



Agricultural Shows of Australia (ASA)

Board Charter

This charter sets out the role, structure, responsibilities and operation of the Board of ASA and its delegation of authority to management.

1 Role of the Board

The Board is responsible for the corporate governance of ASA. The Board undertakes its role with the objective of ensuring the long-term health and prosperity of ASA for the benefit of members. The Board, including individual members, must act in the best interests of the Company as a whole, not individual members.

The Board recognises that a harmonious and inclusive working environment is essential to achieving its goals. Encouraging the cooperation and inclusion of a diverse business of people undoubtedly assists in accomplishing the mission of forging the future of agriculture by engaging, educating, and entertaining our community to ensure the future of agricultural shows across Australia.

2 Minimum Governance Standards

The Board must ensure that ASA meets the core minimum governance standards established by the Australian Charities and Not-for-profits Commission to demonstrate that the Company is run in an accountable and responsible way. These Governance Standards are summarised in Appendix 1.

3 Delegation to Management

3.1 Under the Constitution of ASA, the Board is vested with responsibility for managing the business. The Board has specifically reserved some matters for its decision and delegates authority for all other matters that are necessary for the day-to-day management of ASA's business to management through the Executive Officer (EO).

3.2 Authority limits for the EO are approved by the Board from time to time.

3.3 The EO is accountable to the Board for all authority delegated to management. The EO must provide management reports and presentations to the Board on a regular basis.

4 Board Committees

4.1 The Board may establish Committees as it considers appropriate to assist it in executing its functions.

4.2 The Board will appoint or revoke the appointment of Committee members.

4.3 The Board will appoint the Chairperson of each Committee from each Committee's members.

- 4.4 The Board will review annually the composition of each Committee to ensure each Committee has an appropriate balance of skills and experience.
- 4.5 The Board will establish terms of reference for each Committee, setting out the responsibilities delegated by the Board to the Committee and the Committee's structure and purpose.
- 4.6 The role of a Committee is to operate within the terms of reference and to make recommendations to the Board for decision.

5 Conduct

5.1 In giving effect to this charter, Directors will at all times:

- act honestly, in good faith and in the best interests of ASA
- be committed to a culture that embraces and fosters diversity and inclusion
- use care and diligence in fulfilling the functions of office and exercising the powers attached to that office
- use the powers of office for a proper purpose, in the best interests of ASA
- not make improper use of information acquired in their capacity as Director
- not take improper advantage of their position as Director
- properly manage any conflict within the interests of ASA and the provisions of the Constitution
- be independent in judgement and actions, and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board
- in relation to confidential information received in the course of the exercise of their duties, acknowledge and agree that such information remains the property of ASA and agree that it will not be disclosed, or allow it to be disclosed, unless the disclosure has been authorised by ASA in writing, or is required by law
- not engage in conduct likely to adversely affect the reputation, standing or goodwill of ASA
- ensure that the financial affairs of ASA are managed responsibly and not allow ASA to operate while insolvent
- comply with the law and with ASA's constitution.

5.2 Directors are required to comply with Board policies and other rules applicable to Directors as adopted by the Board from time to time.

6 Responsibilities

The Board has reserved the following responsibilities for its decision:

Relating to	Responsibility
Members	<ul style="list-style-type: none"> • Approval of business strategy and vision in line with efforts to drive value creation for members • Approval of business plans, assuring that sufficient resources are available to implement strategy and monitoring the implementation of strategy • Approval of major expenditure, acquisitions, divestments, and strategic commitments • Approval and monitoring of financial reporting to the Board

	<ul style="list-style-type: none"> • Oversight of risk management, internal control and compliance systems • Oversight of reporting to members and communications • Benchmarking the delivery of value to all stakeholders • Appointment and removal of external auditors, and determination of the remuneration and terms of appointment of the auditors
Management	<ul style="list-style-type: none"> • Review and approval of EO contractual arrangements, remuneration and benefits • EO selection or removal and oversight of succession planning • Review and approval of the terms of appointment of any other member of the management team
Community	<ul style="list-style-type: none"> • Oversight of the management of social, economic and environmental concerns consistent with the delivery of sustainable outcomes for stakeholders • Reinforcement of reputation, brand and community relations
Directors	<ul style="list-style-type: none"> • Review the size and composition of the Board • Review of Board performance

7 Composition and Structure

7.1 The Board will be constituted in accordance with ASA's constitution.

8 Induction, Continuing Education and Access to Information

8.1 New Directors will be provided with a letter of appointment which sets out their rights, duties and responsibilities.

8.2 New Directors will participate in an induction programme including comprehensive briefings from the Board and EO on ASA's business and key issues.

8.3 Business briefings will be provided to Directors at each Board meeting. In addition, each Director is expected to participate in all continuing education programmes conducted for Directors, involving briefings by specialists on matters relevant to their role as Directors and key business and industry developments.

8.4 All directors will have access to the ASA EO and information as required to fulfil their responsibilities, and may make direct requests for information or briefings on specific matters.

9 Chairperson

9.1 The Directors will appoint a Chairperson of the Board. The Chairperson will not be a current or former EO of ASA.

10 Company Secretary

10.1 The appointment and, where appropriate, removal of the Company Secretary is a matter for the full Board.

10.2 The Company Secretary is accountable to the Board, through the Chairperson, for monitoring and enhancing corporate governance processes and ensuring that the principles and procedures of the Board are followed.

10.3 All Directors will have direct access to the Company Secretary.

11 Meetings

11.1 The Board will meet in accordance with ASA's constitution.

11.2 Directors will use all reasonable efforts to attend each meeting of the Board and Committees of which they are a member.

11.3 Board and Committee papers will be circulated to Directors 5 business days prior to each Board and Committee meeting. Directors are expected to undertake adequate preparation to permit their effective contribution at each meeting.

11.4 At each Board meeting, Directors will be given the opportunity to meet without management present.

12 Review and Amendment

The Board will review annually the Board and Committee charters and approve amendments as it considers appropriate.

Approved by the Board on 5 August 2022.

Australian Charities and Not-for-profits Commission: Minimum Governance Standards

The Governance Standards have been established by the Australian Charities and Not-for-profit Commission (ACNC) as a set of core, minimum standards that deal with how a charity is run (including its processes, activities and relationships). The Standards require a charity to remain charitable, operate lawfully, and be run in an accountable and responsible way. The Governance Standards are a set of high-level principles, not precise rules, and a charity must decide how it will comply with them. A charity must be able to demonstrate that the steps it has taken to comply with the Governance Standards are appropriate considering factors such as its size, purpose and activities.

The ACNC provides a self-evaluation tool to check a charity's compliance. While this tool is not required to be lodged, it is recommended that an annual review of this document be undertaken to assess compliance or formulate a plan to rectify any deficiencies.

Standard 1: purposes and not-for-profit nature

Governance Standard 1 requires charities to demonstrate that they:

- were set up as a not-for-profit with a charitable purpose, and
- run as a not-for-profit and work towards that charitable purpose.

It also requires charities to demonstrate that they can provide information to the public about their charitable purpose.

Standard 2: accountability to members

Governance Standard 2 requires charities to:

- take reasonable steps to be accountable to their members, and
- allow their members adequate opportunities to raise concerns about how the charity is run.

Being accountable includes letting the members know about the charity's activities and the results of those activities. It also includes allowing members to raise concerns and ask questions about how a charity is run.

Standard 3: compliance with Australian law

Governance Standard 3 requires charities to not act in a way that, under Commonwealth, state or territory law, could be dealt with as:

- an indictable offence (being a serious crime that is generally tried by a judge and a jury), or
- a breach of law that has a civil (not criminal) penalty of 60 penalty units or more. (Note, the current value of a Commonwealth penalty unit is \$222.)

Standard 4: suitability of Responsible People

Governance Standard 4 requires a charity to take reasonable steps to be satisfied that its Responsible People (its board or committee members) are not disqualified from:

- managing a corporation under the Corporations Act 2001 (Cth), or
- being a Responsible Person by the ACNC Commissioner within the previous 12 months.

If a charity is not satisfied, it must not appoint this person. If the person is already appointed, the charity must take reasonable steps to remove them as a Responsible Person.

Standard 5: duties of responsible people

Governance Standard 5 requires charities to take reasonable steps to make sure that the following duties apply to Responsible People and that they follow them. The duties can be summarised as follows:

- to act with reasonable care and diligence
- to act honestly and fairly in the best interests of the charity and for its charitable purposes
- not to misuse their position or information they gain as a Responsible Person
- to disclose conflicts of interest
- to ensure that the financial affairs of the charity are managed responsibly, and
- not to allow the charity to operate while it is insolvent.

Generally, the duties mean that Responsible People should act with standards of integrity and common sense.

Standard 6: maintaining and enhancing public trust and confidence in the Australian not-for-profit sector

Governance Standard 6 requires a registered charity to take reasonable steps to become a participating non-government institution if the charity is, or is likely to be, identified as being involved in the abuse of a person:

- in an application for redress made under section 19 of the National Redress Scheme for Institutional Child Sexual Abuse Act 2018 (Cth) (Redress Act), or
- in information given in response to a request from the National Redress Scheme Operator (the Secretary of the Department of Social Services) under section 24 or 25