

Governance Charter

The Charter of the Gandangara Local Aboriginal Land Council (the Council)

The Objective of the Board

1. The Board of Directors of the Council (the Board) is collectively responsible for the governance and strategic direction of the Council.
 2. The Board is responsible for developing and monitoring strategies, in conjunction with the CEO, that “improve, protect and foster the best interests of all Aboriginal persons within the Council’s area and other persons who are Members of the Council”.
 3. The authority of the Board is the collective position of multiple Directors together as one sum. Individual Directors do not have the authority to decide on behalf of the Board. This is contrary to the collective knowledge and position of the Board. Moreover, Board members share equal responsibility for Board resolutions.
 4. Decisions of the Board must always be made in the interest of all Aboriginal persons within the Council’s area.
10. Directors of the Gandangara Local Aboriginal Land Council are bound by the Australian Charities and Not-for-profit Commission Act 2012 (Cth). Gandangara Local Aboriginal Land Council’s directors are required to:
 - a. act with reasonable care and diligence
 - b. act honestly and fairly in the best interests of and for the objective of Gandangara Local Aboriginal Land Council
 - c. does not misuse their position or information they gain as a Responsible Person
 - d. disclose conflicts of interest
 - e. ensure that the financial affairs of the charity are managed responsibly; and
 - f. not allow the charity to operate while it is insolvent.
 11. Gandangara Local Aboriginal Land Council Directors remain bound by the criminal standard of section 184 of the Corporations Act 2001 (Cth), against reckless or intentionally dishonest conduct.

Board Decisions

5. Poor governance and Board issues occur where Board decisions are made and not followed and also where Boards make inconsistent decisions.
6. To prevent this, the Board should ensure a level of finality in decision making. This will reduce inconsistent decisions. This will also result in efficient use of Gandangara Local Aboriginal Land Council and Directors’ resources, particularly time.
7. A decision of the Board should be revisited only where there is a legitimate reason, such as relevant information now being available.

Responsibilities of the Board

8. The Board is recognised as having wide responsibilities, including and applied to Gandangara Local Aboriginal Land Council as follows
 - a. developing the strategic direction and objectives - together with the CEO
 - b. ensuring Gandangara Local Aboriginal Land Council complies within its regulatory framework
 - c. delivering performance results for GLALC by improving, protecting and fostering the interests of all Aboriginal persons within the GLALC region
 - d. overseeing and evaluating the performance of the CEO
 - e. ensuring transparency and accountability.

Director Duties

9. The Director’s duties are imposed as obligations

The Chairperson

12. The primary duty of the Chairperson is to ensure the successful functioning of the Board, the Council and achievement of the Council’s objectives.
13. The AICD, in the Relationship between the Board and Management publication, stated the Chairperson is to be the link between the Board and the CEO.
14. The Chairperson will execute any functions delegated by the Board.
15. Accordingly, the Chairperson must;
 - a. uphold the rules of the Council, and
 - b. preside at meetings of the Members of the Council and at meetings of the Board, and
 - c. represent and act, subject to instructions of a Board meeting, on behalf of the Council in between Board meetings.
16. Responsibilities of the Chairperson include:
 - a. before each Council meeting:
 - (i) consult with the CEO in the preparation of an agenda
 - (ii) ensure that the notice of the meeting conforms with this protocol
 - (iii) check the accuracy of any minutes of previous meetings being presented for acceptance; and
 - (iv) read over any correspondence or other material to be brought forward at the meeting.
 - b. open the meeting when a quorum is present, ask for any apologies to be tabled, welcome new Members and guests

- c. sign minutes of previous meetings as correct when they have been accepted by the meeting
- d. preserve order and warn any Member who is causing a disturbance at a meeting that the Member may be removed, and
- e. order the removal from the meeting of any Member who, having already warned, continues to cause a disturbance and may request assistance from the police to remove the Member if it is considered necessary by the majority of Members at the meeting
- f. ensure debates are conducted in the correct manner, in particular, that there is one speaker at a time
- g. rule "out of order" any motion which involves Council acting outside its functions or powers under the Act or any other statute or rule of law
- h. close or adjourn the meeting when:
 - i. a motion to that is carried, or
 - ii. all business is finished, or
 - iii. the meeting is excessively disorderly and the Chairperson is unable to restore order, or
 - iv. a quorum of Members is no longer present.
- 17. The Chairperson has the same functions at Board meetings as in relation to meetings of the Members of the Council.

Role of the CEO

- 18. The CEO is responsible for the day-to-day management of the Gandangara Local Aboriginal Land Council .
- 19. This day-to-day management should be to further the GLALC's strategic direction, as directed by the Board. This obligation is in accordance with section 78A(2)(e) of the *ALRA 1983* (NSW) that acknowledges the CEO will be bound by functions imposed elsewhere under the *ALRA 1983* (NSW) or any other Act.
- 20. The responsibilities of the CEO include:
 - a. Maintain a membership roll for the Council as required by the Act and the regulation
 - b. Maintain an official minute book of the Council containing the minutes taken by the minute secretary in respect of each meeting of the Board and each meeting of the Members of the Council
 - c. Maintain a file which contains all applications and letters asking for membership received by the Council
 - d. Call meetings and give proper notice for meetings, of the Council and the Board, in accordance with these rules
 - e. Maintain a file containing attendance lists for each meeting of the Council showing the names of all Members who attend the meeting together with the signature of each Member who is present
 - f. Prepare an agenda for meetings of the Council and the Board, in consultation with the Chairperson, prior to each meeting

- g. Maintain any correspondence to and from the Council and inform the Council of such correspondence
- h. Send the Registrar the following
 - i. A copy of the current Council membership roll and changes to the roll as required by section 59 of the Act
 - ii. The address of the Council's office
 - iii. The particulars of all land held by the Council;
- i. Keep the Council's common seal in safe custody; and
- j. Represent and act, subject to the instructions of a meeting of the Members of the Council and the instructions of meetings of the Board, on behalf of the Council in the interval between meetings of Members and meetings of the Board.

Interaction between the Board and Management

- 21. The relationship between the Board and the CEO and the executive leaders employed by the Council (the Management) is essential to the success of the Board. Whilst the Board is responsible for the strategic direction of the GLALC, Management is responsible for carrying out and implementing this strategy. This requires mutual trust between the Board and Management.
- 22. The Board is responsible for reviewing the performance of the Council in achieving its objectives. Section 78A(2)(a) of the *ALRA 1983* (NSW) states Management is responsible for the day-to-day management, this means there must be a relationship and trust between the Board and management. The provision suggests mutual trust as Management is to execute and the Board is to review and oversee. This also implies management should be expected to be free from undue influence.
- 23. By restricting undue influence and interference from the Board, a reasonable work environment will be encouraged, where Management is able to execute their duties.

Lines of communication

- 24. Clear lines of communication are crucial in the effective administration of the Board and Management.
- 25. The Board is to communicate with the CEO or Management about GLALC matters by informing the Chairperson who will inform the CEO, this is a key relationship, linking the Board to Management.
- 26. The Chairperson and CEO are to consult in preparation of an agenda before in Council and Board meetings. Additionally, the Chairperson and CEO should debrief following Board meetings and exchange updates and give guidance on issues impacting the organisation.
- 27. Communication from Management to the Board should be directed to the CEO who will inform the Chairperson, who is responsible for communication with other Members of the Board.