

AFCM Board of Directors’ Charter of Governance Responsibilities

Introduction

The Board of Directors (the Board) of The Australian Festival of Chamber Music – North Queensland Limited (AFCM) is accountable to the members of AFCM for the performance of AFCM, in particular the performance of the principal business of AFCM, namely the staging of an annual festival of chamber music to be known as the Australian Festival of Chamber Music (the Festival) and related events in Townsville, Queensland.

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

1 Role of the Board

The Board’s responsibilities encompass:

- (a) establishing the strategic directions of the Festival;
- (b) overseeing AFCM, including its controls and accountability systems;
- (c) appointing and (if deemed necessary) removing the AFCM Executive Director (the Executive Director);
- (d) appointing and (if deemed necessary) removing the AFCM Artistic Director (the Artistic Director);
- (e) making input into, and approving, management’s development of corporate strategy and performance objectives;
- (f) establishing AFCM policies as appropriate;
- (g) ensuring management systems and delegations of authority are in place for compliance with all legal and other obligations;
- (h) reviewing and ratifying systems of risk management and internal compliance and control;
- (i) approving the annual income and expenditure budget and monitoring performance against budget;
- (j) approving and monitoring the progress of major capital expenditure;
- (k) monitoring the growth and management of the Future Fund;
- (l) setting policy and criteria for financial and other reporting and monitoring performance against these policies and criteria; and
- (m) establishing and maintaining ethical standards.

2 Size and Composition of the Board

- (1) Subject to the limitations imposed by the Constitution of AFCM (the Constitution), the Board determines the size and composition of the Board. The Constitution provides for a minimum of three and a maximum of ten Directors. All Directors are non-executive.
- (2) Directors are elected for a term of three (3) years. Directors, including the Chair, may serve a maximum of three 3-year terms before retiring. Under the Constitution an exception may be made in the case of a person whom the Directors consider difficult to replace by reason of skills, influence or other competencies or capability. Members may resolve by special resolution to extend that Director's term for a further three (3) years.
- (3) The Office Bearers among the Directors, namely the Chair and the Deputy Chair, will be nominated and elected by the Directors at a meeting of Directors.

3 Delegations

Without derogating from its overall fiduciary and governance responsibilities the Board delegates:

- (a) to the Executive Director, the responsibility for implementing the strategic directions and for managing the day-to-day operations of AFCM; and
- (b) to the Artistic Director, the responsibility for the artistic leadership of the Festival, including the development of the annual Festival program.

4 Role and Responsibilities of the Chair

- (1) The Chair presides over Board and General Meetings of AFCM.
- (2) The Chair is responsible for ensuring that meetings are conducted efficiently and ethically, and for providing effective leadership in formulating the strategic directions of AFCM.
- (3) The duties of the Chair include:
 - (a) to ensure that the Board is well informed;
 - (b) to ensure that Directors, individually and as a group, are afforded adequate opportunity to air their views and differences, to obtain answers to their questions, to explore ideas and to generate the collective views and wisdom necessary for the proper operation of the Board and AFCM;
 - (c) to ensure that incoming Directors are well briefed and are given adequate access to information on all aspects of AFCM;

- (d) to be the Board's representative in dealings with management, ensuring that the Board's views are articulated and communicated clearly and accurately;
- (e) to act as the primary counsellor and consultant to the Executive Director and the Artistic Director on matters that are sensitive, significant, extraordinary or of a strategic nature, noting that, as peers, the Executive Director and the Artistic Director will collaborate in the first instance to successfully realise their delegated responsibilities; and
- (f) to represent the views of the Board to the public, governments, funding bodies and the community in general on appropriate occasions

5 Meetings of the Board

- (1) The Board meets formally at least eight (8) times in each year, and in addition whenever necessary in order to deal with urgent matters which might arise between scheduled meetings.
- (2) At all meetings of the Board a quorum is such number as is the nearest whole number over one half of the total number of Board members eligible to vote at the meeting.
- (3) The Executive Director ordinarily attends Board meetings to present reports where requested by Directors and to seek approvals within the Executive Director's area of responsibility. However, the Board may elect to meet in private session with only the Directors present to discuss management issues or matters of a particularly sensitive nature.
- (4) The external auditor of AFCM meets with the Board and/or the Audit, Compliance and Risk Management Committee in the course of the preparation of AFCM's full year financial accounts.

6 Committees of the Board

- (1) To assist it in carrying out its responsibilities, the Board has established the following Committees:
 - (a) a Compliance, Audit and Risk Management Committee
 - (b) a Development Committee; and
 - (c) a Nominations Committee

and has developed Terms of Reference for the governance of each of these Committees.
- (2) The Board may from time to time in its discretion establish other Committees to assist it in carrying out its responsibilities.

7 Review of Performance

- (1) With the primary objective of ensuring that an appropriate balance of skills, experience, competencies, capability and expertise is maintained to assist the Board in carrying out its fiduciary and governance responsibilities, the

Board has implemented an annual performance evaluation process for the Board, its Committees, the Executive Director and the Artistic Director.

- (2) In the course of undertaking the performance evaluation process the Board at its discretion may engage the assistance of external consultants.

8 Review of Charter

The Board will review the AFCM Board of Directors' Charter of Governance Responsibilities at least once every two years.

Last reviewed by the Board: 6 September 2018