
Board Charter

Australian Institute of Company Directors
ACN 008 484 197

18 March 2024

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1 Introduction

- (a) This Board Charter sets out the role and responsibilities of the Board in achieving the Institute's Purpose and sets out a framework for the administration of good practice in corporate governance.
- (b) A term or expression starting with a capital letter:
 - (i) which is defined in the Dictionary in clause 14, has the meaning given to it in that Dictionary; and
 - (ii) which is defined in the Constitution, but is not defined in the Dictionary, has the meaning given to it in the Constitution.
- (c) As the foundation of its governance framework, the Institute has adopted and will strive to comply with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th edition)* (**ASX Corporate Governance Principles**) (<https://www.asx.com.au/documents/regulation/cgc-principles-and-recommendations-fourth-edn.pdf>) (except to the extent considered by the Board not to be applicable to the Institute) and the Institute's *Not-For-Profit Principles (2nd edition)* (<https://aicd.companydirectors.com.au/resources/not-for-profit-resources/not-for-profit-governance-principles>).

2 Role, objectives and responsibilities of the Board

2.1 Role of the Board

- (a) The role of the Board is to provide leadership for and supervision over the Institute's governance, business and affairs.
- (b) The Board's key objectives are to:
 - (i) advance the Institute's Purpose and mission;
 - (ii) ensure the Institute is properly governed;
 - (iii) develop the Institute's strategic goals; and
 - (iv) increase the Institute's value to members, stakeholders and society more broadly, in accordance with and furtherance of, the Purpose.
- (c) In fulfilling its objectives, the Board will determine and monitor:
 - (i) the Institute's strategic framework and its short, medium, and long-term strategic goals;
 - (ii) policies governing the operations of the Institute and the conduct of its members;
 - (iii) the Institute's risk management framework and risk appetite;
 - (iv) powers and functions of Division Councils, Board Committees, and other committees as may be established from time-to-time; and

- (v) annual progress and performance of the Institute in implementing its strategic goals and objectives.

2.2 Responsibilities of the Board

The responsibilities of the Board include:

- (a) making and/or amending the policies and procedures regulating the Board, Division Councils, the Institute and its members;
- (b) reviewing, approving and monitoring the strategic direction of the Institute, including its vision, mission and values, in conjunction with senior management;
- (c) monitoring the Institute's performance in achieving its mission and Purpose in accordance with the Institute's vision and strategy, as well as stakeholder expectations;
- (d) supervising the Institute's framework of control and accountability systems, including to enable risks (including social and environmental risks) to be appropriately identified, assessed and managed;
- (e) overseeing the integrity of the Institute's accounting and corporate reporting systems;
- (f) ensuring the Institute complies with the Corporations Act, the ACNC Act and all other applicable laws;
- (g) ensuring the Institute is properly managed, for example by:
 - (i) appointing and, where appropriate, removing the Chief Executive Officer;
 - (ii) approving remuneration for the Chief Executive Officer and reviewing remuneration policies and succession plans for the Chief Executive Officer and senior management;
 - (iii) having input into and final approval of management's development of corporate strategy and performance objectives;
 - (iv) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
 - (v) providing critical and independent judgement regarding matters brought forward by management; and
 - (vi) monitoring senior management's performance and implementation of strategy and whenever required, challenging management and holding it to account;
- (h) approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- (i) determining the framework for the policy platform;
- (j) enhancing and protecting the Institute's reputation;
- (k) approving the annual budget and monitoring the financial performance of the Institute;

- (l) approving and monitoring financial and other reporting;
 - (m) engaging with stakeholders, including members, clients, employees, industry, government and other interest groups;
 - (n) establishing and determining the powers and functions of Division Councils and committees;
 - (o) liaising with the Institute's external auditors in conjunction with the Audit and Risk Committee;
 - (p) approving and monitoring the achievement of non-financial objectives of the Institute;
 - (q) developing a lawful, responsible and ethical culture at the Institute that aligns with the Institute's Purpose and strategy;
 - (r) demonstrating leadership within the Institute and supporting management;
 - (s) overseeing and monitoring a framework for the reward and recognition of workers; and
 - (t) providing overall corporate governance of the Institute, including conducting regular reviews of the balance of responsibilities within the Institute to ensure the division of functions remains appropriate to the needs of the Institute.
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3 Powers and duties

3.1 General powers

The Board is responsible for the governance, business and affairs of the Institute and may exercise all the powers of the Institute which are not required by the law or the Constitution to be exercised by the members.

3.2 Duties

The directors must comply with their duties as directors under legislation and common law, and with the duties described in Governance Standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Institute;
- (b) to act in good faith in the best interests of the Institute and to further the charitable purposes of the Institute as set out in the Constitution;
- (c) not to misuse their position as a director;
- (d) not to misuse information that they gain in their role as a director;
- (e) to disclose any actual, potential or perceived conflicts of interest (including material conflicts of interest);
- (f) to ensure that the financial affairs of the Institute are managed responsibly; and

- (g) not to allow the Institute to operate while insolvent.
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4 Composition and Meetings

4.1 Membership of the Board

- (a) The composition of the Board will be reviewed regularly, and in any event no less than once every year, to ensure an appropriate mix of expertise, skills and experience to assist with the furtherance of the Institute's purpose and the achievement of its strategic direction.
- (b) In undertaking the review pursuant to clause 4.1(a), the Board will be cognisant of the ASX Corporate Governance Principles, which recommend that a board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.
- (c) In accordance with rule 8.1(a) of the Constitution, the minimum number of directors is three.
- (d) The size of the Board is determined in accordance with the Constitution and, based on the current number of Divisions will be comprised of a maximum of either 11 or 12 directors (depending on whether the CEO is appointed as a director).

4.2 Meetings

- (a) In accordance with rule 8.11(b) of the Constitution, the directors will meet as often as required for the proper discharge of their directors' duties and in any event no less than four times per year.
- (b) In accordance with rule 8.14(b) of the Constitution, a quorum consists of a majority of all current directors, provided this includes a majority of all current Division Directors.
- (c) Directors will receive relevant Board papers at a reasonable time before each meeting with an aim of receiving such Board papers at least one week prior to the relevant meeting.
- (d) The Chair may request the attendance of any person at the meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting. That person should be noted in the minutes for the meeting as an attendee and can speak at the meeting at the invitation of the Chair but does not have any voting rights.

4.3 Minutes

The Secretary, or another person appointed by the Board, will take minutes of the proceedings of all Board meetings.

5 Appointment of directors

5.1 Appointment

- (a) Directors will be appointed in accordance with rule 8.2 of the Constitution.

- (b) All appointment processes and decisions will be recorded by the Board, typically through the Secretary.
- (c) To be eligible for appointment as a director a person must satisfy the requirements set out in rule 8.4 of the Constitution.

5.2 Terms and conditions

- (a) All new directors appointed to the Board will receive a letter of appointment from the Chair, which sets out the basis of appointment.
- (b) The letter of appointment will include a copy of all information and documentation relevant to the operations of the Board and that director's role, including this Board Charter and the Constitution.

5.3 Induction and briefings

- (a) All new directors will be given an induction.
- (b) The director induction process will generally involve the following activities:
 - (i) a meeting with the Chair to discuss expectations and responsibilities;
 - (ii) a meeting with the Chief Executive Officer to discuss key personnel and current Institute operations;
 - (iii) such other meetings as the new director reasonably requests;
 - (iv) the provision of a comprehensive package of briefing materials in relation to the Institute; and
 - (v) a visit to Institute premises and facilities and meeting with management, as appropriate.

5.4 Continuing education

- (a) From time to time the Board will be briefed by management regarding the Institute and the factors affecting or likely to affect its activities to provide directors with a broader understanding of the Institute.
- (b) Directors are expected to keep up-to-date on relevant topical issues and be committed to their continuing professional development as directors.

6 Delegations

6.1 Chair

- (a) The Chair will be appointed in accordance with rule 8.15(a) of the Constitution.
- (b) The Chair has a role as the head of the Board in providing leadership of the Board and in the strategic direction of the Institute.
- (c) The Chair is responsible for the efficient organisation and conduct of the Board.

- (d) The key responsibilities of the Chair are set out in the role description for the Chair as determined by the Board from time to time and included at Annexure A to this Charter.

6.2 Individual directors

- (a) Individual directors are responsible for using all reasonable endeavours to ensure that they, and the Board, are performing its duties and responsibilities as set out in this Board Charter, the Constitution and otherwise by law.
- (b) The duties and responsibilities of specific directors are more fully set out in the role description for that director as set out in the following annexures to this Board Charter and as otherwise determined or amended by the Board from time to time:
 - (i) Annexure A: Chair Position Description;
 - (ii) Annexure B: Deputy Chair Position Description;
 - (iii) Annexure C: National Director Position Description; and
 - (iv) Annexure D: Division Director Position Description.

6.3 Chief Executive Officer

- (a) The Chief Executive Officer is responsible for running the affairs of the Institute under delegated authority of the Board and for implementing the policies and strategies that the Board sets.
- (b) The Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board provide a true and fair view of the Institute's condition and operating results.
- (c) The Chief Executive Officer must ensure that all transactions outside their delegation levels are referred to the Board for approval.

6.4 Secretary

- (a) The Secretary is responsible for facilitating and managing the Institute's corporate governance processes, with primary responsibility for ensuring the Board and any committee processes and procedures run efficiently and effectively and supporting the Board on all governance matters.
- (b) In accordance with rule 9 of the Constitution, the duties of the Secretary include:
 - (i) ensuring that the necessary registers required by the law are established and properly maintained;
 - (ii) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time; and
 - (iii) ensuring the organisation of, and attendance at, meetings of the directors, including the sending out of notices, the preparation of agenda and the compilation of minutes.

6.5 Divisions

- (a) The Board may, in accordance with rule 8.18(a) of the Constitution, resolve to establish one or more Divisions based on such geographical areas or other requirements as it determines.
- (b) The Board may resolve to:
 - (i) split existing Divisions, merge existing Divisions and otherwise deal with the composition of Divisions as they determine, including by dissolving a Division altogether;
 - (ii) divide the members into such Divisions, including based on a member's geographical location;
 - (iii) provide for the establishment and continuation of Division Councils;
 - (iv) delegate to each Division Council such of their powers required for the effective and efficient running and administration of the Division; and
 - (v) revoke any or all of the powers delegated to each Division Council and vary the nature and scope of the powers delegated.
- (c) The directors may continue to exercise all of their powers despite any delegation made under rule 8.18 of the Constitution.

6.6 Committees

- (a) The Board may, in accordance with rule 8.19 of the Constitution, resolve to establish one or more committees consisting of such persons as they determine, to assist in the execution of its responsibilities.
- (b) The Board may resolve to (subject to rule 8.19 of the Constitution and certain exceptions in relation to the Nominations and Governance Committee):
 - (i) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (ii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - (iii) change the makeup of a committee at any time or dissolve it all together.
- (c) The Board will adopt committee charters for each committee, addressing the membership, delegated authority, function and reporting obligations of the committee, and any other matters the Board determines.
- (d) The Board must regularly evaluate the operations of the committees.
- (e) The directors may continue to exercise all of their powers despite any delegation made under rule 8.19 of the Constitution.

6.7 Delegation to individuals

- (a) The directors may, in accordance with rule 8.20(a) of the Constitution, resolve to delegate any of their powers to such individual or individuals as they so determine including:
 - (i) to one or more directors;
 - (ii) to one or more members; or
 - (iii) to one or more employees, including management of the Institute.
- (b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- (c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.
- (d) The Board may continue to exercise all of their powers despite any delegation made under rule 8.20 of the Constitution.
- (e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position.

6.8 Review of delegations

The Board should review Institute delegations at least once each year and at any time there is a material change to the governance, operations or external regulatory environment of the Institute.

7 Access to information

7.1 Directors' access to senior management

- (a) Where a director considers it necessary to access senior management in order to properly discharge their duties, they must seek the approval of the Chair, which will not be unreasonably withheld.
- (b) The chair of any committee may access the senior executive to whom that committee relates without prior approval of the Chair.

7.2 Directors' access to information

In addition to any access granted under the Corporations Act or the Constitution, the Institute will, in accordance with any deed of access and indemnity entered into with a director:

- (a) maintain records of all Board documents, Institute books and financial records securely at suitable premises; and
- (b) as soon as reasonably practicable after the receipt of a written request from a director, allow the director or his or her legal representatives to have access during business hours to, and to make copies of Board documents, Institute books and financial records.

7.3 Independent professional advice

- (a) Subject to clause 7.3(b), if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of the office as a director then, provided the director first obtains approval for incurring such expense from the Chair, the Institute will pay the reasonable expenses associated with obtaining such advice.
- (b) If the Chair has a conflict of interest in relation to clause 7.3(a), the matter should be referred to a committee of the Board for consideration.

7.4 Confidentiality

- (a) Directors must keep all Board deliberations and decisions which are not publicly known confidential.
- (b) Any confidential information received by a director in their position as director must not be disclosed to any third party, unless authorised by the Board or required by law.

8 Indemnity and insurance

- (a) In accordance with rule 13(a) of the Constitution, to the extent permitted by law, directors are indemnified by the Institute for all losses or liabilities incurred by the director as a director of the Institute including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.
- (b) This indemnity:
 - (i) may only be for losses or liabilities incurred as an Officer of the Institute;
 - (ii) does not cover any loss or liability of an Officer seeking to be indemnified under this rule if that loss or liability arises from that person's wilful misconduct or fraud; and
 - (iii) operates only to the extent that the loss or liability is not paid by insurance.
- (c) In accordance with rule 13(c) of the Constitution, to the extent permitted by law, the Institute may take out and pay for insurance for the benefit of its Officers (both current and past) against any liability incurred by the person as an Officer of the Institute including, but not limited to, a liability for negligence or for legal costs.

9 Remuneration and expenses

- (a) In accordance with rule 8.8(a) of the Constitution, directors are not entitled to receive payment for acting as a director.
- (b) Subject to the requirements set out in rule 8.8(b) of the Constitution, directors are entitled to:
 - (i) be reimbursed for reasonable authorised expenses properly incurred by them in connection with the affairs of the Institute; and
 - (ii) receive reasonable and proper payment for any goods supplied or serviced rendered to the Institute (other than in their role as a director).

10 Conflicts of Interest

- (a) Directors are expected to appropriately identify, disclose and manage conflicts of interest in accordance with rule 8.9 of the Constitution and comply with the Institute's Conflicts of Interest Policy and related procedures.
- (b) Directors must disclose all personal information and other matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the directors.
- (c) Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution that:
 - (i) identifies the director, the nature and the extent of the director's interest in the matter and its relation to the affairs of the Institute; and
 - (ii) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
- (d) Directors are required to sign a declaration which includes an undertaking to disclose conflicts of interest in a timely and appropriate manner.

11 Diversity policy

Directors are expected to comply with any Diversity Policy adopted by the Board from time to time.

12 Assessment of performance

- (a) At least once each year the performance of the Board, the committees of the Board and individual directors will be assessed against the requirements of this Board Charter and the Constitution.
- (b) The evaluation will include assessment of:
 - (i) financial and non-financial results against budgets and external benchmarks;
 - (ii) the quality and effectiveness of information made available to the Board;
 - (iii) the effectiveness and composition of the Board;
 - (iv) the strategic direction and objectives of the Board;
 - (v) whether the expectations of members, Division Councils and stakeholders have been achieved; and
 - (vi) the contribution by the Board to the furtherance of the Purpose.
- (c) The Board may engage an independent expert to facilitate the evaluation and assessment process.

13 Review of Board Charter and other governance documents

The Board must regularly, and in any event no less than once every two years, review the Board Charter and any other charters, guidelines and related governance documents of the Institute as may be in place from time to time and make any changes it determines to be necessary or desirable.

14 Dictionary

14.1 Dictionary

In this Board Charter:

- (a) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- (b) **ASX Corporate Governance Principles** has the meaning given at clause 1(c);
- (c) **Board** means the board of directors of the Institute;
- (d) **Chair** means a person appointed to the position of chair of the Board in accordance with rule 8.15 of the Constitution;
- (e) **Constitution** means the constitution of the Institute;
- (f) **Corporations Act** means the *Corporations Act 2001* (Cth);
- (g) **Diversity Policy** means any diversity policy adopted by the Board, as amended from time to time;
- (h) **Institute** means the Australian Institute of Company Directors (ABN 11 008 484 197);
- (i) **Officer** has the meaning given in section 9 of the Corporations Act;
- (j) **Purpose** means the purpose of the Institute as set out in rule 3.1 of the Constitution; and
- (k) **Secretary** means a person appointed to the position of secretary of the Institute in accordance with rule 9 of the Constitution.

14.2 Interpretation

In this Board Charter the following rules of interpretation apply unless the contrary intention appears:

- (a) the words 'such as', 'including', 'particularly' and similar expressions are not used as, nor are intended to be, interpreted as words of limitation;
- (b) headings are for convenience only and do not affect the interpretation of this Board Charter;
- (c) the singular includes the plural and vice versa;
- (d) words that are gender neutral or gender specific include each gender;

- (e) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (f) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity and is a reference to that law as amended, consolidated or replaced; and
- (g) if there is any conflict between this Board Charter and the Constitution, the terms of the Constitution will prevail.

Amendments log

First approved: 17 November 2021		
First approved by: Board		
Amendments		
Date	Authorised by	Description of amendment
26 November 2021	Managing Director & Chief Executive Officer and Company Secretary	Minor drafting amendments.
18 January 2023	Managing Director & Chief Executive Officer and Company Secretary	Minor drafting amendments.
18 March 2024	Nominations and Governance Committee	Updates to National Director and Division Director Position Descriptions to include additional skills as requested by the Nominations and Governance Committee in March 2024.

Annexure A Chair Position Description

1 Role of the Chair

The Chair's role is key within the Institute. The Chair is considered the "lead" director and utilises their experience, skills and leadership abilities to facilitate the governance processes.

The Chair's primary function is to ensure that the Board accomplishes its role as expressed in the Constitution and to be the major point of contact between the Board and Management.

The Chair is expected to display personal integrity at all times.

2 Appointment

The Board appoints the Chair as required from among the directors. As a general rule, the Chair can hold office as Chair for a maximum of two, three year terms and as a director for a maximum of nine years.¹

The Deputy Chair is expected to assume the roles and responsibilities of the Chair when the Chair is absent or unable to act.

3 Specific responsibilities

The specific roles of the Chair are to:

- (a) ensure the Board operates as an inclusive, well-functioning team;
- (b) provide guidance to directors on what is expected of them in their capacity as directors;
- (c) set the tone and foster an ethical Board culture;
- (d) monitor that all directors behave in accordance with the Code of Conduct and take appropriate action in cases of non-compliance;
- (e) ensure the Board has fully considered and approved an effective corporate strategy for the Institute;
- (f) ex officio, sit on any Board committees;
- (g) ensure that all new directors undergo an appropriate induction program; and
- (h) review with directors on a continuing basis their development needs and ensure that appropriate development occurs.

4 Ensuring Effective Board Meetings

In managing the Board, the Chair will:

¹ Constitution, rule 8.6(d)(i).

- (a) together with the CEO, establish an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year;
- (b) establish the agenda for Board meetings in consultation with the CEO;
- (c) together with the CEO, ensure that appropriate Board papers are prepared on all matters for decision at Board meetings and that such papers are circulated in advance;
- (d) chair all Board meetings;² in the absence of the Chair, the Deputy Chair shall preside over the meeting on that occasion;³
- (e) decide on any question of procedure not provided for in the Constitution or by previous resolution of the Institute;
- (f) convene Board meetings at least every three months;
- (g) ensure the effectiveness of Board meetings, so that:
 - (i) time is allocated effectively;
 - (ii) the right matters are considered during the meeting;
 - (iii) matters are considered carefully and thoroughly;
 - (iv) all directors are given the opportunity to effectively contribute; and
 - (v) the Board comes to clear decisions and resolutions are noted;
- (h) together with the CEO, brief all directors in relation to issues arising at Board meetings;
- (i) ensure Board decisions are properly implemented; and
- (j) can choose to be an ex officio member of all committees.

5 Management Relations

The Chair will:

- (a) be the principal point of contact between the Board and Management, in particular the CEO;
- (b) communicate with the CEO to ensure the Board is kept up to date on all relevant matters;
- (c) represent stakeholders' views to Management;
- (d) regularly review, with the CEO and such other senior managers as appropriate, progress on important initiatives and significant issues facing the Institute;
- (e) provide mentoring for the CEO; and

² Constitution, rule 8.15(f).

³ Constitution, rule 8.15(g).

- (f) initiate and oversee the annual CEO evaluation process.
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6 Stakeholder and member relations

The Chair will:

- (a) chair Annual General Meetings (AGM) and special meetings of stakeholders/members;
 - (b) be the spokesperson for the Institute at AGMs and in the reporting of performance and budget figures;
 - (c) communicate with stakeholders and members on matters which relate to the governance of the Institute;
 - (d) be the spokesperson for the Institute on all governance matters; and
 - (e) while the CEO is the primary contact for operational matters, the CEO may call upon the Chair to use their contacts where appropriate to assist the Institute in dealings with:
 - (i) the general public, customers, suppliers and employees;
 - (ii) Government and regulatory authorities; and
 - (iii) other key industry stakeholders.
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7 Delegations

The Chair is “first among equals” on the Board and as such has no additional power or authority above that of any other director. The exception to this is the specific responsibilities listed above and the following delegations:

- (a) the Board delegates to the Chair the right to make any reasonable interpretation of the Board’s words and intentions in dealings with staff, members, suppliers and other stakeholders; and
- (b) the Board delegates to the Chair the approval of the CEO’s leave and any international travel for the Institute’s purposes.

Annexure B Deputy Chair Position Description

1 Role of the Deputy Chair

The Deputy Chair is a supportive role to the Chair. The Deputy Chair's primary functions are to provide support to the Chair and to act as Chair in their absence or when they are unable to act. The Deputy Chair is also a point of contact for directors who wish to discuss matters on a sounding basis before raising them with the Chair or matters regarding the performance or other issues involving the Chair.

The Deputy Chair is expected to display personal integrity at all times.

2 Appointment

The Board appoints the Deputy Chair as required from among the directors. The Deputy Chair holds office for any period the Board resolves, or if no period is specified, for a term of the lesser of three years or until the relevant person ceases to be a director.

Should any vacancy occur in the position of Deputy Chair, the Chair will consult with the Board to determine the process for appointing a replacement.

3 Specific responsibilities

The specific roles of the Deputy Chair are to:

- (a) support the Chair in the leadership of the Board by:
 - (i) working closely with the Chair to ensure organisational objectives are met; and
 - (ii) assisting the Chair with their duties as and when required;
- (b) be equipped, in the absence of the Chair or when the Chair is unable to act, to assume the roles and responsibilities of the Chair;
- (c) stand in as Chair during a meeting if a conflict arises with the current Chair;
- (d) assist the Chair in mentoring directors;
- (e) undertake representational activities on behalf of the Institute at the request of the Chair or the CEO; and
- (f) be a point of contact for directors, particularly on a sounding basis or for performance or other issues involving the Chair.

4 Delegations

The Deputy Chair has no additional power or authority above that of any other director. The exception to this is the specific responsibilities and delegations of the Chair which are assumed by or granted to (as the case may be) the Deputy Chair when acting in the role of Chair in the circumstances referred to above.

Annexure C National Director Position Description

1 Company overview

The Australian Institute of Company Directors (Institute) is a national membership organisation with a commitment to strengthening society through world-class governance. The Institute aims to be the independent and trusted voice of governance, building the capability of a community of leaders for the benefit of society. This is achieved through governance education, director development and advocacy.

Membership comprises more than 47,000 directors and senior leaders from business, government and the not-for-profit sectors across Australia.

With offices in all Australian states, the ACT and representation in Darwin, members are served through a unified management structure with a head office in Sydney. The State and Territory Divisions provide reach and promote community in their respective regions.

2 Duties and responsibilities

A National Director's responsibilities include the following:

- (a) fulfil their duties as directors under legislation, common law and ACNC Governance Standard 5 (as the Institute is a registered charity);
- (b) provide leadership to the Institute, particularly in the areas of ethics and culture;
- (c) actively contribute during Board meetings to ensure the Board effectively fulfils its role and achieves its strategic direction;
- (d) positively represent the Institute at industry events or Government or other stakeholder engagements, as required;
- (e) model the Institute's values and its 'One Team' culture; and
- (f) act in accordance with the Institute's Constitution, charters, Code of Conduct, protocols and policies.

3 Essential criteria

The criteria required for the role of National Director are:

- (a) demonstrated governance capability;
- (b) strong stakeholder management and communication skills;
- (c) willingness to be an active contributor with genuine interest in the Institute and its purpose and objectives;
- (d) model professionalism with a commitment to ongoing learning and development and to act with integrity, honesty, accountability and positivity;
- (e) willingness to be involved in volunteer activities;
- (f) demonstrated leadership capability, thought leadership and critical thinking;

- (g) honed active listening skills;
 - (h) constructive questioner, contributor, team player, influencer, and negotiator.
 - (i) proven experience in building and developing a positive governance and risk culture; and
 - (j) high standards of integrity and accountability with commitment to the AICD values, purpose, and mission.
-

4 Particular skills required

The particular skills required for the role of National Director are:

- (a) ***[insert skills required based on the Institute's Board's skills matrix]***.

Annexure D Division Director Position Description

1 Overview of the position

The Division Director is nominated by their Division Council. The Board ultimately determines the appointment of the Division Director as a director. Division Directors become Division Director Councillors on their respective Councils.

As a director, the Division Director has a legal obligation to act in the best interests of the Institute. As such, the Division Director's priority is acting in their capacity as a director, and then as a liaison with Council. The key role of Division Director is to act as the conduit between the Board and the respective Council whom they represent.

To effectively fulfil their role, the Division Director should:

- (a) explain decisions made by the Board to their Council;
- (b) regularly liaise with the Division President to ensure effective communications between their Council and the Board; and
- (c) actively participate in deliberations at Council meetings and convey their perception of the views of the Council to the Board and management.

The position reports to the Board via the Chair of the Board.

2 Duties and responsibilities

A Division Director's responsibilities include the following:

- (a) fulfil their duties as directors under legislation, common law and ACNC Governance Standard 5 (as the Institute is a registered charity);
- (b) provide leadership to the organisation, particularly in the areas of ethics and culture;
- (c) actively contribute during Board meetings to ensure the Board effectively fulfils its role and achieves its strategic direction;
- (d) positively represent the Institute at industry events or Government or other stakeholder engagements, as required;
- (e) act as the key conduit between the Board and the Council;
- (f) model the Institute's Values and its 'One Team' culture; and
- (g) act in accordance with the Institute's Constitution, charters, Code of Conduct, protocols and policies.

3 Essential criteria

The criteria required for the role of Division Director include:

- (a) previous Board experience and a sound understanding of governance processes;

- (b) willingness to be involved in volunteer activities;
- (c) capacity to represent the Board and Division Council at the Institute's events;
- (d) strong stakeholder management and communication skills;
- (e) willingness to be an active contributor with genuine interest in the Institute and its purpose and objectives;
- (f) model professionalism with a commitment to ongoing learning and development and to act with integrity, honesty, accountability and positivity;
- (g) demonstrated leadership capability, thought leadership and critical thinking;
- (h) honed active listening skills;
- (i) constructive questioner, contributor, team player, influencer, and negotiator.
- (j) proven experience in building and developing a positive governance and risk culture; and
- (k) high standards of integrity and accountability with commitment to the AICD values, purpose, and mission.