



The Institute of Quarrying Australia

Board and Advisory Council Charter / Section 4.1

1. The Board of Directors

The Institute resolved to amend its constitution in 2006 and establish a Board of Directors, and the Board agreed to implement organisational structure changes in April 2013. The Institute Constitution was amended in 2014 to reflect the organisational structure changes and this Charter reflects the same. The Constitution further provided that the Board would have the following objectives, membership, procedures, duties and responsibilities:

Objectives

The main objectives of the Board are to ensure the following are achieved:

- a) Formulate and set strategies for the long term direction and benefit of the Institute;
- b) Develop broad and inclusive policies to control the governance activities of the Institute and ensure the Chief Executive Officer ('CEO') keeps the organisational performance within the policy criteria;
- c) Monitor and supervise the achievement of strategic and operational KPI's;
- d) Institute fulfils its statutory obligations and responsibilities; and
- e) Setting and evaluating the achievement of annual performance objectives of the CEO.

Membership

The Board comprises the President, Deputy President, the Immediate Past President and up to eight Vice Presidents. The CEO and Company Secretary ('CS') attend all Board meetings.

Procedures

The Board shall meet at least six (6) times per year, either in person or by teleconference, with such meetings to include approving the strategic plan, annual budget, evaluating the CEO performance, and approving the annual report and financial statements, provided that at least three (3) meetings shall be face-to-face meetings. A quorum shall be six (6) Directors. The CS shall be appointed secretary of the Board. The CS, in conjunction with the Chairperson and the CEO, shall draw up an agenda, which shall be circulated at least seven (7) days prior to each meeting.

Duties and Responsibilities

Refer to the Introduction to Board Members Section 1.1 parts 5, 6 & 7.

The President and / or selected Board members and the CEO are ex-Officio members of all committees.

Responsibility for the day-to-day operation and administration of The Institute, Branches and Sub-Branched has been delegated to the CEO and his/her team. The Board has delegated a number of its powers to the CEO and the CS.

The role of the CEO, with the support of the CS, is to ensure that The Institute, Branches and Sub-Branched meets their statutory duties and obligations and, in conjunction with the various Committees, to implement and monitor the strategic plan and annual operating budget including providing education information and other services to the members via the National Office.

The CEO is responsible for the day to day financial management of the IQA's business and is required to provide a monthly balance sheet and profit & loss statement that compares expenditure to

the approved budget to the Board. Any material variances in expenditure or revenue are to be reported in detail.

In addition, the Board has delegated a number of its responsibilities and authorities to Committees. Each Committee is generally chaired by a Vice President. The current Committees are:-

- Corporate Governance Committee;
- Audit Committee; and
- Remuneration Committee.

The Board annually reviews the terms of reference and authorities of its committees. The Board is responsible for ensuring that the management team and Committee objectives and activities are aligned with The Institute's overall objectives. The Board has a number of mechanisms in place to ensure this is achieved, with the most important being:

- Establishment of monitoring of Board Committees and
- Establishment and monitoring of Key Performance Indicators (KPI's)

Executive Management

- Establish the performance agreement for the CEO;
- Annually perform and document the CEO performance appraisal;
- Monitor the relationship between the CEO and the Board, ensuring the differing responsibilities are clearly delineated; and
- Review the succession plan for Board members.

2. Individual Board Members Duties and Responsibilities

Refer to the Introduction to Board Members Section 1.1 parts 5, 6 & 7.

3. IQA Advisory Council

The Advisory Council has an advisory role within The Institute of Quarrying Australia (IQA). Its powers are set out in the IQA Constitution. The Constitution is regularly reviewed by the Board and any proposed changes are submitted for approval by The Institute members at the Annual General Meeting (AGM).

The Advisory Council consists of up to two Board appointed members (2), up to three Past Presidents (3), nine Branch representatives (9) nominated by each of the branches, and one Board appointed YMN Branch representative (1), resulting in a total of up to 14 Advisory Council members. The Chairperson is to be one of the Branch representatives.

The Advisory Council is responsible for the following activities:

- Development of membership guidelines of the IQA. This includes identifying the expectations of members as well as other industry stakeholders;
- Receiving reports from the Branches / Sub Branches on issues and determining whether the Board needs to consider the reports;
- Acting as a conduit for members to convey their views to the Board; and
- Providing advice on ongoing PDP development, legislation changes and regional issues that the Council deem that the Board need to give consideration to.

The Advisory Council can call upon skilled specialists for guidance and advice as required.

4. Board Committees

Responsibilities of the Committees

The Board of Directors retains responsibility for the governance of the organisation regardless of how it structures its committees. Unless explicitly empowered by the Board, a committee cannot make binding Board decisions. For the most part the function of the committee is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.

A committee cannot exercise authority over consultants/staff, nor shall they delegate tasks to any consultant/staff unless the CEO has specifically agreed to such delegations.

A committee has a responsibility to ensure that the organisational systems for managing the business have integrity and work in practice, and that the information being provided to the Board is accurate.