RECREATIONAL AVIATION AUSTRALIA

Governance Policies

V1.5

Recreational Aviation Australia Ltd

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Document Control

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POLICY: STRATEGIC ENDS

1 Our vision

The vision of RAAus is:

A Pilot in Every Home

2 Our mission

Safe, accessible aviation for all by being the industry leader in developing sport and recreational aviation for the fun and education of our members

2.1 How?

RAAus will achieve its strategic ends outlined in the Strategic Plan by focusing on our cornerstones:

- members: Our members are central to everything we do. We will encourage a safe, open and inclusive relationship with all of our members.
- promotion: We will promote our brand as a leader in the sport aviation sector.
- alliances: We will forge alliances based on mutual trust and respect with people and organisations internally and across the aviation industry.
- governance: We will govern our organisation with a focus on safety, integrity, transparency and accountability.
- modernisation: In continuing to use modern technologies and techniques we will engage with our members at all levels.

2.2 Why?

RAAus is the entry point for aviation. Whether it be for enthusiasts wishing to undertake safe and affordable aviation to attain qualifications for recreational purposes or those wanting to further develop their skills by continuing on to other aviation pursuits, RAAus is the first step.

2.3 What we do?

We provide an alternative means of training, pilot certification and aircraft registration with the points of difference being a robust but less onerous medical declaration system, ability for owners to maintain their own aircraft and a broad based public liability insurance scheme.

We advocate for appropriate regulation centred on improving safety and allowing our members the freedoms that are part of our DNA.

2.4 At what cost?

Constraints of government funding and delivery of affordable fee for service programs mean we:

- will make efficient use of company resources
- continuously improve programs, services and facilities
- invest in staff training and quality assurance and;
- maximise earnings from our commercial activities.

3 Values

The above cornerstones will allow us to be a lean and effective organisation with a commitment to safety, a strong performance based culture, a commitment to serving our members and stakeholders, ability to generate additional revenues needed and a skill set to educate and inform the community at large. We will continue to adhere to our corporate values, which are:

- safety above all else
- integrity and transparency in all of our dealings and decisions
- respect for others
- self-responsibility
- organisational unity
- professionalism
- enthusiasm for our movement and
- continuous improvement.

We need to focus on the issues in front of us by working together in a mature and pragmatic way.

We are facing increased demand and expectation from our members and stakeholders. We need to deliver high quality services centred on putting our members first. We are robust and resilient and we will face challenges in a united way and do everything we can to protect our members and our movement.

4 Our quality

RAAus is committed to services delivery of a high standard and an ethos of continuous improvement, through a focus on:

- organisational planning
- supporting our members with quality advice and support
- administrative support and

- human resource management.

POLICY: BOARD CHARTER

5 About the charter

This charter document outlines what RAAus expects of its directors and officers. It forms an agreement between directors and the organisation and applies throughout the term of a director's tenure with the organisation.

All directors will be asked to sign a declaration that they have read and understand their obligations under this charter and the applicable laws. Should a director at any point actively breach the terms contained in this document or any laws that apply to them in their capacity as a director of RAAus, then they agree that they will resign their position effective immediately.

The document may be revised from time to time and, as a signatory to the document, individual directors are taken to have exercised their right in approving the document. In doing so, each director acknowledges that he or she understands the changes and agrees to be bound by them as though they were signing a new agreement.

6 Governance

6.1 Board composition

The Board must have at least three and no more than seven directors per clause 34.1 of the constitution. In the event that the Board size falls below the minimum number of three, those remaining directors shall only act for the purpose of increasing the Board size to the required minimum and must not conduct any other business per clause 34.7.

The composition of the Board shall be determined by members by way of an election pursuant to clause 34.4. In the process of conducting such an election, the existing Board, or a sub-committee thereof, shall cause a nominations process to be conducted. These nominations shall take into account the skills and experience reasonably required to have oversight of the company per clause 34.5.

In doing so, the directors shall rely upon guidance material provided by a body such as the Australian Institute of Company Directors or an equivalent. The key competencies to be considered are:

- strategic expertise – the ability to review the strategy through constructive questioning and suggestion
- accounting and finance – the ability to read and comprehend the company's accounts, financial material presented to the Board, financial reporting requirements and some understanding of corporate finance
- legal – the Board's responsibility involves overseeing compliance with numerous laws as well as understanding an individual director's legal duties and responsibilities
- managing risk – experience in managing areas of major risk to the organisation
- managing people and achieving change
- industry knowledge – experience in similar organisations or industries
- understanding stakeholder expectations – RAAus Ltd is a member based organisation with many stakeholders including government regulators, the broader community, aviation business holders and the members themselves
- information technology – with the use of technology becoming more prevalent in today's environment it is important for directors to have a good grasp of IT concepts

The process used to determine the appropriate set of competencies from the above list will take into account:

- the existing competencies of the Board
- any competencies that may be lost as a result of directors retiring due to the election process
- competencies that may not currently exist but may be required as a result of Board decisions that have been made or are intended to be made

The process shall make the requirements known to all members eligible to be a director and call for a nomination statement from those members.

Any nomination that is received by the company should contain a statement demonstrating experience and skills relating to the required competencies that have been identified by the Board, however, a statement that does not address these requirements must not be withheld from the membership.

All nominations that are published must have all information relating to place of residence removed. Similarly, any information relating to flying experience or length of membership of RAAus shall be removed except to the extent that it addresses the competencies outlined above.

A process may be implemented whereby the current Board, or a sub-committee thereof, assesses the suitability of nominees and publishes information to that effect. This process may not, in any way whatsoever, be used to influence votes and cannot be used as a means of endorsing a candidate or expressing any preference. Any information published as a result of this process must be based on objective assessment of the nominee's demonstrated competencies.

The Board will only publish information relating to successful appointments to members after the nominees have been notified of the election results. If a nominee cannot be contacted within seven days of the results becoming known, then the Board may make the results known publicly. Notification of the results can be made using a method deemed appropriate by the Board and may include the use of electronic communication methods.

6.1.1 Role of the Board

The Board must carry out its responsibilities in accordance with the law, specifically it shall ensure that the company is, at all times, compliant with Section 198 of the Corporations Act 2001 which states:

> ***"the business of a company is to be managed or under the direction of the directors".***

To this end it is the Board's role to supervise the company in two main areas:

- overall business performance
- overall compliance performance

6.1.2 Overall business performance

Ensuring the company develops and implements strategies and supporting policies to enable it to fulfil the objectives set out in the company's constitution. The Board delegates the day to day management of the company but remains accountable to the members for the company's performance. The Board monitors and supports management in an on-going way;

6.1.3 Overall compliance performance

Ensuring the company develops and implements systems to enable it to comply with its legal and policy obligations (complying with statutes such as the Corporations Act 2001, adhering to accounting standards) and ensure the company's assets are protected through appropriate risk management.

In terms of achieving this, some of the Board's specific responsibilities are to:

- appoint a CEO and evaluate his or her performance

- set and review the medium and long term goals and strategic objectives of the organisation in consultation with management
- approve budgets
- monitor business performance
- approve large investments and any major financial decisions
- monitor the controls framework to ensure major risks are identified and managed
- challenge the assumptions of management
- ensure there are systems in place to enable accurate financial reporting and so the organisation complies with all aspects of the law
- ensure the continuing development of the executive management team
- determine appropriate remuneration for the executive management team
- make provision for succession planning
- communicate with members and other stakeholders
- be accountable to members.

To this end, the Board will not interfere in the day to day issues of the company, these shall be referred to management through the CEO.

All decisions will be made collectively by the Board and all directors share equal responsibility for those decisions. No director shall speak publicly against a decision of the Board once that decision has been made. Having said this, no director may be refused the right to challenge a decision made by the Board so long as such a challenge is made via formal Board communication channels or at a Board meeting subsequent to that at which the original decision was made.

Any decision made by the Board must be made on a basis of a simple majority. In the event of a tied vote the motion put before the Board will be considered to have been voted down. The Chairman does not have a casting vote per clause 25.2 of the constitution and nor shall he or she have any right to veto any decision made by the Board.

Except where another company policy is made to the contrary, all directors shall have the right to speak to members on behalf of the Board in relation to any decisions made by the Board. This right does not extend to the right to publicly denigrate or disagree with any decision and must only be exercised where the expressed views are consistent with the view of the Board. That is, the Board shall only ever have one voice and a single view though it may be expressed by individual directors. The Chairman, CEO or a delegate of either (made in writing), are the only people authorised to speak to media on behalf of the organisation.

6.2 Board involvement in operational matters

6.2.1 The appropriate role of a Board member

A Board is not another level of management. And even if it were, good management principles do not support the concept of 'front lining' (that is, going around managers to directly manage their staff).

As noted above, the Board's role is primarily one of due diligence:

- Monitoring the operation of the organisation to ensure that it is achieving agreed performance parameters
- Auditing financial and other operations to ensure that staff are operating with appropriate controls and motivations
- Setting appropriate stakeholder expectations and communicating results and
- ensuring regulatory compliance.

6.2.2 How does a Board intervene?

A Board may be asked (or feel it has a duty) to intervene in the operations of the organisation. Typically, these take one of two forms.

Directors are asked for help…

- in effect, the operational staff recognise that certain Directors have knowledge, skills, experience, contacts, or just plain energy that can be tapped in the pursuit of their objectives, and ask for help.
- in this circumstance, Directors are acting as voluntary helpers under the direction of operational staff. They do as they are asked to do. They do not make decisions about nor give direction to the tasks at hand.
- clearly, in this case, the key element is a request for assistance from operational staff, and the modus operandi of Directors is 'under staff direction'.

Directors feel a need to intervene…

- directors will inevitably feel a need to intervene from time to time.
- this can be occasioned by frustration at the rate of progress on an important initiative. This frustration is often borne of an over- simplification of what is actually involved in bringing the initiative to fruition.
- from a distance, nearly all tasks look straightforward. Real constraints are not usually evident until one is actually at the coal face. Those at the coal face will always be much more aware of the real constraints, and almost always much more experienced in the specific task to be

performed. Being on a Board does not magically imbue Directors with all knowledge, skills and experience necessary to operate an organisation, or any part of it.

- intervention by a Director directly with a paid staff member, or to an operational process or initiative, should be considered a last resort.
- several other options should be considered first, namely:
    - requesting that the CEO deal with the issue as a matter of urgency
    - requiring the relevant line manager to present the issue and its proposed resolution to the Board for discussion
    - the Board nominating a Director to investigate (without intervening) and report on the matter
    - appointing a specialist consultant to investigate and report on the matter
    - replacing the CEO.

There are circumstances where Directors should intervene. Usually these are in cases of dire necessity (read 'alarm'), rather than frustration. The following model is proposed as a means of dealing with this circumstance.

Matters in which intervention is suggested as a solution should be discussed thoroughly at Board level, and a high level of agreement (including that of the CEO) should be obtained. Directors must never act alone nor without full and frank Board discussion and agreement.

If intervention is the only reasonable option, the Board and CEO should ensure that the Director(s) appointed to intervene:

- have appropriate knowledge, skills and experience (availability is a necessary but insufficient criteria) and if not, such expertise should be brought in
- have a clear brief, including expected outcomes
- have appropriate time and resources to carry out the brief in a very short period of time (less than a month), and
- understand and have a clear plan as to how to hand the issue back to operational staff after the intervention.

6.3 Role of individual directors

There shall be no specific roles for any individual directors on the Board. All directors are expected to carry out their responsibilities as enshrined in the Corporations Act 2001.

6.3.1 Care and diligence

To act with the degree of care and diligence that a reasonable person might be expected to show in the role (section 180). The same duty is imposed on directors at common law. Recent court cases have emphasised this duty in relation to the approval of financial statements (Centro case) and Board approval of statements issued by a company (James Hardie cases). There can also be a breach of this duty by causing a company to enter into risky transactions without any prospect of producing a benefit or where management fails to inform the Board of matters which clearly should have been brought to the Board's attention. The business judgment rule (discussed below) provides a "safe harbour" for a director in relation to a claim at common law or under section 180.

6.3.2 Good faith

To act in good faith in the best interests of the company and for a proper purpose (section 181), including to avoid conflicts of interest, and to reveal and manage conflicts if they arise. This is both a duty of fidelity and trust, known as a ‘fiduciary duty’ imposed by general law and a duty required in legislation.

6.3.3 Improper use of position

To not improperly use their position to gain an advantage for themselves or someone else or to the detriment to the company (section 182).

6.3.4 Improper use of information

To not improperly use information they gain in the course of their director duties to gain an advantage for themselves or someone else or to the detriment to the company (section 183). Where a Board member has a material interest (financial or otherwise) in any related business, be that aviation or another business linked to the activities of the company, that director shall:

- disclose that interest to the other directors in writing as soon as the interest becomes known
- not use or make reference to their position as a director, either implicitly or explicitly, in writing, verbally or any other way, when conducting business with RAAus, a member or any other unrelated party
- honour any decision made by the remaining directors in relation to the way in which that interest is treated during Board discussions or when the Board is making decisions that may be affected by that interest

6.3.5 Dereliction of duty

In carrying out their duties as a director, all Board members are responsible for recognising dereliction in their duties and are required to step down voluntarily should they not be able to meet the requirements of the role.

6.3.6 External roles of directors

Directors will not engage in an external role additional to their position as a director with RAAus, either paid or voluntary, where such an appointment compromises their ability to sufficiently carry out their duties with RAAus. Where a director does take on such a role and is no longer able to devote sufficient time and attention to their RAAus duties, they shall immediately report this to the Board and resign from their position.

Directors will not accept a position on any other aviation related Board while they currently hold a position on the RAAus Board.

6.3.7 Conflicts of interest

RAAus Directors may have real/actual, perceived or potential conflicts of interest during the course of their duties. All interests in the matter being considered, not limited to pecuniary gain, must be declared. If there is any doubt as to the relevance of an interest, a Director must declare it so that any potential conflicts can be considered. Directors are elected because they are relevant experts or have relevant skills so there is an expectation that they may have some interest relevant to the aviation sector. Having knowledge, an interest or a point of view about the sector or the does not of itself create a conflict of interest.

Examples of interests that members must declare include but are not limited to:

- a financial or economic interest such as the ownership or control of businesses or assets related to the sector
- any employment by a business or organisation relevant to the sector
- any membership of a group or organisation relevant to the sector
- projects or campaigns that the Director or the Director's organisation/group has or has planned that are relevant to the sector
- a direct family member or close associate having such an interest.

Any of these interests may or might reasonably appear to or be thought to impair the ability of the member to perform their duties properly and objectively in relation to the matter being considered. Determining if a conflict of interest exists should be undertaken by the Board on a case by case basis and may evolve or become evident during a discussion. The process for declaring and dealing with a conflict of interest is outlined in the section below.

6.3.7.1 Managing conflicts of interest

Disclosure of interests to the Board is provided under the Corporations Act 2001.. Conflicts of interest should be disclosed as soon as they become known and that any disclosures are to be recorded in meeting minutes. Regardless of whether it is done prior to or at the start of a meeting, it must be done for every meeting.

The disclosure must include:

- the nature and extent of the interest
- how the interest relates to the issues under discussion.

Unless the Board decides otherwise, the member making the disclosure must leave the meeting while deliberations and decisions are made about the matter where a conflict exists. This includes any discussions about decisions to allow the member to be present during deliberations on the matter in conflict. The decision that is made about them remaining in any deliberations or decision making is made without them present. This should then be recorded in the meeting minutes.

If the Board decides at any time that a conflict of interest exists and that this conflict is likely to interfere with the Board's consideration of a particular issue(s), the Board may:

- decide that the member who has disclosed the conflict of interest should participate in the discussions concerning the issue, but not in formalising the advice or decisions (in such cases, the member should be asked to retire from the meeting while the decision about their participation is made); or
- ask to hear the member's views on the issue and then require him/her to retire from the meeting while it is discussed by the other members and the advice or decision is formalised.

Where a Board member considers that another Board member may have a conflict of interest which has not been previously declared, that member who raised the matter should alert the Chair and seek to have it clarified.

Papers and agendas are circulated prior to any meeting and Directors are responsible for making a decision as to the need to disclose any relevant interest and its nature prior to the meeting. Once disclosed other Directors should then discuss the nature of the interest, decide if there is any conflict of interest, and what action should be taken when that item is discussed.

It is important to recognise that conflicts may also arise during the course of discussions and if a Director becomes aware of a relevant interest during the course of a discussion, they must immediately disclose the interest and the Board must consider how the disclosure is to be dealt with at that point. Again the Director making the disclosure must not be present during that discussion. Directors with a conflict of interest should be excluded from participating in the discussion and recommendation only if the matter being considered can have a direct benefit to the individual member or member's business/organisation/group rather than all people/businesses/ organisations/ groups equally.

If the Board cannot agree as to whether a conflict of interest exists or on the appropriate action to be taken, it is the responsibility of the Chair to decide on the appropriate course of action.
The Chair should ensure that the minutes of the meeting record the declared interests of Directors, invited participants and observers and reflect the Board decision(s) in regard to any conflict(s) of interest, and confirm that these are put into effect at the appropriate point(s) in the meeting.

These conditions apply regardless of whether or not the meeting is face to face, a teleconference or any other medium (e.g. video conference)..

6.3.8 Meetings

Directors are required to prepare for and participate in Board and committee meetings, and other activities of the organisation from time to time.

Passive directors that do not actively participate in the affairs of the company will not be tolerated. All directors are expected to actively engage in discussions at, and in between, Board and committee meetings to promote the efficient conduct of business. Information relating to performance will be considered during Board evaluations and made available to members.

Directors are required to conduct themselves in accordance with generally recognised procedures and protocol for meetings.

6.3.9 Staff interactions

Directors are encouraged to form a strong working relationship with staff members of RAAus Ltd. This relationship does not extend to favours and staff are required to report any undue influence that may be exerted by directors to the CEO for follow up with the Chairman. In the event that the Chairman is the person who has engaged in improper conduct, the CEO will communicate this to another director(s) and the Board will be required to deal with the matter.

6.4 Role of the Chairman

The Chairman has two primary areas of responsibility:

- inside of the boardroom
- outside of the boardroom.

6.4.1 Inside the boardroom

- act as the primary link between the Board and the company without inhibiting direct access of fellow directors,
- establish and maintain an effective working relationship with the CEO,
- set the tone for the Board including the establishment of a common purpose
- chair Board meetings efficiently and shape the agenda in relation to goals, strategy, budget and executive performance
- obtain appropriate information to present to the Board
- encourage contributions by all Board members and seeking consensus when making decisions,
- motivate Board members and where appropriate dealing with underperformance
- institute the process for appraising Board members individually and the Board as a whole
- oversee negotiations for the CEO's employment
- plan for the succession of senior executives, including the CEO
- assist with the selection of Board committee members

6.4.2 Outside of the boardroom

- communicate with members on matters of governance
- chair general meetings, annual and extraordinary general meetings (AGMs and EGMs)
- be available to speak with key stakeholders

The Chairman can only be effective while he or she retains the confidence and respect of Board members. The Chairman is appointed by the directors and an underperforming Chairman may be asked to step down by the directors.

It is the responsibility of the Chairman to be introspective and to put the interests of the members and the Board first and step down if they see that their performance in the role is lacking.

6.5 Role of the company secretary

The Company Secretary may be a Board member or another member of the senior staff. In all cases the Secretary is considered an 'officer' of the company (section 9 of the Corporations Act 2001) and shares many of the same legal obligations and duties:

- to exercise their powers and discharge their duties with care and diligence (section 180).
- to exercise their powers and discharge their duties in good faith and for a proper purpose (section 181).
- not to improperly use their position to gain an advantage for themselves or someone else, or to cause detriment to the company (section 182).
- not to improperly use information obtained by virtue of their position (section 183).
- it is also a criminal offence if a company secretary is either reckless or intentionally dishonest and fails to exercise their powers and discharge their duties in good faith in the best interests of the company, or for a proper purpose (section 184).

The Company Secretary shall not engage in any other role outside of RAAus, either paid or voluntary, without the prior written approval of the company except to the extent that these roles existed and were declared prior to their appointment.

6.6 Role of the CEO

The CEO is the head of the executive team and manages the day to day operations of RAAus, its people and resources. The CEO is required to implement the strategy approved by the Board and ensure that the organisation's structure and processes meet the strategic and cultural needs of the organisation. The CEO has the right to rely on the Board for clear direction, mentoring and support. This information should be captured in writing or in discussion between the Chairman and the CEO. Specific CEO responsibilities include:

- developing and recommending business plans for the Board's consideration.
- submitting reports, budgets and financial statements to the Board.
- implementing all approved plans, policies and programmes and achieving agreed targets.
- overseeing the financial management of the organisation.
- maintaining awareness of the business, economic and political environment as it affects the organisation.
- overseeing the effective operation, administration and development of the company.
- protect and enhance the image and reputation of the company.
- ensuring compliance with legal and regulatory obligations.

Specific's on the role and its responsibilities must be written into the employment contract for the CEO.

7 Key Board functions

The Board is responsible for a number of functions related to overseeing the management of the company. At a high level these relate to the good governance of the organisation by ensuring that the company has good direction, that this is communicated to the relevant people throughout the organisation and that it is effectively implemented.

7.1 The Board and strategy

The Board has primary carriage of the strategic direction of the organisation. To achieve this the Board shall, not less than once a year, revise the strategic plan of RAAus.
This plan must take account of the needs of the organisation as a whole including members and direct stakeholders together with the broader needs of the community at large where these may affect decisions made by the company.

Consideration must be given to addressing the immediate needs of the organisation together with the longer term strategic objectives of RAAus.

Any process that the Board puts in place must involve the Board, the CEO and senior staff as well as, where appropriate, other major stakeholders in the organisation.

7.2 The Board and the CEO

The Board will liaise with the CEO primarily through the Chairman or, where the Chairman is not available, through another person appointed for the purposes of ensuring clear communication. Communication may take place in any form as agreed by the CEO and Chairman and may include verbal or written methods.

Where a Board direction is given the CEO will have the right to request such a direction in writing for clarity and transparency and to ensure accountability of the Chairperson and other directors.
Should the CEO not be available, the Board will be responsible for appointing an interim CEO until the CEO returns or a new one is appointed.

In the event that an absence of the CEO is foreseen such as when the CEO takes leave, the CEO shall make a recommendation to the Board as to who is suitable to replace him or her during their absence.

When the CEO gives notice to vacate their position in accordance with their contract, or where the CEO is removed by the Board, the Board is responsible for ensuring that the organisation remains operational during that period. Succession planning for the position is the joint responsibility of the Board and CEO and the CEO must give the Board as much notice as is practical if they do not intend to renew their contract when it expires. In any case, the ordinary period of notice for the CEO position must not be less than 3 calendar months.

7.3 Risk management

The Board is responsible for managing the risk exposure of the company. This includes the development of policies relating to risk appetite, financial delegations, delegation of authorities and so forth.

The Board may delegate some of these tasks to a sub-committee but this sub-committee must have defined parameters and guidelines within which to operate. It is important to note that although the Board may have delegated some of the work to a sub-committee, the responsibilities as far as decision making are concerned rest with the Board itself and cannot be delegated away to another person or group of persons.

7.4 Compliance

The Board is ultimately responsible for all compliance matters for the company. Directors must take all steps that are reasonable in order to ensure that they are satisfied that compliance has been achieved.

In the context of RAAus, compliance matters may be related to a range of areas including but not limited to the following:

- aviation laws and regulations
- company law
- workplace laws
- health and safety
- tax compliance
- compliance with the RAAus Ltd. constitution

7.5 Policy framework

All policies related to the strategic direction of RAAus and governance of the organisation, including this document, are the responsibility of the Board.

The directors must implement a procedure for ensuring that policy documents remain current and up to date. This procedure must include provision for removing policies that are no longer relevant, creating new policies in line with the changing environment in which the organisation operates and adjusting other policies where appropriate.

The creation of management policies will be the responsibility of the CEO and his or her subordinates, however, it remains the responsibility of the Board to ensure that these policies provide RAAus with the protections that it requires. This includes compliance with relevant laws and regulations, adherence to the company ethos and philosophy as directed by the Board and consistency with the interests of members and the company as a whole.

7.6 Networking

The Board and CEO are responsible for networking on behalf of the organisation. All directors and the CEO must adhere to only communicating those views of the company and not their own.

7.7 Board solidarity

The position of a Board member is one of trust and not one of power. It is not acceptable to be appointed to the Board by members only to undermine the authority and decisions of the Board by expressing a personal opinion that conflicts with that of the Board. All directors and members must adhere to the direction of the Board where a decision has been made in accordance with the constitution and this charter.

Board solidarity means that a decision taken in proper form by the Board is a decision of all Board members. Individual directors must not act in a manner as if it hadn't happened, or criticise it to outsiders. Nor shall they keep agitating outside of the Board for their own proposition.
Although this may sometimes present difficulties for directors, because boards may make decisions that an individual may not want to be associated with, the directors must respect the decision nonetheless.

It must also be noted that some decisions that may go against the opinions, or even the interests, of certain groups within the membership – some of whom can be among those electing members to the Board – these interests must not be put above the interests of the organisation as a whole.
Directors cannot disrespect the Board's decisions. It is a directors' responsibility to communicate the decision, explain to members why it was taken and defend the position.

It is important to note that a company is in the eyes of the law a legal person and only one legal person, which means that it can only have one opinion at a time.

Any director that cannot conscionably defend their position as a director may consider resigning. A director may continue to press their views within the Board if they feel there is a chance of having the decision overturned. No director may be refused the right to challenge a decision made by the Board so long as such a challenge is made at a Board meeting or via Board communication channels subsequent to the meeting at which the original decision was made.

7.8 Member and stakeholder communication

All directors and the CEO must adhere to only communicating those views of the company and not their own.

As noted above, except where another company policy is made to the contrary, all directors have the right to speak on behalf of the Board in relation to any decisions made by the Board. This right does not extend to the right to publicly denigrate or disagree with any decision and must only be exercised where the expressed views are consistent with the view of the Board. That is, the Board must only ever have one voice and a single view though it may be expressed by individual directors. Moreover, this right does not extend to discussing confidential matters including, but not limited to, staff payments and salaries, commercial in confidence material, legal matters, etc.

7.9 Decision making

Decisions making at the Board level will be based on a one person, one vote system. The Chairman has no ability to decide a matter in the event that a vote is tied and also has no rights to veto any subject or decision.

In the instance that a conflict of interest arises from any person on the Board, this conflict must be disclosed. In accordance with clause 43.3 of the constitution, the director with that conflict must not partake in any part of the decision making process including discussions about the decision itself. The Board may, however, permit such participation if they satisfy themselves that the conflict will not affect the ability of that director to make an impartial decision that is in the interests of the company. When making such a decision, the directors must give due consideration to the type of the conflict, its relevance to the decision being made and their ability to assess whether a reasonable person in that position would be able to cast aside the conflict in favour of making an objective decision that favours the company. The director who has declared the conflict must not partake in the decision making process carried out to determine whether they may participate in the underlying decision.

In the event that a director with a conflict is allowed to participate, their participation must be carried out in accordance with clause 43.4 of the constitution with all relevant information being recorded appropriately.

In the event that a director is removed from a decision making process due to such a conflict existing, that person is still considered to be present for the Board meeting in accordance with clause 47.2 of the constitution.

8 Improving Board processes

The Board must ensure that the processes it implements are frequently revisited with a view to improving their efficiency and effectiveness.

8.1 Board meetings

No less than two Board meetings will be conducted each calendar year on a face to face basis as per clause 44.2 of the constitution. More meetings may be held if the Board deems it necessary, however, there is no compulsion to hold these meetings in a face to face setting.
Board meetings may be held using electronic means as agreed from time to time by the directors. Moreover, out of session decisions may be made using circular resolutions in accordance with clause 50 of the constitution. These decisions may be made using electronic means such as a Board portal or email. Such decisions must be minuted as Board resolutions.

All directors are entitled to attend all Board meetings as well as meetings of all committees they sit on.

Attendance at Board meetings will be at the cost of the organisation and non-attendance will be noted and published to members as part of the ongoing Board performance appraisals.
The company must contact directors to make travel and accommodation arrangements prior to the meeting. Where a lack of response from a director results in additional costs to the company, that director will be responsible for the difference between the original costs and the new costs as a result of inaction from the director.

In the event that the director wishes to use their own aircraft to travel to and from a meeting, the company is only responsible for the costs that would have been incurred if that director had used regular public transport (including commercial airlines) or their own motor vehicle, whichever would be the lesser of the two.

For both Board and committee meetings, the Board should be provided with not less than 30 days' notice (less time can be given for dealing with urgent matters at the discretion of the chairman):

- the meeting place and time
- who will attend – some meetings may include management
- how to communicate, including consent by all directors to use specific technology

8.2 Board meeting agendas

Board meeting agendas must be made available to directors no less than 21 days prior to the meeting.

Directors wishing to submit material for the agenda must make a request not less than 28 days prior to the meeting. The only exception to this rule is in the event of an emergency.

8.3 Board papers

Board papers to be considered at a Board meeting must be submitted to the Chairman no less than 21 days prior to the Board meeting.

The Board papers must be distributed to directors not less than 14 days prior to the meeting. Agenda items may be presented verbally by Board members, however, agenda items that have a Board paper that has not been submitted in accordance with this charter document will be struck from the agenda. The only exception to this rule is in the event of an emergency.

All directors must read the Board papers prior to the meeting and sign a declaration to that effect at the commencement of the meeting.

Any failure to read papers prior to Board meetings will be noted and this information published to members.

Board papers shall be made available to directors using electronic means. Except under special circumstances, RAAus will not provide hard copies to any director.

8.4 Minutes

The Corporations Act 2001 in section 251A(1) provides that:

> *"a company must keep minute books in which it records within one month proceedings and resolutions of directors' meetings (including meetings of a committee of directors)."*

Compliance with this requirement is the duty of the Company Secretary and a prime duty following the meeting. The company must ensure that the minutes are signed 'within a reasonable time' after the meeting by the chairman of the meeting or the chairman of the next meeting.

8.5 Board calendar

The Board will publish a Board calendar with meetings and other commitments and make this available to all directors.

8.6 Committees

Except where prohibited by the constitution the Board may delegate some powers to a committee under section 198D of the Corporations Act 2001. Any delegation made under this provision must be minuted.

It should be noted that when directors delegate a power under section 198D of the Corporations Act 2001, they remain responsible for the exercise of the power by the delegate as if it had been exercised by the directors themselves.

The committees may be standing committees that are called upon on a regular basis or they may be formed on a sporadic basis to perform one off tasks.

Should the Board wish to form a committee it must prepare a committee charter prior to the delegation being given. No committee may be formed without such a charter.

If a committee does not meet within six months of being formed then it will be dissolved automatically as though it was never formed.

8.6.1 Committee charters

All committees must have a clear purpose outlined in a written charter. Committee charters will state the following:

- role, purpose and responsibilities
- scope of authority, extent of power and decision making abilities
- membership requirements and procedure for meeting attendance by non-committee members
- composition and structure
- frequency of meetings
- terms of access to internal and external resources and information

- requirements for reporting to the Board
- special powers of the committee chair
- tenure

Where a committee does not perform its duties according to the charter it may ask that the charter be amended or the committee may be reviewed by the Board.

8.6.2 Standing committees

The following list of Committees has been agreed by the Board. The Board may choose to form the following Committees at different times.

Committee	Role
Governance	Ensure effective Board processes, structures and roles, including retreat planning, Committee development, and Board evaluation; keeping a list of potential Directors, orientation and professional development, advise the Board on any governance issues including changes to the law and governance best practice. Supporting documentation to be developed for Board processes and advise the Board on changes to the Constitution as the need arises.
Finance	Oversees development of the budget; ensures accurate tracking/monitoring/accountability for funds; ensures adequate financial controls.
Risk & Audit	Agrees critical risks and ensures that management (or if more appropriate, the Board) is monitoring those risks and have robust treatment strategies in place in case the risks do occur.
Remuneration Committee	To monitor and review the CEO's performance annually and to set the CEO's terms and conditions of employment.

8.6.3 Amending the committee charter

In the event that the Board deems it necessary to amend a committee charter or the committee makes such a request by its own volition, the Board must consider the amendment at the next Board meeting or use another communication channel between meetings to assess the merits of the request.

Should an amendment be made, the Board may reconsider all aspects of the committee including its composition.

If no decision is made within six months of request being made the committee will automatically be dissolved.

8.6.4 Dissolution of a committee

Should the Board decide that the committee is not performing as desired it may elect to dissolve the committee.

The criteria outlined in the committee charter will form the basis for assessing performance of the committee.

8.6.5 Costs

The costs associated with holding of committee meetings shall be borne by the company. The committee chair will prepare an estimate of costs for any planned meeting to be approved by the Board prior to any meetings being held. The Board may elect to meet costs incurred prior to seeking such approval, however, RAAus is not automatically liable for such costs.

If costs for a committee have been included in the company budget, then approval may be sought from the CEO. The CEO may elect to meet costs incurred prior to seeking such approval, however, RAAus is not automatically liable for such costs.

9 Board effectiveness

The Board must always strive to meet the utmost standards of conduct and quality when conducting its business. To this end, the Board is accountable for its actions and the effectiveness of the Board will be assessed on a regular basis. Performance of the Board shall also be made available to members for transparency.

At the same time, the directors are entitled to be shielded from adverse actions against them, except where the Corporations Act 2001 allows such actions to be taken. Moreover, the company will provide reasonable resources to directors to ensure that they remain up to date with their ongoing obligations once they have been appointed to the Board.

9.1 Director protection

All directors of the company are entitled to be protected by the insurance policies of the company.

In the instance that the company does not hold such insurances the directors have a right to take out personal cover to that effect and be reimbursed by the company.

9.2 Board evaluation

The Board will undergo performance appraisals and make the results of such appraisals available to members at each annual general meeting and via electronic means at other times. The members will have access to results from no less than the previous three appraisals. The following guidance shall be adhered to when conducting the appraisals.

9.2.1 Purpose and objectives of the appraisal

The purpose is to objectively measure the performance of the Board against criteria that have been set. These criteria may extend beyond the following but must, at a minimum, include:

- number of Board meetings held and number attended
- number of decisions made versus participation
- changes in key positions such as the Chairman
- length of term of each director

9.2.2 Who will be evaluated

All directors will be subject to the same appraisal on all occasions. If a Board member refuses to be assessed or cannot be assessed for any reason, this information will be made available to members. The Board member in question will also have the right to pen a statement to members giving cause as to why they did not make themselves available. In the instance that a director chooses to make such a statement, the statement will be limited to no more than 100 words.

Board committees that are in place for more than two years must also be appraised at least once every two years. Should such a committee have a life expectancy of less than one year when an appraisal is due, that committee may not be subject to an appraisal if the directors so choose.

9.2.3 How evaluations will be conducted

The evaluation will be done using a method acceptable to the Australian Institute of Company Directors or an equivalent body and will be conducted by an independent party. Should the Board wish to assess its performance more than once per year it may decide to choose another method but must still publish the results to members.

Consideration will be given to compliance with internal Board policies and documentation including the relevance of this material and an assessment of whether they reflect the current environment.

For individual directors, consideration will be given to the criteria used during selection of the Board member and their performance in relation to that criteria.

9.2.4 Who will be involved

The appraisal must involve all directors, senior staff and may draw on members from time to time. In the case that members are asked to participate in the performance evaluation, those members that are chosen must have no existing relationship with the directors undergoing the evaluation. That is, they must be independent.

9.2.5 Frequency of evaluation

The Board will conduct appraisals not less than once per year. The directors may conduct more than one per year if they so choose.

9.3 Director remuneration and reimbursement

9.3.1 Director remuneration

Directors may be remunerated in accordance with cl40 of the constitution. Should such a payment be considered it must be approved by the members prior to any payment being made. This approval must be sought by a resolution passed by not less than 50 per cent of members present at a general meeting.

9.3.2 Director reimbursement

Directors will be reimbursed for out of pocket expenses incurred during travel to Board Meetings and during other RAAus approved and budgeted travel.

Directors may be reimbursed for out of pocket expenses incurred for other approved and un-budgeted RAAus related business. Where appropriate, RAAus will reimburse Directors for out-of-pocket expenses and costs reasonably incurred in carrying out RAAus business. Reimbursement is subject to prior approval by the Board Chair or CEO, or if they are related to the Chair the prior approval of the Rick and Audit Committee Chair, for expenses up to $1,500 and a majority of Directors for expenses exceeding $1,500.

RAAus must be provided with the required documentation supporting all expenditure claims and the appropriate form must be submitted to the finance office for a claim to be processed.

RAAus uses published Australian Taxation Office rates for reimbursement.

9.3.3 Directors Right to Seek Independent Professional Advice

Occasionally, an individual director or group of directors may need to consider seeking professional advice independently of the board and the organisation in order to effectively deal with an issue. That advice may be for the benefit of the organisation generally, or even only for the benefit of the board discretely from management.

A board member is entitled to seek independent professional advice (including but not limited to legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities (not of the responsibilities themselves), in accordance with the procedures and subject to the conditions set out below:

1. The board member must seek the prior approval of the chair (or RAC chair if the request is from the chair) having regard to the relevant circumstances;
2. In seeking such prior approval, the board member must provide details of:
    - the nature of and reasons for the independent professional advice to be sought;
    - the likely cost of obtaining the independent professional advice; and
    - details of the independent adviser the board member proposes to instruct.
3. The approval of the chair (or RAC chair if the request is from the chair) must not be unreasonably withheld.
4. Advice sought must be in a written format that where advice is received individually by a director at the company's expense, provided that any privilege attaching to the advice is not compromised and the other directors request the advice, the advice might also be shared with other board members for information purposes.

As board members act in a collective capacity where trust and confidence is valued and consensus decision making is favoured, directors should exercise any right to take individual expert professional advice sparingly and only in circumstances where the director has a legitimate and significant reservation as to the matter upon which the advice is sought, and which reservation the board and its professional advisers (as appropriate) are not able or are not willing to address to the reasonable satisfaction of the director.

9.4 Director selection

The Board may appoint a nominations committee to draft the selection criteria for future directors. Any such criteria must comply with those that are outlined in this charter.

9.5 Director induction

Directors shall be given access to all materials that a director may reasonably be required to have access to. At the time of appointment each director must sign a declaration stating that they have read and agreed to the terms outlined in this charter and upon receipt of this declaration, shall be granted access to the required material.

Incoming Directors will receive a 'Director Induction Pack' which contains copies of/links to:

- the most recent Board minutes
- all Board-level policies
- RAAus's Constitution
- recent meeting papers (including year-to-date financial statements)
- the organisational chart
- the most recent Annual Report
- Board contact list
- Board Charter
- Code of Conduct
- Code of Ethics and Proper Practice
- Strategic Plan
- Current Operational Project Plan

Each director will be given the opportunity to spend face to face time with the Chairman and CEO prior to commencement of their term.

9.6 Director development

The directors may pass a resolution to approve expenses relating to Board development. When Board development is considered it must be provided by a formal body and only those costs related to the delivery of the development, accommodation and reasonable expenses incurred by the directors must be approved.

In the event that a director voluntarily resigns from their position prior to their term expiring, RAAus may seek to recover the costs of any professional development that has been provided to them in the previous 12 month period.

Directors that do not intend to renominate for an additional term are not eligible for professional development in the final 12 months of their term.

9.7 Cost of governance

The Board recognises that poor governance is a cost to RAAus and thus will invest in training and development to increase its governance capacity and performance.

RAAus may provide training for Directors, whether new or existing, in order to enhance their capacity for governance excellence. The Board will carry out a review of its performance annually.

All costs associated with governance training will be prudently incurred, though designed to ensure the development of the highest standard of governance.

9.8 Elections

Each elected Director must be re-elected by the membership after three years on the Board, and be on the Board for no more than 9 consecutive years unless a vacancy exists.

The constitution provides, at clause 34.4 and 34.5, how directors will be elected and requires an acceptable method of election as defined by the Australian Electoral Commission.

In electing directors RAAus first needs to put in place an appropriate method for election.

The voting method is to be reviewed annually in July to ensure compliance with AEC, clarify of retiring directors and positons vacant.

10 Board practice

10.1 Board culture

RAAus's Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following 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 Directors.
- 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 Directors 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."
- Norms
    - directors are honest yet constructive.
    - directors actively seek out, and are there to challenge other people's views and contributions, leadership, each other and the dominant view.
    - directors spend most of their time on important issues.
- Values
    - the Board serves the community by actively participating in governance.
    - the Board is responsible to RAAus's various stakeholders.
    - directors are personally accountable for what goes on at RAAus.
    - the Board is responsible for maintaining RAAus's stature in the sector.
    - directors respect each other.

10.2 Reporting

- proceedings of all meetings are minuted and signed by the Chairperson 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 and retained as part of the minutes of the meeting.

10.3 Observers

Members may attend Board meetings (except as described below):

- members are not permitted to attend any part of a meeting, or a meeting of a Board sub-committee, where matters of a confidential nature are to be discussed.
- members will be required to leave the meeting when a chair resolves that the meeting be held "in camera"
- members are not permitted to electronically record the proceedings of any part of a meeting except with the approval of the chair.
- members will not be able to ask questions or make comments during the meeting, unless invited by the chair.
- failure of a member to comply with this policy may result in the removal of that member from the meeting.
- the chair is the sole adjudicator on matters of confidentiality.

10.4 Meeting resolutions

At the conclusion of each meeting any resolutions passed will be added to the master resolution list held by the administration office. Resolutions will be available to members following each meeting.

10.5 Meeting communication

At the conclusion of each meeting the chair and CEO will prepare a Board communique for the purposes of sharing information with members. The communique will summarise the salient points from the meeting and be circulated to members within seven days of the close of the meeting.

POLICY: LINKAGE-BOARD AND CEO INTERRELATIONSHIPS

11 Overarching CEO limitation

The CEO shall not deliberately cause or allow any practice, activity, organisational circumstance, or decision which is in any way unethical, unlawful or imprudent or which violates any Board policy or expressed Board values, or any commonly held business or professional ethic.

11.1 Board and CEO linkage

The Board's sole official link with the operations of RAAus, its achievements and its conduct will be through its CEO. The roles of the Chair and CEO are strictly separated.

The CEO is responsible for:

- policy implementation at an operational level
- the efficient and effective operation of RAAus
- 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.

11.2 Board to CEO delegation

The Board delegates to the CEO responsibility for implementation of its Strategic Ends Policies and CEO Limitations Policies. The Board allows the CEO to use any reasonable interpretation of these policies to achieve the intended results. Accordingly, the Board will develop:

- Strategic Ends Policies that make clear its instructions to the CEO for the achievement of results or outcomes; and
- CEO Limitations Policies that provide the framework within which the CEO is expected to work, offering boundaries of prudence and ethics.

All Board authority delegation to staff is delegated through the CEO to whom in turn staff are accountable. The Board will never give instructions to persons who report directly or indirectly to the CEO.

The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.

As long as the CEO uses any reasonable interpretation of the Board's Strategic Ends Policies and CEO Limitations Policies he/she is authorised to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

The Board may change its Strategic Ends and CEO Limitations Policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the Board will respect and support the CEO's choices.

Only decisions of the Board acting as a body are binding on the CEO.

The CEO is not restricted from using the expert knowledge of individual Directors.

The Board will view the CEO's performance as the same as organisational performance so that achievement of the Board's Strategic Ends Policies and non-violation of CEO Limitations Policies will be viewed as successful CEO performance.

11.3 Monitoring CEO performance

The Board's evaluation of the CEO's performance will be assessed against agreed CEO outputs, i.e. achievement of the Board's Strategic Ends Policies and non-violation of CEO Limitations Policies.

The purpose of monitoring the CEO's performance is to determine the extent to which the Board's policies are being met. Only objective criteria will be used in this assessment.

The Board will acquire monitoring data by one or more of three methods:

- by internal report, in which the CEO discloses compliance information to the Board
- by external report, in which an independent, third party selected by the Board assesses compliance with Board policies, and

- by direct Board inspection, in which designated Directors assess compliance with the appropriate policy criteria. In every case, the standard for compliance shall be any reasonable interpretation of the Board policy being monitored.

There will be established an agreed-upon time when the CEO and the Chair (or designated committee) meet annually to carry out a formal 'wrap-up' appraisal based on the criteria agreed to and set at the beginning of the monitoring period. The format and process for this meeting will be negotiated and agreed upon between the CEO and the Chair/committee.

All policies that instruct the CEO will be monitored at the frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the routine schedule shown in the Strategic Ends section.

If at any time the Board engages an outside evaluator to conduct an assessment of the CEO's performance, the process followed by the outside evaluator is the same as for other approaches, i.e. based on the achievement of Strategic Ends and non-violation of limitations policies.

POLICY: CEO LIMITATIONS

12 Financial condition

With respect to the actual and ongoing financial condition and activities, the CEO shall not deliberately cause or allow any activity or circumstance which threatens RAAus's economic and financial viability or deviates from Board priorities as defined in the Board's Strategic Ends Policies. Accordingly the CEO shall not:

- cause RAAus to incur unauthorised indebtedness.
- use any organisational funds other than for the furtherance of its purposes and priorities as approved by the Board in its Strategic Ends Policies.
- use restricted or 'tagged' contributions for any purposes other than those designated.

13 Delegations

Financial and other delegations approved by the Board are set out in the Delegations Procedure. It is the responsibility of the CEO and all delegated staff to ensure that this procedure is adhered to.

14 Budgeting/financial planning

Financial planning for any financial year or the remaining part of such a year shall not deviate from the Board's Strategic Ends priorities, risk financial viability, or fail to reflect long term priorities.

Accordingly, the CEO shall ensure that budgets:

- contain sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- contain expenditure in any financial year that is manageable in light of funds that are conservatively projected to be received in that period.
- meet the costs of expenditure as identified in the Cost of Governance policy.
- are consistent with the following financial performance indicators:
    - CURRENT RATIO to remain in the target range 20 – 50, recognising that RAAus is a cash healthy company
    - SURPLUS/DEFICIT as agreed in the budget.
- or other target numbers for these financial performance indicators or other financial performance indicators as set by the Board

Budgets for all cost/profit centres should be produced annually and presented to the Board for their approval.

15 Investments

RAAus's investment assets are to be invested in such a way as to maximise long term total returns consistent with prudent levels of risk and the RAAus overarching risk appetite. Sufficient liquidity to enable RAAus to meet its day-to-day financial commitments should be maintained. Returns should enhance the real value of the assets until the funds have been released to meet RAAus's needs.

Accordingly, the Board authorises the establishment and maintenance of an investment account/s for the purposes of maximising the interest that RAAus can earn on its funds, subject to the conditions that adequate security protections are put in place and monitored, that the account that is chosen does not carry any risk beyond that which is normally associated with banks, and that quarterly reports on the performance of the account are provided to the Board.

The Board delegates to the CEO day-to-day management of investments. In carrying out this delegation the CEO shall not make any investment decisions which fall outside of these guidelines.

16 Remuneration and benefits

With respect to employment, compensation and benefits to staff, consultants, contract workers and volunteers, the CEO shall not in any way jeopardise RAAus's financial integrity or good name in the community. Therefore the CEO shall:

- not change his/her own remuneration or benefits without approval from the Board.
- establish remuneration or benefits that have regard for the employee's skills and experience and the market conditions for such skills and experience and are consistent with industry averages or award provisions; and
- not create obligation or cause unfunded liabilities to occur or in any way commit RAAus to benefits that incur unpredictable future costs.

17 Protection of assets

RAAus aims at all times to prevent disrepair, excessive risk, untraceable transactions, and/or conflicts of interest in the management of resources and/or to prevent abuse or misuse of assets.

Therefore the CEO shall ensure that:

- only authorised persons handle cash;
- the assets are insured for what is considered necessary for prudent risk management;
- systems are in place so that RAAus's vehicles or rental vehicles are adequately insured and that this insurance is not put in jeopardy;
- intellectual property, information or files are only used for purposes in RAAus's best interests;
- insurances do not terminate without Board notification; and
- RAAus, its Board and staff are not exposed unnecessarily to claims of liability.

18 Communication and support to the board

The CEO shall endeavour to ensure that the Board is informed and supported in its work. Accordingly the CEO shall:

- submit data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
- inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's policies are based.
- inform the Board of matters likely to have significant legal considerations for RAAus.

- marshal for the Board as many staff and external points of view, issues and opinions as considered necessary for fully informed Board choices.
- inform the Board of such occasions when it actually violates or is at risk of violating one of its own policies, particularly when this relates to the CEO's ability to carry out his/her responsibilities.
- ensure that there are effective communication channels relevant to the Board's tasks.
- deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

19 CEO emergency succession

In order to protect RAAus from sudden or unexpected loss of its CEO's services, the CEO shall ensure that there are persons capable of assuming the CEO role and tasks and who are familiar with broad issues and priorities in each of the key executive management areas, whether as a team or an individual.

The CEO will ensure that a Business Continuity Plan is kept up to date and available to all key staff and the Business Continuity Plan should stipulate a delegate for the CEO.

20 Treatment of staff

With respect to the employment and treatment of staff and volunteers the CEO shall not cause or allow conditions that are unfair, unsafe or undignified.

Accordingly the CEO shall:

- ensure that staff and volunteers' right to personal dignity, safety, ethical position-related dissent and to an approved and fair internal grievance process is respected.
- operate with written personnel policies that make clear rules for staff and protect against unfair practices such as preferential treatment for personal reasons.
- not violate any part of relevant workplace employment legislation.
- respect the right of any staff member to join a relevant professional association or union and have access to the services of that union as these relate to the workplace and related conditions.
- inform the Board about disputes and grievances that may lead to action against the Board/RAAus.
- allow staff to bring a grievance to the Board when (a) adherence to a Board policy is to his/her detriment or (b) a Board policy does not adequately protect his or her human rights. The channel for such a grievance is via the documented complaints procedure.

- ensure that all staff are acquainted with their rights under this policy.

21 Equal employment opportunities

RAAus is committed to supporting the principles of equal opportunities in employment, training and promotion.

It is our philosophy to ensure that there is no discrimination in accordance with the relevant Commonwealth or State Legislative Acts. Therefore the CEO shall:

- select suitably qualified applicants for available positions, training and promotion opportunities without regard to race, colour, sex, religion, age, national origin, sexual orientation, disability, marital status or any other protected status.
- select or employ staff only on the basis of an impartial assessment within agreed criteria of their ability to achieve the excellent performance standards needed to attain RAAus's goals.
- remunerate staff only in response to their level of authority, responsibility, accountability, technical competence and achievement of results.
- take all reasonable steps to provide all staff with a working environment free of discrimination.

22 Treatment of members, clients and third parties

RAAus places a high regard on the rights, safety and privacy of its clients.

Therefore, the CEO shall ensure that conditions, procedures, and decisions are safe, not unnecessarily intrusive, and provide appropriate confidentiality and privacy.

Accordingly, the CEO shall ensure that Commonwealth or State Legislative Acts, Regulations, Rulings or Standards are not violated.

Additionally RAAus has in place a Members' Charter, complaints handling and disciplinary processes and the CEO is required to ensue these processes are applied in accordance with the guidelines contained with these documents.

23 Public affairs

There is an expectation that the CEO shall not approve or in any way support any advocacy and public affairs action or activity that in any way brings RAAus's name into ill repute.

Therefore the CEO shall not make, or knowingly allow to be made, any statements to the press or any other public media that are derogatory or in any way damaging to RAAus.

Public statements should be non-partisan politically i.e. any comment on Government (or Opposition) policy or decision should be made purely on the basis of the perceived quality of the policy or decision rather than the political party. The CEO should ensure that RAAus is not aligned with any specific political party.

24 Property management/physical resources

All physical resources shall be appropriate for RAAus's goals and objectives and will meet all regulatory standards where appropriate. Therefore the CEO shall:

- ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements.
- ensure that repairs and maintenance for all property and resources are budgeted for in accordance with best business practice

25 Meta Data

ID	GOV-2016-01
Version	1.5
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Type	Board
Approval date	7 November 2020
Availability	All Board, staff and members on request
Keywords	Member charter, board, culture, vision, mission, purpose
Responsible officer	Chairperson
History	Refer to Document Control on page 2 of this policy
Review date	November 2022
Related documents	Member charter, risk appetite, staff Code of Professional Conduct
Contact	Recreational Aviation Australia Ltd PO BOX 1265 FYSHWICK ACT 2609 admin@raaus.com.au www.raaus.com.au 02 6280 4700