



# SolarShare

## CANBERRA

## GOVERNANCE CHARTER

Members of the *Board* are responsible to provide strategic direction to our progress while using their experience to spot risks on the horizon. Members of the *Board* have responsibility for guiding the organization in achieving its aims and the way in which it spends time and money. It is a significant responsibility, focusing on identifying risks, agreeing on plans and budgets, and holding the executive team accountable for its responsibilities. This document is subsidiary to the constitution and should be read in conjunction with the constitution, where the contents of this document differ from the constitution the constitution shall prevail.

The *Board* will have the following goals and responsibilities

- Ensuring the structure of the enterprise suits and is appropriate for the organization's aims.
- Ensuring the structure of the relationship with the project developer, investors and other stakeholders is appropriate for our vision and for the security of our participants' investments.
- Identifying and securing the right talent and balance of skills for our governance as we incorporate.
- Guiding the Executive through the incorporation process and ensuring the business plan and other documentation is suitable and achievable.
- Identifying any other risks associated with the project, including Legal, Human, Financial and Political etc.
- Refining these terms of reference.

## RESPONSIBILITIES

As a member of the Board you are a member of the governing body of the organization. With the other members you are accountable for:

- Guiding strategic direction
- Housing experience and guiding the executive
- Identifying and managing risk
- Providing stewardship over creating and managing the assets of the organization; both tangible and intangible.
- Informing yourself in order to exercise judgment about management and its processes.
- Approving major expenditures and investments.

Responsibility for the day-to-day operations, marketing, project development, administration and community management is the domain of the Executive.

## BUSINESS REQUIRING ORDINARY RESOLUTION OF MEMBERS

- Appointment and removal of Board members as per section 28 of the constitution.
- Changes to the constitution,
- All matters where the Corporations Act requires a resolution to be passed by a majority as per clause 25.1 of the constitution
- Any matter for which a poll is demanded under clause 25.25 of the constitution
- Reinstatement of Board members under clause 30.10 (c)
- A decision to voluntarily wind up the company



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- Changes in policy regarding dividends, distribution, or return of capital
- A change in capitalisation or capital structure of the company that would result in dilution of existing members holdings, not first offered to existing members (as per clause 10.4 of the constitution)
- Changes to these terms of reference.

### SKILLS AND TRAITS

The *Board* is required to encompass a range of skills with members needing to have skill sets and/or experience in one or more of the following fields. Members will be recommended and casual vacancies filled to ensure that a balance is kept across core skills. the Board shall maintain a document outlining the experience and expertise of *Board* members in the necessary fields :

Such skills and expertise will vary from time to time as the needs of the *Board* and the organisation change to meet the evolving needs of external stakeholders, and the organisation itself.

Each *Board* member will also require the following traits:

- Willingness to devote the necessary time and effort to their role and to the organization. 8 hours per month is expected
- Honesty, openness and willingness to speak frankly where required.
- Ability to work and communicate effectively as a member of a team.
- A commitment to the organization's Vision and Values.
- Independent judgment.
- Willingness to take on new challenges with a creative approach.
- Ability to take a strategic view and take part in strategic planning.

The *Board* shall also seek to maintain a balance between the wisdom gained with years of experience and the energy and fresh views of younger members.

### TENURE

The tenure of *Board* members shall be as per section 29 of the constitution

### END OF TERM

The resignation, vacation of office and end of term provisions of directors are detailed in section 29 of the constitution

### MEETINGS

The full *Board* will meet every month.

In addition to *Board* meetings there may be sub committees, with authority delegated to them by the *Board*, meeting at other intervals. Volunteers or employees may seek to consult with you on your particular expertise. You may be asked to represent the organization at outside meetings with potential funders or influencers or work alongside staff at events and receptions.

### PROBITY AND ETHICS

Any potential or known conflict of interest of a member of the *Board* must be disclosed as soon as practical. The *Board* shall also ensure that the organization has suitable policies and culture in place to ensure that issues of ethics, gifts, benefits and conflicts of interest are properly declared and effectively and transparently managed.

### REMUNERATION

Under these terms of reference all *Board* members are unpaid honorary positions.



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### DUTIES OF THE BOARD

As a member you have the following general duties:

- Attendance of meetings
- Developing and monitoring policies that provide direction and boundaries for the functions of the *Board* members, and the Executive.
- To support and mentor staff and volunteers where requested.
- To act as an ambassador for the organization, through use of your networks promote the work of the organization and foster the organization's public goodwill and other intangible assets.
- Providing input and guidance in setting strategic direction.
- To attend the annual retreat (if applicable).
- To agree to the vision, and values for the organization.
- To reflect annually on the *Board's* performance and your own performance as a Member of the Board.

### COMPOSITION

The *Board* shall have up to seven (7) Members,