

The CAUL Board Charter

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# 1. Purpose

**1.1.** This Board Charter (Charter) sets out the role and responsibilities, structure and processes of the Board of the Council of Australian University Librarians (CAUL).

# 2. Role and responsibilities

**2.1.** The role of the Board is to provide leadership and strategic guidance for CAUL in addition to overseeing the Executive Director’s (ED) implementation of CAUL’s strategic initiatives. The Board is accountable to its members for the performance of CAUL. In performing its role, the Board aspires to best practice in governance standards.

**2.2.** This requires the Board to work as a team and meet on a regular basis.

**2.2.** New members are inducted to the expectations of, and the processes used by, the Board.

**2.3** The key responsibilities of the Board are as follows:

**2.3.1.** Determining the strategic direction of CAUL and strategic programs of work.

**2.3.2.** Adopting sound, ethical, legal and financial management policies.

**2.3.3.** Assuring resources are adequate to CAUL’s purpose and direction.

**2.3.4.** Approving CAUL’s annual KPIs and financial statements and monitoring financial performance against forecast and prior periods.

**2.3.5.** Considering and approving CAUL’s overall risk appetite, strategy and frameworks for managing all categories of risk, including financial, reputational and operational risk.

**2.3.6.** Approving CAUL’s Risk Management Strategy and monitoring the effectiveness of risk management by CAUL, including satisfying itself through appropriate reporting and oversight that appropriate internal control mechanisms are in place and are being implemented in accordance with regulatory and/or best practice requirements.

**2.3.7.** Assessing and determining whether to accept risks beyond the approval discretion provided to the ED.

**2.3.8.** Oversight and approval for the prudent use of all assets, including finance, facilities and people.

**2.3.9.** Considering the social and ethical impact of CAUL’s activities, setting standards and monitoring compliance with CAUL’s policies and practices.

**2.3.10.** Selecting, appointing and terminating an external auditor.

**2.3.11.** Overseeing the Finance Committee.

**2.3.12.** Selecting, appointing and determining terms of appointment of the Executive Director (ED).

**2.3.13.** Determining the goals and objectives for the ED and evaluating the performance of the ED in light of these objectives.

**2.3.14.** Determining succession plans for the ED.

**2.3.15.** Approving individual classification and remuneration levels for staff who report directly to the ED and any other person the Board determines.

**2.3.16.** Approving the appointment of staff to the CAUL Office. The ED will consult with the Chair (or where appropriate the Deputy Chair) prior to the appointment of positions.

# 3. Role and delegation management

**3.1.** The ED is responsible for the execution of strategic objectives for the business and the achievement of the planned results for CAUL.

**3.2.** Management of CAUL’s day to day operations is undertaken by the ED, subject to specified delegations of authority approved by the Board.

**3.3.** Any matters or transactions outside the delegations of authority (CAUL and ANU) must be referred to the CAUL Board for approval.

# 4. Board size and composition

**4.1.** The size and tenure of the Board will be determined in accordance with CAUL’s Constitution.

**4.2.** Collectively, the Board members should have a broad range of professional skills, experience and knowledge necessary to guide the business of CAUL.

# 5. Chair

**5.1.** The Chair chairs the Board and communicates the Board’s position.

# 6. Board Committees

**6.1.** To help cope with the scope of work and the technical complexities of CAUL’s activities, the Board can create committees (comprising members and other stakeholders), e.g. Advisory Committees for: Electronic Information Resources, Finance, Statistics to review issues and make recommendations to the Board for decision making.

**6.2.** The Board has discretion to adopt or reject a Board Committee's recommendations or to refer the decision back to the committee for re-consideration. If the Board delegates the formal exercise of any of its powers to a committee, it is important to note that the Board remains responsible for the exercise of power by that committee, subject to any fair delegation defences that may be available.

**6.3.** Board Committees should have Terms of Reference, as approved by the Board, which specifically set their scope of work, roles and responsibilities. The Terms of Reference should clearly identify and state the dividing line between the role and responsibilities of the committee and those of the Executive Director.

**6.4.** In terms of reporting, committees should be required to circulate minutes of each meeting to the Board and management as well as being required to report to the Board at least annually.

# 7. Board meetings

**7.1.** The Chair is responsible, in consultation with the ED, for the conduct of all Board meetings. This includes being satisfied that the agendas are comprehensive, e.g. address strategy, risk, Board accountability, etc. that all agenda items are appropriate and that recommendations fit within the broad strategic direction set by the Board.

**7.2.** The ED and Communication & Policy Officer (CPO) are expected to attend all Board meetings and invitations to other CAUL officers and staff will be determined by the agenda. The ED and CAUL Office staff are available to be contacted by Directors between meetings.

**7.3.** The Board has the discretion to meet without the ED and CAUL staff in attendance and this is allowed under the standing agenda item ‘in camera items (Board)’.

# 8. Decision making

**8.1.** Key outputs of the Board are the decisions made by the Board, and a key measure of Board performance is decision-making effectiveness. The Board’s decision-making effectiveness is influenced by:

**8.1.1.** The Board’s experience;

**8.1.2.** Alignment to the purpose and programs of CAUL;

**8.1.3.** The complexity of the issue under discussion;

**8.1.4** The information provided by the CAUL Office;

**8.1.5** The time available to make the decision;

**8.1.6** A commitment to enacting the decision.

**8.2.** Decision quality is enhanced by processes that:

**8.2.1** Provide checks and balances against individual biases;

**8.2.2** Bring diverse perspectives so that more information is available for informing decisions;

**8.2.3** Generate alternatives and diverse thinking styles present during evaluation.

# 9. Ethical standards

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

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

# 10. Board performance

**10.1.** The Board will undertake ongoing assessment and review the performance of the Board and its Committees, Programs and individual Projects annually.

**10.2.** The Board Charter outlines the expectations and standards of Board members’ performance. If a Board member is not meeting the expectations as outlined by the Charter, they will be counselled by the Chair and, where required, be asked to resign from the Board.

# 11. Conflicts of interest

**11.1.** Directors are expected to declare any action, position or interest that conflicts with an interest of CAUL, gives the appearance of a conflict or has the potential to become a conflict.

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

**11.3.** The ED will maintain a register of dealings of declarations of conflicts of interest by Directors and report them to the Board as necessary.

# 12. Review of the charter

**12.1.** The Board Charter will be reviewed every two years or as required.