



*More Canberrans
cycling, more often,
for a better community*



BOARD CHARTER 2020—2024

This Charter must be read in conjunction the Pedal Power Rules

PEDAL POWER BOARD CHARTER

Overview.....	1
Role of the Board	1
Responsibilities and Functions.....	1
Strategic Direction.....	1
Policy Setting	1
Corporate Governance	1
Finance and Accounting.....	2
Risk Management	2
Appointments and Staffing.....	2
Accountability	3
Decision Making	3
Communication	3
Board Composition	3
Board Selection and Renewal.....	4
Role of President (Chair), Directors, CEO and Secretary.....	4
President.....	4
Individual Directors.....	4
CEO	5
Secretary	5
Committees	5
Board Processes.....	6
Board Induction.....	6
Ongoing Training	6
Access to Records and Staff.....	6
Access to Independent Advisers.....	6
Director Conduct.....	6
Directors must:	7
Directors may:.....	7
Directors must not:	7
The Board's Obligations to Directors	7
Protections	7
Reimbursement and Remuneration	8
Board Meetings.....	8
Overview	8
Annual Schedule.....	8
Agenda	8
Board Papers	9
Minutes	9
Review of Board Performance	9
Delegation to Management	9
Review of Charter	9

Overview

Pedal Power ACT Inc (*Pedal Power*) is a not-for-profit association incorporated under the *Associations Incorporation Act 1991* (ACT) (*the Act*).

The purpose of Pedal Power is to advance the health and wellbeing of our community through the promotion of the safe and convenient use of bicycles and other pedal powered vehicles.

The purpose of this Charter is to define the role of the Board, its composition and capabilities and the conduct, rights and responsibilities of Board members (*Directors*) to assist them in fulfilling their duties and obligations. The Charter operates within the context of Pedal Power's Rules (the Rules), policies and the Act.

Role of the Board

The role of the Board is:

- to set strategic objectives and policy direction;
- provide sound governance of and leadership;
- oversee business operations, including through prudent financial and risk management.

The Board is accountable to Pedal Power members for the overall performance of the association.

The Board does not manage Pedal Power's day-to-day operations. This is delegated to the Chief Executive Officer (CEO) and certain Office Bearers.

Responsibilities and Functions

The Board, in performing its role, has a range of responsibilities:

Strategic Direction

- overseeing the development, approval and periodic review of Pedal Power's mission, objectives/goals and ensuring consistency with the purpose of Pedal Power: to promote the safe and convenient use of bicycles and other pedal powered vehicles (in accordance with the Rules)
- overseeing the development and approval and annual review of the strategic plan
- monitoring and assessing achievements and performance against strategic and business plans
- identifying and acting on any impediments, structural or otherwise, that are impeding achievement of the strategic plan
- approving Pedal Power's annual budget.

Policy Setting

- approving broad policies developed by management with the assistance of relevant volunteers.

Corporate Governance

- overseeing, reviewing and updating corporate governance practices and procedures as necessary to support Pedal Power's good practice corporate governance
- ensuring Pedal Power complies with all applicable laws, regulations, standards and best practice guidelines

- annually reviewing the appropriateness and effectiveness of compliance frameworks and controls to ensure compliance with relevant laws, regulations and industry codes
- approving and annually reviewing the Board's delegations of authority, in accordance with rule 39 of the Pedal Power Rules.

Finance and Accounting

- assessing, developing and maintaining the Board's capability and financial knowledge to oversee Pedal Power's business and affairs
- providing direction to management on financial matters
- reviewing routine management financial reports and monitoring financial performance at each Board meeting
- approving annual accounts and reports in accordance with the Act and the Rules
- overseeing Pedal Power's financial position including approving financial statements
- ensuring appropriate financial policies and procedures are in place to safeguard Pedal Power's cash and finances and monitoring compliance with them.

Risk Management

- ensuring relevant and suitable risk assessment and management strategies are in place and reviewing risk management at least annually
- ensuring relevant insurance cover is in place and reviewing the adequacy of that cover annually
- considering the social, ethical and environmental impact of the association's activities and modifying policies as appropriate
- ensuring there is continuing education and information provided to Directors regarding:
 - Pedal Power's business of the association
 - the role of the Board and its functions and obligations
 - other relevant corporate governance issues.
- The Board is responsible for meeting specific statutory obligations:
 - ensuring Pedal Power meets the requirements of its Rules
 - annual review of tax status – completed annually with the financial statements
 - authorising the calling and holding of the Annual General Meeting (AGM) within 3 months of the end of the financial year, in accordance with the Rules
 - meeting reporting requirements by approving and signing those requirements, in accordance with the Rules.
- Each Director is responsible for advising Pedal Power's Secretary within one week of any changes occurring in their name, address or other details on the Director's Consent and Declaration form.
(Note: The Consent and Declaration form records a Director's address and the absence of convictions and bankruptcy to aid compliance with the Act.)

Appointments and Staffing

- appointing and removing the CEO and determining his/her remuneration and conditions of service
- overseeing the performance of the CEO through quarterly progress reviews and an annual performance review in December
- reviewing annually (or as the Board otherwise determines) management succession and development plans and progress against the plans

- approving the creation of new paid staff positions.

Accountability

- developing and implementing a system of accountability to members and other appropriate stakeholders (e.g. staff, funders, related organisations etc.)
- improving the credibility and objectivity of established accountability processes, including financial reporting
- gathering information from members and stakeholders about their concerns, needs, suggestions and aspirations
- assessing effectiveness of, and compliance with
 - this Charter
 - any code of conduct/ethics applicable to members or volunteers
 - compliance with internal plans, policies and procedures
- providing specific delegations to management
- identifying and managing, and minuting, conflicts of interest
- confirming annually that all these responsibilities have been carried out.

Decision Making

- The Board can note, ratify or decide on matters before it.
- No individual Director has decision making power other than as may be specified in the Pedal Power Rules or delegated by the Board.
- Decisions are made by the Board collectively. In coming to a decision each Director must:
 - manage any financial interest they may have in accordance with the Rules and the Act
 - come to his or her own objective decision that is in the best interest of Pedal Power
 - consider relevant briefing advice, matters raised by their fellow Directors and individual experience
 - raise matters which is of significance to the decision
 - ask questions if unsure
 - come to a decision for or against when a decision is taken, unless unable to decide and therefore should abstain (e.g. attending a meeting via telephone and the matter is a visual presentation before the Board which is not visible to the Director) and
 - support the decision once it is taken.

Communication

The Board:

- communicates relevant decisions clearly to management
- provides information to members and other key stakeholders which is timely, accurate and relevant and
- reviews at least annually the scope, style, form and frequency of routine management reporting to the Board.

Board Composition

The Board is structured with up to up to six Members and up to two other persons, who may or may not be members, if co-opted by the Board at a Board meeting, in accordance with the Rules.

The Board may fill casual Board vacancies, in accordance with the Rules.

Board Selection and Renewal

The election process requires that only 2 of the Directors retire and stand for election each year, in accordance with the Rules.

Directors may submit themselves for re-election; re-election is not automatic.

Board renewal and maintaining corporate memory are both important to enhance the overall performance of the Board and the association.

As part of the strategic planning process, the Board (at least every third year) shall complete a matrix analysis that assesses desirable skills and perspectives the Board needs — in line with the strategic plan. The Board will review the skills and perspectives available on the Board and identify desirable skills and perspectives not available on the Board. In the interest of good governance, the Board shall then consider ways in which those shortages of skills and perspectives might be addressed

Prior to the AGM, the Board must consider the requirements for desired skills and perspectives and consider how best to communicate concerns about shortfalls to members and encourage new Board member nominations to address skills gaps.

Role of President (Chair), Directors, CEO and Secretary

President

The President (Chair) is elected to the position, in accordance with the Rules.

The President is the official representative and spokesperson for the Board. The President's responsibilities include:

- providing leadership to the Board
- ensuring the efficient conduct of Board meeting including chairing Board meetings by
 - leading Directors to resolution by consensus
 - ensuring all Directors are heard
 - ensuring agenda items are given the attention they warrant
 - maintaining the focus on issues before the Board
 - ensuring decisions of the meeting are clearly enunciated
 - ensuring all procedural matters are addressed (quorum, conflicts etc.) and
 - ensuring all matters on the agenda are dealt with.
- promoting an environment of trust, respect and openness to ensure consultative and constructive relationships among the Directors and between the Board and CEO and operating team
- ensuring adherence to accepted principals of good governance as this relates to the separation of policy and management accountability
- nominate an alternate to act as Chair if temporarily unavailable to fulfil the role.

Individual Directors

Individual Directors must:

- become familiar with the Rules, with the regular reports, policies and operations of Pedal Power and with the environment in which it operates and the laws applicable to it

- attend Board meetings, the AGM and any Special General Meeting or provide adequate notice to the Chair and Secretary if unable to attend, including dates when they will be absent and unavailable for Board meetings
- consider adequately prior to the Board meeting briefing material provided – including clarifying with the President, or meeting chair, basic queries related to the briefing material they may have – considering issues they wish to raise on the matters on the agenda
- inform the President or meeting chair prior to the meeting on any perceived or actual conflicts or material personal conflicts with any matters on the agenda – and where the Board decides, absent themselves from the Board until the Board advises otherwise
- participate openly and respectfully with their fellow Directors in the meetings
- draw to the attention of the Board matters of concern in relation to Pedal Power of which they become aware
- inform the Secretary within one week of any changes to their circumstances and complete a renewed Consent/Declaration/Interests form for the first Board meeting after each Annual General Meeting.

CEO

The CEO's responsibilities to the Board include:

- being the primary source of advice to the Board on matters affecting Pedal Power
- informing the Board of any matters of which the Board should be made aware
- implementing and being accountable for the strategic operational and business plans
- managing and administering the day-to-day financial management and operations of Pedal Power
- supervising staff and representing them to the Board and
- exercising such specific and express powers as are delegated to the CEO by the Board from time to time.

Secretary

The Secretary supports the effectiveness of the Board and has a role as chief governance officer to:

- monitor Board actions to ensure that policy and procedures are followed and to draw the attention of the Chair for failures to follow requirements and
- monitor legal obligations and to draw the attention of the Chair when legal responsibilities of the association are at risk of not being met.

All Directors have direct and confidential access to the Secretary for advice or assistance on governance matters.

The Secretary is responsible for taking and timely distribution of accurate minutes of Board meetings and Board committee meetings. This includes:

- recording decisions the Board makes
- adopting the broad form the Board determines the minutes will take to enable the Board to rely on minutes as a correct record.

Committees

The Board may from time to time establish committees to assist the Board to consider matters in detail.

All Committees will operate under terms of reference that detail their purpose, composition, meeting and reporting requirements, review date and whether they have delegated decision making power, and if so any limitations.

The terms of reference, composition and continuation of each committee should be reviewed on a regular (at least annual) basis.

Board Processes

Board Induction

All new Directors appointed to the Board must be provided with information that covers Directors' roles and responsibilities, Board operations and overview of the association, including:

- written confirmation of appointment
- the current year schedule of Board and committee meetings
- this Charter
- the Rules
- strategic, operational and business plans and Budget
- last annual report and the last three years audited statements
- organisational chart with staff names and titles and position description of CEO
- list of Board members, their contact details with any position descriptions and bios
- list of committees with names of members.

Ongoing Training

Directors are expected to maintain and develop the skills required to discharge their obligations to the organisation. To assist them to develop their skills Directors may attend relevant technical or professional development courses as approved by the Board. The Board may approve reimbursement of costs.

Access to Records and Staff

Directors have rights of access to books and records of Pedal Power to allow them to fulfil their obligations as Directors. Directors, as a right, do not have access carte blanche to all records and staff.

Directors do not issue instructions to staff — that is the role of the CEO. When dealing with staff:

- access must always be through the CEO or with the CEO's agreement
- must always respect the CEO's role and not bypass or undermine the CEO in any way.

Access to Independent Advisers

Directors may, with approval of the Chair, seek independent professional advice at the expense of Pedal Power on any matter connected with the discharge of their responsibilities. The Chair will receive a copy of any such written advice and may distribute it to all directors.

Director Conduct

To effectively perform their role:

Directors must:

- bring to the Board table their individual skills, experience, competencies and knowledge
- be independent in judgement and action
- always treat each other with respect, courtesy and professionalism evidenced by listening to all directors, fostering positive working relationships and acting in good faith
- gain a clear understanding of the role or purpose of the Board and its environment as well as the statutory and regulatory requirements of a Director carrying out their duties
- stay informed about all relevant activities affecting the Board
- comply with legal obligations and implement the decisions taken by the Board
- act properly and with care and diligence in the best interests of the organization as a whole
- maintain confidentiality of Board decisions, materials and discussion
- publicly act in solidarity with decisions made by the Board
- disclose and appropriately manage conflicts of interest and identify and manage related party transactions
- respect accountability and commit to delivering results and meeting deadlines
- provide support to staff in areas of expertise as requested and where available
- promote Pedal Power, its services and membership through community networking etc.
- disclose any matters that may impact on insurance policies or Pedal Power's other undertakings.

Directors may:

- consult with stakeholders and associated parties with issues under consideration, in consultation with the Board
- express any concerns to the President/Chair prior to meetings or during a meeting about issues or decisions that run contrary to the Board's duty
- resign if unable to reconcile the Board's approach with the member's own view of his or her rights and responsibilities.

Directors must not:

- make improper use of information acquired as a Director
- engage in conduct likely to bring discredit upon Pedal Power
- personally benefit at the expense of Pedal Power or give the appearance of doing so
- take inappropriate advantage of their fiduciary positions
- improperly influence other Board members, including not caucusing
- make improper use of information acquired in their role
- exercise powers of the Board individually without the approval of (delegation by) the Board.

The Board's Obligations to Directors

Protections

Apart from as indicated elsewhere, in support of their role as Directors, Pedal Power will:

- indemnify Directors to the full extent permitted by law. Pedal Power cannot provide indemnity for a:
 - liability owed to Pedal Power
 - liability for a pecuniary penalty order
 - liability arising out of conduct that is not in good faith and/or
 - legal costs in defending criminal proceedings or actions if liability is established.
- provide Directors' and Officers' Liability Insurance
- offer induction and exit interviews.

Reimbursement and Remuneration

- In support of their role as Directors the Association will pay reasonable expenses related to their duties that have been approved by the Board prior to being incurred.
- Pedal Power does not otherwise remunerate Directors as Directors.

Board Meetings

Overview

The CEO attends Board meetings by standing invitation to be of assistance and the principal adviser in the consideration of items of business before the Board. The Board may require the CEO to leave for some items, but not to the extent that deprives the Board of its primary source of advice. The Board may invite other persons to its meetings at it deems necessary or appropriate. Such invitees may be required to sign a confidentiality agreement.

The Secretary has governance duties to ensure proceedings are in accordance with requirements.

Annual Schedule

The Board's year begins with the first meeting following the AGM. At that meeting the Board will agree an annual Schedule for meetings that:

- ensures sufficient frequency and time to fulfil responsibilities (a minimum of 6 meetings per year, in accordance with the Rules)

(Note: Meetings will, as far as possible, be set for specific dates at which most Directors can attend)
- provides time and opportunity for annual events such as strategic and risk planning, the statutory audit, consideration of the annual accounts, annual report and AGM, strategic review of services, etc.
- allows time for internal and external presentations on strategic aspects of Pedal Power and the environment
- allocates time for professional development activities for the whole Board and
- programs the review of Board Performance.

Agenda

The President/Chair and CEO will develop the agenda considering matters suggested by Directors, the annual schedule and issues that have arisen.

Board Papers

Wherever possible, Board meeting papers will be provided to Directors a week before each meeting. Papers should be concise, with a clear recommendation(s), a succinct statement of the issue, a summary of pros and cons and alternatives, and a review of the implications, including financial.

Minutes

Draft Minutes will be circulated by the Secretary and tabled at the subsequent Board meeting for approval.

Review of Board Performance

The Board will evaluate its performance, policies and practices annually. The Board's performance is based on agreed performance criteria including how it performs against this charter. The review includes assessment of the:

- performance of the Board against the requirements of this Charter
- performance of the Board Committees against the requirements of their respective Terms of Reference
- effectiveness and composition of the Board, including the required mix of skills, experience and other qualities which the Directors should bring to the Board for it to function competently and efficiently
- effectiveness of the Board's strategic direction-setting
- appropriateness of corporate governance practices and
- degree to which expectations of varying stakeholders have been met.

Delegation to Management

The Board delegates management of the association to the CEO as set out in the approved delegations' matrix.

Review of Charter

The Board will review the Charter in 2024 to enable any revisions to be incorporated into the Charter for commencement of the next Strategic Plan period.

Effective Date	13 April 2021
Superseded Document	August 2020
Review Due Date	2024