

Board Charter

1. Role of the Board of Directors

The principal roles of the Board as a collective body are:

- Determining, reviewing and maintaining the vision, purpose and values of the organisation
- Approving strategies and plans to ensure they fit within the purpose and long-term strategy of the organisation
- Approving annual budgets
- Approving expenditure in excess of delegated authority
- Appointing and evaluating the performance of the CEO
- Determining written delegations of authority to the CEO
- Assessing and mitigating risks
- Approving the organisation's annual report and other major reports; and
- Supporting effective engagement with key stakeholders.

2. Composition of the Board

The Board shall consist of no less than three and no more than ten directors, including the Chair, at least one of whom shall be the CEO. There shall not be more than two executive directors at any time.

The Board shall appoint non-executive directors for a term of two years. Directors may be reappointed twice. Therefore, the maximum term of a director is six years.

When considering a candidate for appointment as a non-executive director, the Board shall have due regard to:

- The candidate's commitment to the purpose and values of Robogals
- The candidate's skills and experience relevant to the role of the Board
- The candidate's availability to fulfil the requirements of the role, in light of other positions held, and the time commitment associated with them
- Ensuring that a majority of directors are women; and
- Ensuring that the board contains at least one person from each of the following categories, as far as practicable:
 - Experience in audit, risk and governance, perhaps a CA or CPA
 - A lawyer who can help ensure that we comply with the law, and can answer general legal questions as required
 - Engineering executive experience; and
 - Non-profit executive experience

The Board must also ensure that:

- The candidate can legally be appointed as a company director (i.e. is not an undischarged bankrupt or otherwise disqualified); and

- The candidate understands the legal responsibilities of a company director and is willing to take on those responsibilities.

The Board shall elect a Chair from amongst the non-executive directors. The Chair shall serve a term of two years, renewable twice.

3. Expectations of Directors

Directors are expected to:

- Believe in and be active advocates for the mission and values of Robogals
- Act in the best interests of the organisation at all times, independent of personal interests and the influence of others
- Act with due care and diligence
- Be aware of and proactively declare any conflicts of interest
- Attend at least 75% of board meetings
- Dedicate necessary time to reading board papers and other communications to keep abreast of the organisation's activities and financial condition, and ask for clarification or more information if required
- Participate fully in discussions, ask questions, raise concerns and contribute ideas
- Maintain the confidentiality of board papers, minutes, and discussions (whether inside or outside a formal board meeting), and publicly support board decisions once these are made; and
- Where appropriate, use personal and professional contacts to benefit the organisation.

All directors are entitled to:

- Have items of concern to them included on the meeting agenda
- Have their opinions heard and considered
- Be provided with information that is reasonably required to fulfil their role

4. Role of the Chair

In addition to fulfilling the role and expectations of a director, the Chair shall also:

- Be a sounding board, mentor and performance monitor for the CEO
- See that the Board functions effectively, interacts with management optimally, and fulfils all of its duties
- Prepare board meeting agendas in conjunction with the CEO, and ensure that the Board is effectively served with appropriate Board papers
- Lead the process of recruiting new directors; and
- Annually undertake a review of each director's performance.

5. Role of the Company Secretary

The Company Secretary is appointed by the Board and shall:

- Prepare board papers consistent with the agenda set by the Chair and CEO, plus any agenda items submitted by directors. The board papers shall include:
 - A report from the CEO on the current activities of the organisation
 - Financial reports, including at least:
 - Statement of income and expenditure, compared to budget
 - Balance sheet
 - Supporting documentation for agenda items, where applicable
- Distribute the Board papers at least a week before each Board meeting
- Distribute the minutes within a week following each Board meeting
- Maintain the Minute Book of all signed minutes
- Secure an appropriate venue for each Board meeting that is comfortable, free of distractions and has appropriate communication facilities for board members joining remotely
- Communicate with Board members to announce the date, time and location of each board meeting well in advance
- Support the board by ensuring that board decisions are implemented; and
- Be accountable to the board, through the Chair, on all governance matters.

6. Role of the CEO

The CEO is appointed by the Board and is responsible for the organisation's consistent achievement of its mission and financial objectives. The CEO shall:

- Manage the day-to-day affairs of the organisation
- Lead an effective team
- Be accountable to the Board for achieving the goals laid out in the strategic plan
- Work together with the Board to create and maintain a long-term plan and direction
- Keep the Board fully informed about the organisation's activities and financial condition; and
- Manage expenditures within approved limits and budgets.