



Blind Sports Australia ABN 68 008 621 252 Board Charter

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Introduction

Blind Sports Australia (**BSA**) is a national sporting organisation for blind and vision-impaired sport. BSA helps create pathways and opportunities for blind sports participation from the grassroots community level, right up to elite competition at the national and international level.

We work with our members and other organisations across Australia to grow sporting opportunities for people who are blind or have low vision. BSA is a not-for-profit organisation, a founding member of Paralympics Australia and the Australian Sporting Alliance for People with a Disability and is Australia's representative to the International Blind Sports Federation.

The Board works to promote and maintain an environment and culture within BSA wherein the vision and core objectives are key reference points and sources of motivation for all staff, volunteers and members.

Purpose Of Charter

This Charter sets out the functions and responsibilities of the Board of Directors (the **Board**) of BSA within the governance structure of BSA and its Member organisations.

The Conduct of the Board is also governed by the Constitution of Blind Sports Australia - <https://blindsportsaustralia.com.au/governance-documents> which takes precedence over this Charter to the extent of any inconsistency.

Purpose of the Board

The Board has two overarching purposes: performance and compliance

- Performance – assist BSA to perform to its best potential
- Strategy and Policy
- Approve Purpose/Mission and ensure it is embedded into BSA's operations
- Approve Strategic direction and policies and monitor regularly

Accountability

- Overall performance of the organisation
- Board evaluation, succession planning
- Report outcomes to stakeholders
- Appointment and management of the CEO

Public Relations

- Keep the people we represent first and foremost
- Represent and participate
- Keep stakeholders informed
- Project a strong and positive image
- Promote the purpose and vision
- Facilitate cohesion
- Speak consistently and in unison about Board decisions

Risk Management

- Ensure up-to-date and effective risk profile and management strategy
- Monitor critical risks

Compliance: confirm with or exceed legal requirements

- Legal and statutory responsibilities
- Monitor constitution
- Comply with Directors' responsibilities
- Comply with laws
- Monitor insurance requirements

Financial Accountability

- Monitor Financials
- Compliance Audits

The Board, while meeting its responsibilities, is mindful of BSA's Purpose, Mission and objects as embodied in the Constitution.

Roles and Responsibilities

The Board has delegated authority for the operations and administration of BSA to the CEO in accordance with BSA's Delegations of Authority Policy.

The functions of the Board are to:

- Provide effective leadership and collaborate with the management team to:
 - maintain open lines of communication
 - communicate to external stakeholders the central importance BSA places on its philosophy, brand and reputation
 - develop strategic (direction) plans and prioritise strategic objectives
 - develop and maintain an appropriate and efficient BSA structure to support the achievement of agreed strategic objectives
- Monitor the performance of the CEO against agreed performance indicators
- Review and agree the operational plan and annual budget proposed by the CEO
- Track the progress and achievement of the strategic and operational plans, and annual budget outcomes

- Establish such Board committees, working groups, policies and procedures required to facilitate the more effective discharge of the Board's roles and responsibilities
- Ensure, through the Board committees and others as appropriate, that compliance obligations and functions are effectively discharged
- Initiate a Board self-evaluation program and follow-up action to manage issues arising; and arrange for directors to attend courses, seminars and participate in development programs as the Board deems appropriate
- Ensure that all significant systems and procedures are in place for the organisation to run effectively and efficiently, and to meet all legal and contractual requirements
- Ensure that all significant risks are adequately considered and accounted for by the CEO and Chair
- Ensure that the organisation has appropriate corporate governance structures in place, including standards of ethical behaviour and promoting a culture of professional and social responsibility.

Membership of the Board

The Board comprises of no more than 9 Directors, up to 7 elected and up to 2 appointed in accordance with the constitution. A minimum of 50% of directors is required for a quorum at meetings.

The Board appoints the chairperson and secretary at the first meeting following the Annual General Meeting and may at any time revoke the appointments.

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 BSA.

Directors must declare any actual or potential conflicts of interest either at the start of a Board meeting or when a relevant issue arises. The nature of the conflict of interest must be documented in the meeting minutes.

A director who considers another director has an undeclared conflict of interest must publicly question or otherwise specify in writing the basis of the perceived conflict.

Where a conflict or potential conflict of interest is identified, the director concerned must leave the meeting before the item is discussed. The director must not receive any Board papers relating to the matter, s/he will not vote on that issue, nor initiate or take part in any board discussion related to it (either in the meeting or with other directors before or after), unless expressly invited to do so on the unanimous agreement of all other directors present at the meeting.

Meetings and Reporting

The Board will meet at least six times per year either face to face or by online conference and will meet without Management present on a regular basis.

Board and Committee meeting papers are to be distributed not less than 3 days prior to each meeting.

The Chair will set board meeting agendas, together with assistance from the CEO and Company Secretary as required.

Draft Board and Committee meeting minutes are to be prepared by the Company Secretary or CEO or other appointed minute taker within 10 days for review by the Board or Committee Chair. Thereafter, these are to be tabled at the next Board or Committee meeting for final review, approval and signature from the Chairperson.

The Chairperson chairs all Board meetings at which they are present. If not present within fifteen minutes of the scheduled starting time, the Deputy Chair chairs the meeting. If the Deputy Chair is not present within fifteen minutes of the scheduled starting time, those directors present are to choose a Chair.

Board, Chair & CEO Relationships

8.1 The roles of the Chair and CEO are strictly separated.

8.2 The CEO is responsible for the day-to-day management and control of the business and affairs of the Company. The CEO delegation will include the power and responsibility to:

- develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
- manage the financial and other reporting mechanisms of the Company;
- approve and incur expenditure subject to specified expenditure limits set out in the Delegation of Authority Policy;
- sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and
- any other powers and responsibilities which the Board considers appropriate to delegate to the CEO.

8.3 The Chair's role is to assure the integrity of the Board's processes, provide leadership to the Board and the effective running of Board meetings, and represent the Board to outside parties as appropriate.

8.4 The Chair is also responsible for ensuring that the Board's actions and behaviour are consistent with its own rules and external requirements, and that directors have appropriate opportunity to be kept informed of BSA's business and activities, and to determine whether its business practices are safe and proper.

- **Board Renewal, Performance Evaluation and Charter Review**

The composition and size of the Board must be conducive to making decisions expediently, with the benefit of a variety of perspectives and skills, and in the best interests of BSA.

The Board is to establish policy and guidelines for Board renewal and succession planning, and for assessing the performance of the Board with the aim of maintaining an effective Board.

The Governance Committee is responsible for accepting, progressing, implementing and overseeing Board advice as to the form that annual Board and Committee reviews will take.

The Nominations Committee is responsible for making recommendations to the Board relating to the recruitment, appointment and retirement of directors.

The Board is to review this Charter on an annual basis, in tandem with the Chief Executive Officer.

Publication of Charter

A copy of the charter is available at <https://blindsportsaustralia.com.au/governance-documents>

Related Documents

- [BSA Constitution](#)
- [Code of Conduct](#)