



## **WSAA BOARD CHARTER**

### **INTRODUCTION**

The Board is responsible for ensuring that the Window Shading Association of Australia (WSAA) has an appropriate governance structure to ensure the creation and protection of member value.

This Board Charter sets out the roles, responsibilities, structure, and processes of the Board of WSAA and provides clarity in the overall governance of WSAA.

The conduct of the Board is also governed by the Constitution of WSAA, of which the Board must ensure that it and WSAA comply with at all times.

### **BOARD RESPONSIBILITIES**

The key responsibilities of the Board include, but not limited to:

- Organisational governance:
  - setting, approving and reviewing internal governing policies and key documents while monitoring compliance with best practice corporate governance requirements;
  - ensuring that the organisation complies with all relevant laws, regulations and regulatory requirements;
- Strategic planning:
  - overseeing the development of and approving strategic direction;
  - monitoring implementation and progress of strategic initiatives;
- Financial monitoring and reporting:
  - reviewing and approving the proposed annual budget;
  - monitoring financial and operating results on an ongoing basis;
  - determining that the end of year accounts are true and fair and presented annually to members;
  - approving the appointment and periodical review of external auditors;
- Leadership selection:
  - the recruitment, appointment and removal (if necessary) of the CEO;
  - the selection, composition and appointment of Directors;
  - appointing and removing (if necessary) the Company Secretary;
- Risk management:
  - setting the risk appetite of the Association and ensuring it has a risk management framework to identify and manage risk on an ongoing basis;
- Monitoring performance:
  - evaluating the performance of the CEO;
  - evaluating the performance of the Board.

## **PRESIDENT RESPONSIBILITIES**

The Board is empowered by the Constitution (Clause 35.9 – Office Bearers) to appoint from its Directors a President and a Vice President for the period of three years.

The President has a major role as the head of the Board in providing leadership to the Directors to ensure sound governance of the Association. The role of the President is to:

- ensure the Board performs its roles and functions;
- manage the relationship between the CEO and the Board;
- chair the Board meetings and the Annual General Meeting;
  - ensure that all relevant issues are on the agenda and that all directors receive timely, relevant information to enable them to participate effectively in matters before the Board;
  - ensure that Board proceedings are open and balanced, and that all directors are afforded an opportunity to participate;
  - promote consensus decision-making and seeking to resolve points of difference;
  - keep discussion before the Board on track and ensuring that decisions are reached in a timely manner;
  - ensure that relations between directors are respectful and that appropriate standards of conduct are observed;
- represent the Association externally and, along with the CEO, be an official spokesperson for the Association; and
- oversee the implementation of policies and procedures to annually review Board and CEO performance.

The Vice President may fulfil the President's role when the President cannot fulfil their responsibilities.

## **COMPANY SECRETARY**

The Company Secretary acts as secretary of the Board, attending all meetings of the Board as required. The Company Secretary is accountable to the Board through the Chairperson on all corporate governance matters.

The Company Secretary is responsible for:

- monitoring compliance with Board policy and procedures;
- preparing minutes of meetings and resolutions of the Board and presenting these to the Chairperson for approval and circulation;
- circulating Minutes from committee meetings to the Board; and
- WSAA's compliance with its requirements under the Corporations Act regarding registered office, annual returns and notices to be lodged with the Australian Securities and Investments Commission.

## **BOARD COMPOSITION & TERM**

Noting key sub clauses, Clause 35 of the WSAA Constitution governs the composition of the Board:

- The Board will consist of not fewer than five and not more than nine Directors;
- The Board will consist of elected directors and up to two Co-Opted directors;
- The Board shall not have, at any one time, more than three Elected Directors that reside in the same state or territory of Australia;
- The majority of the Directors must at all times be employed by a manufacturing or retail manufacturing Member;
- It is preferable that the Board is comprised of a balance of Directors in terms of gender and geography.

Directors shall hold office for a term of five years but are eligible for re-election for one further term of one year.

## **NOMINATIONS & ELECTION OF DIRECTORS**

The process of nominating and appointment of Elected Directors to the Board is carried out in accordance with the WSAA Constitution (Clause 35.6) and filling vacant positions is outlined in Clause 38.

Each year an election is required, the Board will publish to members a formal nominations and election process with selection criteria.

Upon election, all new Directors appointed to the Board will undertake a formal induction program coordinated by the CEO and will be required to sign a confidentiality agreement.

## **BOARD MEETINGS**

Clause 45 of the WSAA Constitution governs the regulation of meetings and proceedings of the Board.

The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks fit, provided that the Board must meet not fewer than four times each calendar year.

Clause 46 of the WSAA Constitution governs a quorum and states that the quorum necessary for the transaction of the Board's business is a majority of Directors being personally present (or in conference in accordance with clause 45).

Clause 48 of the WSAA Constitution governs voting:

- A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- Each Director shall have one vote.
- In case of an equality of votes at a meeting of the Board, the Chairperson is entitled to a casting vote in addition to a deliberative vote.

## **INDEPENDENT PROFESSIONAL ADVICE**

The Board collectively, and each Director individually, has the right and obligation to seek independent professional advice at the WSAA's expense to help them carry out their responsibilities. This is subject to the prior approval of the President or the Board.

## **DECLARATION OF INTERESTS**

Clause 44 of the WSAA Constitution governs disclosure of conflicts and the Board will approve and review a Conflicts of Interest Policy that all Directors must adhere to at all times.

## **CODE OF CONDUCT**

The Board has adopted, and from time to time amends, the Directors Code of Conduct. This is a formal Code of Conduct to be observed by all directors at all times.

## **DIRECTOR REMUNERATION**

Clause 5.3 of the WSAA Constitution governs Director remuneration which states that no payment shall be made to any Director other than the following payments in good faith:

- out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
- payment for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

## **DELEGATION OF AUTHORITY**

Under the WSAA Constitution (Clause 50), the Board may delegate responsibility to committees to consider certain issues in further detail and then report back to and advise the Board.

Standing committees established by the Board will adopt terms of reference setting out authority, responsibilities, membership and operation of the committee.

The Board has delegated to the Chief Executive Officer (CEO) the authority to manage WSAA's day to day the operations and administration and the authority to control the WSAA's affairs in relation to all matters other than those responsibilities reserved by the Board in this Charter. The CEO has authority to sub-delegate.

The Board will approve and review a Delegation of Authority Policy.

## **PERFORMANCE EVALUATION**

The Board will on an ongoing basis consider its own performance by undertaking a performance evaluation annually (or as required) to determine whether it is functioning effectively by reference to current best practice and regulatory obligations.

The process of evaluating the performance of the Board as a whole is the responsibility of the Board under the direction of the President.

Outcomes from this annual assessment will be reported to and discussed by the Board.

## **CHARTER HISTORY AND VERSION CONTROL**

The WSAA Board Charter is to be reviewed every two years.

<b>Version</b>	<b>Approved By</b>	<b>Date Approved</b>
1.0	Board	13 <sup>th</sup> February 2025