



**Australian
Taekwondo
QLD**

SPORTS TAEKWONDO QUEENSLAND INC. TRADING AS
AUSTRALIAN TAEKWONDO QUEENSLAND

BOARD CHARTER

V1.3 – Endorsed Sunday, 10 January 2021

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DOCUMENT MANAGEMENT

Version	Date reviewed	Content reviewed	Date Endorsed
1.0	Created May '16	Initial charter drafted	29/07/2016
1.1	07 August '16	Cross reference in paragraph 60 corrected Paragraph 61 inserted	10/08/2016
1.2	09 July 2018	Rebranding of name and addresses	9 July 2018
1.3	09 December 2020	Specific references removed – size of board, government department, committees. Removal of some duplicated sections.	10/01/2021

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PURPOSE

1. This Board Charter (**Charter**) sets out the role, responsibilities, structure, and processes of the Board of Directors of Sports Taekwondo Queensland Inc. trading as Australian Taekwondo Queensland (**ATQ** or **Association**).

ROLE AND RESPONSIBILITIES

2. The role of the Board is to provide leadership and strategic guidance for ATQ in addition to overseeing management's implementation of ATQ's strategic initiatives and overarching strategic plan. It is accountable to the Members of the Association for the performance of ATQ as the State Sporting Organisation for Taekwondo in Queensland. In performing its role, the Board aspires to excellence in its governance standards and practices.
3. To accomplish this, the Board must work as a team and meet regularly.
4. The key responsibilities of the Board are as follows:
 - a. Setting the strategic direction of ATQ, including approving a strategic plan, monitoring its implementation, and reviewing it and strategic objectives regularly;
 - b. Approving annual financial and participation targets and financial statements, and monitoring performance against forecast and prior periods;
 - c. Ensuring ATQ's ongoing relevance and security in its industry;
 - d. Considering and approving a risk management framework which outlines the Association's risk profile, appetite, tolerance, and management mechanisms, both internal and external;
 - e. Monitoring the effectiveness of risk management by ATQ, including satisfying itself through appropriate reporting and oversight that the approved risk management framework is implemented, reliable, effective, and in keeping with relevant regulatory and statutory requirements;
 - f. Making an annual report to the Office of Fair Trading (**OFT**) on its financial position;
 - g. Making an annual report to the relevant Queensland Government department on its performance and implementation of agreed Key Performance Indicators;
 - h. Considering management proposals which do not align with ATQ's strategic direction and/or risk tolerance, and evaluating the Association's strategic direction and risk framework as appropriate;
 - i. Maintaining an ongoing dialogue with the Queensland Government and Sports Taekwondo Australia Limited trading as Australian Taekwondo (**AT**) to provide reasonable assurance of compliance with all funding and National Sporting Organisation membership requirements, and to ensure alignment with national priorities;
 - j. Maintaining an ongoing dialogue with OFT and the external auditor to provide reasonable assurance of compliance with all financial and regulatory reporting requirements;
 - k. Selecting, appointing, and terminating the external auditor;

- l. Overseeing the Board Audit Committee’s evaluation of auditor’s performance and ongoing independence;
- m. Selecting, appointing, determining terms of appointment of, and terminating the General Manager (GM);
- n. Determining the corporate and operational goals and objectives relevant to the remuneration and retention of the General Manager and evaluating the performance of the GM considering these objectives;
- o. Reviewing and approving succession plans for the GM and any other staff;
- p. Approving individual remuneration levels for staff and any other person the Board determines;
- q. Approving the appointment of legal counsel to the Board and monitoring the performance of management;
- r. Considering and approving the following ATQ policies:
 - i. Member Protection Policy;
 - ii. Participation Policy;
 - iii. Financial Policy;
 - iv. Communications Policy;
 - v. Risk Management Policy;
 - vi. Governance Policy;
 - vii. Conflicts of Interest Policy; and
 - viii. Any other policy the Board deems necessary and appropriate.
- s. Providing oversight and monitoring of Workplace Health and Safety (WHS) issues within ATQ and considering appropriate WHS reports and information.

ROLE AND DELEGATION TO MANAGEMENT

- 5. The General Manager (where appointed) is responsible for the development of operational objectives for ATQ and the achievement of the planned results of ATQ.
- 6. Management of ATQ’s day to day operations is undertaken by the General Manager (where appointed), subject to specified delegations of authority approved by the Board.
- 7. Any matters outside the delegations of authority must be referred to the Board or appropriate Board Committee for approval.

COMMUNICATION

- 8. All communication between the Board and management is to go via the Chairperson of the Board and the General Manager, unless otherwise resolved by the Directors.

9. Any information presented by management to the Board must be presented to the full Board, simultaneously, in accordance with these paragraphs **Error! Reference source not found.** through **Error! Reference source not found.**, inclusive.
10. The Chairperson may, if they deem it appropriate, request that the General Manager provide information directly to the full Board.
11. The General Manager may not communicate directly with the Board, or individual Directors, except with the prior and explicit consent of the Chairperson.
12. The General Manager may communicate with individual Directors who contact them under paragraph **Error! Reference source not found.**. No new information that would rightly form part of a management report to the Board may be presented in this manner.

BOARD SIZE AND COMPOSITION

13. The Board is responsible for:
 - a. Identifying and evaluating potential future Directors to the Board;
 - b. Appointing Directors to fill casual vacancies on the Board;
 - c. Making recommendations to ATQ's Members for the election of independent Directors.
14. The size of the Board is set by the Constitution, and at the ultimate discretion of Members.
15. Collectively, the Directors should have a broad range of financial and other skills to ensure the effective governance of ATQ and performance of the Board.
16. The Board will determine and regularly review the composition of the Board, having regard to the optimum number and skill mix of Directors, subject to the requirements and limits set by ATQ's Constitution and the terms served by existing Non-Executive Directors.
17. Non-Executive Directors are engaged by a letter of election or appointment as appropriate.

CHAIRPERSON

18. The Board will appoint one of its own as the Chairperson of the Board and of ATQ, subject to the requirements set out by the ATQ Constitution.
19. The Chairperson represents the Board to the Members and communicates the Board's position.
20. The Chairperson can be an independent Director.
21. The Chairperson cannot have been the General Manager of the Association within the previous three (3) years.

SECRETARY

22. The Board will appoint one of its own as the Secretary of the Board and of ATQ, subject to the requirements set out by the ATQ Constitution.

23. The Secretary is responsible for the coordination of the Board’s business, including agendas, board papers and information packages, minutes, communication with regulatory bodies, and all statutory and other filings.
24. All Directors shall have direct access to the Secretary.

TREASURER

25. The Board will appoint one of its own as the Treasurer of the Board and of ATQ, subject to the requirements set out by the ATQ Constitution.
26. The Treasurer is responsible for overseeing ATQ’s financial position, including ensuring that suitable and reliable financial reports are presented to the Board to its satisfaction, so as to enable the Board to fulfil its fiduciary duties.
27. All Directors shall have direct access to the Treasurer.

BOARD COMMITTEES

28. The Board may established Committees to assist the Board in exercising its authority, including the responsibilities set out in paragraph **Error! Reference source not found.**
29. This may include:
 - a. Audit Committee;
 - b. Disciplinary Committee;
 - c. Ethical Standards Committee;
 - d. Finance and Remuneration Committee;
 - e. Member Protection Oversight Committee;
 - f. Nominations Committee; and
 - g. Risk Management Committee.
30. The Board may establish other ad hoc Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.
31. The Board will determine the charters of any standing and ad hoc Board Committees, which will set out the roles, responsibilities, and powers (if any) of each Committee.
32. The Board will determine the composition and membership of each Committee, having regard to workload, skills, experience, and any regulatory requirements.

BOARD MEETINGS

33. The Chairperson is responsible, in consultation with the Secretary and GM, for the conduct of all Board meetings. This includes being satisfied that the agendas are comprehensive, that all agenda items are appropriate, and that recommendations fit within the broad strategic direction set by the Board.

34. Members of management are invited to attend Board meetings and the GM is available for contact by Directors between meetings.
35. The Board will meet regularly without management, including, but not limited to, during and at the conclusion of each meeting.
36. The Chairperson and other members of the Board will be available to meet with the Queensland Government and AT on request.
37. Directors' attendance at meetings of the Board is compulsory.
38. A Director unable to attend a meeting of the Board for any reason must seek leave of the Board ahead of time by contacting the Chairperson. If granted, such leave shall be recorded in the minutes of the relevant meeting.
39. If a Director who does not seek leave, or to whom leave is not granted, does not attend a meeting, their non-attendance shall constitute a breach of this Charter for the purposes of paragraph **Error! Reference source not found.**

BOARD MEETING AGENDA

40. A strategic agenda will be prepared and sent to all Directors one (1) week prior to any Director meeting.
41. There will be no more than one (1) policy consideration on any single agenda.
42. The agenda will include noting of any circular resolutions, major correspondence, and use of the common seal since the previous meeting.

BOARD PAPERS

43. An information package will be prepared and sent to all Directors alongside the agenda, providing succinct, reliable information relevant to the business of the meeting. This will include any drafts for the Board's consideration.
44. Directors will be expected to have read the agenda and the material presented in the information package prior to the commencement of the relevant Board meeting.

BOARD MINUTES

45. Minutes will be prepared and released to all Directors for verification within one (1) week of the close of meeting.
46. Minutes will be finalised once resolved as accurate at a subsequent Board meeting or by circular resolution.
47. In addition to the Board, minutes will be available to the GM and any other role within ATQ as the Board determines necessary.
48. Minutes will be made available to Full Members upon written request to the Secretary. No other Member shall be entitled to view minutes, unless the Board resolves otherwise.

49. The Board reserves the right to redact any confidential or non-operational information in a copy of minutes provided under paragraphs **Error! Reference source not found.** or **Error! Reference source not found.**.

DIRECTOR INDEPENDENCE

50. The Board will adopt a definition of independence setting out the interests and relationships to be considered by the Board in assessing the independence of each and any Director, actual or potential.
51. The Board collectively, and each Director independently, has the right to seek independent, professional advice, the cost of which shall be borne by the Association.

BOARD PERFORMANCE

52. The Board will undertake ongoing assessment and review of the performance of the Board, its Committees, and Directors annually.

ETHICAL STANDARDS

53. Board members are always expected to observe the highest standards of ethical behaviour.

CONFLICTS OF INTEREST

54. Directors are expected to avoid any action, position, or interest that conflicts with an interest of ATQ, or gives the appearance of conflict.
55. A Director with a material personal interest in a matter that relates to the affairs of ATQ must give the other Directors notice of such interest.
56. The Secretary will maintain a register of declarations by Directors and report them to the Board as necessary.
57. The Board will determine whether a Director who has declared an interest may participate in debate, vote on resolutions related to the interest, or remove themselves. The Board reserves the right to permit a Director to be present for the discussion on a matter they hold an interest, or may be perceived to hold an interest, in, but to deny them a vote on the matter.

DISCIPLINE OF DIRECTORS

58. Directors failing to comply with agreed policies and protocols, the Constitution, this Charter, or any other part of the Board's governance framework will receive a written warning.
59. Directors who receive three written warnings under paragraph **Error! Reference source not found.** will automatically trigger a general meeting, under clause 14.12 of the Constitution, at which the Chairperson, or the Secretary if the Chairperson is the Director in question, will move that they be removed from the Board.
60. Directors who have received at least three written warnings or are alleged to be in serious contravention of paragraph **Error! Reference source not found.**, may be stood down by special resolution of the Board, excluding themselves, on such terms as and until the Board sees fit or a general meeting under paragraph **Error! Reference source not found.** rules otherwise. For the

avoidance of doubt, a Director so stood down loses any and all powers, responsibilities, rights and privileges of the office of Director, as if they were removed from office.

REVIEW

61. The Board and Committee Charters will be reviewed bi-annually, or as otherwise required.