

ADEA Board Charter

Role Statement and Board Members' Expectations Statement

Governance: The ADEA Board provides strong governance to ADEA by improving the performance of the organisation and regulating the conduct and performance of individual members and collectively as the board. The board achieves these roles through accountability, strategy formulation, monitoring and supervising and policy making. The board has a past, present and future oriented approach.

CEO: The board is responsible for forging a strong and productive mutually trusting working relationship with the CEO for the benefit of the organisation:

- a. Openness and honesty in all matters is encouraged between the ADEA Board and CEO
- b. This relationship is fostered between meetings through encouraging a close working relationship between the Chair and CEO
- c. Clear written terms of appointment, position description and delegations for the CEO are in place
- d. Agreed annual KPIs for CEO performance
- e. Annual CEO performance reviews are conducted by the Board President or delegate(s) against position description and agreed KPIs
- f. Regular ongoing reporting by CEO to ADEA Board occurs in a form which is meaningful and relevant
- g. A CEO succession plan is in place.

Culture: Board members will protect and promote an effective culture of respect, collaboration, communication and consensus.

Meetings: The board will meet face to face quarterly and by teleconference six weekly as required. Board directors are required to read all papers and be prepared for Board meetings to ensure adequate strategic discussions and decisions are made in the best interests of the organisation, ADEA.

Processes: The board will consider strategic, policy and issues that impact their governance role. The Board will not consider or decide on operational issues, although a report by the CEO will be made about operational issues.

The board members will:

- a. Seek to be informed about issues to be decided
- b. Utilise the 'pool of knowledge' within the board, ADEA and externally as required
- c. Adhere to the board culture
- d. Seek consensus rather than voting where decisions are required
- e. Advocate for national constituents rather than a personal view or a jurisdictional view
- f. Develop and monitor board KPIs

<p>Accountability: The Board provides accountability by ensuring:</p> <ul style="list-style-type: none"> a. clear written statement of roles and responsibilities for ADEA Board b. expenditure of money and use of resources consistent with strategic plan, agreed budget and within its fiduciary responsibilities c. appropriate transparent management reporting systems exist d. regular effective communication with key stakeholders e. adequate avenues exist for people seeking bona fide communication with the organisation f. active monitoring of viability and activities of the organisation g. statutory and formal accountabilities (e.g. regulators, funding bodies etc.) are met h. meaningful evaluations are conducted of the effectiveness of: (i) the ADEA Board (including individual directors) (ii) committees of the Board; (iii) the CEO h. relevant and meaningful professional development is provided for Board and senior management i. planned induction and mentoring for new Board members. 	<p>Strategy: The ADEA Board is responsible to ensure that the organisation pursues agreed strategy by ensuring:</p> <ul style="list-style-type: none"> a. delegation of responsibility to the CEO for driving development of strategy b. determining with CEO the annual cycle for strategic planning c. whole Board is engaged in the strategic planning and review processes d. inclusion in strategic planning of proper consideration of risks and opportunities e. inclusion of clear measurable financial and other objectives in all strategic plans f. preparation of business plans and budgets consistent with and to support agreed strategic plans.
<p>Monitoring and supervising: The ADEA Board is responsible for the governance of the organisation by:</p> <ul style="list-style-type: none"> a. actively monitoring implementation of agreed strategies and policies (including budgets) b. receiving and reviewing regular management reporting c. establishing a direct relationship with the external auditors to ensure integrity and financial reporting d. approval of documented risk management framework which is regularly monitored, reviewed and updated e. use of ADEA Board committees for more detailed attention as necessary f. monitoring and reviewing performance of the organisation against approved strategic plans and goals. 	<p>Policy: The ADEA Board is responsible for the development of appropriate governance and position policies by ensuring:</p> <ul style="list-style-type: none"> a. development and implementation of key governance policies by the Board in keeping with best practice in governance and legal accountability b. Approval of all ADEA position statements and policies developed by the CEO – does not include technical documents c. the development and implementation by management of operational policies d. there is a clear delineation between Board governance policy and policy which is the responsibility for the CEO to develop and monitor e. active monitoring of all ADEA Board approved policies.

Approved by the ADEA Board 25 August 2013.

Updated and approved by the ADEA Board on 24 May 2014

Updated and approved by the Board on 25 November 2015