beyond delegated thresholds;
 - Overseeing the establishment of effective risk management and internal control systems;
 - Communicating throughout Railway First Aid Volunteers the strategic objectives, vision and values and ensuring these are achieved in practice; and
 - Representing, communicating and advocating on Railway First Aid Volunteers' behalf to external stakeholders and the community.
- 6.3. **Referral to Board** - Any matters or transactions outside the Delegations of Authority must be referred to the Railway First Aid Volunteers Board for approval.

7. Board of Directors Induction and Review

- 7.1. **Mix of Experience and Skills**- Collectively, Board members should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of Railway First Aid Volunteers.
- 7.2. **Annual Review**- The Board will determine and regularly review the composition of the Board having regard to the mix of skills and experience of individual Directors and duration of the terms served by Directors.
- 7.3. **Induction & Education**- New Directors will undertake an induction program to familiarise themselves with Railway First Aid Volunteers' activities. Continuing education and mentorship is available to ensure that Directors can maximise their contribution to strategic direction and successful operation of the Railway First Aid Volunteers.
- 7.4. **Charter Approval**- This Charter was approved by the Board on 30 November 2012 and it is due for review on or before December 1st 2013.