

Board Charter

Version	5.0	Approved by:	WaterRA Board of Directors
Effective Date:	18 January 2019		
Review Date:	18 January 2021	Administered by:	Chair of the Board

1. Purpose

The purpose of this Board Charter (**Charter**) is to set out the principles for the operation of the Board of directors (**Board**) of Water Research Australia Limited (**WaterRA**) and its relationship to its committees.

Nothing in this Charter limits any powers or responsibilities of the Board or takes precedence over the WaterRA Constitution.

2. Role of the Board

The Board has primary responsibility to Members for the welfare of WaterRA whilst having regard to the interests of all stakeholders including members, the water industry, the community, employees, government regulators, and suppliers.

The Board will at all times act honestly, fairly and diligently and within any applicable laws that may apply to WaterRA and the WaterRA Code of Conduct. Each of the Directors when representing WaterRA must act in the best interests of WaterRA and the membership as a whole.

3. Responsibilities of the Board

The Board has responsibility for guiding and monitoring the management of WaterRA, and is responsible to establish appropriate governance processes.

The Board oversee the establishment and maintenance of systems, processes and policies designed to ensure that WaterRA's activities are subject to adequate and appropriate internal controls and that the risks associated with WaterRA's operations are identified, assessed and appropriately managed.

The Board is also directly responsible for providing the strategic direction for WaterRA and oversight of the financial stewardship on behalf of the Members. It is Management's responsibility to ensure that the strategic direction provided by the Board and financial objectives are translated in the WaterRA Strategic Plan, and Strategic Implementation Plans and associated Annual Budget.

The Board in fulfilling its responsibilities for the management of WaterRA will be responsible for the following:

Strategic Planning and Objectives

- a) Setting the strategic direction and financial objectives for WaterRA.
- b) Evaluating, approving and monitoring the strategic plans of WaterRA.
- c) Evaluating, approving and monitoring the strategic implementation plans and budgets.
- d) Evaluating, approving and monitoring the performance objectives of WaterRA.
- e) Approvals of expenditure and commitments where specified by the Delegated Authorities Policy.

The Board delegates to the CEO the responsibility for implementing the strategic and implementation plans of WaterRA as approved by the Board.

Governance

- a) Appointment and removal of the Chief Executive Officer (CEO).
- b) Approval of the employment terms and conditions of the CEO.
- c) Reviewing and providing feedback on the performance of the CEO.
- d) Appointment and removal of the Company Secretary.
- e) Reviewing Board composition and annual performance.
- f) Search for and appoint an Independent Director.
- g) Benchmark and provide recommendations to the Members for the setting and approval of Chair and Independent Directors remuneration.

Financial Stewardship

- a) Monitoring financial performance, including approval of the annual financial statements and Directors' Report and approval of the annual budget.
- b) Evaluating and approving the investment strategy of WaterRA.

Risk Management

- a) Monitoring WaterRA's performance relative to Corporate Governance Standards appropriate for a Public Not for Profit Member Organisation.
- b) Ensuring that risks are identified and appropriate controls and monitoring are implemented.
- c) Approving an appropriate and prudent framework of policies and controls, including delegations on policy approval, and monitoring compliance.
- d) Monitoring the operations of WaterRA in respect of its compliance with relevant regulatory requirements and any contractual, statutory or legal obligations.
- e) Enhancement and protection of WaterRA's reputation externally, and with Members.

Reporting

- a) Review and approval of the Annual Report and other reports to members, regulators and the broader community.

The Independent Chair will be responsible for:

- a) Leadership of the Board.
- b) Overseeing the Board in the effective discharge of its supervisory role.
- c) The efficient organisation and conduct of the Board's function and meetings.
- d) Facilitating the effective contribution of all Directors.
- e) The promotion of constructive and respectful relations between Directors and management.
- f) Acting as a conduit between the Board and the CEO. The CEO is responsible for relaying relevant information from the Chair and the Board to the WaterRA Executive team and staff.

The Deputy Chair position must be held by a WaterRA Director from a member organisation, (ideally with at least one year's experience on the WaterRA Board) and will be responsible for:

- a) Performing the role and functions of the Chair in the absence of the Chair for any reason.
- b) Being available to facilitate the following matters when and as appropriate and required:
 - Chair succession planning
 - approvals and actions required to be performed by the Chair where the Chair actually or potentially may be compromised due to personal or other conflict of interest either declared or undeclared
 - at the request of the Chair, support the Chair in the performance of the role and function of the Chair.

4. Performance criteria and assessment

To ensure quality and effective performance, a review of Board and Independent Chair and Director performance shall be completed annually by self-assessment and/or other assessment tools. A formal review of Chair and Independent Director performance shall be facilitated by the HRC in the final year of their tenure. Following performance reviews, improvement plans will be developed if necessary.

5. Board Authority

The division of responsibility between the Board and Management is documented in WaterRA's Delegated Authorities Policy.

The Board shall:

- a) Determine the scope of the authority and any limits on that authority which is delegated to the CEO or any other Company Officer through an approved Delegations of Authority Policy;
- b) Monitor that appropriate resources are available to Management to fulfil the requirements; and
- c) Review the Delegations of Authority Policy at least every 24 months.

Subject to the constraints of law, the Board may delegate any of its powers to Board Sub-committees consisting of one or more Directors, Advisory committees not necessarily constituted by Directors, or any other person or persons that the Board thinks fit.

Any Board Sub-committee, advisory committee, or other delegate or delegates in the exercise of the powers delegated must conform to any lawful requirements that may from time to time be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in him or her.

6. Board Meetings

The Board will meet a minimum of 4 (four) times each calendar year and the meetings may be held using any technology consented to by all of the Directors.

Under Clause 48(d) of the Constitution, a director must vacate office if they are absent from meetings for a period of six consecutive calendar months without leave of absence from the Board.

Each Member of the Board has one (1) vote for the purpose of determinations of the Board. As determined by the WaterRA Constitution at clause 52.2 the Chair will have a casting vote.

A quorum for a Board meeting is set by the constitution as 50% of the Board, which if not a whole number must be rounded up.

Directors shall ordinarily receive Board papers and related material not later than seven (7) days prior to a Board Meeting. The Chair and the CEO will ensure the availability and, if necessary, the attendance (either in person or through the use of appropriate technology) at the relevant meeting, of any staff member responsible for a matter included as an agenda item at the relevant meeting.

Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Through the CEO or the Company Secretary, any Director has the authority to seek any information he/she requires from any employee of WaterRA and all employees must comply with such requests. It is expected that any significant issues are communicated to the Chair, CEO, and Company Secretary within a reasonable timeframe.

Urgent matters that cannot wait until the next Board meeting can be dealt with by a Circulating Resolution. Circulating Resolutions must be approved by all Directors entitled to vote on the resolution. Directors may record their approval of a Circulating Resolution by email. Outcomes of the Circulating Resolution will be noted in the business of the next formal Board meeting and will be entered in the Board minutes of the following meeting.

7. Communication – External and Public

The Chair and the CEO will act as the primary spokespersons for WaterRA and the Board in accordance with this Charter, who may delegate authority to designated staff members and recognised experts from the Membership to comment on particular matters.

8. Director Independence and Advice

Except as otherwise required by law, all Directors are entitled to be heard at all meetings of the Board. Directors should bring an independent and informed judgment to bear in decision-making. If a Director requires additional information or advice in relation to a matter being considered by the Board, then the Director should raise that with the Chair, CEO and/or Company Secretary prior to the meeting or where appropriate with the whole Board.

Noting that WaterRA is a Member organisation, and that all Directors other than the Chair and Independent Director are employees of Member organisations, the need for all Directors, the Chair, the CEO and the Company Secretary to be aware of the need to declare conflicts of interest is paramount. Declared conflicts will be noted in the minutes of all Board meetings.

Conflicts of interest will be managed in accordance with the Conflicts of Interest Policy.

With the prior approval of the Chair not to be unreasonably withheld, and after notifying the Board, Directors are entitled to reimbursement for the reasonable costs of any independent advice obtained in respect of their office.

9. Board Committees

The Board has established the following Advisory Committee:

- Strategic Advisory Committee (SAC)

The Chair of an Advisory Committee shall be a current Director of the Board or, subject to ratification by the Board, a non-Board member or non-member can be appointed as Chair. The Independent Chair, Independent Director and the CEO can attend meetings of the Advisory Committee as observers.

The Board has established the following Board Sub Committees:

- Risk & Audit Committee (RAAC)
- HR Committee (HRC)

The Chair of each Board Committee will be a current Director of the Board. The Independent Chair and the CEO should not be members of Board Committees and may be invited to attend meetings of the Sub Committees as observers.

The Board shall determine the charters, membership, and composition of standing or ad-hoc committees, and shall in reviewing effectiveness of governance from time to time consider the need for additional standing committees.

These committees are designed to consider specific matters and make recommendations to the Board. However, it is not intended that these committees restrict the ability of the Board to make an independent assessment of the recommendations, having regard to the Board's knowledge of WaterRA and the complexity of its structures and operations.

The Board will consider the materials and recommendations presented to them and bring their own mind to bear on the issue using the skill and judgment they possess.

The Board may request copies of any committee papers, minutes, or agenda in respect of any committee and all Non-Executive Directors may attend meetings of committees of which they are not members.

Board Committees will be advisory only and resolutions of those committees will not bind the Board.

10. Policy Approval History

This policy replaces the following policies and process documents:

WaterRA Board Charter V4

Approved



Shaun Cox

Chair WaterRA Board

Date 11 February 2019