

Executive Board Charter

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February 2021

Introduction

This charter and the Board committees' charters and policies set out the governance requirements for the Halberg Foundation (Halberg) Executive Board (the Board). These include the roles and responsibilities, procedures, members' powers and reference to applicable legislation.

The Role of the Executive Board

The Board has responsibility for the affairs and activities of Halberg and has the following governance objectives:

1. Ensure strategy and direction for a sustainable and vibrant organisation
2. Appoint and monitor the CE
3. Appoint committees
4. Promote ethical and responsible decision making
5. Safeguard the integrity of its financial reporting.
6. Protect and enhance the value of Halberg's assets
7. Respect the right of the stakeholders
8. Recognise and manage risk
9. Promote a culture which embraces diversity
10. Keep up-dated on industry trends that concern Halberg
11. Nominate members for position of Life Trustees

Board Composition

The Deed of Trust requires that the Board comprise between five and eight members, four being regional trustees. The Board elects the Chairperson.

Rotation

All Directors are required by Halberg's Deed of Trust to seek re-election on the expiry of each term of three years. There is a maximum term of nine years for which a person can remain a Director.

Independence

In order for a Director to be considered independent:

- The Director must not serve on the Board for a period which could reasonably be perceived to interfere with the Director's ability to act in the best interests of Halberg; and

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- The Board must affirmatively determine that the Director does not have a material relationship (other than solely as a consequence of being a Director); and disclose the basis for the determination in the annual report.

The Board will review any determination it makes as to a Director's independence on becoming aware of any information that indicates that the Director may have a material relationship Halberg.

Nomination

The nomination of independent Directors is considered by all Directors. Directors are selected based on a range of factors including the perceived needs of the Board at the time, their independence, qualifications and experience.

Induction

The Board seeks to ensure that new Directors are acquainted with Halberg management, relevant industry knowledge and receive a copy of this Charter, the Charters of all Committees, recent Board and Committee papers and minutes.

Composition and Role of Committees

Committees established by the Board review and analyse policies and strategies within their terms of reference. They examine proposals and where appropriate make recommendations to the full Board. Committees do not take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.

The current Committees of the Board are the Audit and Risk Management Committee, the Human Resources and Compensation Committee. An individual charter exists for each Committee which will be annually reviewed by the Board. From time-to-time the Board may create ad hoc or other committees to examine or have the delegated authority to deal with specific issues on behalf of the Board.

Committee Chairpersons and members are appointed by the Board.

The Board reviews annually the performance of each Committee, to ensure that each Committee is operating consistently with its Charter.

Procedure

Board Materials

The Chairperson of the Board connects with the Chief Executive prior to each Board meeting to discuss the agenda for the forthcoming Board Meeting. Each Committee or Director is able to suggest agenda items.

It is recommended that Directors receive Board papers seven days in advance of meetings. Guidelines are in place concerning the content, presentation and delivery of papers to Directors for each meeting.

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The Board normally meets at least five times a year.

All Directors have access to employees to discuss issues or obtain further information on specific areas, as they think appropriate.

Relationship between the Chairperson and the Chief Executive

The Board supports the separation of the role of Chairperson from that of the Chief Executive. The Chairperson's role is to manage the Board effectively, to provide leadership to the Board, and to interface with Halberg's Chief Executive.

Reimbursement of Directors' Expenses

Halberg meets the cost of:

- all Directors' travel directly associated with attendance at Board and Committee meetings;
- any approved costs directly associated with the Director's performance of his or her role.

All Directors' expenses are approved by the Chairperson. The Chairperson's expenses are approved by the Chairperson of the Audit and Risk Management Committee.

Remuneration of Chief Executive

The Chief Executive's remuneration is paid in the form of a salary.

Conflicts of Interest

Where conflicts of interest do exist Directors will withdraw from the meeting while the matter is dealt with. Board members will complete the Interests Register annually and update as necessary.

Responsibilities and Duties

Policy and Corporate Strategy

The Board is responsible for the approval of appropriate strategies including the approval of sponsorship agreements, funding contracts, grant applications, capital expenditure above delegated authority limits and the review of performance against strategic objectives. The Board also monitors Halberg's financial and other reporting.

Every year, the Board reviews and approves the business plan and the capital expenditure and operating budget for the forthcoming year.

The Board is engaged in strategic planning, assessment of operational opportunities and risks and the oversight of Halberg's control and accountability systems.

The Board annually receives a letter of representation from the Chief Executive that:

- Halberg's financial reports represent a true and fair view in all material respects and are in accordance with relevant accounting standards; and
- the certification has been made based on a sound and effective system of risk management and internal compliance and control.

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The Board is also responsible for the regular review of:

- Governance policy and practice
- Diversity within trustees and employees

The Board is responsible for appointing and removing the Chief Executive.

The Chief Executive Officer reports annually to the Board regarding Chief Executive's succession planning and management development. In the event of an emergency or the retirement of the Chief Executive the Human Resources and Compensation Committee will recommend suitable candidates to the Board for appointment to the position of Chief Executive.

Powers/Authority

Delegation of Authority to the Chief Executive

The formulation and implementation of policies and reporting procedures for management is delegated to the Chief Executive as formal delegation terms. The Board's delegation of the day-to-day affairs of Halberg to the Chief Executive is made within these terms and will be monitored as part of the formal business of each Board meeting. The Chief Executive in turn implements a Delegation of Authority Policy which sets limits on certain decision making and achieves individual accountability.

Independent Advice

A Committee or individual Director may retain and consult with external advisers (including legal) at Halberg's expense where the Committee or individual deems it necessary with the approval of the Chairperson of the Board.

Non-executive Directors are entitled to rely on Halberg executives, in relation to matters within their responsibility.

The Board may rely upon information provided by Board Committees in relation to matters within that Board Committee's delegated responsibility.

Accountability

Evaluation of Board performance

The Board reviews its performance as a whole on a biennial basis.

General

This Board Charter has been approved by the Board and is reviewed annually by the Board.