



Forestry Australia

TERMS OF REFERENCE

Director

Approved: August 2019
Next review: August 2022

The Institute of Foresters of Australia (IFA) trading as Forestry Australia is a public not-for-profit company limited by guarantee (ABN 48 083 197 586) operating under a constitution. These Terms of Reference define the purpose, structures and authority of Forestry Australia Directors and the Forestry Australia Board.

These Terms of Reference should be read in conjunction with the Constitution and the separate Terms of Reference for each Board Sub-Committee.

1. DIRECTORS RESPONSIBILITIES

The Board of Directors of Forestry Australia is responsible for the overall direction and performance of the organisation. The Board's responsibilities include:

- Oversee the organisation's direction and performance:
 - Develop Forestry Australia's strategic direction in conjunction with the Chief Executive Officer (CEO) and ensure it is consistent with the objectives and mission for the organisation
 - Approve the annual strategy, workplans and budget
 - Appoint and determine remuneration of the CEO and monitor performance of the CEO
 - Evaluate Forestry Australia, the Board and the CEO's performance against the strategic objectives and agreed KPIs each year
- Oversee Forestry Australia's financial performance and risk compliance (through Forestry Australia's Finance Committee):
 - Recommend the appointment of external auditors to the members for approval
 - Approve Forestry Australia's audited annual accounts
 - Approve and monitor Forestry Australia's annual budget
 - Review and approve Forestry Australia's strategic reserves policy
 - Work with the CEO to develop and implement effective income diversification strategies
 - Develop and review Forestry Australia's Risk Management Plan
- Oversee the governance of Forestry Australia (through Forestry Australia's Governance Committee):
 - Approve levels of delegations and authorities within Forestry Australia
 - Appoint the Company Secretary
 - Set and review Forestry Australia's policies including Privacy, Diversity Policy and Code of Conduct
 - Appoint appropriate people to Forestry Australia's Committees and CEO positions
 - Oversee the Annual report, Annual General Meeting and Call for Directors



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- Ensure that Forestry Australia is compliant in all its governance, legal and constitution requirements
- Refine Forestry Australia's governance structures and processes as required
- Approve key management decisions
- The Board may create or dissolve Committees, Sub-Committees and Working Groups as necessary to assist in the discharge of its duties and appoint or remove people from those committees as it thinks appropriate.
- Build the profile of Forestry Australia and develop key relationships.

2. STRUCTURE AND MEMBERSHIP

According to the Constitution:

- Forestry Australia's Board shall consist of not less than five (5) and not more than eight (8) Directors, at least fifty per cent (50%) of the Directors shall be Voting Members
- A Director is elected for a term of three (3) years at the end of which they shall retire. A Director is eligible to be elected for no more than two (2) consecutive terms of three (3) years
- The Board may appoint Directors.

3. SKILLS AND ATTRIBUTES

As a **skills-based Board**, Directors are assessed against a list of desirable skills and attributes (attached).

Directors also need to be able to pass a **fit and proper person test**:

- Have you ever been convicted of a criminal offence, or are there any charges pending against you?
- Are you currently, or have you ever been, bankrupt or made the subject of an official assignment for the benefit of creditors?
- Are you currently, or have you ever been, a director of a company to which a receiver, receiver manager an enforcer of a security interest, provisional liquidator or liquidator has been appointed while you were a director or within six months after you ceased to be a director?
- Are you currently, or have you been, disqualified from managing a corporation or banned from being a director of a corporation?
- Have you ever been refused membership to a professional, regulatory or statutory body for which you have the appropriate academic qualifications?
- Have you ever had your membership of a professional, regulatory or statutory body forfeited, suspended or been excluded from such a body?
- Are you currently, or have you ever been, the subject of disciplinary proceedings by a professional, regulatory, statutory or other body?



4. REPORTING STRUCTURE

The Board is the key governing body within Forestry Australia. All committees and groups within Forestry Australia are accountable to the Board regarding their activities and performance.

5. MEETING FREQUENCY AND WORKLOAD

- The Board will meet five to six times per calendar year. Board meetings follow an annual schedule to maximise their effectiveness and to ensure members' time is used efficiently.
- The Board generally meet via teleconference, with up to two face-to-face meetings each year
- Board members are also required to review papers, make decisions, provide support to the CEO and Committees outside of Board meetings
- All Directors agree to respond to all Board communication within 48 hours and will notify fellow Directors and the CEO if circumstances such as holiday or illness arise which limits their ability to achieve this.

Casual Vacancy

Extract from the Constitution:

42.3 The Board may from time to time resolve to appoint persons as additional Directors (as long as the maximum number of Directors is not exceeded).

Additional Directors shall hold office until the end of the next annual general meeting following his or her appointment.