

RRR Network Board Charter



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Purpose

This Board Charter is a written policy document that aims to clearly set out the respective roles, responsibilities and authorities of the Board members (both individually and collectively) and the Chief Executive Officer (“CEO”) in setting the direction, ongoing management and the governance of the Rural Regional Remote Women's Network of Western Australia Inc (“RRR Network”).

The Charter exists as a live document to be utilised internally by current and future RRR Network Board members for the purpose of providing documentation of governance policies and guidelines to be practised and modelled. This document complements and is to be read in conjunction with the RRR Network Constitution, Policies and Guidelines. The Board Charter is reviewed annually, or when a major change warrants an earlier review, by the RRR Network Governance sub-committee.

DEFINING GOVERNANCE ROLES

1. Board composition

For the RRR Network Board to function effectively it must have a mix of long-term and new members, mutual respect and diversity. The RRR Network’s Board is composed of Office Bearers and at least one ordinary Board member, all of whom must be ordinarily resident in Western Australia and aged 18 years or more. At each Annual General Meeting the RRR members decide by resolution the number of ordinary Board members to hold office.

The Office Bearers on the Board are the Chairperson, Deputy Chairperson, Secretary; Treasurer and such other Office Bearer positions as determined by the Board.

An overview of the Board Composition is found within section 10 of Part E of the RRR Network Constitution. The following sections relating to Board composition below are taken directly from Sections 10.1, 10.3, 10.5 and 10.6 of the RRR Network’s Constitution. For more information, refer to the RRR Network Constitution.

1.1 Number of Board members (Section 10.1)

- The minimum number of Board members is 5.
- Unless otherwise determined by a resolution of the Members, the total number of Board members must not exceed nine.
- If there are less than the minimum number of Board members then the remaining Board members may act, but only:
 - to call a General Meeting;
 - to approve the appointment of such number of Board members as necessary to increase the number to the required minimum; or
 - in the case of an emergency.

1.2 Term of Office (Section 10.3)

- Each Board member, unless they retire or are removed from office earlier in accordance with this Constitution or the Act, will hold office for a period of three (3) years following their election, and shall be eligible for re-election.
- Board member may be elected for not more than two (2) consecutive terms of office unless otherwise determined by Members at a general meeting.

1.3 Removal of Board members (Section 10.5)

The Board and or Association in General Meeting may by resolution remove any Board member from office before the expiration of the Board member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Board member so removed.

1.4 Casual vacancies (Section 10.6)

- If a casual vacancy occurs in the membership of the Board members, the Board may appoint a Member to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- A casual vacancy in the membership of Board members occurs if a Board member:
 - dies;
 - is suspended from membership or ceases to be a Member;
 - resigns office by notice in writing given to the Secretary;
 - is, in the reasonable opinion of the Board, unable to properly fulfil his or her role as a result of physical or psychological affliction;
 - is absent without the consent of the Board from 3 consecutive meetings of the Board;
 - is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - becomes ineligible to serve as a Board member under section 39 of the Act.

2. Roles and responsibilities

Board members work to steer the RRR Network towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the RRR Network has adequate resources.

The Board has a responsibility to govern the strategic decisions of the RRR Network toward the attainment of its strategic visions, goals and objects. It exercises this responsibility on behalf of RRR Network members, funders, donors and all regional, rural and remote West Australian women, and must act in the best interests of the RRR Network and its members. It is the role of the CEO to manage the day-to-day administration and operations of the RRR Network in accordance with the directions and delegations of the Board. It is the

responsibility of the Board to oversee and monitor the activities of the CEO and management in carrying out these delegated duties.

Subject to the Act, the Regulations, the RRR Network's Constitution and to any resolution passed by the members in General Meeting, the Board performs the following essential functions¹:

- **Strategic direction** — participate with management in setting policies, goals, strategies and performance targets for the organisation to meet both commercial and community expectations. All Board members should be able to understand, test and endorse the organisation's strategy, even under circumstances in which management has done most of the work in developing the strategy.
- **Resources** — make available to management the resources to achieve the strategic plan. That is, make available the money, management, personnel and materials, the CEO's appointment and a succession plan.
- **Performance** — monitor the organisation's performance against its strategies and targets. This is possibly the function to which many boards dedicate most of their time and effort.
- **Compliance** — ensure there are adequate processes in place to ensure compliance with legal, accounting, regulatory and environmental requirements. This can be a difficult area for boards as it presupposes that boards know all the relevant laws and accounting standards. To discharge their duty effectively, Board members must be able to show they were diligent in finding out about applicable laws and giving the task of attaining compliance to appropriately qualified managers. In addition to processes, most boards rely on developing a culture of compliance so management and employees are always conscious of the legal duties that affect their areas of operation.
- **Risk** — set the organisation's risk appetite and ensure the risks to which the organisation is exposed are clearly identified, with suitable processes in place to manage those risks. This is another contentious area — a board that delves too deeply into how risks are managed will be usurping the role of management. A board's monitoring role requires Board members to make appropriate enquiries about the risk framework and test that it is adequate without taking over management's role of implementing that framework. Aspects of risk management may be delegated as appropriate.
- **Accountability** — report progress to the Members as their appointed representatives and align the collective interests of key stakeholders, board, management and employees.

¹ This list is sourced from Report on the Financial Aspects of Corporate Governance (The Cadbury Report), chair — Sir Adrian Cadbury, Gee Publishing Ltd. 1992.

Figure 1: Trickner's framework for analysing Board functions

	Compliance roles	Performance roles
External role	Provide accountability	Strategy formulation
Internal role	Approve and work with and through CEO	
	Monitoring and supervising	Policy making
	Past and present orientated	Future oriented

Further detail outlining the Board, Election of Board members, Board meetings, sub-committees, payments and Office-Bearer roles of the Board can be found within Part E of the RRR Network Constitution.

2.1 Role of individual Board members

Board members, through their participation in the Board, are responsible for setting the strategic direction of the RRR Network and monitoring its performance to ensure it is being managed effectively. A Board Member has legal obligations that must be understood and complied with, derived from legislation, common law, the RRR Constitution and the RRR Network's Guidelines and Policies.

Specific legal duties and obligations are established through common law, the WA Associations Incorporation Act 2015 ("Act") and the WA Associations Incorporation Regulations 2016 ("Regulations") Four important legal duties that all Board members must understand and comply with are:

- Abiding by the mission, objects and rules;
- Duty to act in good faith and for proper purpose;
- Complying with the law and meeting contractual obligations; and
- Duty to act with reasonable care, skill and diligence.

Board members should be committed to following through on promises and assisting the organisation to the best of their abilities. This means:

- Actively participating in Board meetings and sub-committees;
- Communicating with the CEO and other Board members;
- Supporting the CEO and staff at RRR Network events, programs and initiatives; and
- Supporting program initiatives.

Board members should fully support and embody the RRR Network's vision, mission and values. It is important to be an authentic and loyal ambassador for the organisation. All activities and decisions should be in the best interests of the RRR Network, not in the best interests of the individual Board member.

Each Board member should do everything in their power to support the RRR Network reaching its organisational goals, but members still have an obligation to follow the organisation's guidelines and policies. These are found in the governance documents (e.g. Board Charter, Constitutions and Policies). Every Board member has a responsibility to understand the governance documents.

The CEO and Chair of the Board ensure that new Board members are provided with key governance documents (e.g. RRR Network Board Charter, Constitution, Policies, Guidelines). Existing Board members are encouraged to refresh themselves on their understanding of these key governance documents at least once a year.

A culture of disclosure is encouraged through recognition and active management of conflicts as they arise to ensure transparency and sound decision making. A perceived conflict of interest can be as damaging to the reputation of the RRR Network as an actual conflict. All conflicts, whether real, potential or perceived, must be declared in the Conflict of Interest Register.

The Board works to ensure its composition reflects the RRR community. It will also ensure it has the full range of skills identified in the Board Skills Matrix, which is updated annually. It will do this by identifying and encouraging potential Board members from diverse backgrounds, particularly Aboriginal and Torres Strait Islander and culturally and linguistically diverse women and those with the necessary skills to nominate for election to the Board. It will also provide information to the AGM on diversity and the skills required.

2.2 Role of the Chair

The Chairperson serves as the leader of the Board, there are many responsibilities that this individual takes on. The responsibilities assigned to the Chairperson include:

- Convenes and presides at Board meetings;
- Presides at general meetings;
- Creates [a purposeful agenda](#) in collaboration with the CEO;
- Serves as the contact for Board issues;
- Sets goals and objectives with the Board;
- May take on some CEO responsibilities if needed; and
- Is available to meet with key stakeholders and attend key events if needed.

It's important that the Chairperson's role is filled by a qualified and passionate individual. The Chairperson should be approachable and an objective listener. The person should be a strategist and should have extensive knowledge of the RRR Network.

2.3 Role of the Deputy-Chair

The Deputy-Chair generally offers support for the Chairperson and other leadership when needed. For organisational stability, the Deputy-Chair can be considered as the future leader of the RRR Network's Board.

The Deputy-Chair tackles the following duties:

- Fulfils the Chairperson's duties when the chairperson is absent or if that office becomes vacant;
- Assists the Chairperson in the execution of their duties;
- Serves on sub-committees as requested to learn the operations of the Board;
- Works closely with the Chairperson to transfer knowledge and history to prepare for leadership; and
- Is available to meet with key stakeholders and attend key events in the absence of the Chairperson if needed.

2.4 Role of the Secretary

The Secretary is appointed by the Board. The Secretary ensures administration and governance processes are regularly adhered to. The responsibilities of the Secretary are outlined in the RRR Network Constitution. It is the duty of the Secretary to ensure that proper minutes and records are kept, including:

- All appointments of Office Bearers and members of the Board;
- The names of members of the Board present at a Board meeting or a General Meeting of Members,
- All proceedings at Board meetings and General Meetings;
- Minutes of proceedings of a meeting are signed by the chair of the meeting or by the chair of the next succeeding meeting; and
- Minutes of meetings are kept for a period of 5 years (in electronic or written form).

It is also the duty of the Secretary to:

- Deal with all correspondence;
- Consult with the Chairperson regarding the business to be conducted at each Board meeting and general meeting;
- Prepare the notices required for meetings and for the business to be conducted at meetings;
- Ensure that the Register is properly kept as described at Section 5.5 of the Constitution and section 53 of the Act;
- Ensure the register of Office Bearers is kept properly as required by section 58 of the Act;
- Maintain an up-to-date copy of the Constitution, as required by section 35 of the Act;

- Ensure the safe custody of the books, other than financial records, financial statement and financial reports as applicable to the RRR Network; and
- Carry out any other duty given to the Secretary under the Constitution or by the Board.

2.5 Role of the Treasurer

The Treasurer deals with the organisation's finances and makes important decisions regarding spending and budgeting. This role is a demanding and engaging one, with responsibility and opportunity to initiate change. The responsibilities of the Treasurer are outlined in the RRR Network Constitution. It is the duty of the Treasurer of the RRR Network to ensure that:

- All money due to the RRR Network is collected, received, receipted and credited to the appropriate account as directed by the Board and that all payments authorised by a general meeting are made;
- Correct books and accounts are kept showing the financial affairs of the RRR Network, including full details of all receipts and expenditure connected with the activities of the RRR Network; Comply on behalf of the RRR Network with Part 5 of the Act with respect to the accounting records of the RRR Network by:
 - Keeping a true and correct record of the financial transactions and financial position of the RRR Network;
 - Keeping its accounting records in such manner as will enable true and fair accounts of the RRR Network to be prepared and conveniently and properly audited from time to time; and
 - Submitting to the members at each Annual General Meeting its accounts showing its financial position at the end of the immediately preceding Financial year,
- Any assistance required by an auditor or reviewer conducting an audit or review is provided;
- Whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- Unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the RRR Network; and
- Carry out any other duty given to the Treasurer under the Constitution or by the Board.

2.6 Role of the CEO

The RRR Network CEO is responsible for implementing the strategic direction, operating within the risk appetite set by the Board, and for all other aspects of running of the RRR Network. The role is critical in developing and maintaining the sustainability and effectiveness of the organisation. The CEO is held accountable by the Board.

The CEO oversees design, marketing, promotion, delivery and quality of programs, events and services. Responsibility also includes developing evaluation strategies and adjustment of systems, processes and structures in response to evaluation findings.

It is up to the CEO to help set the agenda, assemble the information and make recommendations that shape the Board's discussions and decisions. Specifically, the CEO's tasks include:

Human resource management

The CEO will attract, retain and motivate talented and enthusiastic staff. The CEO is also responsible for managing paid and volunteer staff according to approved personnel policies and procedures that conform with current laws and regulations.

Planning

Involves identifying aims, objectives, strategies, responsibilities, timelines and the resources required to achieve the organisation's mission. The CEO oversees design, marketing, promotion, delivery and quality of programs, events and services. Responsibility also includes developing evaluation strategies and adjustment of systems, processes and structures in response to evaluation findings.

Financial and physical resources management

It is the CEO's responsibility to present the yearly budget for Board approval and to manage the organisation's resources within those budget guidelines according to current laws and regulations. This includes governance and risk management analyses and implementing strategies to prevent and deal with perceived risks. The Board is ultimately responsible for ensuring that these tasks are carried out to its satisfaction.

Funding

The CEO oversees fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals and administering fundraising records and documentation. Again, the Board must have systems in place to ensure these things are done in a timely and effective manner.

Linking staff and the Board

To manage the staff. A Board member should never undermine the authority of the CEO by instructing a staff member. The Board can give an instruction to the CEO, but not other staff within the organisation.

Representing the organisation

The CEO needs to consistently present the organisation and its mission, programs, events and services in strong, positive images to relevant stakeholders and the general public. Board members, particularly the Chairperson, may also need to carry out this role occasionally, but this should generally be left up to the CEO where possible.

Board meeting roles

The CEO is responsible for ensuring the Board is presented with clear and logical recommendations for action, preferably well before every Board meeting to allow time for clarification and proper consideration.

KEY BOARD FUNCTIONS

3. Strategy

The RRR Network's strategic planning is critical to its long-term successful delivery of its vision and mission. Developing and implementing a strategic plan outlines the RRR Network's longer-term objectives and provides a renewing sense of purpose and commitment to Board members and the CEO.

The strategic plan is a written document setting out the RRR Network's strategy. It also provides information to stakeholders such as Members and supporters. The Board's governance responsibilities include reviewing, developing and approving the strategic plan. This process is completed every two years.

The current capacity of the RRR Network requires a collaborative process with the CEO and staff to develop the strategic plan. The Board should be actively involved in discussing, reviewing and ultimately approving the plan to ensure it is compatible with the RRR Network's mission, vision, values and objects.

The process for developing the RRR Network's strategic plan is led by the CEO in collaboration with the Chairperson of the Board. An in-person collaborative workshop to review, discuss, and plan is scheduled. This session is significantly longer than a regular Board meeting and may include a professional facilitator. Final approval of the strategic plan takes place at a Board meeting.

Board members are expected to prepare for the Strategic Plan collaborative session by understanding and reviewing previous year's plans, budgets, and financial information; considering activities and progress; consider legislation and governing requirements and come prepared with strategic recommendations based on organisational strengths, weaknesses, opportunities and threats. Outcomes of a strategic planning review session should include;

- Decisions to retain or amend the vision and mission;
- Decisions to continue or change the strategic goals for the next two years;
- Priority projects and events; and
- Key measurements that will be used to monitor performance and progress.

Using the guidance from the strategy session, the formal strategic plan is prepared by the CEO and presented to the Board for approval at a regular Board meeting. Once the Board has approved it, it can be shared with external stakeholders.

4. Performance

In collaboration with the CEO, financial monitoring is an important governance function of Board members. Three key functions are delivered by the Board to monitor and govern the RRR Network's financial responsibilities:

- **Planning:** through the approval of budgets;
- **Monitor:** the financial performance of the organisation to ensure it remains sustainable;
- **Respond:** to changes and adapt by making informed **decisions** to maintain the RRR Network's financial wellbeing.

4.1 Understanding financial reports

All Board members should possess an understanding of how to read and interpret financial reports and statements. Board members who are financially astute are more likely to guide the RRR Network towards achieving sustainable outcomes, knowing what key figures to observe and questions to ask. Board members seeking support and confidence reviewing financial documents are encouraged to seek mentoring from those who are upon joining the Board.

4.2 Appropriate financial reports

The Board needs to make informed decisions. To do so, the financial reports presented to the Board need to be tailored to provide the relevant information given the organisation's circumstances.

4.3 Financial reporting structure

The financial reporting structure should have regard to the needs of various users of the financial reports. The needs of stakeholders vary, for example:

- The Board needs to be provided with reports to monitor the financial operations of the organisation to respond to financial indicators and to ensure targets are met.
- Funding providers require reports to demonstrate that funds have been expended in accordance with funding agreements.

The financial reporting structure needs to be established to enable the financial reporting requirements of all stakeholders to be met. The financial reporting structure should also be reviewed periodically as the circumstances of the organisation change.

4.4 Financial management policies and procedures

Delegating responsibility to individuals for the maintenance of the financial systems requires control and oversight by the Board. Financial management policies outline the minimum standard for dealing with financial practices, and guides staff in their conduct and decision.

The CEO and Treasurer are responsible for making sure that the RRR Network implements and maintains systems, but the Board should ensure that staff follow appropriate policies. A

procedures manual contains the guidelines for processing transactions and maintaining good internal controls.

The CEO and the Board are responsible for establishing and implementing an internal control structure for accomplishing the following objectives:

- The reliability and integrity of information;
- The safeguarding of assets;
- Compliance with policies, plans, procedures, laws and regulations;
- The economical and efficient use of resources; and
- The accomplishment of established objectives and goals for operations.

5. Risk

The RRR Network has a duty of care to ensure its activities do not cause harm, damage or injury to any participant or recipient of services, or any other person who is reasonably likely to be affected. The RRR Network does this by identifying and assessing risks in order to prevent such risks or reduce such risks.

Risk Management aims to identify and mitigate risks, through approaching risk in a structured and calculated manner, rather than being haphazard. It gives the Board, CEO and staff the confidence to pursue their mission with a reduced fear of legal, reputational or financial action.

5.1 Risk management processes

All Board members are to review the Conflict of Interest Register regularly and at least annually. Board members are to declare any perceived or real conflict of interests on the register immediately or within a reasonable time frame and verbally during the next Board meeting.

6. Compliance

The RRR Network is governed by laws and must comply with them. Some of these laws will apply to Board members, office holders and committee members. The applicable laws will be derived from legislation and the common law. The below is an overview, not an exhaustive list, of some of the more prevalent duties and obligations.

6.1 Associations Incorporations Act 2005

The RRR Network is an Incorporated Association registered pursuant to the Act. The Act, together with the Regulations, place certain obligations on the organisation.

Key obligations under the Act include: notices of and the conduct of business at the Annual General Meeting, the process and criteria for passing Special Resolutions and the maintenance and disclosure of Records.

6.2 Common Law

Other duties and obligations arising from common law apply to the RRR Network and its Members. The RRR Network must observe all relevant obligations and prohibitions, including (but not limited to) duties to act in good faith in the best interests of the organisation and for a proper purpose, to act with reasonable care skill and diligence, to not improperly use position or information and to disclose and manage conflicts of interest.

6.3 Relevant Statute Law

- **Welfare and Safety legislation**

The RRR Network is obliged to provide a safe working environment for staff. Strategies to identify, assess and minimise risks are outlined in section 12 of the Board Charter.

- **Anti-discrimination legislation**

The RRR Network actively works to encourage diversity and inclusion. All Board members can refer to the RRR Networks Diversity and Inclusion Aspiration Statement. The organisation aims to avoid any discrimination, whether in recruitment, employment, or service delivery of events, program and research and in our public statements.

- **Tax legislation**

The RRR Network is subject to taxation but is eligible to certain concessions. The RRR Network institutes the PAYG withholding obligations and fringe benefit tax obligations. Incorporated associations are The RRR Network is required to pay goods and services tax on some goods and services.

- **Privacy legislation**

The RRR Network has a system for ensuring the privacy of personal information held by the organisation. The Board is responsible for taking all reasonable steps to ensure that this system is observed. The requirements include:

(a) the Board establishes proper procedures that, when followed, will be effective in preventing the release of private information; and

(b) the Board will audit the procedures from time to time.

6.4 Generally

The Board has an interest in ensuring that the organisation's employees follow official procedures and practices. While compliance with procedures and practices may not provide immunity from legal claims, a disregard of those procedures and practices will very probably attract some level of disputation.

The development of and adherence to adequate and efficient procedures and practice systems will provide evidence of reasonable care both for the purposes of legislative compliance and for the purposes of avoiding or reducing civil liability. Procedures and

practice systems are an essential part of the RRR Network's risk management program (along with insurance).

The individual members of the Board need to ensure that they have made reasonable enquiries as to understanding what law applies to the organisation and how well the organisation is observing those laws (it should be remembered that while incorporation offers a level of protection to Board members, it does not provide a total protection against recklessness and the consequences of wrongdoing).

Board members are required to demonstrate that they have made reasonable enquiries and are able to show that all the issues covered above are set out in the organisation's policy and procedures and that the Board's supervision of the organisation's management through the CEO is adequate.

It is also important that Board members show that their decisions are made in the best interests of the RRR Network, and not in the best interests of the Board members individually or collectively. It is important that there is a strong stance taken on recognising any conflicts of interests and reacting accordingly.

7. Policy framework

[The Institute of Community Directors Australia's Policy Bank](#) has provided a comprehensive overview of suggested Policies and guidelines for not for profits such as the RRR Network. Resource limitations due to the size and capacity of the RRR Network relies on the Governance sub-committee to review and develop policies in a reasonable time schedule.

Based on the RRR Network's Board preference in 2025/206, the below policies will either be created or reviewed in the following order:

- Dispute Resolution
- Record Keeping
- Grievance
- Whistleblower
- Sexual Harassment
- Time off In Lieu
- Procurement
- Delegated Authorities
- Social Media – members and Board members
- Drug and alcohol
- Risk
- Sub Committees

Access these policies and more at [The Institute of Community Directors Australia's Policy Bank](#). It is the role of the RRR Network's Governance sub-committee to draft and submit a Policy every four months for the Board and CEO to review. Additionally, it is important that the Governance sub-committee review the RRR Network's existing policies annually.

8. Stakeholders

8.1 Stakeholder communication

The Board is responsible for overseeing CEO's stakeholder engagement and in turn, the CEO is responsible and accountable for the development, execution and refinement of the RRR's stakeholder engagement efforts. Board members should be directly involved in supporting and building on those efforts. An effective stakeholder engagement program will:

- Prepare the Board for successful engagement;
- Decide on the stakeholders with whom to engage;
- Settle on how best to engage with each chosen stakeholder;
- Assess success of the program and areas for improvement; and
- Disclose the RRR's engagement activities.

The stakeholder engagement program should be backed by a Stakeholder Engagement Policy and be relevant to the RRR's mission and strategy and have the support of both the CEO and the Board.

The Board should assign responsibility for overseeing the RRR's stakeholder engagement process to a sub-committee of the board. The Governance sub-committee is likely best positioned for this role and can determine how to educate the other members of the Board on stakeholder concerns.

8.2 Networking

Networking roles and responsibilities by Board members are a key function to develop and maintain relationships with those deemed to have the potential to assist and add value to the RRR organisation. An important function for Board members is to help connect the RRR with networks of potentially useful people and organisations.

Board members can assist in any of the three types of networking, whether it is operational, personal or of a strategic nature, by:

- Maintaining a network of contacts available to individual Board members;
 - This will enable Board members to identify known contacts and facilitate meetings, funding, speaking engagements, etc.
 - Board members to attend meetings with the CEO with their known contacts where possible to strengthen relationships; and
 - Chair to assign each Board member with one or two contacts to liaise with on the behalf of the RRR each year and then the Board member to provide a report to the Board with the outcomes of their discussions. These outcomes will vary and could range from raising the organisation's profile with a funding body or access to previously unavailable information to strategic alliances, new contacts to add to the database or new suppliers.

- Determining the skills, characteristics and background of individual Board members. A matrix determining all three to provide in-depth knowledge of the networking contributions possible by individual Board members; and
- Facilitating an annual networking/stakeholder engagement planning session with the Board, CEO and staff to focus Board and management attention on the benefits of networking as well as stakeholder engagement, which are closely related Board roles.

9. Culture

By identifying the problem or opportunity, developing and then evaluating alternatives, choosing and implementing the best alternative, and evaluating the decision, non-for-profit organisations can make **quality decisions** which turns problems into opportunities and satisfies the mandate of stakeholders.

In general, the decision-making process consists of identifying the problem or opportunity, developing alternatives, evaluating alternatives, and choosing and implementing the best alternative and then evaluating the decision. In a non-for-profit organisation, decision-making is impacted by both the internal and external environment. Everything from the size of the organisation, available resources, goals and strategic plan and feasibility of implementation can play a vital role in an organisation's decision-making process.

IMPROVING BOARD PROCESSES

10. Meetings

Board and sub-committee members are expected to demonstrate their commitment to the RRR Network by attendance at meetings of the Board and any Board sub-committee on which they sit, unless prevented by unforeseeable or reasonable circumstances.

The Board must meet at least six times in each period of 12 months at such place and time as the Board determines, which can be in person or virtually. Additional meetings of the Board may be convened by any Board member.

Fifty percent of all current Board members, (so long as at least one such Board member is an Office Bearer), plus one constitutes a quorum for the transaction of the business. Further detail of Board meetings, decisions and quorum can be found in section 12 of the RRR Network Constitution.

11. Board meeting agenda and calendar

The Chairperson and Secretary will work with the CEO to prepare the meeting agenda. This includes reviewing the annual board calendar to ensure all policies and other organisational responsibilities are met. The Agenda allows for other Board members to table any new agenda items in addition to the standing agenda and or present as guided by the annual calendar and subcommittee duties.

12. Board papers

Board Papers will be circulated no less than one week prior to the scheduled Board meeting. Any Board sub-committees that have a report to be tabled must send this to the Chairperson and the CEO at least 24 hours ahead of this time. Ideally, written reports are submitted for the Board to read prior to the meeting so that meeting time can be used to discuss critical elements, rather than receive a verbal update.

If a Board member wishes to submit a proposal for Board consideration to be included in the operations or strategic plan of the organisation, the Board member shall follow due process:

- Board member to consult CEO with idea and request Board Paper proposal template;
- Board member to engage and consult with at least one other Board member in the proposal;
- Proposal is to take into consideration and not limited to - strategic alignment, resources, risk, cost, expected revenue and stakeholders; and
- Board member to submit proposal to CEO at least 14 days prior to the Board Meeting for inclusion in the Agenda.

13. Board Calendar

For 2025/2026, the meeting schedule is as follows:

- Thursday, 30th January 2025 – online, at 4:00pm to 6:00pm
- Saturday, 29th March 2025 – in-person, at 9:00am to 4:00pm (CWA Office Perth)
- Thursday, 29th May 2025 – online, at 4:00pm to 6:00pm
- Thursday, 31st July 2025 – online, at 4:00pm to 6:00pm
- Thursday, 25th September 2025 – online, at 4:00pm to 6:00pm
- Saturday, 25th October AGM 2025 – in-person 9:00am TO 1:00pm

BOARD EFFECTIVENESS

14. Board member selection

All fully paid RRR Network Members are eligible to nominate to the Board. Details relating to the *Composition of the Board* can be found in Section 10 and *Election of Board members* can be found in Section 11 of the RRR Network Constitution. At each Annual General Meeting the terms of some of the Office Bearers or Ordinary Board members may fall vacant or there may be a casual vacancy. If this is the case, there will be a formal call for Nominations to the Board from the Membership.

Whilst the nomination and, where necessary, election process is open to and voted upon by the members, the Board may wish to identify particular nominees with certain skills that are lacking for nomination to the Board.

Two months prior to each Annual General Meeting, the Chairperson will invite all Board members to review and update the *Board Skills Matrix*. This process will be conducted on an annual basis, regardless of whether there are Board vacancies. Once the *Board Skills Matrix* has been updated, the Chairperson will arrange a mutually agreeable time for the Board to meet to discuss the collective skills of the Board and identify any skills, knowledge or network gaps. The size and composition of the current and future Board will also be discussed.

This annual discussion is also an opportunity for each Board member to indicate their future intentions to remain on or retire from the Board, so that the Board can have a constructive and proactive succession discussion.

15. Board member induction

Board members have all the responsibilities that come with their roles from the moment they are appointed. As such, it is important that they are prepared to fulfil their responsibilities.

The induction process for new Board members is as follows:

- Receive all foundational and governing documents, including but not limited to: Constitution, Board Charter, Policies and Procedures, Strategic Plan, recent Board papers and minutes, Board calendar.
- The Chairperson will contact each of the new Board members to arrange a time to meet, either in person or over the phone within the first month. This is an opportunity for the Chairperson to informally welcome the new Board member, to develop their relationship and respond to any questions that the new Board member has.
- New Board members can be paired with an existing Board member in a 'buddy system' or informal mentoring onto the Board for the first six months after joining the Board. Ideally, the buddy/mentor would be an ordinary member of the Board. The new Board member will be invited to suggest their preferred buddy/mentor.

As part of the induction, new Board members will also need to provide to the CEO:

- Their preferred contact details (phone, email, postal address);
- Biography and photo to feature on the RRR Network website;
- Complete the Board Skills Matrix; and
- Review and sign off on any policies.
- Facilitate Microsoft Teams Access for board communications.

16. Board members protection

The RRR Network has an insurance policy *95510130 Professional Association Operation* which includes cover for the (current) eight (8) Board members. The limit of indemnity is AUD\$20,000,000 and does include some sub-limits for claim categories. The policy is renewed annually on 31 January each year.

Broker: Rikky Sands (1300436) - Westside Insurance Specialist Pty Ltd
Insurer: Dual Australia Pty Ltd, underwritten by Lloyds of London
Policy #: CS25090090A/00/01
Reference #: P603320021/2
Limit of indemnity: AUD\$20,000,000 - see Policy for Sub Limits

[Click here](#) to view the Policy Document.

[Click here](#) to view Cyber Insurance.

17. Board members remuneration

Board members are entitled to be paid all reasonable, authorised travel and other expenses incurred by them in connection with the affairs of the RRR Network, including attending and returning from General Meetings and meetings of the Board members. Details on the subjects relating to the *Payments to Board members* can be found in Section 14 of the Constitution.

Board members are entitled to claim Sitting Fees for each official Board meeting that they attend. This does not include events hosted by the RRR Network or as a representative of RRR Network at external events. The *Board member expenses reimbursement form* details the Sitting Fees claimable, with respect to the length (more or less than four hours) and method (in person or online) of Board meetings. Other expenses including motor vehicle expenses and mileage are to be pre-approved by the CEO.

All Board members are required to complete a *Board member expenses reimbursement form* and email it to the CEO@rrrnetwork.com.au along with any requisite receipts, for review, authorisation and processing. Board members are expected to email their completed form to the CEO for processing within ten working days of an expense or event occurring. An up-to-date *Board member expenses reimbursement form* can be found [here](#).

18. Board evaluation

Board members will participate in an annual review of the Board's individual and collective ability and effectiveness in carrying out its responsibilities. It is the responsibility of the Chairperson to lead the Board review process, however they may engage other Board members or independent experts to lead this process.

The review will be done via an online survey in the first three months of each calendar year and includes consideration of individual performance of Board members, Board culture and effectiveness. Survey responses will be de-identified and aggregated before sharing back to the Board. The Chairperson will arrange a mutually agreeable time for the Board to meet online to discuss the results of the review and any recommendations or action that arise.

The review process includes consideration of:

- Amendments to this Charter and the Constitution.

19. Board member development

Whilst it is the responsibility of each Board member to ensure that they understand and meet the responsibilities of their role and that they are well-briefed on issues affecting their organisation, there will always be areas for improvement for each Board member and for the Board. The Board evaluation process may identify some distinct gaps that the Board may wish to resolve through external training or education. Whilst there is currently not a budget for Board member development, there are often scholarships that the CEO will share with the Board.

There are several or inexpensive resources and training available online:

- [INC. A Guide for Incorporated Associations in Western Australia](#)
- Australian Institute of Company Directors - [The Not-for-Profit Governance Principles](#)
- Governance Institute of Australia - [Resource Centre](#)
- Institute for Community Directors - [Tools and Resources](#)
- Justice Connect (Not-for-Profit Law) - [Governance and legal duties of office holders](#)
- Public Sector Commission - [Governance of WA government boards and committees](#)
- RRR Network - [Resources to further support our Network](#)
- Australian Institute of Aboriginal and Torres Strait Islander Studies - [Policy resources](#)
- [Australian Rural Leadership Foundation](#)