



Recfishwest Board Charter

1 Constitutional Objects and Powers

1.1 The objects of the Council , as set out in the Recfishwest Constitution, are:

- (a) to be recognised as a major stakeholder in aquatic ecosystem management and participate in fisheries management so as to ensure the sustainability of fish species and their habitat;
- (b) to promote and advocate responsible recreational fishing and assist with the education of fishers;
- (c) to represent and advocate the interests and rights of all Western Australian recreational fishing stakeholders on any issues which affect the participation development and sustainability of recreational fishing;
- (d) to ensure an adequate and reasonable share of the available resource and the opportunity to optimise the social and economic benefits of accessing and harvesting that share; and
- (e) to actively engage in such activities which will assist recreational fishing.

1.2 The Council has, in addition to the powers conferred by the Association Incorporation Act and elsewhere in the Recfishwest Constitution, power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Council as the Board thinks fit;
- (c) retain and employ persons for the purposes of the Council;
- (d) borrow money upon any terms and conditions as the Board thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
- (f) enter into any contract the Board considers necessary or desirable;
- (g) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
- (h) affiliate and work in conjunction with kindred organisations.

- 1.3 Income and property of the Council shall be applied solely towards the promotion of the Objects of the Council.
- 1.4 No portion of the income or property of the Council shall be paid, transferred or distributed directly or indirectly to the Members, provided that nothing shall prevent the remuneration in good faith of any Member, Director or employee of the Council or any other person or organisation in return for bona fide goods and services rendered to the Council in promotion of the Objects of the Council.
- 1.5 The Board shall present a complete and audited financial report of the Council to the Annual General Meeting.

2 The Board

- 2.1 The Board is comprised of 5 Financial Members, who shall be elected by the Financial Members at an Annual General Meeting; and 3 persons appointed by the Directors at a Board meeting immediately following the Annual General Meeting in accordance with the Constitution.
- 2.2 Each Director shall have the expertise, qualifications and experience appropriate to the needs of the Council and the management of the business and affairs of the Council and shall substantially satisfy the skills, competencies and any other eligibility requirements set out in the By-Laws.
- 2.3 The Board must ensure, to all extent possible, that the following skills or areas of expertise are represented across the Directors:
 - legal (commercial law); and
 - accounting or financial qualifications.
- 2.4 The Board will be lead by the Chairperson and Deputy Chairperson. The Chairperson and Deputy Chairperson shall be elected by the Board from amongst the Directors at the first Board meeting following an Annual General Meeting that falls in a year in which the term of the Chairperson expires. The term of the appointment shall be for 1 year from the conclusion of the Board meeting, unless terminated by resignation or a resolution of the Board.

3 Powers of the Board

- 3.1 The Board, and not the Members, are vested with the management of the Council's affairs and the control of the funds and other property of the Council, including the power to hire, lease, rent, purchase or otherwise obtain office space and equipment that is required to execute the day to day business of the Council.
- 3.2 The Board may exercise all the powers of the Council except those which must, under this Constitution or the Act, be exercised by the Council at a General Meeting.
- 3.3 The Board may make, amend or rescind By-Laws not inconsistent with this Constitution.

- 3.4 The Board shall have the power to appoint a CEO as required and to suspend or dismiss the CEO and pay them for services rendered.
- 3.5 The Board shall direct the CEO in the requirements of their duties, but individual Directors may not issue instructions to employees of the Council unless as directed by the Chairperson.
- 3.6 The Board is responsible for the appointment of the CEO, governance and system of management of the Council and will:
- a) ensure that there is a current strategy, business plan and system of performance monitoring in place which must be reviewed bi-annually to ensure performance is measured against strategic objectives.
 - b) ensure that there is a system of sound financial management and budget compliance and will regularly review the Council's financial performance, including budget compliance; and
 - c) appoint the CEO and regularly review the CEO's performance and remuneration.
- 3.7 The Board will publish a Delegation Register which it will review and update at least annually.
- 3.8 The Board will provide reporting guidelines for the CEO and the Committees to ensure that the Board is kept fully informed of the matters required to enable it to fulfil its governance obligations.

4 Directors Responsibilities

- 4.1 As a matter of general principles the common law and the Recfishwest Constitution require the director to act honestly, to exercise reasonable care and skill, to be diligent, to act in good faith in the interests of the organisation, to exercise director powers for the purposes for which they are conferred, retain discretionary powers and avoid conflicts of interest.
- 4.2 Each Director must:
- a) be diligent in their duties and shall apply sufficient attention to the business of the Board and the Council;
 - b) apply independent judgement to Board decisions and act in the best interests of the Council;
 - c) comply with the rules set out in this Constitution, the Council's By-Laws, the Council's code of conduct, the policies of the Council and any other laws and rules that apply to the Director; and
 - d) notify the CEO if they are unable to attend a Board meeting at least 24 hours prior to that meeting, unless non-attendance is as a result of extenuating circumstances as set out in the By-Laws.
- 4.3 When a Director becomes ineligible to hold this office they will immediately advise the Chairperson and CEO.
- 4.4 Any Director who has an interest in any contract, financial arrangement or statement of agreement made or proposed to be made with the Council shall disclose that interest.

Depending on that interest and subject to the requirements of the Act, on behalf of the Board, the Chairperson shall determine whether the Director must refrain from voting on the issue or absent themselves from the discussion.

- 4.5 Directors will comply with the Code of Conduct and By Laws and Policies of the Council.

5 Board Committees

- 5.1 The Board may delegate any of its powers to committees consisting of such Directors or such other persons as appointed by the Board. The Chairperson shall be an ex-officio non-voting member of any committee.
- 5.2 The Board must establish:
- a Governance Committee;
 - a Finance, Audit and Risk Committee; and
 - a Communications Committee.
- 5.3 Any committee formed will, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Board.
- 5.4 Three members must be present (in person or by other electronic means) to form a quorum for a Committee meeting.

6 Board Meetings and Standing Orders

- 6.1 The Board must meet a minimum of 6 times per year.
- 6.2 Notice of a Board meeting, including an agenda for that meeting, shall be issued to all Directors and officers in writing at least 7 days prior to the date of the meeting.
- 6.3 Directors who are present via interactive electronic means approved by the Chairperson shall be deemed to be present at the meeting for the purposes of quorum and participation in the meeting.
- 6.4 A quorum at a Board meeting shall be the lowest integer which is equal to or greater than 50% of members of the Board.
- 6.5 All agenda items (including for decision and for noting) of the Board and Committee meetings will be constructed as formal resolutions. It is the preference that resolutions will be decided upon consensus. However a dissenting Director has the right to require their dissenting vote and their underlying reasons to be recorded in the minutes.
- 6.6 The CEO will ensure there are proper minutes of Board and general meeting proceedings to be entered into the minute book within 30 days of formal resolution. The Chairperson must review the draft minutes within 7 days of the meeting and present the draft minutes to directors by circulation within 14 days of the meeting. The minutes will be put to the next meeting for adoption by formal resolution. The Chairperson must ensure the minutes are checked and signed according to the Constitution.

- 6.7 The CEO will ensure that he complies with the naming conventions for Board items and minutes. He will publish at each meeting an Action Sheet of items resolved for Action by the Board, until the action is completed.
- 6.8 The Chairperson of the Board or the Committee will determine the agenda for meetings and will approve the Board or Committee pack. Items for an agenda must be brought to the attention of the Chairperson in writing 10 days before the meeting. An urgent item can be foreshadowed with the Chairperson up to 2 days before a meeting.
- 6.9 Between meetings electronic communication with Directors by the CEO and Recfishwest staff will be mediated by the Chairperson, who will decide whether matters are sufficiently material for distribution.
- 6.10 By 2014 Recfishwest will have constructed a secure Board Intranet where directors can access all Board and Committee documents, reports and policies; and substantive submissions, research and external documents and correspondence.

7 Remuneration and reimbursement

- 7.1 Board members may be remunerated as allowed by the Constitution and the amount will be inclusive of superannuation guarantee payments.
- 7.2 Where Directors seek reimbursement for incidental costs they must be pre-agreed and reasonable and based upon the production of an ABN receipt.

8 Board Performance

- 8.1 The Board will have a process for evaluating its own performance regularly, to ensure it is engaged in effective governance and has access to adequate expertise and engaged directors.

9 Role of the Board Chairperson

- 9.1 The specific roles of the Board Chair include:
- chairing Board meetings and General Meetings – if the Chair is not present, or available, the Deputy Chair will assume this role; if the Deputy Chair is not present, or available, a director chosen by a majority of directors present will assume this role;
 - approving the agenda for Board meetings in consultation with the CEO;
 - in consultation with the CEO, be the primary point of liaison with the Minister and the WA State Government generally;
 - being the point of contact between the Board and the CEO;
 - being kept fully informed of current events by the CEO on all matters which may be of interest to directors;
 - regularly reviewing with the CEO and his key staff progress on important initiatives and significant issues;
 - providing mentoring to the CEO;

- chairing the CEO evaluation process;
- monitoring the attendance and performance of Directors and commencing the annual process of Board and director evaluation.

9.2 The Chair is subject to the same duties as all other Directors, including in relation to declaring material pecuniary and non-pecuniary interests and not being present during any Board deliberations relating to, or voting in respect of, any such matter.

10 Reporting Guidelines

To assist the Board exercise its powers the CEO and Committees will ensure the Board receives regular corporate performance reports that meet the deadlines of the Board's Annual Calendar.

The Board will receive a corporate performance report including the following:

Financial Reporting

- Budget, year to date and variations, with exception reporting
- Revenue (including member income and government-sponsored income) & expenses
- Balance sheet
- Debt management
- Capital expenditure

Non-financial Reporting

- Risk Management Matrix
- Membership numbers and variation explanation
- Membership issue and complains
- Website use and effectiveness
- Progress on key policy matters
- Substantive changes to operating environment – government policy, research, corporate governance, public opinion
- Performance of Board and CEO
- Staff turnover

11 Role of the CEO

11.1 The Constitution requires that the CEO conduct his role as follows:

- a) The Board shall direct the CEO in the requirements of their duties, but individual Directors may not issue instructions to employees of the Council unless as directed by the Board.
- b) The CEO shall keep and maintain an up-to-date Membership Register that includes the postal or residential addresses of Members. Upon request the CEO must make the Membership Register available for the inspection of any Member who may copy any part of the Membership Register but may not remove it from the Council's premises.
- c) The CEO shall keep in up-to-date condition the Constitution of the Council and upon request shall make the Constitution available for the inspection of any

Member who may copy any part of the Constitution but may not remove it from the Council's premises.

- d) The CEO shall maintain a record of the names and postal or residential addresses of any persons who hold office of the Council, including all Directors and persons authorised to use the common seal and of any persons appointed to act as trustees on behalf of the Council.
 - e) The CEO shall prepare and present at each Board meeting a financial report for the period from the previous Board meeting showing creditors, debtors and monies received and shall keep proper books of account of such income and expenditure.
 - f) The CEO shall in February of each year draw up a budget to demonstrate the anticipated income and expenditure of the Council for the following Financial Year.
 - g) The CEO shall be responsible for the day to day running of the Council as directed by the Board.
 - h) The CEO shall have custody of all records, books, documents and securities of the Council.
- 11.2 Generally the CEO will meet all his obligations under the general law for his employees and the organisation.
- 11.3 The CEO will assist the Board make its decisions by reporting appropriately.
- 11.4 The CEO will support the Board as its executive officer and maintain minutes and registers as determined by the Board's policies.
- 11.5 The CEO will sustain effective relations with members, government and other stakeholders to ensure that Recfishwest can meet its objects. With the Chairperson the CEO will present the public face of Recfishwest, to members, the media, government, other stakeholders and the community.