



Date: August 2023

Board Charter

1. Introduction

- 1.1 This Charter sets out the principles governing the Board of BICWA.
- 1.2 The Board has approved the Charter and may approve amendments from time to time.
- 1.3 Unless stated otherwise, the following terms (when used in the Charter) have the following meaning:
 - a) “Board” means the Board of BICWA appointed in accordance with the Constitution.
 - b) “BICWA” means Bee Industry Council of Western Australia Limited as a not-for-profit public company limited by guarantee under the Corporations Act 2001 (Cth).¹
 - c) “Constitution” means the Constitution of BICWA dated 21 October 2022.
- 1.4 **Our vision** is for BICWA to become the highly respected peak body leading a vibrant, dynamic, diverse, and profitable bee industry in WA.
- 1.5 **Our purpose** is to foster, promote and enhance a sustainable bee industry in Western Australia and to protect the interests of producers and co-dependent industries and organisations.

2. The Board²

- 2.1 The Board is comprised of 5 Directors and no more than 9 Directors. At least 5 Directors shall be elected at an Annual General Meeting; and no more than 3 independent directors appointed by the Directors at a Board meeting immediately following the Annual General Meeting in accordance with the Constitution.³

¹ <https://asic.gov.au/for-business/running-a-company/charities-registered-with-the-acnc/>

² AICD Principle 3 “Board composition: The board’s structure and composition enable it to fulfil its role effectively.”

³ BICWA Constitution 2022 article 38 “Number of directors”, article 39 “Election and appointment of directors” and “Election of chairperson and other directors”

- 2.2 Each Director shall have the expertise, qualifications and experience appropriate to the needs of BICWA and the management of the business and affairs of BICWA and shall substantially satisfy the skills, competencies and any other eligibility requirements set out in the Charter.⁴
- 2.3 All Board members will complete a skills matrix to identify the Board’s composition and mix of expertise & skills. The Board must ensure, to all extent possible, that the following skills or areas of expertise are represented across the Directors:
- Beekeeper;
 - Packer; and
 - Board Experience.
- 2.4 The Board will be led by the Chair and Deputy Chair. The Chair and Deputy Chair shall be elected by the Board from amongst the Directors at the first Board meeting following an Annual General Meeting that falls in a year in which the term of the Chair expires. The term of the appointment shall be for 1 year from the conclusion of the Board meeting, unless terminated by resignation or a resolution of the Board.
- 2.5 Board (office term) tenure is 3 years⁵ and limited to 3 terms (9 years)⁶.
- 2.6 The Board ensures the composition of the Board and appropriate mix of expertise, skills, diversity, and experience to assist with the furtherance of BICWA’s purposes.

3. The role of the Board⁷

- 3.1 The Board of Directors’ role is to direct BICWA, to protect BICWA, and to enable BICWA to achieve its goals.
- 3.2 The Board is accountable, but not responsible for the day-to-day operations of BICWA.
- 3.3 The Board is accountable, but not responsible for the management of the SINGLE STORY™ Charity Fund.

4. Duties and Responsibilities of the Board⁸

- 4.1 The Board sets BICWA’s strategic direction.⁹
- 4.2 The Board is responsible for good governance by adhering to regulatory requirements as well as financial and risk management.
- 4.3 The Board has integrity by acting with transparency and clarity.

⁴ BICWA Constitution 2022 article 39.6 *“Election and appointment of directors”*

⁵ BICWA Constitution 2022 article 40.7 *“Each director must retire at least once every three (3) years”*

⁶ BICWA Constitution 2022 article 40.9 *“A director who has held office for a continuous period of nine (9) years or more may only be re-appointed or re-elected by a special resolution.”*

⁷ AICD Principle 2 *“Roles and responsibilities: There is clarity about the roles, responsibilities and relationships of the board.”*

⁸ AICD Principle 1 *“Purpose and Strategy: The organisation has a clear purpose and a strategy which aligns its activities to its purpose”*

⁹ BICWA Constitution 2022 article 43.2 *“The directors are responsible for managing and directing the activities of the company to achieve the purpose(s) set out in clause 6.”*

- 4.4 The Board is responsible for ensuring that BICWA is performing according to BICWA's strategic goals.
- 4.5 The Board is responsible for ensuring that BICWA is adding value to the beekeeping community according to the objectives/goals.
- 4.6 The Board Charter sets out the roles and responsibilities of the Board, Executive Committee¹⁰, the CEO and the SINGLE STORY™ Fund Committee.
- 4.7 The Board appoints the Chair, the Vice-Chair, the Chair of the Executive Committee, the CEO, the Secretary and the Treasurer.
- 4.8 The Board assigns a media spokesperson.
- 4.9 The Board will approve and monitor the strategic and financial plans of BICWA; and approve and monitor the annual budget and measure performance.
- 4.10 The Board approves and monitors BICWA's risk management strategy, internal controls and reporting systems.¹¹
- 4.11 The Board will approve and monitor the stakeholder engagement strategy.¹²
- 4.12 The Board establishes boundaries for the Executive Committee and the CEO. These boundaries are Board policies and when respected by the Executive Committee and the CEO, results in safe operations and long-term success.

5. Relationships

- 5.1 The Committees are to ensure that the Board is kept fully informed of the matters required.
- 5.2 The Chair will communicate regularly to convey matters of concern and provide a platform of support for the Executive Committee.
- 5.3 Where individual Board Members have requests for information relating to the operation of BICWA, they are to raise these via the Chair of the Executive Committee who will ensure a timely and appropriate response.
- 5.4 Board members are encouraged to partake in events and/or meetings when invited by the Chairs of the Committees including the Chair of the Executive Committee.

6. Powers of the Board¹³

¹⁰ BICWA Constitution 2022 article 43.8 *"The directors must decide on the responsible financial management of the company including any suitable written delegations of power under clause 44."*

¹¹ AICD Principle 5 *"Risk Management: Board decision making is informed by an understanding of risk and how it is managed."*

¹² AICD Principle 8 *"Stakeholder engagement: There is meaningful engagement of stakeholders and their interests are understood and considered by the board."*

¹³ BICWA Constitution article 43 *"Powers of directors"*

- 6.1 The Board has the power to delegate according to the Constitution as set out in article 44 and article 44.5.¹⁴
- 6.2 The Board, and not the Board Members, are vested with the management of BICWA affairs and the control of the funds and other property of BICWA, including the power to hire, lease, rent, purchase or otherwise obtain office space and equipment that is required to execute the day-to-day business of BICWA.
- 6.3 The Board has the power to appoint a CEO as required and to suspend or dismiss the CEO and pay them for services rendered.
- 6.4 The Board shall have the power to appoint a committee member as required and to suspend or dismiss the person.
- 6.5 The Board shall have the power to remove a director who is absent from three (3) consecutive directors' meetings without approval from the Chair; or becomes ineligible to be a director under the Act.¹⁵

7. Directors Duties and Responsibilities¹⁶

- 7.1 A Director is a Responsible Person according to the Australian Charities and Not for Profit Commission (ACNC) Act and must comply with the Governance Standards of the ACNC.
- 7.2 All Directors must comply with their legal duties according to the Corporations Act and must comply with their duties according to article 49 of the Constitution.¹⁷
- 7.3 A Director according to The Associations Incorporation Act and the Australian Charities and Not for Profit Commission Act, abides by their:
 - a) duty of care and diligence;
 - b) duty of good faith and proper purpose;
 - c) duty to avoid conflict of interest by not improperly using their position to gain an advantage for themselves or another person; and
 - d) the duty to not disclose confidential information even past their term.
- 7.4 As a matter of general principles, common law and the Constitution require the director to
 - a) act honestly;
 - b) act respectfully;
 - c) exercise reasonable care and skill;
 - d) be diligent in their duties and shall apply sufficient attention to the business of the Board and BICWA;
 - e) apply independent judgement to Board decisions and act in the best interests of BICWA;
 - f) be aware of and understand the fiduciary responsibilities of the position;
 - g) avoid conflicts of interest; and

¹⁴ BICWA Constitution article 44 *"Delegation of directors' powers"*

¹⁵ BICWA Constitution article 42(h) *"Cessation of directorship"*

¹⁶ AICD Principle 9 *"Conduct and compliance: The expectations of behaviour for the people involved in the organisation are clear and understood."*

¹⁷ BICWA Constitution article 49 *"Duties of the Directors"*

h) act in the best interests of BICWA as a whole.

7.5 Any Director who has an interest, notwithstanding a perceived interest, in any contract, financial arrangement or statement of agreement made or proposed to be made with BICWA shall disclose that interest. Depending on that interest and subject to the requirements of the Act, on behalf of the Board, the Chair shall determine whether the Director must refrain from voting on the issue or absent themselves from the discussion.¹⁸

7.6 Any Director who acts in the best interest of BICWA and wants to access the records of BICWA has a right to do so according to article 56 of the Constitution. The records will be deemed confidential information unless it has been publicly disclosed in a lawful manner authorised by BICWA.

7.7 Board Members are expected to be fully prepared for each meeting and to participate effectively in Board discussions. They are expected to

- a) make every effort to attend each meeting and committee meeting on which they serve;
- b) have read and understood the decisions required for the meeting; and
- c) document and raise any concerns during the meetings.

7.8 In accordance with article 42 of the Constitution, when a director becomes ineligible to hold this office, they will immediately advise the Chair.¹⁹

8. Board Meetings and Standing Orders

8.1 The Board will conduct its business according to articles 45²⁰, 51²¹, 52²², 53²³, 54²⁴, and 55²⁵ of the Constitution.

8.2 The Board will meet 4 times per year and an attendance register is maintained.

8.3 Board Members will receive Board papers in reasonable time before each meeting.

8.4 The Chair of the Board may request the attendance of any person at a meeting who is responsible for or associated with a matter before the Board as an agenda item.

8.5 The main agenda items that the Board considers at each meeting are set out in the Agenda Outline template.

8.6 The CEO (if appointed), Secretary and Treasurer will attend every meeting and participate in discussions but do not have voting rights unless they are a Director as

¹⁸ BICWA Constitution article 50 "*Conflict of Interest*"

¹⁹ BICWA Constitution article 42 "*Cessation of directorship*"

²⁰ BICWA Constitution article 45 "*Proceedings of the Board*"

²¹ BICWA Constitution article 51 "*Calling directors' meetings*"

²² BICWA Constitution article 52 "*Chairperson for directors' meetings*"

²³ BICWA Constitution article 53 "*Quorum at directors' meeting*"

²⁴ BICWA Constitution article 54 "*Using technology to hold directors' meetings*"

²⁵ BICWA Constitution article 55 "*Circular resolutions of directors*"

well. The Board, under the direction of the Chair, may elect to meet with only Board members present.

9. Board Evaluation²⁶

- 9.1 The Board undertakes annual self-assessment evaluation of the performance of the Board.
- 9.2 The Board has approved the Board Charter and may approve amendments from time to time.
- 9.3 The Board oversees the performance of the Executive Committee and does this by a regular review against KPIs set by the Board.

10. Role of the Board Chair²⁷

- 10.1 The Chair's principal role is to provide leadership to the Board and BICWA; and to ensure the Board effectively discharges its responsibilities.
- 10.2 The Chair's main responsibilities are to:
 - a) chair Board meetings
 - b) foster a positive boardroom dynamic, enabling open and informed debate;
 - c) ensure the Board receives the information it requires for informed debate;
 - d) maintain ongoing communication with the Executive Committee and the CEO, serving as a conduit between the Board and management; and
 - e) facilitate a performance evaluation of the Board and members.

11. Board Committees

- 11.1 The Board may establish committees to assist in the discharge of its responsibilities.²⁸
- 11.2 The meaning of 'Committee' and 'Working Group' has the same meaning and may consist of an advisory committee/working group.
- 11.3 The Board will adopt the committee charter, addressing the role, duties and responsibilities.
- 11.4 The Board or the Chair of the Board will appoint committee membership.
- 11.5 Each committee reports to the Board on the outcomes of its work and where appropriate makes recommendations to the Board.
- 11.6 The Board will regularly review the operations of the committees and will receive copies of committee minutes.

²⁶ AICD Principle 4 *"Board effectiveness: The board is run effectively and its performance is periodically evaluated."*

²⁷ AICD Principle 2 *"Roles and responsibilities: There is clarity about the roles, responsibilities and relationships of the board."*

²⁸ BICWA Constitution article 44.1 *"The directors may delegate any of their powers and functions to a committee, a director, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate."*

12. Role of the Executive Committee as approved by the Board²⁹

- 12.1 The Executive Committee is accountable to the Board for the overall management and performance of BICWA.
- 12.2 The Executive Committee manages in accordance with the authority delegated by the Board, the BICWA strategy, BICWA business plans, BICWA resources and BICWA policies as approved by the Board.
- 12.3 The Executive Committee may establish working groups to assist in the discharge of its responsibilities.
- 12.4 The Executive Committee meets 7 times per year to support the CEO and the working groups.
- 12.5 The role of the Executive Committee is to provide guidance for BICWA between board meetings.
- 12.6 The Executive Committee prepares a written report for the Board meetings, documenting key activities as they relate to BICWA strategy, BICWA performance and BICWA opportunity.
- 12.7 The Executive Committee will brief the Board periodically on broad sector and governance issues of interest that have a general impact on the operations and sustainability of BICWA.

13. Role of the CEO

- 13.1 In the absence of CEO, a member of the Executive Committee will be appointed as acting CEO.
- 13.2 The CEO is accountable to the Board for the overall management and performance of BICWA.
- 13.3 The CEO manages in accordance with the authority delegated by the Board, the BICWA strategy, BICWA business plans, BICWA resources and BICWA policies as approved by the Board.
- 13.4 The CEO's role, among other issues and without limiting the CEO's job description, includes:
 - a) commitment to BICWA's vision and purpose, consumers, staff and stakeholders;
 - b) responsibility for the effective performance of BICWA;
 - c) ensuring a culture that promotes a productive working atmosphere and effective staff relations;
 - d) communicating in a thorough and timely manner with the Board on financial, strategic and other matters;

²⁹ AICD Principle 2 "Roles and responsibilities: There is clarity about the roles, responsibilities and relationships of the board."

- e) effectively representing BICWA in the community and commitment to enhancing its public image.
- 13.5 The CEO prepares a written report for the Board meetings, documenting key activities as they relate to BICWA strategy, BICWA performance and BICWA opportunity.
- 13.6 The CEO will brief the Board periodically on broad sector and governance issues of interest that have a general impact on the operations and sustainability of BICWA.
- 13.7 The CEO's performance is evaluated annually by the Board against the achievement of agreed goals and performance indicators. In undertaking the annual review, the Board Chair, the Treasurer, and Deputy Chair acting as the evaluation committee will review and consider the CEO's annual performance report prepared in line with the CEO's contract, annual KPIs and Board feedback. Following confidential discussions between the Chair and the CEO, the Board Chair will make a recommendation(s) to the Board. The Board makes the final decision in relation to the outcome of annual review.³⁰

14. Role of the Secretary

- 14.1 The meaning of 'Company Secretary' and 'Secretary' has the same meaning.
- 14.2 The Secretary is a Responsible Person according to the Australian Charities and Not for Profit Commission (ACNC) Act and must comply with the Governance Standards of the ACNC.
- 14.3 The Secretary is an Officer according to the Corporations Act and must comply with the legal duties of an Officer according to the Corporations Act.
- 14.4 The Secretary must comply with the duties according to article 57 of the Constitution.³¹
- 14.5 The Secretary is responsible for corporate governance and supports the directors by managing the business of the Board.
- 14.6 The Secretary must maintain the records of BICWA according to article 58 of the Constitution.^{32 33}
- 14.7 The Secretary must maintain the corporate records of BICWA.
- 14.8 The Secretary is accountable to the Board, through the Chair, on all matters with respect to the proper functioning of the Board. The Secretary is responsible for ensuring the administrative and legislative requirements of BICWA are carried out and supports the Board on governance matters.

³⁰ AICD Principle 6 *"Performance: The organisation uses its resources appropriately and evaluates its performance."*

³¹ BICWA Constitution article 57 *"Appointment and role of secretary"*

³² BICWA Constitution article 58 *"Minutes and records"*

³³ AICD Principle 7 *"Accountability and transparency: The board demonstrates accountability by providing information to stakeholders about the organisation and its performance."*

15. Role of the Treasurer³⁴

- 15.1 The Treasurer will be appointed by the board as the responsible person for the financial management of BICWA.³⁵ The Board will further appoint the Treasurer as public officer of BICWA.
- 15.2 Where possible, the treasurer must be a Director of BICWA.
- 15.3 The Treasurer, as a Responsible Person according to the Australian Charities and Not for Profit Commission (ACNC) Act, must comply with the Governance Standards of the ACNC.
- 15.4 The Treasurer, as an Officer according to the Corporations Act, must comply with the legal duties of an Officer according to the Corporations Act.
- 15.5 The Treasurer, on behalf of the Board, must comply with the financial records and management according to article 46 of the Constitution.³⁶
- 15.6 The Treasurer is accountable to the Board, through the Chair, on all matters with respect to financial matters. The Treasurer is responsible for ensuring the legislative requirements of BICWA's finances are carried out and supports the Board on all financial matters.
- 15.7 The Treasurer prepares a written report for the Board meetings according to the Board reporting guidelines.

16. Dispute Resolution

- 16.1 It is the responsibility of the Chair to ensure that disputes are handled respectfully, confidentially, in accordance with article 16 of the Constitution and in accordance with the law.

17. Disclosure of Interest

- 17.1 The Board members and Directors will at the beginning of each financial year complete a disclosure of interest form and at each meeting disclose any interest in relation to any agenda item.

18. Induction of new Board Members³⁷

- 18.1 New Board members are sent a letter of appointment, a Board pack and are invited to an induction program, which ensures Board members are aware of and understand their directors' duties under ACNC Governance Standard 5. The information pack will include the Board Charter, BICWA's strategic plan, the Constitution, 12 months of

³⁴ AICD Principle 6 *"Performance: The organisation uses its resources appropriately and evaluates its performance."*

³⁵ BICWA Constitution article 43.8 *"The directors must decide on the responsible financial management of the company including any suitable written delegations of power under clause 44."*

³⁶ BICWA Constitution article 46 *"Financial records and management"*

³⁷ AICD Principle 9 *"Conduct and compliance: The expectations of behaviour for the people involved in the organisation are clear and understood."*

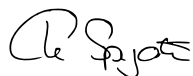
Board Minutes, copies of insurance policies, disclosure of interest form and other relevant documentation, including key governance and strategic policies.

18.2 The Board acknowledges that new Board Members may require training in Board fiduciary and financial duties and governance, or in the not-for-profit sector and the bee industry sector. Upon applying for or being elected as a Board member, all individuals will be required to complete a skills matrix to identify their skill set.

19. **Directors and Officers Liability**

19.1 BICWA holds insurance policies to protect staff, volunteers and Board Members and to appropriately manage risk. This specifically includes Directors and Officers Liability.

AUTHORISATION

A handwritten signature in black ink, appearing to read 'C. S. Jones'.

03/10/2023

BICWA