



COUNCIL CHARTER

1 PURPOSE OF CHARTER

This Council Charter sets out the role, composition and responsibilities of the Board of Directors (“the Council”) of Croquet Victoria, the conduct of which is also governed by the Croquet Victoria Constitution and policies made under that Constitution, copies of which are available from the Croquet Victoria website at croquetvic.asn.au

A number of operational matters relating to the Council such as number of meetings per year, notification of interests, and election of directors are governed by the Constitution and are not reproduced here.

2 PURPOSE OF THE COUNCIL

The **Council** has two broad purposes, compliance and performance:

COMPLIANCE: conform with or exceed all legal requirements

Legal

- monitor constitution
- comply with directors’ responsibilities
- comply with laws
- monitor insurance requirements

Accountability

- monitor financials
- compliance audits

PERFORMANCE: assist Croquet Victoria to perform to its best potential Strategy and policy

- approve Vision/mission and ensure it is embedded into Croquet Victoria’s operations
- approve strategic plan and policies and monitor regularly

Accountability

- overall performance of the organization
- board evaluation, succession planning
- report outcomes to stakeholders

Public Relations

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

Risk management

- Ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

The Council, while meeting its responsibilities, is mindful of Croquet Victoria’s mission and objects, as embodied in its Constitution.

3 ROLES AND RESPONSIBILITIES

The functions of the Council are to:

Provide effective leadership in:

- articulating Croquet Victoria's values, vision, mission and strategies
- developing strategic (direction) plans and ordering strategic priorities
- maintaining open lines of communication and promulgating through Croquet Victoria and with external stakeholders the values, vision, mission and strategies
- developing and maintaining an organization structure to support the achievement of agreed strategic objectives

Monitor the performance of staff against agreed performance indicators

Review and agree the strategic and business (action) plans and monitor the achievements of these plans.

Review and agree the annual budget proposed by the Treasurer and monitor the annual budget outcomes

Establish such committees, policies and procedures as will facilitate the more effective discharge of the Council's roles and responsibilities

Ensure, through the Council committees and others as appropriate, compliance obligations and functions are effectively discharged

Initiate a Council self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Council judges appropriate

Ensure that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements

Ensure that all significant risks are adequately considered and accounted for.

Ensure that organization has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

Ensure that the Council's involvement in management of Croquet Victoria is separated from its Governance role of setting and reviewing policy.

4 MEMBERSHIP AND TERM

The Constitution provides for a maximum of nine elected directors, thirteen appointed directors and sufficient co-opted directors required to meet the Victorian Government's Mandatory Board Quota of 40% female directors with a quorum of a majority of elected directors (five) and a majority of appointed directors (seven) to allow the transaction of business at Council meetings.

No member of the Council may be a member of the paid staff of the organization.

Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organization.

Membership of the Council shall be disclosed in the annual report including whether a director is independent or not independent.

According to the Constitution, each elected director may serve a maximum of three two-year terms in any position after which they are not eligible to be re-elected or appointed to that position for a further twelve months. There is no limit on the term of appointed directors.

5 COUNCIL CULTURE

The Council actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.

Agendas

- The agendas of the Council limit presentation time and maximise discussion time.
- There are opportunities for informal interactions among Council members.

Norms

- Council members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

Beliefs

- It is my responsibility as a Director to fully prepare for each meeting, by reviewing all the information relating to each item on the Agenda
- Attendance at and active participation in Council meetings to *achieve the objectives of the VCA* is how I meet my fundamental obligation to VCA members
- Making valuable and *informed* contributions to Council deliberations, and taking responsibility for what I say and do will earn me the respect of fellow Council members and of the VCA members I am representing
- If the policies adopted by the Council on behalf of the VCA are policies I consider to be not in the best interests of the VCA and its members I should make my position clear to both the Council and VCA members while articulating why I am opposed to those policies.
- If the workload involved in the duties of being a Director is too great for me I should resign rather than underperform in my duties

Values

- The Council serves the community by actively participating in governance.
- The Council is responsible to various stakeholders.
- Council members are personally accountable for what goes on at the organization.
- the Council is responsible for maintaining the organization's stature in the sector.
- Council members respect each other.

6 REPORTING

Proceedings of all meetings are minuted, circulated to directors and approved by the Council at the subsequent meeting.

Resolutions are first put to the Council in draft form (as a "Council Paper") and, once passed, are recorded in an appropriate document, such as a policy or procedure.

7 REVIEW OF CHARTER

The Council will review this charter annually to ensure it remains consistent with the Council's objectives and responsibilities.

8 PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the organization Annual Report.

A copy of the charter is available at croquetvic.asn.au