



Secretariat C/- Bluesee | PO Box 668, Denmark 6333 Western Australia | [esther@bluesee.com.au](mailto:esther@bluesee.com.au)

# Charter and Terms of Reference

## OVERVIEW

The Sheep Alliance of WA (The Alliance) is a not for profit incorporated body, (incorporated in May 2015 as Sheep Industry Leadership Council and undergoing name, objective and rule change to The Alliance in July 2016). The Alliance is administered through a skills based board of directors who are accountable to the membership, which comprises more than 40 entities from across the WA sheep supply chain. The Alliance Constitution provides the rules of operation, whilst this document together with The Alliance Policies provide guidance to the way in which Alliance Directors, Contractors and/or Staff operate.

## CHARTER

The Sheep Alliance of WA's role is to consider and propose strategy and oversee action to positively influence a long term profitable and progressive sheep sector in Western Australia, with an immediate task of arresting the sheep population decline in WA. The Alliance will utilise the skills, experiences and networks of its members and others drawn from across the sheep industry sectors including; live export, processing, research, genetics, mixed enterprise, prime lamb, merino and others that may be later identified to influence the adoption of the vision.

## OBJECTIVE

To help arrest the decline of the WA sheep population and generate sustainable industry growth, by.

- a. Leading a communication process to develop and implement a shared vision between all members of The Alliance and the broader sheep industry;
- b. Optimising WA-relevant sheep research and extension to foster a culture of adopting best-practise sheep business management systems; and
- c. Nurturing and developing quality future industry leadership.



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## 1. The Role of the Board

The Board is accountable to the members of the Sheep Alliance of WA. The Board will provide the governance and strategic direction for its executive officer to administer and facilitate.

### **The role of the board is to:**

- Design the strategy and drive the implementation of tactics that will achieve the Association's objectives;
- Monitor the success of the implementation of strategy
- Ensure the Alliance adheres to high standards of ethical and corporate behaviours;
- Set the delegations of authority for management in relation to approval limits on expenditure, entering contracts or raising commitments without prior Board approval;
- Ensure there are appropriate risk management, internal control and regularity compliance policies and procedures;
- Approve the Alliance policies and monitor compliance;
- Provide transparency and accountability to the members; and
- Appoint, review and where appropriate terminate the contract of the Executive Officer

### **The principal functions of the Board are to:**

- Approve the annual updated strategic plan, operational plan and budgets;
- Review the progress and performance of the Alliance in meeting these plans and related corporate performance measures;
- Represent the Alliance at relevant industry events;
- Determine the remuneration of the EO; conduct an annual performance review of the EO; oversee the professional development of the EO and ensure a succession plan is in place the EO position;
- Approve the annual financial statements ensuring they are true and fair and otherwise conform with law;
- Ensure the Alliance's financial position is protected and is able to meet its debts and other obligations when they fall due; and



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- If appropriate, approve the acquisition or sale of patent rights, rights in registered trademarks, licenses or other intellectual property rights assigned to the Alliance.

## 2. Role of the Chairperson

- The chairperson is responsible for the leadership of the Board and ensuring its effectiveness. The role of the Chair includes the following:
- Provide leadership in setting strategic direction of the Alliance;
- Establish the agenda for board meetings;
- Effectively chair board meetings, being clear about what the board has to achieve and providing guidance to other board members about what is expected of them;
- Ensure the right matters are considered carefully and thoroughly during meetings;
- Ensure that all directors are given opportunity to effectively contribute;
- Ensure that the Board comes to clear decisions and resolutions are noted;
- Brief all directors in relation to issues arising at Board meetings;
- Ensure the decisions of the Board are implemented properly;
- Ensure the Board behaves in accordance with the Code of Conduct;
- Initiate regular Board and director evaluation;
- Together with the EO and Vice Chair, be the principal spokesperson for the Alliance, undertaking PR activities where ever appropriate;
- Be the major point of contact between the Board and the EO;
- Be kept fully informed of all current events by the EO on matters which may be of interest to directors and ensure directors are adequately updated;
- Regularly review with the EO, the progress on important initiatives and significant issues facing the Alliance;
- Provide mentoring for the EO; and
- Initiate and oversee the annual EO evaluation.

## 3. Directors' Meetings

- Director meetings are the primary mechanism for which Directors are able to discharge their responsibilities. Directors should therefore apply themselves to ensure that are abreast of the issues and make every effort to attend all meetings.
- The Alliance board will meet no less than four times per year and at other times as required at locations to be agreed;
- The chair will set the meeting agenda although directors may request specific items to be included;
- Each director is free to raise matters at any meeting that are not on the agenda;
- The Board may invite any person it deems necessary to attend a Board meeting to provide appropriate information required of the Directors;
- Board papers are to be distributed to all directors one week prior to the scheduled meeting;
- Minutes of each meeting are to be distributed to all directors within one week of holding the meeting.



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## 4. Committees of the Board

Board committees are used to deal more effectively with complex or specialised issues as an efficient use of Directors' time. Committees make recommendations for action to the full board who collectively retain their overall responsibility for decision making.

The board will establish committees as required but always maintain the following:

- ✓ Finance and Compliance
  - ✓ Remuneration
- 
- Each committee will develop its own charter for board approval setting out its role, composition and responsibilities;
  - Committees will generally meet quarterly (generally by phone) a fortnight before board meetings and circulate minutes in the board pack via the Executive Officer;
  - The board will appoint committee chairs from among the board members and have the prerogative to appoint external independent consultants to be the remaining members of these committees;
  - It is expected that each Director will serve on at least one Committee
  - Committee chairs will have a standing item on the full board agenda in order to report to the board.

## 5. Board Evaluation

- The Board considers the ongoing development and improvement of its own performance as critical input to effective governance. To facilitate this process the Board will:
- Undertake an evaluation of Board and Director performance once every three years using an independent external facilitator;
- May choose to conduct self-assessment reviews in the years in between;
- Will consider the outcome of the review and develop a series of actions and goals to guide improvement;
- The Chair will provide each Director with confidential feedback on his/her performance; and
- The board will not endorse the reappointment of a Director who has via the review process, being deemed as not satisfactorily performing the role.



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## 6. Non-Executive Director Remuneration and Expense claims

- The Remuneration committee will assess the Non Executive Director sitting fees from time to time and will recommend any changes to the AGM for ratification.
- All Self-Employed Directors are entitled to claim a board sitting fee plus travel at ATO rates and reimbursement of accommodation and meals associated with attending board meetings;
- Claims must be made using the Alliance Directors Claim form template, which carries the current agreed rate of claim and travel;
- Claims must be lodged with the Executive Officer within Financial Reporting years and any claims lodged for meetings expenses incurred in a previous financial year will not be paid without Board approval.

## 7. Directors' Liability Insurance

The Alliance will take out an appropriate level of Directors and Officers Liability insurance to provide protection for Directors from risks associated with the performance of their roles.

## 8. Director Induction

New Directors will undergo an induction process in which they will be given a full briefing of the Alliance.



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## 9. Role of the Executive Officer

The EO reports to the board and must comply with all reasonable directions from the Board. The EO is responsible for:

- Developing and driving a culture of continual improvement in the professional management and delivery of the Alliance operations;
- To ensure the Alliance is strategically and positively 'linked in' with key stakeholders, through providing quality executive support to progress the profile and services of the Alliance;
- Developing in conjunction with the Board, the Alliance's vision, values, strategies and goals;
- Developing and implementing the operational strategies to achieve the vision and objectives;
- Preparation of the business plan and meeting reports;
- Keeping the Chairperson informed on all matters which have or have potential to have material impact on the Alliance;
- Recommending policies to the board in relation to a range of organisational issues;
- Ensuring statutory, legal and regulatory compliance;
- Ensuring appropriate risk management practises and policies are in place;
- Ensure adherence to the Constitution;
- Coordinate and attend all meetings of the Board;
- Develop meeting agendas and board pack in consultation with the Chair;
- Notify directors of the time date and place of meetings;
- Coordinate and circulate board papers one week prior to each meeting and ensure minutes of each meeting are finalised and distributed within one week of each meeting;
- Ensure that correct procedures for all meetings are followed as set out in the Constitution;
- Maintain the register of Directors;
- Ensure lodgement of all documentations and notifications required by the ATO or any other regulatory authority are completed on time;
- Ensure the secure retention of all other documents and records required by law;
- Maintain a complete set of Board papers and Governance documents at the company's office;
- Provide counsel on corporate governance principles and director liability;
- Maintain the register of ongoing Conflicts of Interest and the register of Related Party Transactions;
- Maintain, update and ensure all directors have an up-to-date copy of the board charter and associated governance documentation;
- Work with the Chair to develop and deliver best practise governance and protocols for the Board; and
- Any other fair and reasonable services the chair or board may require within the contracted Scope of Works.



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*Note: This Charter should be read in conjunction with THE ALLIANCE constitution and if a dispute in content or meaning arises the wording of the Constitution prevails.*