



FMP04	Board Governance Policy	06/2018
-------	-------------------------	---------

Version Control	
V3	06/2018

Purpose

The purpose of this Policy is to ensure that World Urban Parks has appropriate practices and controls in place to manage the Board and Executive performance.

This Policy will cover the appointment, attendance, performance and authority of the Board, Chair and Ambassador positions.

This Policy will be further developed over time and will need to be considered in relationship to other Governance and Financial Policies of the Board.

Board Appointment

This will be in accordance of the requirements of the constitution.

Board Attendance

The Board at the March 2018 meeting approved the Attendance Requirements of Board Members as:

- A Board member who doesn't attend any Board meetings in a given 12-month period, should automatically forfeit their position
- A Board member who only attends one Board meetings in a given 12-month period, should be required to provide a valid explanation

Board Performance Review

To be developed

Board Authority

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

Oversee the strategy-setting, resource allocation and performance evaluation processes by:

- Input into, and endorsement of, an appropriate vision, mission and values
- Developing strategic direction in conjunction with the CEO and ensuring it is consistent with the vision for the organisation
- Approving the annual strategy, operational plans and budget
- Endorsement of fundamental changes which seek to alter the aim or content of WUP Portfolio structure
- Appointment and remuneration of Chief Executive Officer (CEO) and monitoring performance of the CEO
- Approving levels of delegations and authorities within WUP
- Evaluate their own performance as a Board each year using appropriate evaluation mechanisms

Oversee WUP's financial performance and risk compliance by:

- Approving the appointments of external auditors recommended by the Governance Portfolio
- Approving WUP's audited annual accounts
- Endorsing changes to the budget in excess of a 10% variation
- Approving and monitoring progress of major capital expenditure
- Working with the CEO to develop and implement effective fundraising strategies

Oversee the governance of WUP by:

- Appointing appropriate people to the Board, Sub-Committee and CEO positions
- Refining WUP's governance structures and processes as required
- Annually reviewing, ratifying and reporting on systems of risk management and internal compliance and control, codes of conduct and legal compliance
- The Board may create or dissolve Sub-Committees as it thinks necessary to assist in the discharge of its duties and appoint or remove people from those committees as it thinks appropriate.

Ambassador Role

- The Ambassador(s) will play a key role in:
 - advocating and representing the organisation in conjunction with the Chair and CEO
 - achieving WUP's vision and mission
- They will be appointed for a maximum of two 3 years terms with an initial review after 6 months and then subject to yearly reviews
- There will be no more than 4 WUP Ambassadors at any one time
- Ambassador(s) will be appointed and reappointed by the Board of WUP
- Ambassador(s) will not be a member of the Board or management
- Ambassador(s) will be invited to attend Board and Executive meetings at the invitation of the Chair

- Ambassador(s) will be invited to participate in Portfolio meetings at the invitation of the Chair and CEO
- Ambassador(s) will maintain a close working relationship with the Chair and CEO and will meet at least quarterly with the Chair and CEO to discuss activities
- Ambassador(s) will participate in key strategic WUP events, sessions and forums

The Board Chair is a leadership role and is responsible for the following:

- Taking a leading role in achieving WUP's vision and mission
- Managing Board meetings to ensure that they function effectively, interact with management optimally and fulfil all their duties
- Optimise the relationship between the Board and management. Reflect any concerns management has in regard to role of Board and any concerns of the Board to the CEO
- Ensure that Chair succession is planned as part of good governance
- Annually ensure that the Board reviews governance that relates to its own structure, role and relationship to management
- Facilitate the development of appropriate performance monitoring models for evaluating the performance of the Board, its committees and individual Directors.
- With the Governance Portfolio, responsible for recruiting board members to maintain composition and diversity of skills/experience of Board and committees. Assist with succession planning for Board Chair, committees and CEO
- In consultation with whole of Board, prepare an annual performance review of the CEO
- With the CEO, act as WUP spokesperson to the media, government and other organisations

Board Positions

- The Board may choose to appoint Directors to the roles of Deputy Chair
- Deputy Chair will deputise for the Chair where required
- Board is aware of and understands the group's financial situation and performance.
- Portfolio Chairs will abide by the Terms of Reference for their committee and regularly report back to the Board

Relationship with Management

- The WUP management team is responsible for executing WUP's strategy and delivering the outcomes agreed with the Board.
- The Board has no role in day to day management of the organisation.
- The Portfolios and Committee's work to assist the management to achieve the WUP's strategy and outcomes

Authorised:	By Board on 12 th June 2018
-------------	--