

 		IQA Policy P24	
National Secretariat		Matters reserved for the Board	
Policy Number:	P24	Version:	P24-03
Date Adopted:	23 August 2016	Contact:	Company Secretary

Objective

The objective of this policy is to draw a clear line between the governance matters which must be decided by the Board and operational matters which are delegated to the Chief Executive Officer ('CEO') and Company Secretary for decision.

Decision-Making Process

If a matter is listed below, management prepares a separate submission paper for the Board with a recommendation for decision. If a matter is not listed below and is, therefore, delegated to management, management may seek input from the Board prior to decision. The CEO also keeps the Board informed on matters within delegation by including important issues in the CEO Report for information to the Board.

Matters Reserved

The following matters are reserved to the Board for approval:

Strategic and Operational Planning

1. Mission (Purpose) of the organisation.
2. Strategic direction (Vision).
3. Strategic Plan.
4. Operational / Business / Annual Plan.
5. Commencing a new or ceasing an existing business activity.
6. Activities outside the ordinary course of business.

Financial Matters

7. Annual Operating budget.
8. Annual financial statements including the CEO and Company Secretary management representations.
9. Setting KPI's in annual Operational Plan to ensure operating budget achieved.

Other Ventures

10. Establishing and ceasing Branches and Sub-Branched.
11. Maintaining MOU with AIQEF & CCAA.

Other Contracts

12. Related party transactions.
13. Appointment of legal advisors.
14. Insurances.
15. Contracts other than National Office contractors, greater than one year or in excess of \$25,000.

Legal Issues

16. Action following breach of any legislation.
17. Potential legal action by, or against, the organisation.

Brand

18. The organisation's brand, name and logo.

Organisational Structure

19. The overall organisational structure.
20. The structure of Branches / Sub-branches, Committees and Council.
21. The CEO and Company Secretary reporting directly to the Board.
22. The appointment of full time employees.

Human Resources and Culture

23. The Values of the organisation.
24. CEO and Company Secretary selection, appointment, remuneration, annual performance management and dismissal.

Board Issues

25. Appointment of the Chair.
26. Appointment, terms and selection process of board members.
27. Creating and disbanding of committees of the Board under charters defining role, composition, delegations and reporting to the Board.
28. Board, Chair, board member and board committee performance evaluations.
29. Consideration of Committee recommendations.

Board–Endorsed Policy

30. Governance Policies:

- a. Board meeting attendance & conduct;
- b. Board dispute resolution;
- c. Board governance review;
- d. Board recruitment;
- e. Code of conduct & ethics;
- f. Confidentiality;
- g. Conflict of interest & pecuniary interests;
- h. Copyright;
- i. Directors' rights & responsibilities;
- j. Fidelity controls;
- k. Induction of new directors;
- l. Limits & levels of authority;
- m. Media relations;
- n. Privacy & access to information;
- o. Trade practices compliance protocol;
- p. Transparency & accountability;
- q. Board policy framework & organisation chart;
- r. Matters reserved for the Board;
- s. Board chair, Board member and committee performance evaluation; and
- t. New director induction.

Other

31. Move the principal place of operations.
32. Grant or revoke a power of attorney.
33. Grant an authority to sign regulatory or official documents on behalf of the organisation.
34. Any matter which will impact the reputation of the organisation.

Matters for the General Meeting

35. Annual Report.
36. Change of auditor.
37. Change to the Constitution (Rules).
38. Election process for board members.



The Institute of Quarrying Australia

Responsibility

It is the responsibility of the Board to ensure that it deals with matters that are outlined in this policy and for the CEO not to deal with these matters.

It is the responsibility of the Company Secretary to ensure that this policy is reviewed by the Board on a biennial basis.
