

HTAV Board Charter

Associations can only exist and thrive because some members volunteer to act in leadership roles. HTAV's Board members (called Directors) donate their time, expertise and ideas to ensure the Association continues to provide real value to its members.

Being an active member of the HTAV Board will develop a Director's skills and knowledge in teaching, history, leadership, community engagement, human resources, strategic planning and financial management. This professional learning enhances a Director's capacities as a teacher and leader in their school/organisational setting.

However, becoming a member of the HTAV Board brings with it important responsibilities to the Association's members, staff and other Directors. This charter describes those responsibilities.

1. PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of the History Teachers' Association of Victoria (HTAV). The conduct of the Board is also governed by the Constitution of HTAV, a copy of which is located at (website)

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of Directors are governed by the Constitution and are not reproduced here. All Directors must familiarise themselves with the Constitution.

2. PURPOSE OF THE BOARD

HTAV is a not-for-profit company and is registered as a charity. Boards of charitable organisations serve a number of essential roles. The Board of HTAV is no exception. The Board's functions and guiding rules are outlined in its current Constitution. The Board also has obligations under the Corporations Act 2001 and the Australian Charities and Not-for-Profits Commission (ACNC) governance standards. There are, generally speaking, three responsibilities that Boards must fulfil:

- to provide purpose, leadership and strategic direction
- to ensure that finances are sound, and that other risks to the Association are being identified and managed
- to ensure that operations are legal.

Further details of these responsibilities are provided in attachments 1 and 2. These responsibilities can be summarised as compliance and performance.

COMPLIANCE

Legal

- monitor compliance with the Constitution
- comply with directors' legal, ethical, and moral responsibilities
- comply with relevant laws
- monitor insurance requirements

Accountability

- monitor financials
- monitor consistency between internal finance reports with independent audits
- monitor compliance regimes

PERFORMANCE

Strategy and policy

- approve Vision/Purpose and ensure it is embedded into HTAV's operations
- approve the strategic plan and policies and monitor regularly

Accountability

- overall performance of the organisation
- board self-evaluation
- succession planning
- report outcomes to stakeholders
- manage EO
- 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

The Board, while meeting its responsibilities, is mindful of HTAV's vision and purpose and the objects of the organisation as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

Each Director is individually responsible for satisfying themselves that the Association is operating strategically, legally and financially viably. While the work of the Board can be distributed to working parties, individual directors must satisfy themselves that the association and the board are operating legally; this responsibility can not be delegated.

The functions of the Board are to:

- Provide effective leadership and collaborate with the Executive management team in:
 - articulating the organisation's values, vision, purpose and strategies
 - developing strategic (direction) plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, purpose and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
- Monitor the performance of the EO against agreed performance indicators
- Review and approve the business (action) plans and annual budget proposed by the Executive management team
- Monitor the achievement of the strategic and business plans and annual budget outcomes
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- Ensure, through the Board committees, working groups and others as appropriate, compliance obligations and functions are effectively discharged
- Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for Directors to receive professional learning in meetings and to attend courses, seminars and development programs as the Board judges appropriate
- Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
- Ensure that all significant risks are adequately considered and accounted for by the Executive management team
- Ensure that HTAV has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has delegated authority for the operations and administration of the organisation to the Executive Officer (EO). The Board has no operational involvement in the conduct of organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy.

Prior to their first meeting, new Board members will be provided with induction materials and participate in an induction session with the President and the Executive Officer.

4. MEMBERSHIP AND TERM

The Constitution provides for a maximum of 13 Directors (12 elected and one appointed) and a minimum of 3 Directors. A quorum is defined as a majority of the current membership of the Board.

The Board consists only of non-executive directors. That is, no member of the Board may be a member of the paid staff of the organisation.

Directors must declare any conflicts of interest at the beginning of each board meeting, and the appropriate management of these will be decided by the Board in accordance with the Constitution.

Membership of the Board shall be disclosed in the annual report.

According to the Constitution, half of the elected Directors must resign prior to the AGM each year. These are to include those who have served on the Board longest since they were last elected. Appointed members must resign prior to the next AGM and seek nomination if they wish to continue on the Board.

5. BOARD/EO RELATIONSHIP

The role of Directors (including the President) and the Executive Officer are strictly separated.

The EO is responsible for:

- policy direction of the operations of the organisation
- the efficient and effective operation of the organisation
- recruitment and management of staff
- ensuring the Board receives reports to support informed and efficient decision-making
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The EO is not a member of the Board.

A Delegation Authority specifies the scope of responsibilities that the Board has delegated to the EO.

If a Board member has concerns about the performance or conduct of a staff member, they inform the President privately. The President informs the EO who manages the performance of staff.

If a Board member has concerns about the performance or conduct of the EO, they inform the President privately. The President takes the concern into consideration in their ongoing communication with the EO and management of the EO's performance.

The President convenes a small committee of Directors to undertake the EO's annual performance review.

6. COMPANY SECRETARY

The company secretary is responsible for the taking of minutes and the maintenance of director details in accordance with the association's legal responsibilities to the ACNC and the Corporations Act.

7. OFFICE BEARERS AND OTHER BOARD ROLES

All Office Bearers of the Association are Directors and like other board members their roles and responsibilities are informed by the Corporations Act.

President

The President of HTAV has a broad and varied role. The most obvious responsibility is chairing the meetings of the Board. The President provides guidance and support to the Executive Officer, and also signs documents lodged by the association with the Australian Investment and Securities Commission. The role has leadership and representational responsibilities.

Vice Presidents

HTAV has two Vice Presidents. In the absence of the President, one of the two Vice Presidents shall chair meetings of the Association. The Vice Presidents may also deputise for the President at various functions and events. The Association's Vice Presidents also provide support and leadership to committees and the Executive Officer.

Finance Committee

The Finance Committee is a formal sub-committee of the HTAV Board. Up to four Directors sit on the HTAV Board's Finance Committee, with one of them chairing the Committee. The Board elects the Chair and Finance Committee members. This Committee reviews the financial management and strategy of the Association and makes recommendations to the Board. It takes leadership of one of the three core responsibilities, though all Board members must still satisfy themselves that they understand and support the financial strategy of the Association. The President of the HTAV may not sit on the Finance Committee.

Other working groups and responsibilities

Through the Agora Advisory Group, Board members provide advice and insights to the Editor of Agora.

Board members work together to coordinate, promote and/or judge history competitions.

The President and two Board members serve each year on the HTAV Awards Committee.

In addition, HTAV Board members are expected to contribute to the success of HTAV activities in one or more of the following ways:

- offering professional learning workshops
- writing for the professional journal
- mentoring other HTAV members
- being an active participant in HTAV social media networks
- assisting at professional learning and social events.

8. BOARD CULTURE

The Board actively seeks to have an 'engaged culture' which is characterised by candour and the responsibility to stress-test assumptions and decisions within the confidential environment of the board room.

Beliefs

- 'When we know better, we do better.'
- 'There is no such thing as a foolish question. The President and EO encourage Board members to seek clarity and understanding.'
- 'We look for solutions, not someone to blame.'
- 'When I'm wearing my Board member hat, I serve the interests of all HTAV members.'

Values

- The Board embodies the values of a learning organisation and always seeks to learn and develop, both as individuals and as a group.
- The Board serves the HTAV community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for the culture and viability of the organisation.
- Board members safeguard cultural safety and respectful discussion in all HTAV-related environments.
- The Board is responsible for maintaining the organisation's stature in the sector.
- Board members respect each other.

Norms

- Board members are honest yet constructive.
- Board members are prepared for meetings, including reading all circulated papers and reports.
- Board members prioritise attendance at HTAV Board meetings and Directors attend (almost) all meetings.
- Board members seek to evenly distribute the workload associated with fulfilling the responsibilities of the Board.
- Members are ready to ask questions and willing to challenge leadership.
- Members express their views and seek information with respect and courtesy.
- Members actively seek out other members' views and contributions, and welcome the open discussion of diverse points of view.

- Members spend appropriate time on important issues.
- The President will actively influence the positive culture and tone of Board meetings.
- Board members model inclusive, welcoming and supportive behaviours in their interactions with Board members, HTAV members and staff.

Agendas

- Where a direct or perceived conflict of interest exists, relevant board papers will be excluded from board packs for individual board members in consultation with the President unless otherwise agreed to by the Board. Where the conflict exists for the President, this shall be agreed to with Vice-Presidents unless otherwise agreed to by the Board.
- The agendas of the Board limit presentation time and maximise discussion time.
- Board members are welcome to suggest agenda items to the President.
- There are opportunities for informal interactions among Board members.

If a Board member's actions are inconsistent with this charter, the President will seek to address this privately. If the actions continue, the President will initiate action in accordance with the Constitution.

9. REPORTING

Proceedings of all meetings are minuted and approved/signed by the President or the chair of the meeting.

Minutes of all Board meetings are circulated to Directors and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a 'Board Paper') and, once passed, decisions are recorded in the minutes.

The President provides a report for inclusion in the Annual Report.

10. REVIEW OF CHARTER

The Board will review this charter every two years to ensure it remains consistent with the Board's objectives and responsibilities.

11. PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the HTAV Annual Report. A copy of the charter is available at (website).

This charter will be provided to new members of the Board before their first meeting.

Attachment 1

LEGAL OBLIGATIONS OF BOARD MEMBERS UNDER THE *CORPORATIONS ACT*

This is a summary only – for the full responsibilities of Directors under the Corporations Act, please see <http://asic.gov.au/regulatory-resources/insolvency/insolvency-for-directors/directors-what-are-my-duties-as-a-director/>

BOARD MEMBER ELIGIBILITY

Any person may be a company director except:

- (i) A person who is not yet 18 years old (s201B(1));
- (ii) Entities such as corporations;
- (iii) Undischarged bankrupts (s206B(3));

- (iv) A person who is more than 72 years old cannot be a director of a public company. This rule can be overcome provided the company in a general meeting renews that director's appointment by passing a special resolution to that effect each year by general meeting (s201C);

- (v) A person who has been, in the period of five years prior to becoming a director, convicted or released from prison for offences related to the promotion, formation or running of a company.

The Constitution of HTAV also requires that elected members of the HTAV Board must be Individual or Life Members of the Association prior to their election.

GENERAL DUTIES

Duties fall into the following categories:

- A duty to act *bona fide* in the interests of the company as a whole;
- To exercise one's powers as a director for the purpose for which they were conferred and not for any ancillary or improper purpose;
- Not to restrict the future exercise of a director's powers; and
- To avoid being placed in a position of a conflict of interest.

Fiduciary Duties

Directors are also subject to fiduciary duties. The fiduciary duties of company officers are:

- that they must not improperly use their position to:
 - (a) gain an advantage for themselves or someone else;
 - (b) cause detriment to the corporation;
- that they must not use information which they obtained because of their position to gain advantage for themselves or cause detriment to the corporation.
- that they must exercise their powers in good faith in the best interests of the corporation and for a proper purpose; and
- that they must notify other officers of a material personal interest if and when a conflict arises. A material personal interest is a matter that relates to the affairs of the company.

The Conflict Rule

A director must not let his/her personal interests and company duties conflict. This is a fundamental rule of equity (*Phipps -v- Boardman* (1967) 2 AC 123).

A director may well ask:

- Does the possibility of conflict have to be more than a real prospect?
- Can a director enter into an arrangement knowing that they may have a real chance of conflicting with the interests of the company?
- Is there a conflict where a director holds shares in another company with which the original company transacts?

Section 191(1) states that a director has a duty to notify other directors where he/she has a material personal interest in a particular conflict. This must be declared at a meeting of directors.

Misappropriation

A director may not apply company property either for the director's personal benefit or for the benefit of any other person without the authority of the company.

Profit

The profit rule states that a director is accountable for the profits made in connection with their office. The duty is not disposed of by showing that the transaction was "fair" to the company, or that the director was eventually unable to exploit the opportunity to make a personal profit.

Proper Use of Information

Section 183 provides that an officer, including a director or employee or a former officer or employee, must not make improper use of information acquired by virtue of that position.

This applies to any officer or employee, including junior employees and arises if any advantage is gained for themselves or any other person.

Raising of Funds

When securities are issued, the directors must ensure that any prospectuses issued contain proper information and do not make false or misleading statements. If a statement turns out to be inaccurate, a director will need to show that it was based upon research and reasonable estimation at the time it was made. If the directors cannot demonstrate this, they are likely to incur personal liability for inaccurate statements.

Fair Trading Acts and the Trade Practices Act

Directors may be liable personally under these Acts if they partake in action for the purposes of lessening competition between companies or are engaged in making false and misleading statements.

Insolvency – Creditors and Members

Insolvency means that an organisation 'cannot pay its debts as they fall due'. In other words, it does not have the cash available to settle its debts when they are due to be paid. Directors cannot make managerial decisions which render the company insolvent, or enter into transactions where they know the company is or will become insolvent and be unable to honour obligations. The directors have a legal obligation to protect the members and creditors from decisions contributing to insolvency.

Attachment 2

LEGAL OBLIGATIONS OF BOARD MEMBERS UNDER ACNC

Under [Governance Standard 5](#) HTAV must take reasonable steps to make sure its Responsible People meet certain duties. The following is a general summary of what each duty requires.

<https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/5-duties-responsible-people>

1. Act with reasonable care and diligence

Responsible People are in a position to guide and monitor the management of the charity. They need to understand and keep informed about the charity's activities and finances.

For example, it may be a breach of this duty if a Responsible Person failed to attend several board meetings in a row. However, this duty is not breached if a person cannot take part in managing the charity at the time (for example, because of illness).

As well, a Responsible Person can rely on the special knowledge or expertise of another Responsible Person, adviser or expert, as long as they adequately inform themselves and make an independent assessment of that information or advice.

2. Act honestly in the best interests of the charity and for its purposes

Responsible People make decisions by honestly considering what would be in the best interests of the charity, and would further its charitable purposes (as set out in the charity's governing documents).

For example, this duty is breached if a Responsible Person uses the charity's property to benefit another organisation, where there was no real benefit to the charity or it didn't further its charitable purposes.

3. Not misuse the position of Responsible Person

An example of misusing position is where a Responsible Person is involved in paying another company owned or controlled by a friend or relative (when it is not reasonable payment for the goods or services provided).

4. Not to misuse information obtained in performing duties

An example of misusing information is if a Responsible Person gives confidential information about the charity's operations (that they have gained because of their role) to another person or organisation (even if it is to another charity).

5. Disclose any actual or perceived conflict of interest

Responsible People should disclose any situation where they may appear to have a conflict between their duty to act and a personal (private) interest, and should not discuss or vote on any matter where there is such a conflict.

For example, if a charity is considering which company to buy its stationery from, a Responsible Person should declare an interest if one of the companies is owned by his relative. This is true even if there is no actual conflict.

A conflict should be disclosed whenever an independent observer could doubt that a Responsible Person is acting in the best interests of the charity.

In general, the Responsible Person should disclose the conflict of interest to the other Responsible Persons. If there is only one Responsible Person or all of them have a conflict, then the conflict of interest should be disclosed to the members of the charity (if any). If none of these situations apply, [contact the ACNC](#).

Read our guide [Managing conflicts of interest](#).

6. Ensure that the charity's financial affairs are managed responsibly

As a minimum, Responsible Persons should have good processes to prevent problems and to manage money responsibly. This includes reading financial statements and having a process to ask questions if they don't understand.

Read our [tips on having strong financial controls at your charity](#) and our guide [Protect your charity from fraud](#).

7. Not allow a charity to operate while insolvent

If a Responsible Person reasonably suspects that the charity cannot pay all of its debts when they become due, then the Responsible Person should take all reasonable steps to prevent a charity from taking on more debt.

The governing body should regularly review the financial position and ensure there is enough money to pay for its activities.