

AFCM Board Charter

Version 1.0

Adopted: 8 September 2016



Introduction

The Board of Directors of the Australian Festival of Chamber Music - North Queensland Ltd (AFCM) is accountable to the members of the AFCM for the performance of the company, in particular the performance of its principal business, the staging of an annual Festival of Chamber Music and related events in Townsville, Queensland.

In carrying out its responsibilities, the Board undertakes to serve the interests of the members, employees, our audience and the Townsville community honestly, fairly, diligently and in accordance with applicable laws.

Role of the Board

The Board's responsibilities encompass the following:

1. establishing the strategic direction of the Australian Festival of Chamber Music;
2. overseeing the AFCM, including its controls and accountability systems;
3. appointing and (if deemed necessary) removing the Executive Director and the Artistic Director of the AFCM;
4. contributing to and finally approving management's development of corporate strategy and performance objectives;
5. reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct, and legal compliance;
6. monitoring the performance of the Executive Director, and the Artistic Director, and ensuring they are appropriately resourced;
7. approving the annual expenditure budget;
8. approving and monitoring the progress of major capital expenditure, and the growth and management of the Future Fund;
9. approving and monitoring financial and other reporting;
10. establishing and maintaining ethical standards.

The Board delegates:

- to the Executive Director responsibility for implementing the strategic direction, and for managing the day-to-day operations of the Australian Festival of Chamber Music; and
- to the Artistic Director artistic leadership of the Festival, including development of the annual Festival program.

The Executive Director consults with the Chair, in the first instance, on matters which are sensitive, significant, extraordinary or of a strategic nature.

Board Size and Composition

The full Board determines the Board size and composition, subject to limits imposed by the Constitution of AFCM. The Constitution of AFCM provides for a minimum of three and a maximum of ten. All Directors are non-executive.

The Board has implemented an annual performance evaluation process for the Executive Director, the Artistic Director, the Board and its committees. Part of this process is to ensure that the Board and its Committees maintain an appropriate balance of skills, experience and expertise.

In reviewing its own performance, and that of its Directors and Committees on an annual basis, the Board may obtain the assistance of external consultants where required.

The Office Bearers among the Directors, namely the Chair and Deputy Chair will be nominated and elected by the Directors at a General Meeting of Directors.

Directors are elected for a term of 3 years. Directors, including the Chair, may serve a maximum of three 3-year terms before retiring. There is an exception in the case of a person whom the directors consider to be difficult to replace by way of skills, influence or other capability. There is provision for the Members to resolve by special resolution to extend that director's term for a further 3 years.

Role of Chair

The Chair presides over Board and General Meetings of the AFCM, with the task of making sure that the Board is well informed and effective, and that the Directors, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and the AFCM.

The Chair is responsible for ensuring that the meetings are conducted competently and ethically and providing effective leadership in formulating the strategic direction for the AFCM.

The Chair must ensure that Board meetings and General Meetings are conducted efficiently and that Directors and members as the case may be have adequate opportunity to air their views and obtain answers to their queries. Among the Chair's other responsibilities are:

1. to see that new Directors are well briefed and have access to information on all aspects of the AFCM;
2. to be the Board's representative in dealings with Management, ensuring that its views are communicated clearly and accurately;
3. to act as the primary counselor to the Executive Director and the Artistic Director; and
4. to represent the views of the Board to the public, governments, funding bodies etc on appropriate occasions.

Board Meetings

The Board meets formally at least (8) times per annum, and whenever necessary to deal with urgent matters which might arise between scheduled meetings. At all meetings of the Board the quorum is 50% of the total number of directors rounded up to the next number.

The Executive Director attends Board meetings to present reports where requested by Directors, or seek approvals within their area of responsibility. However, the Board may meet in private session (with only the Directors present) to discuss management issues or matters of a particularly sensitive nature on an "as needs" basis.

The external auditor meets with the Board or the Audit, Compliance and Risk Management Committee as part of the full year financial accounts preparation.

Board Committees

To assist it in carrying out its responsibilities, the Board has established:

- an Audit, Compliance and Risk Management Committee (ACRMC). The ACRMC is a standing committee that is composed of the Executive Director, a non-executive Director, an independent consultant, and the Finance Manager of the AFCM. The Chair of the Board is not the Chair of the ACRMC; and
- a Nominations Committee, with the tasks of conducting the recruitment process for the appointment of the Executive Director and the Artistic Director, and recommending appointments to the Board, and also reviewing and making recommendations to the Board regarding candidates or potential Board candidates.

The Board may from time to time establish other committees to assist it in carrying out its responsibilities, which will comprise at least two non-executive directors.