



BOARD CHARTER

1. PURPOSE

- 1.1 The Board Charter of AusCycling sets out the function, duties and responsibilities of the Board in order to facilitate Board and management accountability for AusCycling's performance and strategic direction.
- 1.2 The Board is committed to fulfilling its duties to AusCycling, abiding by all relevant laws and regulations and providing employees with a safe and rewarding working environment. At all times, the Board will have consideration in its deliberations for the broad cycling community, including all disciplines of riding in all States and Territories of Australia.
- 1.3 The matters covered by this Charter are covered in more detail in the Board Code of Conduct and the AusCycling Constitution.

2. DUTIES AND POWERS

- 2.1 The Board as a whole is collectively responsible for promoting the success of AusCycling by directing and supervising its affairs in a responsible and effective manner. Having regard to its role the Board directs, and supervises the management of, the business and affairs of AusCycling including, in particular the powers and duties specified in the Constitution.

3. OPERATING PRINCIPLES

- 3.1 In discharging its Duties the Board will have particular regard for the following operating principles:
 - 3.1.1 The Board must at all times promote the success of cycling in all of its forms (as a competitive sport, as a healthy recreational activity, as a means of transport and for fun) and disciplines including road cycling, mountain biking, BMX, paracycling and cyclocross as recognised and regulated by UCI from time to time; and
 - 3.1.2 The Board must at all times promote the success of cycling (in all of its forms) throughout and across all parts of Australia, including in accordance with the Constitution, to operate a physical office in each State and Territory of Australia.

4. DELEGATION TO THE CHIEF EXECUTIVE OFFICER

- 4.1 In the normal course of events, day to day management of the company is delegated to the Chief Executive Officer (CEO).



5. CODE OF CONDUCT

- 5.1 The Board has adopted, and from time to time amends, the AusCycling Board Code of Conduct. The Code of Conduct governs conduct for Directors, both individually and collectively.
- 5.2 The Code of Conduct is designed to ensure that high standards of corporate and individual behaviour are observed by all Directors in the context of their employment.
- 5.3 The Code of Conduct requires Directors, among other things, to:
 - 5.3.1 act with honesty and integrity;
 - 5.3.2 act in good faith in the best interests of AusCycling;
 - 5.3.3 act fairly and impartially;
 - 5.3.4 use information appropriately;
 - 5.3.5 use their position appropriately;
 - 5.3.6 act in a financially responsible manner;
 - 5.3.7 exercise due care, diligence and skill;
 - 5.3.8 comply with the AusCycling Constitution and relevant legislation;
 - 5.3.9 demonstrate leadership and stewardship; and
 - 5.3.10 disclose material personal interests.

6. CONFLICT OF INTEREST

- 6.1 The Board recognises the importance of having established procedures for recording and managing actual, potential or perceived conflicts of interest, including “material personal interests”, for Directors in relation to AusCycling
- 6.2 The process for Directors to follow in relation to Directors’ interests are established in both the Board Code of Conduct and Constitution but does not, in any way, negate the need for Directors to utilise their judgement and common sense when handling any conflicts of interest.

7. BOARD AND OTHER MEETINGS

- 7.1 The Board will develop a one year calendar for meetings of the Board which will contain no less than six meetings.
- 7.2 Meetings are normally held in different locations around Australia subject to approval of the one year calendar of meetings.



7.3 AusCycling shall conduct at least twice annually a forum with its member clubs in order to provide information to members, receive input from members on issues and priorities, and to contribute to the national priorities and strategic plan from the perspectives of members.

8. AUDIT AND RISK COMMITTEE

8.1 The Board has established and will maintain an Audit and Risk Committee to oversee the overall financial management and reporting of AusCycling including the establishment of appropriate prudential systems for the efficient and effective operation of financial management.

9. NOMINATIONS & PEOPLE COMMITTEE

9.1 The Board has established and will maintain a Nominations & People Committee to identify candidates to fill Board vacancies, assess all nominees for Board vacancies, and assess candidates for the CEO role.

10. BOARD COMMISSIONS AND COMMITTEES

10.1 The Board may also delegate specific responsibilities to established or ad hoc commissions and committees from time to time.

10.2 The Board has established a State Advisory Board in each State and Territory

11. ACCESS TO INFORMATION & INDEPENDENT ADVICE

11.1 The Board and Committees should be provided with the information they need to efficiently discharge their responsibilities.

11.2 Where appropriate, Board members should have complete and open access to members of management and any relevant records following consultation with the Chairperson and the CEO.

11.3 The Board collectively and each Director individually may, subject to the prior approval of the Chairman, at AusCycling's expense, source such independent professional advice as is considered necessary to discharge their duties and responsibilities.

11.4 Individual Board members seeking independent professional advice must obtain the approval of the Chairperson (which may not be unreasonably withheld) and the advice received will be made available to all Board members as appropriate.



12. PUBLIC COMMENT

12.1 All corporate or policy statements to the public shall be made by the Chairperson or Chief Executive Officer who may delegate aspects of this responsibility as appropriate in accordance with AusCycling communication policies.

13. USE OF INFORMATION

13.1 Information gained by virtue of a Director's position must not be used to gain an advantage or to cause detriment to AusCycling. If information is confidential or if it is in the best interest of AusCycling that it should not be disclosed, or in order to comply with statutory and common law obligations should be kept confidential, then it must not be disclosed at any time during a Director's term.

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