

Board Charter

**AUSTRALIAN FOUNDATION FOR FOSTERING LEARNING IN THE
PHILIPPINES INC.
(Foundation)**

Approved by the Board: **29-9-2022**

1. The Board's Objectives

- 1.1. This Board Charter (**Charter**) sets out the functions and responsibilities of the Board, which is governed by the Foundation's Constitution. To the extent of any conflict between the terms of this Charter and the Constitution, the Constitution prevails. This document is intended to provide a framework for good corporate governance.
- 1.2. The primary role of the Board is to represent and serve member's interest by appraising and supervising the Foundation's strategies, policies and performance. The Board also provides strategic guidance for the Foundation.
- 1.3. The Board's foremost aim is to deliver the objects of the organisation as set out in the Constitution. The Board must act truthfully, fairly, diligently and in accordance with the law.

2. Board Structure and Director Appointment

- 2.1. The number of Board members is determined by the Board, subject to the limits outlined in the Constitution. The Board must not have less than five members or more than fifteen and should be of a size and composition that is conducive to effective decision making.
- 2.2. Directors should possess the appropriate knowledge and experience. The Board should constitute a combination of skills to meet the Board' responsibilities and objectives. Board Members should have demonstrated expertise in their field.

3. Board Proceedings

- 3.1. The Board should meet on a regular basis, not less than four times a year. Special meetings may be required in addition to scheduled board meetings, however prior notice will be given.
- 3.2. Meetings will be conducted in accordance with the Foundation's Constitution and relevant laws.

4. The Board's Powers and Responsibilities

Board Key Powers and Responsibilities

- 4.1. The business of the Foundation is to be managed by or under the direction of the Board Members. Board Members have all the powers of the Foundation, limited by the Foundation's Constitution.
- 4.2. The Board is accountable to members for the Foundation's performance. The Board's responsibilities include, but are not limited to:
 - 4.2.1. reviewing and approving strategic direction;
 - 4.2.2. appraising budgetary and general financial performance;
 - 4.2.3. taking a proactive approach to risk management and to monitor the Foundation's risk management programmes;
 - 4.2.4. reviewing the Board's performance and assessing the need for new members and committees and disclosing such information on a timely basis;
 - 4.2.5. giving careful consideration to the external audit reviews and recommendations;
 - 4.2.6. actively reviewing the Foundation's corporate governance and assessing policies and procedures.

5. Individual Board Members' Responsibilities

- 5.1. **Board Members** must act truthfully, diligently, and transparently and in the best interests of the Foundation. Board Members must disclose any matters that could be perceived as conflicting with their role as a Board Member.
- 5.2. All Board Members must discharge their duties in good faith. They must act with the highest level of professionalism in regard to decisions and always put the well-being of the Foundation first.

6. Role of the Chairperson

- 6.1. The Chairperson is responsible to the leadership of the Board and the organisation.
- 6.2. The Board Members must elect a Director as Chairperson, and that person holds office until the first Board meeting after the next AGM..

7. Committees

- 7.1. The Board is charged with commissioning committees to target specific issues. The charter for each Committee will be approved by the Board.

8. Review of Charter

- 8.1. The Charter will be reviewed by the Board no later than 30 September each year.