



ISCA Board Charter

Approved by the ISCA Board
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1. Introduction

The Infrastructure Sustainability Council of Australia (ISCA) is a not-for-profit company limited by guarantee, regulated by the Australian Charities and Not-for-profits Commission (ACNC). The company's objects are contained in the Constitution.

The Board of Directors (the Board) is responsible for the good governance of the company. This Board Charter sets out the roles and responsibilities of the Board and its relationship with management.

The conduct of the Board is also governed by the Constitution. A number of operational matters relating to the Board such as the election and term of directors and notification of interests are governed by the Constitution and are not reproduced here.

The Board is comprised of Member Directors elected by the members and Independent Directors appointed by the Board. This mix ensures an appropriate depth of experience for the effective oversight and governance of ISCA's activities.

1. Purpose of the Board

The Board has two broad purposes: compliance and performance.

Compliance

Legal

- monitor the Constitution
- comply with directors' duties and responsibilities
- comply with all laws
- monitor insurance requirements

Accountability

- review the financial reporting process
- review the processes for monitoring compliance with laws and regulations

Performance

Strategy and policy

- approve the vision/mission and ensure it is embedded into the organisation's operations
- determine and review the strategic direction and policies

Accountability

- have oversight of the overall performance of the organisation
- determine board evaluation, succession planning
- review the internal and external audit process
- establish the goals for management and monitor the achievement of these goals
- manage the CEO

Public relations

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

Risk management

- ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

2. Role and Responsibilities

The prime role of the Board is to provide strategic guidance and leadership for ISCA.

In performing this role, the responsibilities of the Board include:

- Establishing strategy, direction, and goals for the management of ISCA, including the approval of the business plan and budget and their underlying assumptions.
- Monitoring of performance against these goals and objectives.
- Authorising and monitoring major investment and strategic commitments.
- Ensuring there are adequate internal controls and ethical standards of behaviour.
- Ensuring the significant risks facing ISCA have been identified and the appropriate and adequate control measures, monitoring and reporting mechanisms are in place.
- Ensuring there are adequate policies and procedures for safety, quality and environment, recruitment, training, remuneration and succession planning.
- Recruiting, appointing and monitoring the performance of the Chief Executive Officer.
- Ensuring regulatory and legal compliance including the reviewing of policies.
- Ensuring the preparation of accurate financial reports and statements.
- Reporting to members on the performance and state of ISCA.
- Monitoring and influencing the culture and reputation of ISCA.
- Setting the delegations of authority.
- Reviewing the composition and performance of the Board in support of good governance.

In discharging these responsibilities, the Board may establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's role and responsibilities

3. Role of and delegation to the Chief Executive Officer

The Board has delegated authority for the operations and administration of ISCA to the Chief Executive Officer (CEO) with oversight by the Board. The CEO will operate within the delegated authority approved by the Board and is authorised by the Board to sub-delegate any or all delegated authority to executive management.

The Board delegates to the CEO the following roles and responsibilities:

- Manage the day-to-day operations of ISCA, including responsibility to:
 - Ensure a safe working environment for employees and stakeholders.
 - Achieve strategic, financial and operating objectives as agreed with the Board.
- Formulate and implement agreed business and financial strategies, including plans to achieve agreed performance targets.
- Act within the Delegations of Authority.
- Promote the interests of ISCA.

The CEO is responsible for:

- policy direction of the operations of the organisation
- the efficient and effective operation of the organisation
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is not a member of the Board.

4. Board Composition

Board members

In performing its duties, the Board will maintain effective working relationships with management, the auditor and other appropriate stakeholders.

To perform their role effectively, each Board member must obtain an understanding of the detailed responsibilities of Board membership as well as ISCA's business, operations and risks.

The membership of the Board will comprise of not less than 3 directors, in accordance with the Constitution, and be composed of:

- Member Directors
- Independent Directors

Membership of the Board shall be disclosed in the annual report including whether a director is a member or independent director.

Each Director should be capable of making a valuable contribution to the Board based on their skills, knowledge and experience. A skills matrix is maintained to show the collective skills of the Board.

In fulfilling their duties, each member of the Board may:

- Seek information they require from:
 - Any employee;
 - External parties; and/or
 - ISCA or other records.
- Obtain outside legal or other professional advice, with the approval of the Chairperson or Deputy Chairperson.

Chairperson

A Chairperson is appointed by the Board, from within one of its Independent Directors in accordance with the Constitution.

The responsibilities of the Chairperson include:

- Chairing meetings of the Board and of Members, including the Annual General Meeting, in accordance with the Constitution.
- Signing of minutes of meetings and ensuring Board minutes are a true and correct record of the proceedings, properly reflecting Board decisions and resolutions.
- Recommend the composition of Board Committees and appoint Board Committee Chairpersons.
- Lead performance and remuneration reviews of the CEO.
- Annually review the performance of the Board and of individual members' performance.
- Focus the Board's attention on matters of governance, rather than on operations.
- Facilitate the building of relationships, at all levels of ISCA, with its stakeholders, members and industry.

Deputy Chairperson

The Deputy Chairperson assumes the role and responsibilities of the Chairperson in the absence of the Chairperson.

Directors

The responsibilities of each director include:

- Acting in accordance with statutory requirements, the Constitution and ISCA
- Acting with care, skill and diligence in the exercise of all responsibilities and duties in accordance with the Constitution and the Charter
- Acting in good faith and in the best interests of ISCA, using the powers of office for proper purpose
- Acting honestly, ethically and with integrity
- Avoiding/declaring conflicts of interest
- Not allowing personal interests, or the interest of any associated person to conflict with the interests of ISCA
- Not using information gained in their position as Director for their own or someone else's advantage
- Make reasonable enquiries to ensure ISCA is operating efficiently, effectively and legally towards achieving its goals and business objects
- Diligently assess and analyse all proposals before the Board
- Ensuring minutes of meetings record accurately the proceedings and resolutions of meetings
- Serving on Board committees as required

Company secretary

The Board will appoint a Company Secretary for renewable terms of three (3) years.

The responsibilities of the Company Secretary include:

- Ensure that the company complies with its statutory obligations under any relevant laws, regulations and the Constitution
- Maintain statutory records and registers
- Keep a record of the proceedings of meetings
- Ensure requisite retention of documents and records

- Ensure completion and lodgement of statutory forms/returns and reporting under the ACNC governance framework and other relevant legislation/regulation, including annual accounts
- Assist the Board in the conduct of meetings and their directorial and governance obligations and responsibilities

5. Board Process

Meetings

The Board shall meet at intervals not greater than three calendar months. The meetings will be conducted in accordance with the Constitution.

Calendar of Meetings

The dates for the next 12 months of Board meetings will be tentatively scheduled at the first Board meeting following the Annual General Meeting. Confirmation of the date and venue for each subsequent meeting will be listed as a standing item on the agenda of each meeting.

The Board and ad hoc committees will hold meetings at various locations throughout the year to enable the Board to engage with key local ISCA stakeholders.

Administration

A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each Board Member five (5) days prior to any meeting.

6. Board Committees

The Board shall establish Board Committees in accordance with the Constitution to assist the Board in meeting its role and responsibilities.

The Board Committees of the Board are:

- Governance Committee
- Finance, Audit and Risk Committee
- Operations Environment Committee

All Board Committees report to the Board.

In establishing a Board Committee, the Board will establish a Committee Charter which sets out the purpose, roles and responsibilities, composition and anticipated tenure of the Board Committee which is consistent with the current Board Committee Charters.

7. Monitoring, Review and Update

The Board shall review and update the Board Charter biennially or as required.

8. Definitions

- ACNC means the Australian Charities and Not-for-profits Commission
- ASIC means the Australian Securities and Investment Commission
- Board means the collective of Directors, Member or Independent, of the Infrastructure Sustainability Council of Australia.
- Board Charter means the approved document defining the role, responsibilities, structure and processes of the Board of Directors for the Infrastructure Sustainability Council of Australia (the Board).
- Board Committee means standing and ad hoc committees established by the Board.
- Board Director means a member of the Board of the Infrastructure Sustainability Council of Australia.
- Company means Infrastructure Sustainability Council of Australia or ISCA.
- Chief Executive Officer means the person who is approved and appointed by the Board to manage the Company.
- Constitution means the current constitution of the Infrastructure Sustainability Council of Australia
- Director means a Board Director.
- ISCA means the Infrastructure Sustainability Council of Australia