



# Badminton South Australia Board Charter

This document should be read in conjunction with the SABA Constitution. The purpose of the SABA Board Charter is to articulate the role of the Board, identify key Board processes and define the relationship between the Board and the

Established 12<sup>th</sup> April 2023

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## **Definitions**

**Act** - means the Corporations Act 2001 (Commonwealth) as amended from time to time

**Badminton South Australia Limited** – the name of the organisation

**Board** – means the body consisting of the Directors

**Chair** - means the Chair of Badminton South Australia Limited appointed under 8.10 of the Constitution

**Constitution** – means the Constitution of Badminton South Australia Limited

**Director** – means a member of the Board and includes any person acting in that capacity from time to time elected or appointed in accordance with this Constitution

## **A. Defining Governance Roles**

On behalf of the stakeholders, especially the State Members, Badminton South Australia Limited (SABA) board of directors (Board) is responsible for the stewardship and future well-being of SABA. The Board should exercise leadership, enterprise, integrity and judgement in directing SABA so as to provide assurance of its continuity and lasting prosperity. SABA's purposes are made clear in its constitution. Directors need to apply and endeavour to achieve the highest possible standards of corporate governance.

In discharging their responsibilities, the Board and individual Directors have a duty to act in the best interests of SABA as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Directors' first duty and loyalty must be to SABA.

### **A.1 The Role of the Board**

Governance can be described as:

The exercise of corporate leadership through the establishment and monitoring of necessary controls and strategic direction setting so that SABA is equipped to respond to the changing circumstances and situations in the external and internal environments in order to meet the expectations and demands of Members and other key stakeholders.

In summary the Board:

1. Provides leadership to SABA ensuring that it achieves continuing prosperity in the best interests of SABA and its stakeholders.
2. Ensures an appropriate mix of Directors whether through interaction with Members/ key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals.
3. Establishes SABA's purpose, values and strategies.
4. Determines the appropriate culture for SABA and models behaviours that both reflect and promulgate the desired culture.
5. Identifies and monitors the management of corporate risks.
6. Ensures that SABA complies with all internal and externally imposed compliance requirements.
7. Establishes and maintains an effective interrelationship with stakeholders.
8. Ensures that internal processes and procedures are designed to provide effective controls and serve as the Basis for reporting to the Board as required.

Governance involves the Board ensuring that SABA is well managed without the Board itself becoming involved in the operations except as required by its legislation or as a consequence of exceptional circumstances.

### **A.2 Board Composition**

There are to be no more than seven Directors;but no less than five elected Directors and up to two appointed Directors.

The person elected to the position of Chairperson may only remain in that position for as long as determined by the SABA constitution. Any exceptions to this must be approved by the SABA members.

### **A.3 Expectations of Directors**

To execute these governance responsibilities, Directors must, so far as possible, possess certain characteristics, abilities and understandings:

#### **1. Directors Responsibilities**

Directors must fulfil their fiduciary duty to act in SABA's best interest at all times regardless of personal position, circumstances or affiliation. They should be familiar with SABA's constitutional arrangements and be aware of, and fulfil, the statutory and fiduciary responsibilities of a director. SABA's Code of Ethics and Conflict of Interests policies provide direction to Directors and the Board in addressing key ethical issues. Directors are expected to be punctual and attend regularly for the full extent of Board meetings and be willing to contribute between meetings if required. They should come fully prepared for Board meetings.

#### **2. Strategic Orientation**

Directors should be future oriented, demonstrating vision and foresight. They are expected to think conceptually, taking a 'helicopter' or 'big picture' perspective. They should be able to synthesise and simplify complex information and ideas. Their focus should be on strategic goals and policy implications rather than operational detail. They need to understand and focus on issues that are central to the success of SABA.

#### **3. Integrity and Accountability**

Directors must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on - and remain collectively accountable for – all Board decisions even if these are unpopular or if individual Members disagree with them. Directors must be committed to speaking with one voice on all policy and directional matters.

#### **4. Informed and Independent Judgement**

Each Director should have the ability to provide wise, thoughtful counsel on a broad range of issues. He or she must have (or be able to develop) a sufficient depth of knowledge about SABA's business in order to understand and question the assumptions upon which strategic and business plans and important proposals are based, and to be able to form an independent judgement as to the probability that such plans can be achieved, or proposals successfully implemented. Each Director must be willing to risk rapport with fellow Directors in taking a reasoned, independent position.

#### **5. Financial Literacy**

Because the Board must monitor financial performance, Directors must be financially literate. They should be able to read financial statements and understand the use of financial ratios and other indices used for evaluating SABA's performance. To achieve this appropriate training and support will be provided.

#### **6. Participation**

Each Director is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion. Each should strive to be at ease with fellow Directors participating in a constructive manner that acknowledges and respects the contribution of others at the table including the executive team. Directors must be able to accept challenge from others without becoming defensive. In order to foster teamwork and engender trust Directors should be willing to reconsider or change their positions after hearing statements of others' reasoned viewpoints.

### **A.4 Chair's Role**

The Chair provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate, the Chair represents the Board and SABA to outside

parties. It is expected that the Chair will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound directorship.

1. The Chair will chair Board meetings and ensure:
  - a. Meeting discussion content is confined to governance matters as defined in the Board's policies.
  - b. All Directors are treated even-handedly and fairly.
  - c. All Directors are encouraged and enabled to contribute to the Board's deliberations.
2. The Chair has no authority to unilaterally change any aspect of Board policy.
3. The Chair will ensure that that Board develops and implements processes and systems that result in Board effectiveness including:
  - a. The development, review and monitoring of SABA's strategic plan and risk management.
  - b. Director and office holder succession planning.
  - c. Director and Board professional development.
  - d. Board performance assessment.
  - e. Serving as a mentor to individual Directors.
  - f. Overseeing the stakeholder interface.

N.B. Some or all of these tasks may be delegated to a Board sub-committee

4. The Chair will ensure that Board meetings are properly planned, including the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.
5. The Chair will ensure that all Board decisions are understood by Directors and accurately recorded.
6. The Chair will not inhibit the free flow of information to the Board necessary for sound governance.
7. In contact with the media the Chair or a person delegated by the Chair shall be the spokesperson on all operating matters relating to SABA.
8. The Chair may delegate aspects of the authority accompanying the position but remains accountable for the overall role.
9. The Chair will act honestly, diligently, and competently at all times in the fulfilment of his/her duties and responsibilities. In so doing the Chair shall use his/her best endeavours to promote and protect the interests of SABA.
10. The Chair will exercise all the rights, duties and powers that are conferred upon the Chair from time to time by any enactment, or by delegation from the Board.
11. The Chair will promote compliance with all statutory obligations imposed upon SABA, the Board, or upon employees.
12. The Chair will do all such incidental things consistent with the position of Chair as are reasonably necessary for the proper performance of the duties and responsibilities of the role.
13. The Chair will carry out and comply with all reasonable and lawful directions given by the Board or by any person authorised by the Board to give such directions.
14. The Chair will undertake such duties and exercise such powers, authority and discretion in relation to the business of SABA as may from time to time be delegated to the Chair.
15. The Chair will undertake such other responsibilities and perform such other duties from time to time as may reasonably be required to meet the operating needs of SABA.
16. In the discharge of such duties and the exercise of such powers, authority and discretion, the Chair will conform to, observe and comply with the directions, restrictions, and regulation of SABA made or given from time to time e.g. in the form of delegation and/or limitations policies set by the Board.
17. The Chair will comply with all legal requirements, statutory or otherwise pertaining to the position and responsibility of the Chair; and
18. The Chair will faithfully serve SABA and at all times use his/her best endeavours to promote its interest.

## **A.5 Role of the Company Secretary**

SABA must appoint a Company Secretary in accordance with the requirements of the Act. The Chair shall be appointed as Secretary by the Directors and shall hold office in accordance with the Act until the appointment of a substitute Secretary.

## **B. Key Board Functions**

The Board is responsible for protecting the rights and interests of SABA and is accountable to the Members for the overall management of SABA. In discharging its obligations and duties, the Board should assume responsibility in at least the following areas:

### **B.1 Meeting Legal Requirements**

The Board's first duty is to the legal entity. In meeting this duty the Board must ensure that all legal requirements under the relevant Acts are met and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders. The Board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.

In particular Directors have the following obligations:

- a. To act in good faith in the interests of all stakeholders of SABA
  - b. To exercise their powers for a proper purpose
  - c. To avoid conflicts of interests
  - d. To act honestly
  - e. To act with reasonable care and diligence
  - f. Not to make improper use of either their position on the Board or information gained while in that role.
  - g. To use their best endeavours to meet Sport Australia's sports governance principles
- Directors, either individually or collectively, are potentially liable if they act illegally or negligently.

### **B.2 Directorship**

The Board will:

- a. Assist SABA to make good appointments to the Board by ensuring that constituent bodies are fully conversant with the role, responsibilities, work programme and performance of the Board and its members.
- b. Provide a thorough orientation process for new Directors.

### **B.3 Governance Philosophy and Approach**

The Board will govern SABA with an emphasis on:

- a. A future focus rather than a preoccupation with the present or past;
- b. Strategic issues rather than administrative detail;
- c. Pro-activity rather than reactivity;
- d. Promote principles of equity and diversity across all areas of SABA's operations;
- e. Encourage diversity of opinions and views;
- f. Develop and express a collective responsibility for all aspects of the Board's performance;
- g. Continued improvement in Board and individual Director effectiveness; and the interests of SABA as a whole.

## **B.4 Strategic Leadership**

The Board will:

- a. Formulate, authorise and monitor SABA's vision, mission and strategic objectives.
- b. Provide input that assists in identifying and understanding emerging trends and issues likely to affect the well-being of SABA and its stakeholders.
- c. Review SABA's situation and agree the broad framework within which the strategic and business plans will be prepared each year.
- d. Recommend significant shifts in the broad strategic direction of SABA to the stakeholders.
- e. Ensure that Chair is continually striving for above average performance after taking into account risk.
- f. Ensure there are adequate internal controls and ethical standards of behaviour.
- g. Ensure the development of medium-term and annual business/operational plans.
- h. Review and approve SABA's financial objectives, plans and actions, including significant capital allocations and expenditures.
- i. Monitor the effectiveness of the governance policies under which it operates and make changes as required.

## **B.5 Delegation to the Chair**

The Board delegates to the Chair responsibility for implementation of SABA's strategic direction/strategic plan.

1. The Chair is the primary linkage and point of accountability between the Board and the operations of SABA.
2. Only the Board acting as a body can instruct the Chair. Typically, all instruction to the Chair will be codified as policy.
3. The Board will make clear SABA's strategic direction including performance indicators to be applied to the Board when reviewing SABA's and the Chair's performance.
4. The Board will make clear to the Chair in writing any limitations or limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation, allowing the Chair any reasonable interpretation of these policies (further defined in the delegation and/or limitations policies set by the Board).
5. The Chair is responsible for the employment, management and performance evaluation of all staff employed/contracted to SABA. Neither the Board nor individual Directors will 'instruct' staff in any matters relating to their work, unless approved in advance in writing by the Chair.
6. Provided that the Chair achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and SABA's values, the Board will respect and support the Chair's choice of actions.
7. The expert knowledge and experience of individual Board members is available to the Chair.

## **B.6 Chair Authority**

1. As long as the Chair applies any reasonable interpretation of the Board's policies, i.e. does not set out to defeat the stated intent or the spirit of the policies, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
2. Acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to BA, the Chair may defer instructions or requests from individual Board members



or from unofficial groups of Board members if, in his/her opinion, such requests or instructions are:

- a. Inconsistent with the Board's policies.
- b. Are deemed to make unjustifiable intrusions into the Chair's or other staff member's time; or
- c. Are an unjustifiable cost to SABA.

## **B.7 Risk Management**

SABA considers that risk management is an important aspect of corporate governance. Consistent with ISO 31000, SABA adopts the definition of risk management as:

*"The processes, systems and culture applied in order to manage both the upside and downside of uncertainty on the strategic objectives of Badminton South Australia."*

SABA will establish an Enterprise Risk Management Framework to outline the principles and processes by which SABA will react to the risks facing SABA.

The framework will encompass the following elements:

- provides the context for organisational risk management at SABA;
- outlines the overarching documentation structure and risk review requirements;
- describes the governance structure and accountabilities that are in place; and
- provides the procedure for identifying and assessing enterprise risks, and the response required in order to mitigate risks that may impact SABA.

The Enterprise Risk Management Framework is a document mandated by the Board. The Audit and Risk Committee is responsible for overseeing, the audit and risk assessment function for SABA.

### **1. Risk Governance and Process**

The maintenance of a sustainable risk management function that supports SABA remains the ultimate responsibility of the Board with assistance from the Audit and Risk Committee.

Responsibilities of the Audit and Risk Committee regarding risk include:

- Consider SABA's risk profile;
- Monitor the risk management maturity and capability;
- Review and assess the effectiveness of SABA's risk management framework;
- Report to the Board on the above matters. Key artefacts required by the Board and Audit and Risk Committee to ensure that risk management is embedded in SABA includes the following: •  
Enterprise Risk Management Framework
- Disaster Recovery Plan / Business Continuity Plan;
- Strategic Risk Register; and
- Communications that encourage all staff to embrace risk management as part of their day to day roles.

### **2. Management Team Risk Responsibilities**

Management have the responsibility to complete the following:

- Identification of risk – identify the reputational, regulatory, operational, financial and strategic risks that are prevalent in fulfilling the SABA's vision.
  - Analysis of risk – analyse the reputational, regulatory, operational, financial and strategic risks in accordance with the agreed likelihood and consequence scales.
  - Evaluation of risk – evaluate risks to ensure action is taken on highly prioritised risks.
  - Treatment (mitigation) of risk – develop mitigation strategies and action plans to reduce unacceptable levels of risk that would impact the success of the SABA.
- Monitor and Review – monitor all risks and opportunities impacting SABA.

### **3. Risk Reporting**

The Chair in conjunction with the Board is responsible for the reporting of risks and incidents in line with this framework. SABA will provide a risk reporting package to support the identification

and management of risks and incidents to the Audit and Risk Committee, on behalf of the Board, for presentation as follows:

- i. Risk management incidents, compliance breaches or near misses (bi-monthly)
- ii. Outcomes of assurance or monitoring activities (bi-monthly)
- iii. Updates to risk register or risk matrix (bi-monthly)
- iv. Risk treatment plan update (bi-monthly)
4. Culture – ‘Risk management is everyone’s responsibility’

To achieve a culture of ‘risk management is everyone’s responsibility’ management and staff must be consistent in their communication and clear in their mission to mitigate risk that may impact SABA. Risk mitigation is not isolated to Board, management and staff but a key part of the role of every affiliated member, association, club, volunteer, contractor and visitor who contribute to the success of SABA.

### **B.8 Monitoring Operational Performance**

The Board has a duty to oversee and monitor the performance of the operational organisation.

1. The Chair will report to the Board on the performance of SABA at a frequency and to a standard specified by the Board.
2. All such reporting should be targeted at the Board’s interests and duties rather than a description of management actions.

### **B.9 Compliance and Integrity**

The Board will ensure:

- a. ethical behaviour and compliance with the Board’s policies, and statutes and regulations, audit and accounting principles and SABA’s stated values and its governance documents.
- b. the integrity of SABA’s internal control and management information systems so that its decisionmaking capability and the accuracy of its reporting are maintained at a high level at all times.

### **B.10 Other**

The Board will perform other functions as a prescribed by law or assigned to the Board under SABA’s governing documents.

### **B.11 Policy Framework**

Whereas the Board sets governance-level policies and establishes the strategic direction including the development of SABA purpose, values and SABA-wide goals and objectives, the Chair designs and manages the day-to-day operational processes. The Chair is thus the agent of the Board. The Board is responsible for determining organisational ‘Ends’ or outcomes and the Chair’s role to design the ‘Means’ or methods to achieve those ends.

A Policy Framework is to be established, to provide a register of each SABA Policy, Procedures and Major document. It details:

1. When each document was created and updated;
2. When it requires review;
3. Who is responsible for it; and

#### 4. Who administers it.

Review of this framework should occur at least once a year to ensure all Policies, Procedures and Major documents are accurate, current and relevant to SABA.

There are two levels of organisational policy:

- i) Governance-level policy. Policies at this level are developed and adopted by the Board and relate to high-level, organisation-wide matters. These include policies in respect of the Board's operating processes and duties, and its delegation to the Chair for SABA's day-to-day management. These policies reflect the Board's desire to meet its duty of care under law and its moral responsibility to provide good governance on behalf of all interested parties. These areas include, but are not limited to:
  - Code of Ethics
  - Strategic Direction and Planning
  - Financial Governance
  - Conflict of Interests
  - Risk Management
  - Chair Delegation
- ii) Management-level policy. These are developed by the Chair and relate to the operational management of SABA. The Board is not required to approve policies at this level. Managementlevel policies flow logically from the governance policies. The Board will endorse the Policy Framework for these policies.

### **B.12 Partnerships and stakeholder engagement**

It is recognised that SABA would not be able to operate successfully without effective partnerships. The Board is responsible for ensuring that these partnerships are established with the appropriate people and groups, and that they are well managed. From time to time, this may involve Directors or the Chair directly or it may be that others in committees or working groups do the work and the Board keeps track and oversees the work. The Chair will play a significant role in the relationship management of partnerships that the Board sees as particularly important.

### **B.13 Public Comment**

The Board shall from time-to-time designate the Chair to speak on behalf of SABA. When individual Director are approached by the media for comment the following guidelines apply. Directors:

1. Must refrain from disclosing any significant information, documents, or other forms of data without prior consent from the Board or the Chair.
2. Refrain from performing any activities on behalf of the person or organisation approaching the Director without prior consent from the Board or the Chair.
3. Must inform the Board or the Chair at the earliest convenience of the approach and the request for comment so that, if possible, a Board agreed position or appropriate action can be determined.

## **C. Improving Board Processes**

The majority of Board business will be conducted in Board meetings. In order to ensure effective meetings the following principles apply:

### **C.1 Board Meetings**

The Board will:

- a. Ensure that the Board makes the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Chair.
- b. Ensure that reports and proposals for the Board are timely, contain content and are formatted so as to reinforce and support the Board's governance role.
- c. Review and approve transactions that are not consistent with the ordinary course of business (i.e. of considerable size, or of an unusual nature).

The Chair will establish the agenda for each Board meeting although each Director is free to suggest the inclusion of item(s) on the agenda. To the extent possible (given some matters worthy of the Board's attention may be unforeseen) agendas will be based on a schedule of subjects agreed at the beginning of each year and documented in the form of an annual work agenda. The Board will meet at least five times per year, however, Board meetings may be scheduled at other times or at other frequencies as determined by the Board.

### **C.2 Board Meeting Agenda**

1. The Board will develop a one year agenda that:
  - a. Regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues;
  - b. Provides assurance that all relevant compliance requirements are addressed; and
  - c. Improves Board performance through education and continuous focus on its governance effectiveness.
2. The Chair, will prepare the agenda for each Board meeting. All Directors have the opportunity to contribute to the agenda.
3. Directors are expected to have read their papers and be prepared fully for Board meetings. Whenever possible personal queries and matters of clarification should be pursued prior to the meeting.
4. Directors are expected to provide input into Board decision-making and dialogue.
5. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
6. Board decisions will be reached by vote and any decision will be recorded as a unanimous or majority decision in favour or against the motion, together with any abstentions.
7. Directors are expected to arrive on time and remain in the meeting for its duration.
8. Directors shall disclose any conflicts of interest at the earliest point in the meeting and, as determined, refrain from voting or participating in resolution of the issue under discussion.
9. Attendees may participate in Board meetings at the Board's discretion. Attendees will respect the Boards' integrity and accountability and will thus accept any constraints imposed by the Board or the Chairman on their participation and presence.
10. The Board may determine to hold 'Board only' sessions in response to sensitive or confidential issues. Such sessions might also be scheduled on a regular Basis at the commencement of the meeting so that the Board can, without observers present, agree the priorities for the meeting, answer questions from Directors that could cause embarrassment if asked in front of observers, or discuss any other matters of a confidential nature.

### **C.3 Board Papers**

1. Board Papers will be in a consistent reporting format.
2. Board Papers will indicate if an item is “matter for decision”, “matter for discussion” or “matter for noting”.
3. Matters for decision may include a section titled “recommendation”.
4. Other than in extraordinary circumstances, substantive papers or matters requiring Board consideration will not be received and acted upon at the meeting at which these are presented.

### **C.4 Meeting Cycle**

The Board will adopt an indicative cycle to ensure that adequate time is allowed for review of board papers prior to each meeting.

### **C.5 Strategic Board Calendar**

The Board will adopt and manage a Strategic Board Calendar. The Calendar should consist of a rolling cycle of matters for board consideration and decisions including:

1. Governance: comprising matters such as preparation for the Annual General Meeting, review of governance matters and documents and director nominations.
2. Strategy: comprising a strategy review, input to the strategic plan and finalisation of the plan.
3. Business Plan: comprising input and sign off of annual plan and consideration of quarterly reports against the plan.

## **D. Board Effectiveness**

### **D.1 Director Protection**

In fulfilling their role, Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director’s knowledge of SABA, the complexity of the structure and operations of SABA.

SABA will provide Directors with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Directors, to the fullest extent permitted by the relevant legislation.

### **D.2 Board Evaluation**

The Board will assess annually its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual Directors.

To assure its accountability the Board will:

- a. Serve the legitimate collective interests of the present stakeholders of SABA and account to them fully.
- b. Remain up to date in terms of stakeholders’ concerns, needs and aspirations.
- c. Report to the Members and other key stakeholders on the performance of all SABA’s entities and account for the Board’s stewardship of that performance.

### **D.3 Director Remuneration**

Directors may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be reimbursed by the Association for their reasonable travelling, accommodation and other expenses when travelling to or from meetings of the Directors, a Committee or the Association.

### **D.4 Succession Planning**

Succession planning is the series of actions to plan and manage the turnover of Directors and enable the filling of positions created by unplanned departures while causing minimal disruption to the activities of the Board.

The aims of Board succession planning include:

1. Endeavouring to ensure the best possible Director composition at all times
2. Ensuring that the leadership within the Board is well managed and developed
3. Build confidence in the Board by all stakeholders

Succession Planning involves the Board systematically reviewing its structural requirements, Board matrix and plan succession around these requirements. It may also be required in the event of an unplanned retirement or departure.

### **D.5 New Director Induction**

The Board will provide to all new Directors a thorough induction into the affairs of the Board and SABA at large.

1. Prospective Directors will be provided with relevant information.
2. Upon appointment/election and prior to attendance at their first Board meeting, new Directors will receive a copy of Board information including governance policies, articles, Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
3. Meet with the Chair for a governance familiarisation. This meeting may be held as a group session or with individuals.
4. Meet with the Chair for an operational familiarisation.

### **D.6 Board and Director Professional Development**

The Board's value-adding role requires that the Board as a whole and all Directors have access to professional development relevant to the role and duties of directorship.

1. The Board will make every reasonable effort to facilitate training for all Directors and for the Board as a whole to maximise its value-adding contribution to SABA.