



# Royal Zoological Society of South Australia

## Zoos SA Board Charter

December 2021

# ZOOS SA BOARD CHARTER

## Introduction

This document outlines the governance policy of the Royal Zoological Society of South Australia (Zoos SA) in the form of a Charter. The purpose of this Charter is to clearly define the respective roles, responsibilities and authorities of the Board (both individually and collectively), Committees and Leadership in setting the direction, management and good governance of the organisation.

This Charter is a living document. The Charter will be regularly reviewed and updated to reflect changes in the environment within which Zoos SA operates, and amendments and developments in Board policies and procedures. It is the responsibility of the Zoos SA President to ensure that the Board is consulted regarding any changes and updates; that the Charter is kept current and is reviewed and amended on a regular basis; and that all Board Members are provided with the latest version of the Charter.

This document should be read in conjunction with the Zoos SA Rules, and it should not conflict with the Rules in any way. If such a conflict occurs, the Rules shall prevail. The Charter should also be read in conjunction with **Zoos SA Policies and Procedures** pertinent to the Board, its role and function.

Any word or term used in this Charter that is defined in the Constitution has the same meaning in this Charter as its meaning in the Constitution.

## Zoos SA

Zoos SA is a not-for-profit conservation charity established in 1878 initially to house and show animals, birds and reptiles to the community. In the years since, it has increasingly broadened its scope to include a focus on the conservation of the natural diversity of life on Earth. Zoos SA intends to achieve that aim through education, animal management, research, recreation, sustainable resource management and responsible financial management.

**Our Purpose** is to connect people with nature and  
save species from extinction

**Our Aspiration** is to lead and inspire conservation action  
to support global biodiversity

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## **PART 1 – BOARD ROLE AND GOVERNANCE**

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### **1. Role of the Board**

The Board is the governing body of Zoos SA and must undertake its activities in accordance with the Society's Rules, the laws of the State of South Australia and the Commonwealth of Australia, the Associations Incorporation Act 1985 (SA) and the Corporations Act 2001 (Cth). The Board will provide input and oversight on a broad range of issues, but its primary role can be defined as six key areas:

#### **Strategy**

The Board is responsible for setting and monitoring the strategic objectives of Zoos SA. This will involve a cycle of short, medium and long term planning; the setting of realistic Key Performance Indicators (KPIs) and the consideration of regular reports outlining how and to what extent the strategic goals and KPIs are being met.

#### **Finance**

The Board is responsible for the financial performance of Zoos SA and ensuring that it remains a viable organisation with sufficient resource to reach its strategic goals. The Board considers and approves the annual budget and monitors Zoos SA's financial position against this budget at each meeting.

#### **Compliance**

Zoos SA operates within a complex legislative and regulatory environment and it is the Board's responsibility to ensure that the organisation remains compliant with all requirements. Zoos SA is non-government in nature, but it does rely in part on Government funding so ensuring that there is a good relationship with Government is also a key role.

#### **Risk**

It is the Board's responsibility to determine the risk appetite of Zoos SA and ensure that appropriate risk management strategies are in place, updated and monitored on a regular basis.

#### **Reputation**

The standing and reputation of Zoos SA as a pre-eminent conservation charity is essential for it to retain the trust and confidence of Government, members, stakeholders and the visiting public. The Board must consider the impacts of all its decisions in this light and ensure that the operations, activities, plans and goals of Zoos SA enhance its status and do no damage to its brand and message.

#### **Chief Executive**

The Chief Executive is the sole direct employee of the Board and carries responsibility for all operational areas of Zoos SA. The Board is responsible for the recruitment of a suitably qualified and experienced person to this key role; providing them with clear direction; managing their performance; and setting their remuneration. The relationship between the Board and the CE is critically important to the success of Zoos SA.

### **2. Key Principles**

The following two key principles underpin the functioning of the Board:

#### **2.1 Board Authority**

1. The Board has collective authority.
2. Individual Directors have no authority unless specifically delegated and minuted by

the Board. In this case they are enacting the collective authority of the Board not their own individual authority.

## **2.2 One Employee Principle**

1. The Board appoints a person to be Chief Executive (CE).
2. The CE is the one direct employee of the Board.
3. The Board monitors the performance of and tasks of the CE.
4. The CE monitors the performance of and tasks any and all other staff and volunteers.
5. A staff member making a report to or otherwise assisting the Board is always doing so on behalf of the CE.

## **3. Role of Individual Board Members**

### **3.1 Responsibilities**

As Members of the Board, each individual shares ultimate responsibility for Zoos SA's overall success and should possess the competence, character, diligence, honesty, integrity and judgement to properly perform the duties of this responsible position. Responsibilities of every Member include to:

1. Ensure the highest standards of governance and leadership at all times;
2. Abide by the Code of Ethics for Board members approved by the Board from time to time and included in this Charter at Appendix 2.1
3. Ensure that there is a robust planning program in place to develop short, medium and long term strategies and directions with sufficient resources available to implement those strategies;
4. Monitor the performance of Zoos SA against realistic Key Performance Indicators (KPIs)
5. Be confident that at any time there are and will continue to be adequate resources available for the operation of Zoos SA, or act to address any actual or prospective deficiency;
6. Ensure that Zoos SA complies with all legal obligations;
7. Listen to Zoos SA's members and key stakeholders, and work to ensure Zoos SA manages and responds to them appropriately, helping maintain positive working relations;
8. Assist in finding the next generation of Zoos SA Directors;
9. Assist in providing introductions to potential donors or sponsors;
10. Be prepared for Board meetings or acknowledge at the commencement of meetings not having had the opportunity to prepare as well as desired;
11. Maintain Board solidarity: be prepared to consider and debate matters within the confines of the Board, with informed and meaningful arguments, and to publicly support its ultimate decisions;
12. Promote and preserve Zoos SA's reputation and standing as a not-for-profit conservation charity; and
13. Implement effective measures for reviewing its own performance and the performance of any Committees it may appoint.

### **3.2 Duty of Care**

All Board Members have an overriding duty of care that includes:

- A duty to act in good faith;

- A duty not to gain advantage for themselves or others by improper use of their position;
- A duty to declare any real or perceived conflict;
- A duty not to misuse information;
- A duty to act with diligence and care; and
- A duty not to allow Zoos SA to trade while insolvent.

### **3.3 Understanding the Business of Zoos SA**

Board members are expected to quickly gain an understanding of the purpose and context of the Society so that they are able to properly fulfil their role. This understanding should extend to:

1. The complexity of the industry, economic and political environment in which Zoos SA operates;
2. The structure of the organisation;
3. The organisation's operations and regulatory obligations;
4. The types of transactions it undertakes; and
5. The principles applied to animal collections, the operations at Adelaide Zoo and Monarto Safari Park and how they are designed to complement and not replicate each other.

## **4. Composition of the Board**

The Rules detail the composition of the Board, the manner in which Board members are elected or appointed, Board member terms and other matters relating to Board membership.

## **5. Office Bearers and Significant Board Roles**

### **5.1 Office Bearers**

#### **President/Chair**

The President has a dual role as Chair of Board meetings and, with the CE, as leader and public face of Zoos SA.

In their role as Chair they should:

- Have the confidence of the other Board members;
- Have a demonstrable understanding of the nature of their role, the role of the Board and its relationship with the Leadership Team;
- Have the experience and capacity to preside at Board and General Meetings;
- Have an understanding of formal rules of debate and be prepared to invoke such rules as required;
- Ensure that the business of each meeting is conducted in an orderly manner;
- Ensure that all Members have the opportunity to be heard and that discussion remains courteous at all times;
- Ensure that discussion is focussed on the agenda item of the moment;
- Ensure that decisions are made in accordance with the Rules and processes detailed in this Charter; and
- Sign the minutes of the previous meeting on adoption by the Board.

In their role as President they should:

- Act as leader of the Society and embody its principles and values;
- Act as spokesperson for Zoos SA as required;
- Be the public face of Zoos SA as required;
- Be an ambassador for Zoos SA;
- Ensure that Zoos SA is pursuing its strategic goals; and
- Ensure that Zoos SA is achieving good governance practice.

### **Vice-President/Vice-Chair**

The Vice-President is expected to stand in for the President/Chair when they are unavailable. There is often a reasonable expectation that the Vice-President is 'next in line' in terms of succession planning and so should become familiar with the scope and requirements of that role.

### **Election of Office Bearers**

The President and Vice-President shall be elected at a Board meeting held immediately prior to the Annual General Meeting each year.

Any Elected Member is eligible to be elected as an Office Bearer and may be nominated by any other Board member or may self-nominate at that meeting.

If there is more than one nomination for either position, a secret ballot shall be held and the nominee with the most votes shall be elected. Both Elected and Appointed Members are eligible to vote in such election.

## **5.2 Other Board Roles**

While only the President and Vice-President are defined as Office Bearers in the Rules, there are other significant Board roles to be noted:

### **Chair – Finance and Audit Committee**

The Finance and Audit Committee is one of the Standing Committees of Zoos SA and its role and terms of reference are detailed in this Charter.

The Chair of the Finance and Audit Committee is responsible for the operation of this Committee and for putting recommendations to the Board on the financial management of Zoos SA. They will be supported by the Chief Financial Officer in this role.

It is expected that the Chair of the Finance Committee will have a strong background in finance and business management and their responsibilities include ensuring that:

- The finances of Zoos SA are managed appropriately and for proper purposes;
- Financial reports are prepared for the Board;
- Budgets are prepared and approved;
- Recommendations are made to the Board on financial matters and adequately explained;
- There is adequate record keeping;
- Grant, sponsorship and other tied funding is appropriately acquitted and reported; and
- Audit requirements under the Associations Incorporation Act are met.

### **Chair – Risk and Governance Committee**

The Risk and Governance Committee is one of the Standing Committees of Zoos SA and its

role and terms of reference are detailed in this Charter.

The Chair of the Risk and Governance Committee is responsible for the operation of this Committee and for putting recommendations to the Board on matters of governance, compliance and risk. They will be supported by the Chief Executive, Chief Financial Officer and Secretary in this role.

It is expected that the Chair of the Risk and Governance will have a strong background in governance and risk management and their responsibilities include ensuring that:

- The highest standards of governance are identified and maintained;
- The risk appetite of Zoos SA is defined and risk strategies are clearly defined;
- A risk register is maintained and reviewed regularly;
- Compliance and regulatory requirements are identified and met;
- A compliance register is maintained and reviewed regularly;
- Board level policies are identified, developed and reviewed regularly;
- Recommendations are made to the Board on risk, compliance and governance and are adequately explained;
- Provide advice to the Board on the CE performance review and oversight of Leadership Team salaries;
- Identify, consider and provide advice to the Board on potential candidates for Board or Committee membership; and
- There is adequate record keeping.

### 5.3 Ex Officio Board Roles

There are two ex officio roles to be noted:

#### **Secretary/Public Officer**

The role of the Secretary/Public Officer is defined in the Rules as follows:

*The Board will appoint a Secretary of the Society on such terms and conditions as the Board determines.*

*The role of the Secretary will include:*

- *Responsibility for the taking and keeping of minutes of meetings of the Board and General Meetings of Members.*
- *Being the Public Officer of the Society for the purposes of the Act*
- *Being the Returning Officer for Society elections*
- *Such functions and powers, and in such manner, as delegated and determined by the Board from time to time.*

*Should any Officer appointed by the Board be temporarily absent, or temporarily incapable of performing their duties, the Board may appoint a person to act in that position.*

The Secretary/Public Officer attends all meetings of the Board, may speak with the permission of the Chair but has no vote at the meetings.

The Secretary/Public Officer is a voluntary position. They are appointed for a term of three years but may be re-appointed for additional terms without limit. It is expected that the Secretary/Public Officer will have a strong background in not-for-profit governance and/or law.

Appointment criteria for the Secretary/Public Officer are included at Appendix 6.3.



## Chief Executive

The role of the Chief Executive is defined in the Rules as follows:

*The Board will appoint a Chief Executive (CE) of the Society on such terms and conditions, including salary, as the Board determines.*

*The role and responsibilities of the Chief Executive will include:*

- *The day to day management of the affairs of the Society*
- *Functions and powers delegated by the Board and sub-delegation of those functions and powers with the approval of the Board*

*The Chief Executive will personally report to the Board at each meeting unless otherwise agreed.*

*The Chief Executive is responsible to, and reports to, the President between meetings.*

The Chief Executive is the sole employee of the Board.

The Chief Executive attends all meetings of the Board, may speak with the permission of the Chair but has no vote at the meetings.

The Board must set clear and measurable goals against which the performance of the Chief Executive will be measured. The Board must ensure that a formal review of performance is undertaken through a Board appointed committee at least annually. The Board is solely responsible for the performance of the Chief Executive; their remuneration and any actions taken against them for discipline, suspension or dismissal.

## PART 2 – BOARD FUNCTIONS

### 1. Conflict of Interest

#### 1.1 Independence and Potential Conflict

The effective management of conflicts of interest is critical to minimise potential reputation or brand damage, and stress or damage to an individual, the Board or Zoos SA as a whole.

Having regard to these guidelines, the Board works on the assumption that each Member is effectively independent. They are not a member of Management and are free of any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of Zoos SA.

Each Member's independence is assessed by the Board on an individual basis, focusing on an assessment of their capacity to bring independence of judgment to Board decisions. In this context, Members are required to promptly disclose any circumstance in which a conflict may exist or be perceived to exist, including:

1. Personal interests, particularly but not exclusively personal gain or the potential for personal gain.
2. Organisational interests, particularly but not exclusively where a Member may have to consider the same matter within a different organisational setting.
3. Other commitments or arrangements individuals have, within and outside Zoos SA.
4. Family interests.

It is possible for a Member to have a pre-existing potential conflict which is only recognised by the individual (and potentially by others) when a relevant matter is raised in a meeting or after a meeting. The key requirement is that the individual should notify the Chair as soon as

they become aware of the conflict or potential conflict. In the case of the Chair, they should notify the Secretary of any potential conflict.

A guiding principle of the Board is that it is critical to manage not just a conflict of interest but also the perception that there is or may be a conflict of issue. Accordingly, the ability for any or all of the Members to raise the issue of conflict at any stage is encouraged.

On becoming aware of a conflict or potential conflict the Chair should invoke the Conflict of Interest Management Process.

## **1.2 Conflict of Interest Management Processes**

Zoos SA manages conflict of interest through four key Conflict of Interest Management Processes, as follows:

### **Process 1:**

The Chair will provide all Members the opportunity at the start of each Board meeting to declare any conflict or raise any concerns regarding perceptions of conflict that have arisen or may arise in the course of discussing and progressing the agenda for that meeting.

This item is a standing Agenda item for each Board meeting.

### **Process 2:**

On being advised of a potential conflict the Chair, acting on the advice of the Board, then decides whether:

1. A conflict exists, and it is substantial enough to continue to pursue, and
2. Whether the Director needs to step out from the meeting/discussion, or whether the meeting/Board would benefit from the person remaining, and
3. Any other action needed.

Options include allowing the person with the conflict to remain in the meeting but not speak or vote and also the option of remaining in the room, speaking on the issue but not voting, or leaving the room for the discussion.

Whatever action is taken to manage the conflict needs to be included in the minutes or otherwise recorded clearly and transparently.

### **Process 3:**

For ongoing matters where a Member has a standing conflict, the Chair should make appropriate arrangements with the Member and others to ensure there is no impact from the conflict.

This should be recorded in the minutes at each meeting.

If the discussion of a conflict of interest involves the Chair they should immediately stand down for the duration of that discussion, with an Acting Chair (generally the Vice-President) appointed by the rest of the Board for that period.

### **Process 4:**

A conflict register is to be maintained and updated by each director and the CE annually or as a potential conflicts arises. It must include the names of organisations of which the director or CE, or the spouse of the director or CE, is a director or officer.

## **2. Decision Making**

### **2.1 Principles of Decision Making**

It is an important role of the Board to make decisions in the best interests of Zoos SA and its members. It is recognised that whilst the Board is a collective decision making body, each Member has an individual and personal liability for decisions.

Decisions do not have to be made by consensus. If there is a difference of opinion amongst Board members then, after sufficient time for debate, the Chair will call a vote and (unless otherwise required) a simple majority will prevail. Once a decision is made, it is the responsibility of each Member to publicly support that decision, regardless of their vote.

There are five principles of decision making that should guide this process:

- Did you take reasonable care?
- Did you act in good faith and for a proper purpose?
- Were you not influenced by personal interest?
- Did you make reasonable enquiry?
- Did you reasonably believe that the decision was in the best interests of Zoos SA?

## 2.2 Decision Categories

[The Board may consider developing categories of decision that require different approaches. For example, there may be some decisions that would be categorised as routine; some as significant (having a material impact and outside the scope of agreed plans) and some as major (having a major impact on Zoos SA outside the scope of agreed plans). The consultation process, information required, risk analysis and due diligence may require different guidelines for different levels of decision.]

## 2.3 Decision Making Process

[The Board may develop and insert any processes that should be established for particular types of decision]

## 2.4 Due Diligence

[The Board may develop and insert any processes that should be established as a guide to due diligence on particular types of decision]

## 3. Performance Review

It is the responsibility of the Board to engage in a review process annually. This can be done in a number of ways, from a process of self-review and reflection to an independently facilitated performance review. It is anticipated that the review process will more often be self-directed, but an independent review in circumstances where there are issues of Board conflict or organisational malaise would be appropriate.

A self-directed performance review may include the following:

- Defining the parameters against which performance is to be measured;
- Defining additional areas where input and suggestions would be productive;
- Compiling a survey instrument for completion by each Board member;
- Inviting feedback from the Chief Executive and Leadership Team on how the Board may support them and Zoos SA as a whole; and
- Distributing the de-identified summary results for reflection and discussion.

The Secretary, as an ex officio member of the Board, would have management of this process and would keep confidential the individual feedback of each Member.

As part of this review, the President should also have a confidential conversation with each Member regarding their perceptions of performance both individually and as a collective.

The outcomes of the review should include:

- A better understanding of the strengths and weaknesses of the Board, both collectively and

individually;

- An understanding of development opportunities for Board members;
- An understanding of how the Board and individual Board members can best serve Zoos SA and support Leadership; and
- A review of any aspects of the Charter related to issues raised by the review.

#### **4. Board Development**

Arising from the Performance Review process will be opportunities for Board Development both as a collective and individually.

It is recognised that Board Development is often overlooked amongst the many and competing investment priorities of Zoos SA, but there should be annual consideration of the following:

- What, if any, budget is available for Board Development?
- What areas of Board Development have been identified in the annual Performance Review?
- Are there opportunities for formal/informal training and/or mentoring to address these areas within the available budget?
- Are there areas of particular interest or expertise among Board members or Leadership that could be shared as a development opportunity?

It is recommended that a discussion on Board Development take place at the first meeting after the AGM and that a plan be developed accordingly.

#### **5. Succession Planning**

Succession Planning involves the Board systematically reviewing the skills and experience of its Members and identifying areas where there is a deficit that should be addressed. The Risk and Governance Committee will support the Board in this work.

The aims of Board succession planning include:

- Endeavouring to ensure the best possible Board mix of skills and experience required to achieve the goals of the Society;
- Ensuring that leadership within the Board is well managed and developed; and
- Building confidence in the Board by all stakeholders

To achieve this, the Board should:

- Identify skills that would be desirable in Board members, taking into account the changing needs of Zoos SA;
- Maintain a Skills Matrix noting the expertise profile of current Board members and identify any gaps;
- Discuss and identify potential candidates that may bring desirable expertise to the Board.

The Board will use this annual review as a basis for its selection decisions for Appointed Members and to provide guidance and encouragement to suitably qualified members when calling for nominations for Elected Members.

#### **6. Public Statements**

##### **6.1 Communication with Media**

The President is the only Board member authorised to communicate directly with the media. In circumstances where other Board members are asked to provide comment, they should refer the media representative to the President or the CE.

The President and the CE may agree to delegate responsibility for media comment to specific members or employees or others in relation to certain limited aspects of Zoos SA. Such delegations will be recorded and included in the Delegations Manual.

## **6.2 Communication with internal parties and non-media external parties**

Communication of Board matters with internal parties within Zoos SA (e.g. staff) should be undertaken through the President or CE.

In relation to external parties other than the media, it is recognised that Board members may have periodic contact with such parties as a result of attending Zoos SA or other events. Board members should exercise discretion in such circumstances to avoid making any comment that may be purported as expressing the view of the Board as a whole, except with prior permission of the President or the Board. This should not limit the conversations that Board members have about Zoos SA's work and possible future opportunities.

## **6.3 Promotions and Public Relations**

All Board Members are encouraged to be Ambassadors of Zoos SA within their business and social networks. Opportunities to promote the work and reputation of Zoos SA allow Members to add value to the Society.

In doing so, however, Members should:

- Remember the confidential nature of Board meetings and decisions made;
- Only share information that is publicly available at any time; and
- Advise the CE of any speaking engagements they are invited to give and seek assistance in preparation of presentation format and content.

# **7. Stakeholders, Engagement and Communication**

## **7.1 Partnerships**

It is recognised that Zoos SA would not be able to operate successfully without effective partnerships with similar or complementary organisations, education institutions, corporate businesses, government bodies and others. The term Partnership in this context does not necessarily imply a formal legal relationship but may include informal co-operative agreements between organisations to their mutual benefit.

The Board is responsible for ensuring that these partnerships are established with the appropriate people and groups, and that they are well managed. The President and CE will play a significant role in overseeing relationship management and those of a significant nature will generally be guided by a Memorandum of Understanding.

## **7.2 Commercial Relationships**

Commercial relationships with suppliers, sponsors and other for-profit entities also play a key role in the success of Zoos SA. It is important that these relationships be clearly defined, equitable and well managed whether they are a one-off sponsorship or a long term commercial arrangement.

The Board is responsible for ensuring that these commercial relationships are established and maintained to the benefit of the Society; that Commercial Relationship Guidelines are developed and implemented and that all significant relationships are reviewed regularly. It will generally be the role of the CE to form, document and manage these relationships on a day-to-day basis, but the President and Board may be more actively engaged with significant commercial relationships as required.

## **7.3 Stakeholder Engagement and Communication**

Optimising strategic engagement with stakeholders is the prime responsibility of the

President and the CE with the planned assistance of other individual Members as required.

Working with stakeholders and managing the relationships, partnerships and networks day-to-day are the business of the CE and the Leadership Team.

The CE will develop and regularly report on Stakeholder Engagement to the Board and ensure that a Register of commercial, stakeholder and partnership arrangements is maintained.

## **8. Policies**

Zoos SA will develop policies for all aspects of the organisation. The majority of these will be operational policies and procedures that are the responsibility of the CE and the Leadership Team. The Board has no role in the development and implementation of these policies, except to ensure that the necessary suite of policies to support legislative and regulatory compliance are in place. Regular reporting on this will be provided to the Risk and Governance Committee.

There are, however, a suite of Board level policies that must be reviewed and approved by the Board on a regular basis. The current list of Board level policies is included at Appendix 2.2.

Of these there are a smaller sub-set of policies that directly impact on the role and conduct of the Board itself. It is important that all Members are familiar with these, including:

- Code of Ethics
- Delegations Policy
- Privacy and Confidentiality Policy

## PART 3 – BOARD PROCESSES

### 1. Board Meetings

Board meetings are a fundamental component of organisational governance as outlined in the Rules. Each Board meeting is critical, as it is the main opportunity for Members to:

- Obtain and exchange information with the CE;
- Obtain and exchange information with each other; and
- Make decisions.

The Board meeting agenda is equally important, as it shapes the information flow and subsequent discussion at Board meetings.

#### 1.1 Meeting Frequency

The Board will meet at least six (6) times each year. At least two (2) of those meetings will be Workshops where particular topics of interest can be more fully discussed and the Leadership Team may be given the opportunity to present and answer questions pertinent to their operational responsibilities.

The CE will prepare a Board Calendar to be presented at the first Board meeting of each year with details of the meetings and Workshop topics for approval.

#### 1.2 Meeting Time and Location

The location and time of Board meetings will be advised in the Meeting Agenda prior to each meeting. As a general rule, Board meetings will be held on the last Tuesday of the month, at Adelaide Zoo commencing at 5.00pm. Online options will also be supported as required.

At least one meeting each year will be held at Monarto Safari Park and will include a site tour. A site tour of Adelaide Zoo will also be included on the Board Calendar.

#### 1.3 Meeting Cycle

Board meetings follow an indicative cycle as shown in the table below. This ensures that adequate time is allowed for review of board papers prior to each meeting and for actions to be taken after each meeting.

ITEM	WORKING DAYS
Draft agenda prepared by the CEO and forwarded to the Chair	-7
Reports requested and forwarded for inclusion	-7 to -4
Board papers and agenda are finalised	- 4
All Board papers are circulated to Board meeting attendees	-3
Members review agenda and attachments prior to board meeting	-3 to 0
Board meeting	0
Draft minutes sent to Chair and CE for review	1 to 3
Final minutes sent to Members for review	2 to 4

This is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each individual meeting.

#### **1.4 Conduct of Meeting**

The Chair is responsible for the management and conduct of the meeting. The role of the Chair includes the following:

- Ensure that all members are heard;
- Retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance the discussion;
- Take care that the decisions are properly understood and accurately recorded; and
- Ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

The CE is expected to make regular presentations to the Board and may speak, but does not have a vote.

#### **1.5 Quorum and Voting at Meetings**

The rules for a quorum and voting are as stated in the Rules.

### **2. Out of Session Decisions – Written Resolutions via email**

If there is an urgent item to resolve, then the Board will follow the following broad approach:

1. The email is written using a consistent format to aid in effective decision-making, with only the information as needed for the single item decision.
2. The email is released by the President or CE to all Members with clear time parameters that are driven by the matter.
3. The CE ensures that all Members know that there is an urgent Out of Session Decision email that has been sent to them (usually by phone or text) and advising of the need to please check communiques within 24 hours.
4. Acknowledgement of receipt of the email is expected as soon as practical from all Members. The email provides the required time frame for response, and the assumption is always that if there is no response other than the acknowledgement, the recommended course of action is supported.
5. Board members have at least 24 hours or the time frame as per the email to consider their response and vote by return email.
6. Responses are managed by the CE and communicated to the President. If the President decides there is significant dissent in responses, the President may then arrange a virtual or urgent Board meeting.
7. A record of all responses and any decision action is compiled by the CE.
8. The decision is ratified at the following Board meeting.

### **3. Board Meeting Agenda**

#### **3.1 Agenda Content**

The Board agenda includes the notice of the meeting, time and location and sets out items of business to be dealt with in the meeting.

The agenda is designed to allow sufficient time for Members to focus on strategic discussion and decisions, with more routine matters discharged promptly.



### **3.2 Agenda Preparation**

The CE, in consultation with the Chair, is responsible for preparing an agenda for each Board meeting. However, any Member may request items or notices of motion be added to the agenda no later than four (4) working days prior to the meeting.

With the exception of a CE report on matters arising since the distribution of the agenda, no other items of business will be included.

The CE may circulate the agenda with the Board papers via email or other agreed electronic means.

## **4. Board Papers**

### **4.1 Preparation and Circulation of Board Papers**

The CE is responsible for the preparation and circulation of Board papers. It is expected that the CE will receive the appropriate reports from committees, working groups and the relevant staff in a timely manner.

Reports or any other information supporting each agenda item should adequately inform the debate, add to the discussion and help Members to reach a decision. Effective papers should have the right balance between data and detail, analysis and insight, drawing on relevant expertise. They should be written succinctly, follow a consistent format and clearly identify the issues, stating the resolution recommended.

Board Reports should clearly state whether they are for information or decision and, if the latter, should contain a clear recommendation on the resolution sought.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular Member, the relevant Board paper will be removed from the set of Board papers sent to that Member. In the case of the Chair having a conflict of interest, the Vice-Chair will make a decision on the forwarding of those Board papers to the Chair.

### **4.2 Retention of Board Papers**

The Secretary will ensure that a complete set of Board papers is kept at Zoos SA registered address. Individual Members may also retain their own Board papers in a secure location.

### **4.3 Note-Keeping on Board Papers**

The only records of Board meetings are the official records kept at Zoos SA. However, Members may choose at their discretion to keep their own personal notes or comments on Board papers.

Individual Members should be aware that the personal notes and comments they choose to make are discoverable under law and so should proceed with caution in this regard.

## PART 4 – COMMITTEES

The Board may form a variety of committees and working groups in order to assist with a task that belongs to the Board and/or to provide clear, well supported advice to the Board. Committees and working groups build expertise and alleviate the workload of the whole Board, as well as enabling the engagement and optimal use of key stakeholders

Committee and working group powers are subservient to those of the Board and need to be detailed in writing in Terms of Reference. A template for Terms of Reference is included at Appendix 3.1.

Committee and working group members are not to be paid remuneration, but Zoos SA will pay or reimburse any reasonable and proper expenses incurred by members in carrying out their duties

In some instances, the Board will direct a committee or working party to research an issue and report back to the Board with a recommendation on that issue. In these instances, the committee or working party has the power to obtain any information necessary to arrive at the recommendation, but the Board retains the final decision-making power.

The Board has ultimate responsibility for actions recommended by any committee or working group.

### 1. Committees

These are standing groups formed to achieve specific elements of the governance function and have a delegated authority from the Board. Standing Committees will be chaired by a Board member and include Board members within their membership but may also include other members on the basis of their expertise and potential to contribute to the Committee.

Zoos SA Standing Committees currently are:

1. Finance and Audit Committee
2. Risk and Governance Committee

Other committees may be formed from time to time for standing or ongoing tasks with specific terms of reference.

Terms of Reference for the Finance and Audit and Risk and Governance Committees are included at Appendix 3.2 and 3.3 respectively.

### 2. Working Groups

Working Groups are groups that are formed to achieve a specific need identified by the Board. They are time and outcome limited as defined in their Terms of Reference.

A working group will usually be chaired by a Member and will report formally to the Board on completion of their task.

### 3. Circulation of Committee and Working Group Minutes

All committee and working group minutes are to form part of the business papers for the next Board meeting. Committee minutes are to be noted by the Board. Minutes should be accompanied by a cover sheet that clearly identifies recommendations to the Board, issues to be brought to the attention of the Board (red flag issues) and issues on which clarification is sought.

### 4. Communication between Committees and Working Groups

The Board should facilitate good communication and information sharing with and between Committees and Working Groups, particularly where their field of activity intersects. This ensures that Committees and Working Groups are not duplicating effort or inadvertently working at cross purposes. Chairs of each Committee are always welcome as observers at other Committee meetings. The flow of communication and information sharing will be the responsibility of the CE.

## **PART 5 – MEMBERSHIP**

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### **1. Members**

Zoos SA is a member based organisation and the Board is, ultimately, responsible to the membership for the stewardship of the Society. Zoos SA membership models, strategies, categories and fees are therefore the responsibility of the Board.

Zoos SA differs from many member based organisations in that many of our members join primarily to access Adelaide Zoo and Monarto Safari Park rather than to participate in the governance of the Society. However, we must also recognise that within the membership there exist those that passionately support the conservation aims of the Society and take an active interest in its governance and management.

Issues of membership must also take into account the operational considerations of our systems and processes, budget requirements and the purpose and values of Zoos SA.

Membership Criteria may be set by the Board and are included at Appendix 5.3.

### **2. Categories of Membership**

There should be sufficient categories of membership to meet the needs of our supporters and the visiting public but not so many that they become confusing or unwieldy and beyond the capacity of our operational systems from time to time.

Decisions on membership categories should also be informed by research; demographics and other data; membership statistics and feedback.

Current categories of Membership are included at Appendix 5.1

### **3. Fees**

Membership fees should be set taking into account a number of considerations, including:

- Budget requirements of Zoos SA
- Comparisons with other Australian zoos and entertainment options
- Economic environment
- Value

Current membership fees are included at Appendix 5.2

### **4. Membership Strategy**

Categories of membership offered, membership fees, packaging, discounts and incentives must all form part of the broader membership strategy of Zoos SA. The aims of our strategy should include:

- Maximising member numbers
- Maximising member value
- Maximising member retention
- Encouraging individual conservation awareness and action
- Encouraging additional giving through donations and bequests

The Board should review the Zoos SA Membership Strategy annually.

## **APPENDICES**

### **PART 1 – BOARD ROLE AND GOVERNANCE**

Appendix 1.1 Board Nomination Form

### **PART 2 – BOARD FUNCTIONS**

Appendix 2.1 Code of Ethics

Appendix 2.2 List of Board Policies

### **PART 3 – BOARD PROCESSES**

### **PART 4 – COMMITTEES**

Terms of Reference

Appendix 3.1 Template

Appendix 3.2 Finance and Audit Committee

Appendix 3.3 Risk and Governance Committee

### **PART 5 – MEMBERSHIP**

Appendix 5.1 Membership Categories

Appendix 5.2 Membership Fee Schedule

Appendix 5.3 Membership Criteria

### **PART 6 – MISCELLANEOUS**

Appendix 6.1 Review of the Charter

Appendix 6.2 Form of Proxy

Appendix 6.3 Appointment Criteria for Secretary/Public Officer