

## **DIVISION COUNCIL CHARTER**

---

*(ratified by the Board on 9 March 2011)*

### **1. INTRODUCTION**

The purpose of this charter is to document the membership, role, responsibility and election procedures for Division Councils of the Australian Institute of Company Directors and the relationship between the Councils and the Australian Institute of Company Directors Board and national management.

### **2. MEMBERSHIP**

Division Councils consists of at least five and not more than eight members elected by the members of the Division, with up to two members elected by the council.

Each Council elects a President who serves for a period of up to three years at the discretion of the Council.

One third of Council members retire each year [as there are eight Councillors this is rounded down to enable most to complete a 3 year term]. A retiring member may be eligible for re-election. The maximum time a Council member may serve is nine years, or three terms.

Councils may appoint committees for particular purposes. The committees serve at the discretion of the Councils.

Each Council appoints one of its members, usually the Division President, to the Australian Institute of Company Directors Board for a period of up to three years.

### **3. ROLE**

The role of the Councils is defined in Article 9.3 of the Constitution. To give effect to that role, the objectives of the Councils are:

- a) To provide advice to the Australian Institute of Company Directors Board and CEO on:
  - i) Policy matters affecting the role of directors
  - ii) Australian Institute of Company Directors membership matters
  - iii) The strategy and policies of the Australian Institute of Company Directors itself and management issues that may arise from time to time
- b) To administer the membership of the Division, approving new members and upgrades.

## **DIVISION COUNCIL CHARTER**

---

- c) To represent the views and aspirations of the Australian Institute of Company Directors in the Division's territory and to develop relationships with leaders in directorship, regulation and politics who reside or are active in the territory.
- d) To support the Division Manager (who reports to the COO) with regard to
  - i) Events
  - ii) Member service, member recruitment and retention and member grade matters
  - iii) The general conduct of the Division, including Director and Board Development programs

In the event that a Council or its President is minded to raise an issue about some aspect of the Australian Institute of Company Directors management, the Board protocol will apply. This says that the matter should be raised first with management (i.e. with the COO or CEO). If the response is found to be unsatisfactory, the matter may be brought to the attention of the Australian Institute of Company Directors Board.

Councils may undertake additional activities that are delegated to them by the Australian Institute of Company Directors Board from time to time.

### **4. KEY ACTIVITIES**

#### ***Membership***

Under the delegated authority of the Board and following the Board's policy, the Council approves applications for Australian Institute of Company Directors membership and for upgrades of members to higher membership categories.

#### ***Policy***

The Council will discuss matters of policy relevant to directors. It can explore with members as to what is of concern in their boardrooms. It will be supported with information and advocacy support materials provided from the National Office. The Council may raise additional issues for consideration by the National Office, the national policy committees or the Board or may comment to the Australian Institute of Company Directors Board and CEO on any policy matter of interest to the Australian Institute of Company Directors.

The Council will advise the Australian Institute of Company Directors on policy issues arising in its Division area, e.g. as a result of state laws or regulations.

The Council may undertake policy or "thought leadership" projects under delegation from the Board. These will be supported by national Policy and Advocacy staff, and the results should be reported back to the Board.

---

## **DIVISION COUNCIL CHARTER**

---

The Council will normally appoint a member as its representative on each of the Law and Reporting Committees. The role of these representatives is to assist in the two-way flow of information between the Council and the Committees, complementing national office staff.

The National Policy Committees will remain the Australian Institute of Company Directors primary source of advice on policy matters, and the organisation's CEO and Manager of Communications will coordinate Australian Institute of Company Directors external communications and media relations.

### ***Events***

The Council may support the Division Manager and the manager of the national ASX 200 Program on events and possible speakers to assist the Division to provide good service to its members and to fulfil its budget.

The Council may suggest subjects or speakers for events of national as well as local interest, to be reported to the national office and taken into account in formulating programs nationally.

### ***Division financial and operating performance***

The Council will receive copies of Divisional KPIs and may comment on them. It may give the Division Manager advice on how to improve performance.

The COO will consult the Division President in formulating the Division Manager's performance reports.

### ***Reporting requirements***

The Council must keep minutes of its meetings and provide these to the CEO or his or her delegate in a timely fashion.

### ***Frequency and timing of Council meetings***

To allow for coordinated participation in policy work, Council meetings will ideally be held within time windows determined by the Board. If no such time windows are set, meetings will be held at the discretion of the Council. There will be a minimum of four meetings each year. The Council may call additional meetings at its discretion.

## **5. ELECTION**

Council elections and the election of Presidents will be in accordance with the Australian Institute of Company Directors by-laws.

National Office and the Division Manager will provide induction materials and advice for new Council members or on request to people considering being nominated.

## **DIVISION COUNCIL CHARTER**

---

### **6. DIVISION STAFF**

Division staff members are appointed by, and are accountable to, the Australian Institute of Company Directors COO, who in turn reports to the CEO. The COO will consult the Division President on the review of annual performance of, and on the appointment or termination of the Division Manager.

The Division Manager will normally act as secretary for the Council, arranging meetings and agendas and recording minutes, unless another arrangement is made by the Council. He or she will present policy materials to the Council, in most cases emanating from the National Office, and will convey the Council's views back to the National Office.

The Division Manager will advise Council meetings on the Division's activities, especially on plans for events and membership matters.