

BOARD CHARTER

1. Purpose

- 1.1 The Board is responsible for the overall governance, oversight, and performance of specific tasks & activities for Australian Information Security Association ('AISA' or 'the association'). The AISA Board is currently uniquely structured compared to other Boards and its Directors are elected because they are passionate towards driving AISA's mission and are individuals who can commit to active participation and contribution to the strategic outcomes for AISA. This Board Charter (**Charter**) sets out the roles, responsibilities, structure, and processes of the Board of AISA.
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2. Role and responsibilities of Board

- 2.1 The role of the Board is to act in the best interests of the association and to uphold AISA's vision and mission. This means making decisions that are in the best interest of AISA and its stakeholders including its members, staff, partners, and wider community. Each Board member is expected to contribute a minimum of 40 hours a month towards their duties for AISA. These hours exclude:
- Reading and responding to emails
 - Attending events, stand-ups, or conferences
 - Reading the Board pack
- 2.2 The 40 hours should be spent achieving either individual or common KPIs stipulated for the Board at the start of each year. These KPIs are set by the Board based on the vision and mission of the association, feedback from members and other stakeholders and the general changes that the association experiences due to internal and external factors.
- 2.3 Each Board member is expected to contribute equally and assist towards achieving the goals for AISA. Board members will be assigned one or more area of accountability (AOA), and will be responsible and accountable for driving activities, tasks, and deliverables in that area. For maintaining transparency each member will be required to:
- Meet deadlines set by the Board
 - Report on progress prior to Board meetings and during fortnightly stand-ups
 - Provide timelines and track towards completion
 - Report any challenges or slippage (time or cost) to the Board and GM AISA as soon as identified
 - Manage time effectively and request assistance prior to due dates
- 2.4 Board Members will be prohibited from passing on responsibility for the assigned AOA to other Board members without proper notification and approval by the wider Board. Board Members are also prohibited from passing on their responsibilities for the assigned AOA to the General Manager, Operations team, other volunteers, or individuals outside of AISA (e.g., EA / PA and staff associated in their work outside of AISA).

- 2.5 The Board is also responsible for reviewing and approving AISA's strategic direction and for providing effective oversight of AISA's management, its mission, values, and ethics. The Board will monitor AISA's compliance with its Constitution, from which it derives its authority to act, and with applicable legal and regulatory requirements.
- 2.6 In addition to matters required by law and all regulatory bodies and to matters reserved to the Board in AISA's Constitution, the Board has reserved to itself the following specific responsibilities:

Strategy

- Contribute to, review & approve AISA's strategic direction, its plans and budget and all significant initiatives.
- Review and approve performance objectives consistent with AISA's strategy.
- Monitor implementation of plans to give effect to AISA's strategy and support its vision.

Governance and oversight of management

- Ratify the appointment and, if appropriate, removal of any of the Board members, Company Secretary, Branch Chair, Deputy Branch Chair, General Manager, or any AISA volunteer.
- Approve succession plans for Chairperson, Deputy, General Manager, & any other key roles.
- Contribute to and approve KPIs for the Board, GM, Branches, and Company Secretary.
- Review and approve all policies of AISA
- Provide advice and counsel to the operations team
- Assist the Operations team on an ad hoc basis as require or requested by the board or GM

Board membership

Subject to AISA's Constitution:

- Approve changes to the composition, structure, and size of the Board.
- Vote for the appointment of new Directors and Company Secretary.
- Vote for the selection of the Chairperson.
- Approve formation and membership of various Committees.
- Approve & drive AISA's purpose and statement of values to clearly express the standards and behaviours expected of AISA people and assist AISA in meeting its purpose & vision.
- Monitor AISA's culture, reputation, and ethical standards.
- Promote ethical and responsible decision-making.
- Approve, maintain, & monitor compliance with the Code of Conduct to guide Directors, employees & volunteers in the practices necessary to maintain confidence & integrity.
- Approve and monitor compliance with AISA's Whistle-blower Policy.

Oversight of financial, operational, and capital management

- Approve annual financial accounts and reports.
- Oversee any significant changes in accounting practices and policies.
- Monitor financial and operating results on an ongoing basis.
- Approve annual operating & capital budgets and any material changes to those budgets.
- Approve decisions affecting AISA's capital, including capital structure, capital management initiatives and major financing arrangements.

Compliance and risk management

- Approve, and monitor the adequacy of, AISA's risk management framework and risk appetite statement.
- Oversee and monitor the effectiveness of:
 - internal compliance, risk management and control, and systems of legal compliance that govern AISA's operations; and
 - policies, codes, and procedures governing compliance, risk oversight and ethical conduct.

Appointment of Directors on the Board

The Board is currently responsible for the review of candidature, election process and appointment of Directors on the AISA Board. A nomination and selection committee to be established, which will be responsible for identifying new and emergency appointments on the Board.

It is proposed that this committee will be constituted from the members of EAB, Board Directors, Branch Executives and AISA Fellows. The committee will operate under a clear charter and defined process dealing with Board appointments. The process will also outline changes to the selection criterion and will set-out requirements for specified skills or qualifications for candidates applying for AISA Director vacancies. This will assist with appointment of Directors with appropriate skills and experience, further enhancing the efficiency of the Board.

Elected board members must be suitably qualified to be a director of AISA. Elected board members confirm that they have one or more of the following before being elected: GAICD, successfully completed the AICD Company Directors 5-day course and or successfully completed an Executive MBA. The board may from time to time make exceptions to the minimum entry requirements at the agreed direction of the board to ensure appropriate skills and diversity on the AISA board in the best interest of the organisation.

Vacation of office (resignation from the Board)

Each Board member is expected to complete their full tenure on the Board unless extenuating circumstances prevail or as otherwise proscribed in the AISA Constitution. In specific circumstances the Board will consider special requests for resignation from the Board mid-term. In addition to the above, a Board member will be expected to submit their resignation from the Board in the following scenarios:

- Where a Director hasn't been able to contribute 40 hours a month for 3 months in a 12-month period.
- When a Board member misses a timeline for a deliverable for three consecutive months, and no concrete updates were provided to the Board in the months leading up to the third month.
- When not meeting the individual KPIs or contributing equally towards the common Board KPIs.
- Where the Board agrees on non-performance or misconduct by any of its Directors, and a Board resolution passes in favour of expulsion of a Director from the Board.
- As per the Constitution, where a Director fails to attend more than three directors' meetings in any six month period, without the leave of absence being approved by the Directors. In this case, a leave of absence will not be approved if it is received within 48 hours of the scheduled board meeting. Exceptions apply for emergency situations.

3. Membership and Directors' Obligations

- 3.1 The Directors will determine the Board size and composition, subject to the limits established by AISA's Constitution. The number of Directors and the composition of the Board must always be appropriate to achieve efficient decision-making.
 - 3.2 AISA will formally assess the appropriate mix of skills, knowledge, experience, expertise, and diversity required on the Board from time to time to enable it to discharge its responsibilities and the extent to which the required skills are represented on the Board (through, among other things, use of a Board Skills Matrix). The Board will also approve succession plans designed to maintain an appropriate balance of skills, knowledge, experience, expertise, and diversity on the Board.
 - 3.3 The Board will assess, at least annually, the independence of each Director. A Director is considered by AISA to be independent if the Director is free of any interest, position, association, or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of AISA.
 - 3.4 Directors must always act in accordance with legal and statutory requirements, and properly discharge all their duties as Directors.
 - 3.5 Directors are expected to avoid any action, position or interest that would conflict with an interest of AISA or gives the appearance of a conflict. A Director that has a material personal interest in a matter that relates to the affairs of AISA must give the other Directors notice of such interest.
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4. Board Committees

- 4.1 Under AISA's Constitution, the Board may delegate any of its responsibilities or functions, other than those which by law must be dealt with by the Board, to a committee or committees. Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership, and operation of the committee.

There are currently six standing committees:

- the Audit & Risk Management Committee
- the Finance Committee
- the Policy review Committee
- the IT Committee
- the Ethics Committee
- AISA Foundation Scholarship Fund Committee

The Board may establish other committees from time to time to consider matters of special importance.

- 4.2 Each committee shall be comprised of Directors appointed by the Board based on skills and experience relevant to the needs of each committee, and on the workload capacity of individual Directors, with the exception of the Ethics Committee where Directors can only be observers. All other committees may be composed in addition to Directors, other AISA approved volunteers (e.g., Branch Executives or their committees).
 - 4.3 Each committee shall report to the Board on the manner in which it is discharging its functions and responsibilities. Minutes of Committee meetings shall be prepared and circulated to all Directors.
 - 4.4 All Directors are entitled to attend committee meetings and to receive committee papers.
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5. Board processes

- 5.1 The Board will undertake a formal process to review its performance and that of its committees on a six-monthly basis.
- 5.2 All Board meetings will be conducted in accordance with AISA's Constitution. The Board will meet formally every month, twelve times per annum and will also meet whenever necessary to deal with urgent matters which might arise between scheduled meetings. Part of each scheduled meeting may be set aside to allow the Directors to meet in private sessions.
- 5.3 Directors have a duty to question and to raise any issues of concern to them. At Board meetings, open, professional and constructive debate is encouraged for all matters, particularly those of significance if required (i.e. not sufficiently answered in the Q&A document or settled via phone or email prior to the meeting).
- 5.4 Directors are committed to collective decision making and shall endeavour to arrive at a consensus decision on all matters requiring Board approval. Where a consensus decision is unable to be made, the decision of the Board shall be determined by a majority of votes of the Directors present at the meeting and voting. Voting and decisions made by director will be recorded for auditing, transparency, and legal reasons.
- 5.5 Directors must keep Board discussions and resolutions confidential, except where they are required by law to be disclosed.
- 5.6 Directors are expected to attend, to be adequately prepared for, and to actively participate in each Board meeting. For meetings held remotely, it is expected as a courtesy to all participants, that all attendees have their cameras turned on for the duration of meetings. Exceptions may be granted during the meeting by consensus with a majority of board members (e.g. for technology bandwidth issues).
- 5.7 Members of operations team may attend Board meetings at the Board's request (for defined periods of time) to provide information within their areas of responsibility. The Board may invite external advisers to attend Board meetings where necessary or desirable.
- 5.8 The Board may conduct meetings in person, phone, or videoconference.
- 5.9 Board papers should be submitted in a timely manner (typically one week and one day prior to the actual meeting)

- 5.10 Directors are required to limit the use of work and or personal email addresses, for security and confidentiality reasons. AISA provided email address must be used as the primary email for communicating AISA related matters. Similarly, AISA email address should not be used for work or personal related matters.
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6. Review and publication of Charter

- 6.1 The Board is responsible for reviewing this Charter every year. The Charter may be amended by resolution of the Board either annually, or as required.
- 6.2 The Charter will be available on AISA's website.

KPIs

The KPIs will be available on request and will be incorporated into future versions of this document.

Acknowledgement

Name of Director:

Signature of Director:

Date: