

Sydney Eisteddfod Ltd

ACN 000 083974

Board Charter

Reviewed March 2025

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This Board Charter (Charter) sets out the role, responsibilities, structure, and processes of the Board of Sydney Eisteddfod Ltd (SE).

1. Role and Responsibilities

The role of the Board is to provide leadership and strategic guidance for SE management in addition to overseeing the sound and prudent management of SE and management's implementation of SE's strategic initiatives.

In performing its role, the Board aspires to excellence in governance standards. This requires the Board to work as a team and meet on a regular basis. The key responsibilities of the Board are as follows:

- Approving, and overseeing management's implementation of the investment of resources and strategic direction of SE, including satisfying itself through appropriate reporting and oversight that appropriate internal control mechanisms are in place and are being implemented in accordance with regulatory requirements;
- Approving SE annual targets and financial statements and monitoring financial performance of SE;
- Approving policies and procedures, including those required to be approved by the Board;
- Maintaining an ongoing dialogue with SE's external auditors and, where appropriate, regulators, to provide reasonable assurance of compliance with all regulatory requirements;
- Considering the social, ethical and environmental impact of SE's activities, setting standards and monitoring compliance with sustainability standards and practices;
- Approving the appointment and termination of the external auditor; and
- Receiving and considering recommendations from SE's Committees.

2. Delegation to Management

Management of SE's day to day operations is undertaken by the management of SE, primarily the General Manager, subject to specified delegations of authority approved by the Board.

Any matters or transactions outside the delegations of authority must be referred to the SE Board or the appropriate Committee for approval.

3. Board Size and Composition

The Board is responsible for:

- identifying and evaluating possible future Directors to SE Board, such as there shall be not less than 7;
- appointing Directors to fill casual vacancies on SE Board; and
- making recommendations for the appointment or removal of Directors.

The size of the Board will be determined in accordance with SE Constitution.

Collectively, the Board members should have a broad range of skills, experience, and knowledge necessary to guide the business of SE. These skills are articulated in the Board Skills Matrix, which is reviewed annually.

The Board will determine and regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by SE's Constitution and the terms served by existing Directors.

Directors will be engaged through a letter of appointment and the appointment is for a voluntary position with no remuneration provided.

4. Chair

The Board will appoint one of the Directors to be the Chair in accordance with SE's Constitution.

The Chair represents the Board to SE and external stakeholder groups and communicates the Board's position.

The Chair cannot have been the General Manager of SE at any time during the previous five years.

5. Company Secretary

The Company Secretary is responsible for the co-ordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies, and all statutory and other filings.

The Board will appoint the Company Secretary.

Appointment and removal of a Company Secretary will be subject to Board approval.

Subject to Board approval, some, but not all, of the duties of the office of Company Secretary may be delegated through formal written agreement to appropriate individuals.

Agreements for delegation of authority notwithstanding, full responsibility for the duties and obligations of the office of Company Secretary shall always remain with the Company Secretary.

All Directors shall have direct access to the Company Secretary.

6. Board Policies

The Board shall approve and adopt the following charters, policies, delegations, codes and protocols:

- this Board charter;
- the charters of all committees established by the Board;
- the Delegation of Authority to Management;
- the code of conduct for SE;

- the Strategic Plan;
- the investment strategy; and
- other policies as the Board may determine.

7. Board Committees

The Board has established Committees to assist the Board in exercising its authority.

The current Committee Structure is designed to support the Board of SE in fulfilling its regulatory and fiduciary duties and to support the delivering of the vision and Strategic Plan.

The standing Board Committees are:

- Audit & Risk Committee;
- Investment Committee;
- Development Committee; and
- Remuneration Committee.

The Board may establish ad hoc Board Committees from time-to-time to consider matters of special importance or to exercise the delegated authority of the Board.

The Board will approve the charters of standing Board Committees, which will set out the roles and responsibilities of each Committee.

The Board will determine the membership and composition of Board Committees, having regard to workload, skills and experience, and any regulatory requirements.

The role of a Director as a committee member is governed by the Charter of the individual Committee.

Committee members are expected to attend 80% of Committee meetings throughout the year and actively and purposefully contribute to Committee discussions and decisions.

Committee members are expected to be well-briefed and review documentation provided prior to the committee meeting.

8. Board Meetings

The Chair is responsible, in consultation with the Company Secretary, for the conduct of all Board meetings.

The Board will adopt an annual calendar to facilitate the discharge of its responsibilities, and this will form the basis of its individual meeting agendas.

The Board shall meet no less than six times per year.

The Board will ensure that it is satisfied that the agendas are comprehensive, that all agenda items are appropriate and that recommendations fit within the broad strategic direction set by the Board.

Management from SE are invited to attend Board meetings on a need's basis.

The Chair and other members of the Board will be available to meet with the stakeholders and regulators on request.

9. Director Independence

The Board has adopted a definition of independence setting out the interests and relationships to be considered by the Board in assessing the independence of each Director.

The Board assesses independence of Directors upon appointment and annually through an attestation by each Director.

10. Board Performance

The Board will undertake ongoing assessment and review of performance of the Board, its Committees and individual Directors annually, overseen by the Chair.

The Board will endeavour to commit to a process of Board evaluation and director appraisal every 3 years facilitated by an external consultant.

11. Ethical Standards

Board members are expected to observe the highest standards of ethical behaviour.

The Board supports and encourages policies within SE which require Directors and employees to observe high standards of personal integrity and display honesty in all their dealings.

The Board expects that the highest levels of confidentiality are maintained with regards to SE Business strategy, Board deliberations, discussions, and decisions.

12. Conflicts of Interest

Directors are expected to avoid any action, position, or interest that conflicts with an interest of SE or gives the appearance of a conflict.

A Director who has a material personal interest in a matter that relates to the affairs of SE must give the other Directors notice of such interest.

13. Review of Charters

Board and Committee Charters will be reviewed every two years or as required.

~ END ~

Appendices

Appendix I – Director Code of Conduct

Introduction

Sydney Eisteddfod Ltd (SE) is a non-profit, tax exempt organisation formed under the Corporations Act as a company limited by guarantee.

Distinct responsibilities come with being a Director of a non-profit organisation such as SE.

The Board is aware that non-profit organisations can easily become subject to scrutiny from government and the community if they are not seen to embrace good corporate governance.

Public perception that a non-profit organisation has failed to meet corporate governance obligations can potentially lead to difficulties in securing funding.

This Code of Conduct is one element of SE's corporate governance practices.

By joining the Board, Directors accept an obligation to act in the best interests of SE.

All Directors must adhere carefully to the policies, goals and principles of SE and set an example of best practice.

Every Director is required to comply with this Code of Conduct (as varied by the Board from time to time).

This Code of Conduct aims to assist Board members in effectively carrying out their duties and responsibilities.

A failure to comply with this Code of Conduct may result in a Director being removed from the Board.

Duties

A Director must at all times act honestly, in good faith and in the best interests of SE and in compliance with Director's duties under the Corporations Act 2001.

A Director must use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

A Director must not obtain, solicit or accept any bribe, secret commission or inducement of any sort in relation to their official duties.

In fulfilling Board duties, a Director must have regard to the strategic direction of the Board, financial operations and solvency, and all major policy issues.

The Board and each Director must establish the objectives of SE, set strategies and plans for the carrying out of the objectives, set policies, monitor performance of SE and its staff and volunteers, ensure there are controls, reporting procedures and compliance procedures, and ensure there are adequate resources.

A Director must make reasonable enquiries to ensure that SE is operating efficiently, effectively, and legally towards achieving its goals and undertake diligent analysis of all proposals put before the Board.

Information will be provided to all Directors. No Director can be privy to any information that would not be provided to all Board Directors.

Requests for information should be made to the Chair or the Chief Executive Officer if one is appointed.

Dissent within the Board

A Director has an obligation to be independent in judgement and action and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

A Director must be prepared, if necessary, to express disagreement with other Directors, including the Chair, if satisfied that there are good grounds to do so.

When a Director concludes that he or she is unable to support a decision of the Board, the Director has available some or all of the following steps:

- making his or her dissent and its possible consequences clear to the Board as a means of seeking to influence a decision;
- asking for legal, accounting or other professional advice;
- asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussions;
- tabling a statement of dissent or writing to the Chair and asking that the statement or letter be minuted; and
- resigning and considering advising an appropriate regulator.

Protect the Reputation of SE

Directors must at all times ensure that they act in accordance with the law and so as to promote the purposes, policies and positive image of SE.

They should take steps to ensure that SE is well-regarded by potential beneficiaries and supporters and at all times maintains community respect.

Directors members must not engage in conduct likely to bring discredit upon SE.

A Director must always act with integrity toward SE, must declare any conflict of interest when representing SE, and must not knowingly misrepresent the views or policies of SE.

Directors must not allow themselves to be involved in any conduct by persons that may, directly or indirectly, affect the honest or impartial exercise of their official functions.

Public Announcements

Directors (other than the Chair) must not make public comments regarding the considerations and determinations of SE, unless authorised by the Chair or Board to do so.

Directors must not make any public comment or statement that discloses the input of individual Board Directors to the Board.

Compliance with the Code of Conduct

Any Director who is aware of any breach of this Code of Conduct must report the matter immediately to the Chair or the Board.

So far as it is within the Board's control, no retaliatory action will be taken or permitted against a Director for making a good faith report of a suspected breach of this Code of Conduct.

This Code of Conduct is a public document. As a result, adherence to this Code of Conduct is fundamental to SE's reputation in the business community and SE views breaches of this Code of Conduct by Directors as serious misconduct.

All prospective Directors must sign a Compliance Undertaking agreeing to abide by the policies and procedures of the Board, including this Code of Conduct.

If the Compliance Undertaking is breached, the Director may be removed from the Board under the procedure set out in the Constitution of SE.

The currently prescribed form of Compliance Undertaking appears below.

Compliance Undertaking

All prospective Directors are required to sign the following Compliance Undertaking:

I agree, should I become a member of SE's Board, to abide by this Code of Conduct, the Constitution of SE and any other policies or procedures determined by the Board or SE from time-to-time.

I acknowledge that a breach of this undertaking may result in me being removed from the Board in accordance with the Constitution.

Signature

.....
Name (print)

.....

Date:

Appendix II – Directors Accountability Statements

Introduction

Sydney Eisteddfod (SE) is a non-profit, tax-exempt organisation formed under the Corporations Act as a company limited by guarantee.

Distinct responsibilities come with being a Director of a non-profit organisation such as SE.

The Board is aware that non-profit organisations can easily become subject to scrutiny from government and the community if they are not seen to embrace good corporate governance.

The accountability statements are designed for individual Directors so as to:

- clearly articulate what the director is accountable for with respect to their role on SE Board;
- be a document that covers all areas of responsibility of a director and aligns with the actual practices and governance arrangements of SE; and
- be considered collectively to articulate accountability across the Board.

Incorporated within this document are Accountability Statements for:

- The Chair of SE;
- Directors of SE; and
- Board Committee members of SE.

Chair's Role & Accountabilities

Administrative Matters

- The role of the Chair is not accompanied by any financial remuneration, although expenses for travel may be claimed.
- The Chair is expected to attend at least 80% of Board meetings throughout the year in person.
- The Chair is also expected to have regular meetings with the GENERAL MANAGER, maintaining a close relationship with the GENERAL MANAGER, and also represent SE at various events and meetings with key stakeholders including patrons.

Role

- The Chair will hold the Board and management team to account for the delivery of SE's Strategic Plan.
- The Chair will provide inclusive leadership to the Board, ensuring that each Director fulfils their duties and responsibilities for the effective governance of SE.
- The Chair will also support, and, where appropriate, challenge the Directors and ensure that the Board functions as a unit and works closely with the entire management team of SE to achieve agreed objectives.
- They will act as the public face of SE in conjunction with the members of the management team.

Principal responsibilities

- Strategic leadership.
- Provide leadership to SE and its Board, ensuring that SE has maximum impact for its stakeholders.
- Ensure that Directors fulfil their duties and responsibilities for the effective governance of SE.
- Ensure that the Board operates within its objectives and provides a clear strategic direction for SE management.
- Ensure that the Board is able to review regularly major risks and associated opportunities and satisfy itself that systems are in place to take advantage of opportunities and manage and mitigate the risks.
- Ensure that the Board fulfils its duties to ensure sound financial health of SE, with systems in place to ensure financial accountability.

Governance

- Ensure that the governance arrangements are working in the most effective way for SE.
- Develop the knowledge and capability of the Board.
- Encourage positive change where appropriate and address and resolve any conflicts within the Board.
- Appraise the performance of the Board on an annual basis.
- Ensure that the Board is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead SE effectively.
- Work within any agreed policies adopted by SE.

External Relations

- Act as an ambassador for SE.
- Maintain close relationships with key members of the stakeholder groups and key influencers.
- Act as a spokesperson for the organisation when appropriate.
- Represent SE at external functions, meetings, and events.
- Address any potential conflict with external stakeholders.
- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision-making process.
- Ensure that Directors are fully engaged and that decisions are taken in the best, long-term interests of SE and that the Board takes collective ownership.
- Foster, maintain and ensure that constructive relationships exist with and between Directors.
- Work closely with the GENERAL MANAGER to give direction to Board policymaking and to ensure that meetings are well planned, meaningful and reflect the responsibilities of Directors.
- Monitor that decisions taken at meetings are implemented.

Acknowledgement

I, _____, acknowledge that I have read, understood and accept the areas of accountabilities included in my Accountability Statement for the role as Chair of SE

Signature

Date

Director's Role & Accountabilities

Administrative Matters

- The role of Director is not accompanied by any financial remuneration, although expenses for travel may be claimed.
- Directors are expected to acknowledge and abide by the *Director Code of Conduct*.
- Directors are from time-to-time required to support SE via Board Committee representation and to represent SE at events and meetings with key stakeholders.
- A Director is expected to attend at least 80% of Board meetings throughout the year.

Role

The role of a Director is to ensure that SE fulfils its regulatory and fiduciary duties and to ensure that the organisation delivers on its Strategic Plan.

Principal responsibilities

- Strategic Direction.
- Provide insight and direction in the establishment of SE's Strategic Plan.
- Fulfil their duties and responsibilities for the effective governance of SE.
- Ensure that the Board fulfils its duties to ensure sound financial health of SE, with systems in place to ensure financial accountability.
- Ensure that SE pursues its objectives as defined in its constitution.
- Ensure that SE has a clear vision, mission and strategic direction and is focused on achieving these.

Governance

- To ensure SE complies with its constitution and ensure that SE complies with all legal and regulatory requirements.
- Contribute and abide by the governance arrangements of SE.
- Contribute to the establishment of SE policy, goals, targets and evaluate performance against agreed targets.
- Encourage positive change where appropriate and address and assist in the resolution of any conflicts within the Board.
- Provide support as necessary via Board Committee representation.
- Contribute to the assessment of the Board performance on an annual basis.
- Work within any agreed policies adopted by SE.

External Relations

- From time-to-time act as an ambassador for SE.
- Safeguard the reputation and values of SE.
- Maintain close relationships with key members of the stakeholder groups and key influencers.
- From time-to-time represent SE at external functions, meetings, and events.
- Address any potential personal conflict of interest in accordance with the *Director Code of Conduct*.

Efficiency and effectiveness

- Ensure SE applies resources efficiently and effectively in pursuing the stated strategic objectives.
- Ensure the effective and efficient operation of SE.
- Ensure the financial stability of SE.
- Protect and manage the assets of SE and ensure the proper investment of the organisation's financial assets.
- Bring impartiality and objectivity to the decision-making process.
- Engage and take decisions in the best, long-term interests of SE and take collective ownership with fellow Directors.

Acknowledgement

I, _____, acknowledge that I have read, understood and accept the areas of accountabilities included in my Accountability Statement for the role as Director of SE

Signature

Date

Committee Member's Role & Accountabilities

The role of Director and non-Director committee members is governed by the Charter of the individual Committee. The current Committee Structure is designed to support the Board of SE in fulfilling its regulatory and fiduciary duties and to support the delivering of the vision and Strategic Plan.

Committee members are expected to attend 80% of Committee meetings throughout the year and actively and purposefully contribute to Committee discussions and decisions.

Committee members are expected to be well-briefed and review documentation provided prior to the committee meeting.

Acknowledgement

I, _____, acknowledge that I have read, understood and accept the areas of accountabilities included in my Accountability Statement for the role as Committee Member of a Board Committee of SE

Signature

Date