



wheatbelt
natural resource
management

Board Charter

Wheatbelt NRM Board Charter	
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Wheatbelt Natural Resource Management Incorporated
ABN 61 661 518 664

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1. Introduction

This Charter sets out the role, responsibilities, structure and processes of the Board of Directors (the Board) of Wheatbelt Natural Resource Management Incorporated (Wheatbelt NRM). The conduct of the Board is also governed by the Constitution of Wheatbelt NRM (the Constitution) included in Appendix A, the *Associations Incorporation Act 2015* (the Act) and the *Corporations Act 2001* (Cth).

A list of definitions and links to the Acts is included in Appendix B.

2. Board Role and Responsibilities

Sec 26 of the Constitution clearly establishes that the Board is ultimately responsible for all matters relating to the running of Wheatbelt NRM. The Board's role is to govern Wheatbelt NRM rather than manage it. It is the purpose of senior management to manage the organisation in accordance with the direction of the Board.

The Board is responsible for and has the authority to determine all matters relating to policies, practices, management and operations and is required to do all things that may be necessary to carry out the objectives of Wheatbelt NRM.

2.1 Board responsibilities

The key responsibilities of the Board include but are not limited to:

2.1.1 Strategy

- Approving Wheatbelt NRM's purpose and values
- Providing strategic direction through approving and periodically reviewing the strategic plan, operations plans, new business plans and policies
- Monitoring Wheatbelt NRM's strategic direction and operational activities.

2.1.2 Financial Sustainability

- Approving and monitoring the annual operational budget and long term- budgets including targets for revenue, surplus or deficit, capital expenditure and cash flows as proposed by management
- Approving and monitoring the progress of major capital expenditure, capital management, investments, acquisitions, divestitures and mergers
- Approving and monitoring financial and other reporting.

2.1.3 Risk

- Setting Wheatbelt NRM's risk appetite and monitoring and reviewing the financial and non-financial risk management systems including internal compliance and control mechanisms

- Overseeing the creation, review, maintenance and approval of a corporate risk management plan.

2.1.4 Chief Executive Officer (CEO)

- Appointing and removing the CEO and determining the terms and conditions of appointment including the remuneration package
- Agreeing performance targets with and monitoring the performance of the CEO
- Approving succession plans for CEO and the management team
- Monitoring management's performance, implementation of strategy and allocation of resources to achieve the business policies, strategies, objectives and budgets
- Determining and approving the levels of authority to be given to the CEO in relation to operational expenditures, capital expenditures, contract and the operation of banking and credit facilities and authorising any further delegations of those authorities by the CEO to other senior staff of Wheatbelt NRM.

2.1.5 Governance and Compliance

- Approving the appointment of the external auditors
- Approving and monitoring the effectiveness of the system of corporate governance including the formation of Board sub-committees and their Terms of Reference
- Approving the annual report and financial statements and any other published reporting in accordance with the Constitution, the Incorporated Associations Act, the Australian Charities and Not for Profit Commission (ACNC) and any other applicable regulations
- Approving the Code of Conduct and Management's policies, strategy and performance objectives, monitoring their effectiveness and addressing any material breaches
- Monitoring compliance with best practice corporate governance requirements.

2.1.6 Member and Community Engagement

- Overseeing the management of Wheatbelt NRM's interactions and communications with members and the broader community and overseeing the effectiveness of sustainability policies
- Reporting to and admission of members to Wheatbelt NRM.

2.2 Board Structure

2.2.1 Size

The Board of Wheatbelt NRM will consist of six to nine Non-Executive independent Directors selected for their skills, knowledge and experience. The CEO is a non-voting ex-officio Director. Allowing for retiring Board Directors, the Board will assess the need for additional knowledge and skills on the Board and will make a decision on the number of Board Directors being sought in consideration to meeting the minimum requirement.

2.2.2 Appointment

Directors are appointed for 3-year terms by the Ordinary Members at the Annual General Meeting under the terms of the Wheatbelt NRM's Constitution.

The Board may appoint a member to fill a casual vacancy until the next Annual General Meeting where, if recommended, the Director will be put to the Ordinary Members for election.

2.2.3 Eligibility

In accordance with sec 2.2.3 of the Constitution, an individual is eligible to be a Board Director if the person:

- Is an individual who has reached 18 years of age
- Is a registered Associate Member of Wheatbelt NRM
- Lives, owns land, work within, and/or operates within, the region
- Has demonstrated knowledge of natural resource management.

2.2.4 Persons who are not eligible

Wheatbelt NRM employees are not eligible to apply for a Board Director role. A Board member who has served 3 terms (that is 9 years) as a Board Director cannot nominate within 12 months of the end of their term.

In accordance with section 39 of the Act, the following persons are not eligible to be a member of the Board:

- A person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws
- A person who has been convicted, within or outside the State, of —
 - An indictable offence in relation to the promotion, formation or management of a body corporate; or
 - An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
 - An offence under Division 3 or section 127 of the Act.

2.3 Role of Individual Directors

2.3.1 Directors' general roles

Wheatbelt NRM Directors have overall responsibility for the success of the organisation. A Director's general duties relate to:

- The strategic direction of the organisation
- Financial operations and solvency
- All matters prescribed by law including but not limited to safety and the environment
- All major policy issues including but not limited to industrial relations and quality assurance.

In particular sec 181(1) of the Corporations Act states that Directors must act in the "best interests of the corporation".

2.3.2 Director's Code of Conduct

Wheatbelt NRM Directors will:

- Owe a fiduciary duty to Wheatbelt NRM as a whole
- Use the powers of the office for a proper purpose
- Discharge their duties in good faith and honestly
- Act with a level of skill, care and diligence
- Demonstrate commercial reasonableness in their decisions
- Act for the benefit of Wheatbelt NRM
- Not make improper use of information gained through their position as a director
- Not take improper advantage of the position of Director
- Not allow personal interest, or the interest of any associated persons to conflict with the interests of Wheatbelt NRM
- Make reasonable inquiries to ensure that Wheatbelt NRM is operating efficiently, effectively and legally towards achieving its goals
- Undertake diligent analysis of all proposals placed before the Board
- Not engage in conduct likely to bring disrepute upon Wheatbelt NRM
- Give of their specific expertise generously to Wheatbelt NRM
- Comply with the spirit as well as the letter of the law and with the principles of this Charter.

2.3.3 Expectations of Directors in Board Process

Directors are expected to be forthright in Board Meetings and are expected to question, request information, raise any issue, fully canvas all aspects of any issue confronting Wheatbelt NRM and cast their vote on any resolution according to their own decision. Outside the Board room Directors will support the letter and spirit of the Board decisions.

It is expected that during Board Meetings Directors will:

- Act in a business-like manner and avoid engaging in conduct that will likely bring discredit upon Wheatbelt NRM
- Act in accordance with the constitution
- Prepare thoroughly for each Board Meeting. That includes reading all presented information prior to meetings and undertaking due diligent analysis of all proposals placed before the Board
- Address issues in a confident and firm yet friendly manner
- Use judgement, common sense and tact when discussing issues
- Minimise chatter and irrelevant remarks
- Keep confidential Board discussions, deliberations or decisions that are not publicly known
- Avoid representing any particular lobby group position or interests on matters dealt with by the Board but use objective judgement
- Represent accurately the decisions of the Board and not undermine, or make false claim against the Board decisions
- Avoid personal conflicts, defamation or accusations against Representatives of Wheatbelt NRM or external stakeholders
- Ensure that others are given a reasonable opportunity to put forward their views
- Take reasonable steps to ensure informed decisions are made, whilst not unduly delaying decisions of the Board.

- Disclose matters relating to the affairs of Wheatbelt NRM in which the Board Director has a material personal interest;
- Advise the Board of any wrong doing witnessed or suspected that may be detrimental to Wheatbelt NRM;

2.3.4 Confidentiality

The Directors acknowledge that all proceedings of the Board and its sub-committees are strictly confidential and will not be disclosed to any person other than Board Directors except as agreed by the Board or as required by law.

2.3.5 Conflict of Interest and related party transactions

Individuals nominating for Board Director roles will be required to provide a Declaration of Interests statement as part of the nomination process.

The Declaration of Interests Register is reviewed annually and each Board Director is required to update and disclose other board positions, full time or part time roles, contracting work, related party transactions and related investment interests.

Directors should indicate to the Chairperson any real, perceived or potential conflict of interest as soon as the situation arises and then ensure the information on the Declaration of Interests Register is updated

At any change of personal circumstance, each Board Director is required to update the information on the Declaration of Interests Register.

At any meeting of the Board, where items on the agenda have a real or perceived conflict of interest, the Board Director is required to advise the Chairperson as soon as they are aware of the item.

2.3.6 Hospitality and Gift register

A Board Director will not solicit or accept gifts, services, benefits or hospitality that might influence, or appear to influence, their conduct in representing the Board or place them under an actual or perceived financial or moral obligation to other organisations or individuals.

In the event that hospitality or gifts are accepted by a Board Director inadvertently, such a Board Director will notify the Chairperson, or the Deputy Chairperson in the event that such person is the Chairperson, so that this can be recorded on the gift register.

The gift register will be maintained by the Executive Assistant, Governance.

2.3.7 Director Breaches

At the discretion of the Board, a Board Director who has breached the provisions of their duties may be subject to disciplinary action that could include:

- Suspension of duties for the purpose of investigating any alleged breach; or

- Expulsion from the Board after the Board has afforded the Board Director concerned a reasonable opportunity to be heard in accordance with the provisions of part 4 of the Constitution; or
- Removal from a position of Chairperson, Deputy Chairperson, Treasurer or Secretary; or
- Terminated as a Board Director in accordance with the provisions of Part 4 the Constitution.

2.4 The Role of the CEO

The CEO is appointed by the Board. The CEO is responsible for the ongoing management of Wheatbelt NRM in accordance with the strategy, policies and programs approved by the Board. Wheatbelt NRM will be managed to achieve the goals agreed and endorsed by the Board. The CEO's role and responsibilities are outlined in the Job Description in Appendix C.

The CEO is formally delegated by the Board to authorise expenditures as approved in the budget and as approved in the Delegated Authority Register which is included in Appendix D.

All CEO compensation outside of normal remuneration must be authorised by the Chairperson and all business-related expenses paid to the CEO must be authorised and ratified by the Chairperson. The appointment of individuals to specific management roles is the responsibility of the CEO.

A performance review interview is conducted annually by the Chairperson and the Deputy Chairperson. The results of that Review are tabled at the Board Meeting.

3. Office holders

The office holder positions are:

- Chairperson
- Deputy Chairperson
- Secretary
- Treasurer.

The CEO is not eligible for any office holder role.

3.1 Election of Office Holders

At the first meeting of the Board after the Annual General Meeting, the Board Directors will elect the office holders from its membership.

3.2 Removal of Office Holders

In accordance with the constitution, an office holder may be removed from office by a resolution of the Directors when reasonable notice of this resolution is given to all Directors.

3.3 The Role of the Chairperson

3.3.1 Specific chairperson roles

The Chairperson will:

- Chair the board meetings

- Establish the agenda for Board Meetings in consultation with the CEO and the Secretary
- Act as the spokesman for the Wheatbelt NRM at the AGM
- Be the major point of contact between the Board and the CEO
- Be fully informed of current events by the CEO on all matters that may be of interest to Directors
- Regularly review with the CEO and any such other senior staff that the CEO recommends progress on important indicatives and significant issues facing Wheatbelt NRM
- Chair the CEO performance review process
- Commence the process of Board and Director evaluation
- In accordance with the constitution have a casting vote.

3.3.2 Conflict of Interest

As with all Directors, the Chairperson is not entitled to vote or participate in the deliberations on any matter in which they have a personal interest unless there is compliance with the conflict of interest provisions outlined in sec 2.3.5 of the Constitution.

3.4 The Role of the Deputy Chairperson

The key role of the Deputy Chairperson of the Board, in addition to their other Board Director responsibilities, comprises:

- Representing the Chairperson in his/her absence
- Representing the Chairperson and/or the Wheatbelt NRM at events as deemed appropriate by either the Chairperson or the Board
- Carrying out any other duty given to the Deputy Chair under the rules of the Constitution or by the Board.

3.5 The Role of the Secretary

Some of the operational aspects of the Secretary's role have been delegated to the Executive Assistant, Governance, however the role of the Secretary is to oversee and ensure the following:

- Deal with the Wheatbelt NRM's major correspondence
- Consult with the chairperson regarding the business to be conducted at each Board meeting and general meeting
- Prepare the notices required for meetings and for the business to be conducted at meetings
- Unless another member is authorised by the Board to do so, maintaining on behalf of the Wheatbelt NRM the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Associations Incorporation Act 2015
- Maintaining on behalf of the Wheatbelt NRM an up-to-date copy of these rules, as required under sec 35(1) of the Associations Incorporation Act 2015
- Unless another member is authorised by the Board to do so, maintaining on behalf of the Wheatbelt NRM a record of Board members and other persons authorised to act on behalf of the Wheatbelt NRM, as required under sec 58(2) of the Associations Incorporation Act 2015
- Maintaining full and accurate minutes of Board meetings and general meetings
- Carrying out any other duty given to the secretary under the Constitution or by the Board.

3.6 The Role of the Treasurer

Some of the operational aspects of the Treasurer's role have been delegated to the Finance Officer, however the role of the Treasurer is to oversee and ensure the following:

- That any amounts payable to the Wheatbelt NRM are collected and issuing receipts for those amounts in the Wheatbelt NRM's name;
- That any amounts paid to the Wheatbelt NRM are credited to the appropriate account of the Wheatbelt NRM, as directed by the Board;
- That any payments to be made by the Wheatbelt NRM that have been authorised by the Board or at a general meeting are made on time;
- That the Wheatbelt NRM complies with the relevant requirements of Part 5 of the Associations Incorporation Act 2015;
- The safe custody of the Wheatbelt NRM's financial records, financial statements and financial reports, as applicable to the Wheatbelt NRM;
- Coordinate the preparation of the Wheatbelt NRM's financial statements before their submission to the Wheatbelt NRM's annual general meeting;
- Provide any assistance required by an auditor or reviewer conducting an audit or review of the Wheatbelt NRM's financial statements or financial report under Part 5 Division 5 of the Associations Incorporation Act 2015;
- Carry out any other duty given to the treasurer under the Constitution or by the Board.

4. Board Meetings

The Board Meetings and agenda are fundamental governance processes and the meeting is critical for Directors to:

- Obtain and exchange information with management
- Obtain and exchange information with each other
- Make decisions

4.1 Meeting Frequency and Time

In accordance with sec 41(1) of the Constitution, the Board must meet no less than 6 times in each calendar year on the dates and times determined by the Board.

4.2 Attendees

Attendees will comprise all Board members. A member or other person who is not a Board Director may attend a Board Meeting if invited to do so by the Board. Members of the Senior Management team scheduled to give presentations and other parties needing decisions to be taken will be invited for the relevant part of the meeting.

In accordance with sec 43(6) of the Constitution a person invited to attend a Board Meeting:

- Has no right to any agenda, minutes or other document circulated at the meeting
- Must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
- Cannot vote on any matter that is to be decided at the meeting.

Board Directors may use the telephone or any form of instantaneous communication to attend the Board meeting.

4.3 Out of Session Decision-Making

Any urgent decision that cannot wait until the next Board Meeting can be dealt with by email and requires all Directors to approve the action by a return email. Generally, this type of approval is effective once an email is received from each Director.

Such a resolution is recorded in the minutes of the next Board Meeting.

4.4 Quorum

In order for a decision of the Board to be valid a quorum of Directors must be present. Any 5 Directors constitute a quorum for a Board Meeting.

4.5 Special Meetings

Special Meetings of the Board may be convened by the Chairperson or any two Directors.

4.6 Board Calendar and Meeting Cycle

A calendar of scheduled meetings will be published in the last calendar quarter of the year for Board Meetings planned in the coming year. In order to provide an even distribution of work over each year, the calendar will indicate a yearly program of work.

The Board Calendar is included in Appendix E.

4.7 Board Meeting Agenda

A formal agenda is an important part of the Board Meeting because it shapes the information flow and subsequent discussion. The CEO and the Chairperson in consultation should agree the initial draft agenda. The draft agenda is then prepared in detail by the Secretary and the Executive Assistant, Governance.

The final agenda should be sent to the Chairperson for ratification.

The process for requesting agenda items is:

- Board Directors have the right to request agenda items
- These requests will be vetted and considered by the Chairperson and the Secretary and the Chairperson will approve the agenda items
- The Executive Assistant, Governance will prepare the agenda document and collate the supporting papers into the draft Board Pack (agenda and papers)
- The Chairperson approves the draft Board Pack
- The Executive Assistant, Governance distributes the pack to each Board Director
- All agenda documents will be retained as corporate records.

The meeting preparation cycle is included in Appendix F.

4.8 Board papers

The Chairperson and the Secretary are responsible for ensuring Board papers are prepared. The Executive Assistant, Governance is responsible for their circulation of the completed Board Meeting papers.

The Board Pack must be received by Board Directors at least 72 hours before the time of the meeting. Only that business outlined in the agenda will be discussed at the Meeting.

Urgent business not described in the agenda may be conducted but only with if unanimously agreed by the Board Directors to treat the business as urgent.

At a minimum board papers must contain:

- Agenda
- Minutes of the previous meeting
- Major correspondence
- Business activities requiring Board approval
- CEO's report
- Financial report
- Committee reports
- Board submissions requiring decisions.

Papers should be clearly marked as either information or decision papers. All decision papers should commence with the recommended resolution.

4.9 Board Meeting Minutes

Board Minutes will contain a brief reference to relevant Board papers tabled plus the official resolution adopted by the Board Directors.

Minutes are prepared by the Executive Assistant, Governance and provided to the Secretary and the Chairperson for review within three business days of the meeting.

Once the draft minutes are approved by the Chairperson (normally within 3 days) the Executive Assistant, Governance will circulate the draft minutes to all Directors.

Once the minutes have been adopted by the Board they cannot be amended.

A complete set of Board Meeting Minutes and meeting papers is maintained at Wheatbelt NRM's offices. These papers are maintained both for Wheatbelt NRM as a whole and the Directors individually.

4.10 Conduct of Meeting

The Chairperson will determine the degree of formality required at each meeting while maintaining the decorum of such meetings.

As such, the Chairperson will:

- Ensure that each Board Director is heard
- Retain sufficient control to ensure that the authority of the Chairperson and role is recognised
- Take care that decisions are properly understood and well recorded
- Ensure that decisions and debate are completed with a formal resolution of the conclusion reached. Resolutions of the Board are formally recorded.

Most resolutions are carried by consensus. In accordance with sec 46(4) of the Constitution when a vote is required and if the votes are divided equally on a question, then Chairperson of the meeting has a second vote or casting vote.

5. Sub-Committees and Subsidiary Offices

In accordance with sec 48 of the Constitution and to help the Board in the conduct of the Wheatbelt NRM's business, the Board may, in writing, do any of the following:

- Appoint one or more subcommittees
- Create one or more subsidiary offices and appoint people to those offices
- Form Working and Reference Groups.

5.1 Sub-committees

A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate. Sub-committees are advisory to the Board.

All Sub-Committees will require a:

- Terms of reference; and
- A dedicated chairperson.

All reports from the Sub-Committees will be tabled at the next Board meeting.

Wheatbelt NRM has established the following sub-committees:

- Audit and Risk Committee (TBC) – meets quarterly
- Business Development Committee (TBC) – meets as required
- Nominations Committee (TBC) – meets twice a year.

Terms of Reference for each of the above sub-committees is included in Appendix G.

5.2 Subsidiary Office

The Board may set up a new business as a subsidiary office. A person may be appointed to a subsidiary office whether or not the person is a member of Wheatbelt NRM.

5.3 Working and Reference Groups

The Board may from time-to-time require the services of a Working or Reference Group. A person may be appointed to a working or Reference group whether or not the person is a member of Wheatbelt NRM.

A Working Group will require a:

- Terms of reference, including a clear outline of the expected outcomes
- Dedicated chairperson
- Duration for its existence.

All reports from the Working Group will be tabled at the next Board meeting.

6. Board Effectiveness

6.1 Delegation of Authority

Directors are responsible for any delegations of their responsibilities in terms of Wheatbelt NRM's operations. The Board as a whole decides what matters are to be delegated to management, individual Directors and sub-committees. Individual Directors have no individual authority to participate in day-to-day management of the organisation.

In general, the Board retains all powers and authorities required to carry out Wheatbelt NRM's business effectively and efficiently, except where specific authority is delegated to the CEO and Board sub-committees.

Although the Board has delegated financial authority to management as outlined in the Delegation of Authority the following decisions must be referred to the Board for approval:

- Budgets
- Details of any proposed appointment of any manager reporting to the CEO, whether budgeted or not
- Any capital items greater than \$50,000 not included in the budget
- Any major changes of policy including marketing, human resources and any proposed changes in strategic direction.

The Board-approved Wheatbelt NRM Delegation of Authority is contained in Appendix H .

6.2 Director Protection

Directors have two key areas of protection: the right to information and the ability to insure against specific risks of being a Director

6.2.1 Information-seeking protocol

A Board Director is entitled to seek information that enables them to perform their duty in accordance with the function of the Board. The following protocol will be used in seeking addition information:

- Present the need for information at the Board Meeting where the collection of such information will be included in the minutes for action, or
- Where outside of a meeting, approach the Chairperson for the information where:
 - The Chairperson will act on the Board Director's behalf, or otherwise will direct the Board Director to approach the CEO to request the required information
 - The CEO will make best endeavours to attain the information in a timely manner
 - If the information is still not forthcoming, request the matter be recorded in the minutes of the next meeting.

6.2.2 Insurance

Wheatbelt NRM is responsible for providing any reasonable insurance coverage for Board Directors to limit their personal liability, however:

- Protection is not provided where liability arises out of dishonest, fraudulent, wilful breach of duties, or personal breach of law
- Where Wheatbelt NRM is unable to indemnify a Board Director, then the Board Director will meet their own liability.

Wheatbelt NRM will provide each Director with a copy of the Directors and Officers (D&O) insurance policy and any changes to that policy.

6.3 Independent Advice

The Board collectively and each Director individually may obtain independent professional advice at Wheatbelt NRM's expense as considered necessary to assist in fulfilling their relevant duties and responsibilities.

Individual Directors who wish to obtain independent professional advice should seek the approval of the Chairperson and will be entitled to reimbursement of all reasonable costs in obtaining such advice. In the case of a request by the Chairperson approval is required by the Chairperson of the Audit and Risk Committee.

6.4 Board Evaluation

At a minimum the board will conduct an annual evaluation of its performance. The objective of the evaluation is to improve effectiveness and efficiency and provide best practice governance to Wheatbelt NRM Inc,

Such a review can be:

- Qualitative, quantitative or a mixture of both
- Formal or informal
- Concentrated on reviewing the board as a whole or Directors individually
- Self-administered, administered by the Chairperson/fellow Directors, the Nominations Committee or by an independent expert,
- Focused internally on the Directors or involve the wider body of stakeholders

The findings of the Review will be tabled at the Board Meeting and the Chairperson will action the evaluation with any relevant changes in Board policies and processes to be integrated into this Charter.

6.5 Director Remuneration

Each Director is paid a Board meeting sitting fee, travel expenses and any other expense incurred in connection with Board services and meeting attendance. Office holders are paid stipends. Wheatbelt NRM Non-Executive Directors remuneration is outlined in Appendix G.

To claim a reimbursement, Directors must:

- Only submit a claim for eligible expenses as defined in Appendix G Board Director fees and other allowances
- Expense claims must detail the expense on the approved form and be submitted to the Executive Assistant, Governance
- Expense claims will be checked against the schedule of meetings or as otherwise from the Board meeting
- Reimbursements will be paid by electronic direct debit.

Travel and Expense Reimbursement forms are included in Appendix H

6.6 Director Development

All Directors are encouraged to undergo continual professional development in order to improve Board performance. Specifically, where skill gaps are identified Directors will be provided with resources and training to address them. Directors are encouraged to undertake self-development where appropriate.

The Nominations Committee will consider any relevant professional development required as part of its assessment of the Board's performance and/or the assessment of Board Director skills and knowledge.

A budget for director development activities is allocated to individual Directors for each 3-year term served. The individual Director professional development allowances do not accumulate.

Any Board Director may apply to the Chairperson for support for any specific training or development that will be approved by the Board in accordance with the Director's professional development budget provisions.

See Appendix I for Professional Development details.

6.7 Director Selection and Induction

The Nominations Committee according to criteria suggested by the Board will identify potential Directors. New Directors will undergo an induction into their role on the Board by interview by the Chairperson.

The induction will cover and the new Directors will receive access to an electronic copy of the following:

- Board Charter

- Sub-Committee terms of reference
- Working and Reference Group terms of reference (if any)
- Key Board policies
- Financial statements and annual Budget
- List of Board Director details, including their contact details
- Minutes from the last Board Meeting
- Last published annual report
- Current strategic plan
- Current operations plan.

Appendix A – The Constitution

Wheatbelt NRM Constitution Rules of Association

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Appendix B – Definitions

Definitions

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Definitions

Acts - Governing legislation which includes but is not limited to:

- *Associations Incorporation Act 2015* is available from https://www.legislation.wa.gov.au/legislation/statutes.nsf/law_a147082.html
- *Corporations Act 2001 (Cth)* from <https://www.legislation.gov.au/Details/C2017C00328>

Associate Member means an individual that is registered as an Associate Member of Wheatbelt NRM and is listed on the Member Register.

Audit & Risk Committee means the sub-Committee that provides advice to the Board on audit and risk matters, undertaking duties as set out in its terms of reference.

Board Director means an elected member of the Board.

Board Meeting means a meeting of the Board under the provisions of the Constitution.

Board means the governing body of Wheatbelt NRM.

Chairperson means the Board Director holding office as the chairperson of the Wheatbelt NRM.

Chief Executive Officer means the most senior fulltime staff member of Wheatbelt NRM appointed by the Board to lead the operations of the organisation

Constitution means the governing document of Wheatbelt Natural Resource Management Incorporated.

Declaration of Interests means a form that allows a Board Director to define their pecuniary or other personal interests that may influence their impartiality or right to perform the full duties as a Board Director.

Deputy Chairperson means the person appointed to act in the Chairperson role in their absence, undertaking duties as defined in the Constitution.

Financial Year means a period of 12 months from 1 July to 30 June that defines the annual accounting period.

Gift Register means a register that records any gifts of \$75 or more given to or accepted by Directors.

Member means a person (including a body corporate) who is either an ordinary member or an associate member of Wheatbelt NRM.

Nominations Committee means the sub-Committee that provides advice to the Board on nomination and performance matters, undertaking duties as set out in its terms of reference.

Ordinary Member means an organisation or group that is registered as an Ordinary Member of Wheatbelt NRM and is listed on the Member Register.

Special Meeting means a meeting that is not part of the planned calendar of meetings.

Staff Member means a person with a contract of employment with Wheatbelt Natural Resource Management Incorporated.

Sub-Committee means an advisory committee established by the Board for the purpose of assisting the Board with governance matters.

The Act means the Associations Incorporation Act 2015.

Wheatbelt NRM means Wheatbelt Natural Resource Management Incorporated.

Wheatbelt NRM Minute Book means the official register holding all signed Board meeting minutes.

Working Group means a temporary working party of selected individuals established for the purpose of gaining views, opinions and input on specific matters.

Appendix C – CEO Job Description

CEO Job Description

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Date of Approval:	10 December 2020
Contact Officer	Chairperson

Appendix D – Delegation of Authority

Delegation of Authority

Document Version:	V2.0
Date of Approval:	18 March 2021
Contact Officer	Chairperson

Appendix E – Board Calendar

Delegation of Authority

Document Version:	V1.0
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Contact Officer	Executive Assistant, Governance

Appendix F – Board Papers Cycle

Board Papers Cycle

Document Version: V2.0
Date of Approval: 10 December 2020
Contact Officer: Chairperson

Board Papers Cycle

ITEM	GENERAL MEETING (Working Days)
Board Directors discuss with Secretary or Chairperson agenda item request.	-9
Executive Officer, Governance drafts initial agenda. CEO and Chairperson discuss proposed agenda items and add to draft agenda.	-9
All supporting papers for agreed agenda items to be received by the Executive Assistant, Governance by close of business.	-5
Executive Assistant, Governance prepares the final draft of the Board Pack (Agenda and supporting papers) and sends to Chairperson and Secretary.	-4
The Board Pack is approved by the Chairperson.	-4
The Executive Assistant, Governance emails the Final Board Pack to Directors. Directors receive the Board pack	-3
Board Meeting is conducted.	0
Executive Officer, Governance drafts the minutes and send to the Chairperson and Secretary	3
Chairperson approves draft minutes for distribution.	1
Minutes are distributed.	3
Formal acceptance of the minutes.	Next meeting

Appendix G – Sub-Committees Terms of Reference

Audit and Risk Committee Terms of Reference

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Contact Officer: Chairperson

Business Development Committee Terms of Reference

Document Version: V1.0
Date of Approval: 10 December 2020
Contact Officer: Chairperson

Nominations Committee Terms of Reference

Document Version: V3.0
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Contact Officer: Chairperson

Appendix H – Non-Executive Director Remuneration

Non-Executive Director Remuneration

Document Version: V1.1
Date of Approval: 10 December 2020
Contact Officer: Chairperson

Non-Executive Director Remuneration

Office Holder Stipends

Office Holders will be entitled to an annual stipend paid pro-rata, and subject to a maximum annual entitlement payment that considers the stipend and all sitting fees, paid in accordance with the following table:

Position	Annual Stipend	Maximum Annual Entitlement
Chairperson	\$9,000	\$35,000
Deputy Chairperson	\$4,400	\$14,350
Treasurer	\$4,400	\$14,350
Secretary	\$4,400	\$14,350

Maximum Annual Entitlements include payments for Vehicle travel expenses.

Eligible Expenses

A Board Director is eligible to claim for sitting fees and other reasonable expenses as follows:
Eligible sitting fee expenses include:

- (i) Sitting fees for the attendance of scheduled general or Special Meetings of the Board;
- (ii) Sitting fees for the attendance of scheduled general or Special Meetings of a Sub-Committee;
- (iii) Sitting fees for other events approved by the Board; and
- (iv) Vehicle travel expenses (i.e. kilometre rate) per vehicle for attendance at meetings or events covered in (i), (ii), (iii) or (iv) above, based on the rate set by the Commissioner of Taxation¹, for 2020/21 that is 72c per kilometre.

Sitting Fee Rates

Sitting fees will be paid at the following rates:

Position	Half Day (<4 Hours)	Full Day (4+ hours)
Chairperson	\$500	\$770
Deputy Chairperson	\$410	\$630
Board Director	\$300	\$500
Sub-committee Chairperson	\$250	
Sub-committee member	\$170	

Other Eligible Expenses

Other eligible expenses include:

- (i) Preapproved conference, forum or workshop attendance fees;
- (ii) Preapproved training and professional development course fees;
- (iii) Preapproved travel expenses

In accordance with a proposal that includes a budget presented to, and approved by, the Board.

¹ Based on website data published by the Australian Taxation Office, last modified on the 30 July 2010 on <http://www.ato.gov.au/individuals/content.asp?doc=/content/33874.htm>.

Appendix I – Non-Executive Director Professional Development

Non-Executive Director Professional Development

Document Version: V2.0
Date of Approval: 10 December 2020
Contact Officer: Chairperson

Professional Development

Activity	Board Chair	Dep Chair of the Board	Director	Chair	Independent Chair	Travel per Kilometre	Notes
Meetings and Conferences							
NRM WA	770 or 500	630 or 410	500 or 300			72c	Rate as standard. Specify half/full day on attendance register
National NRM Chairs forum	770 or 500	630 or 410	500 or 300			72c and/or flight reimbursement	Rate as standard. Specify half/full day on attendance register
State NRM Conference	770 or 500	630 or 410	500 or 300			72c and/or flight reimbursement	Rate as standard. Specify half/full day on attendance register
National Landcare Conference	770 or 500	630 or 410	500 or 300			72c and/or flight reimbursement	Rate as standard. Specify half/full day on attendance register
Other Events and Meetings							
Required Attendance at Events	250	170	170			72c and/or flight reimbursement	Directors are required to present or handshake
Representative attendance at conference field day or events	250	170	170			0	Representing on behalf of Wheatbelt NRM (wearing our hat). No official capacity to our event
Personal attendance at conference field day or events	0	0	0			0	Attending an event in WNRN sphere without limiting capacity to chat us up. No formal capacity
Professional Development							
Attendance Fee at Training sessions paid by Wheatbelt NRM	0	0	0			0	Training fee is paid by WNRN, attendance fee is not. (Excepting training that is included as part of the Board meeting agenda ie cultural awareness training)

Appendix J – Contact Details

Contact Details

Document Version:	29 October 2020
Date of Approval:	-
Contact Officer	Executive Assistant, Governance