



CHARTER OF THE BOARD OF DIRECTORS

OPEN GARDENS AUSTRALIA

MISSION

The mission of Open Gardens Australia is to promote the enjoyment, knowledge, and benefits of gardens and gardening in the Australian community, and to build strong public support for the development of gardens across the nation. Its Board of Directors operates within this focus.

CHAIRMAN

The Board is chaired by a director who is elected by a resolution of the Board.

COMPOSITION

The constitution of Open Gardens Australia allows for 20 directors, one of whom may be the CEO.

Non-executive directors fall into two groups. The directors who chair regional committees serve as directors for the term of their chairmanship, which is set at 3 years but which may be extended by further one-year terms by a resolution of the Board.

The other group of non-executive directors are chosen to represent a range of skillsets needed to operate the company (legal, financial, marketing and risk). These directors may serve up to two terms of three years each, renewed on a rotating basis. At the expiry of the second three-year term, a director may be re-elected to the Board but such election is on an annual basis.

In recognition of the company's close ties with the Australian Broadcasting Corporation, at least one representative of the ABC serves as a director.

All non-executive directors act in a purely honorary capacity, receiving no remuneration for their services as directors beyond reimbursement of certain travel and occasional out of pocket costs.

ROLE AND RESPONSIBILITIES

Key responsibilities of the Board, some of which may from time to time be delegated to its committees, include:

- Understanding the aims and mission of the company and, within this context, monitoring its financial performance to ensure there are sufficient funds.
- Approval and monitoring of strategies, ensuring the company has clearly identified goals and objectives.
- Reviewing, approving and monitoring budgets and financial plans, and ensuring the integrity of financial statements.
- Approval and monitoring of capital expenditure.
- Appointing and monitoring the CEO and reviewing his/her performance and remuneration.
- Reviewing and monitoring the company's Risk Management register.
- Establishing and maintaining performance objectives and remunerations systems appropriate to a not for profit organisation.

BOARD SUB COMMITTEES

The Board shall establish committees to assist in meeting its responsibilities and in providing expert advice. These committees are constituted as sub committees of the Board and operate under charters approved by the Board.

- **Regional committees**, each chaired by a director, oversee the company's operations at a regional and local level. These committees have responsibility for the development of the annual program of garden openings, and for monitoring and managing regional budgets. The members of regional committees act in a purely honorary capacity and receive no remuneration for their services beyond reimbursement of occasional out of pocket expenses. Regional committees draw their membership from garden owners and other stakeholder groups in the community. Regional co-ordinators (staff members of the company) are also members of these committees.
- **Remuneration and Nominations Committee** oversees the employment and remuneration of the CEO. This committee also has responsibility for selecting and making recommendations on Board membership.
- **Finance and Audit Committee** oversees the financial performance of the company, preparation of annual budgets, capital expenditure, cash management, systems of internal control and the external audit function. Membership comprises a majority of non-executive directors together with the CEO, the Finance Manager and the National Events Manager.
- **Marketing Committee** oversees all areas of marketing including market research, communications strategy, and branding. Chaired by a non-executive director, it includes in its membership other non-executive directors, the CEO, other staff members, members of regional committees and others chosen to represent a range of necessary skillsets.
- **Risk Committee** oversees the company's identification, assessment and control of risks. It is chaired by a non-executive director, and includes the CEO, National Events Manager and other non-executive directors.

INDUCTION AND TRAINING

Open Gardens Australia has in place appropriate training tools. New directors and members of regional committees are issued with kits outlining the operation of the company at all levels and their duties and responsibilities as directors/committee members. In addition, annual training programs are run for garden selectors.

CONFLICT OF INTEREST

In accordance with current best practice, directors shall disclose to the Board details of transactions which may create a conflict of interest. Conflict of interest issues are a standard agenda item at all Board and committee meetings.

PERFORMANCE EVALUATION

Because our non-executive directors fall into two groups, different forms of evaluation are taken into account. In the case of the regional directors, their position as directors is determined by their chairmanship of a regional committee, to which they are re-elected annually. The chairman and directors, who are appointed on the basis of specific skills, are reappointed subject to review by the Board.

The Board reviews its own performance in relation to Open Gardens Australia strategic goals on an annual basis. The performance of the Board's sub committees is assessed by the Board on an ongoing basis, and a review of their membership is undertaken annually.

The Remuneration and Nominations committee undertakes an annual review of the CEO's performance as benchmarked against agreed KPIs. The CEO and the relevant directors carry out annual performance assessments of all other paid employees.

MEETINGS

The number of meetings held each year is at the discretion of the Board and is usually five. Because of the wide geographic spread of our directors, the majority of these meetings are by telephone hookup. All meetings are formally structured with agenda, supporting papers and minutes of prior meetings distributed sufficiently in advance.

The Board usually holds one face to face Board meeting in each financial year. Such meetings allow the Board to review its activities and develop new strategies. These meetings are held from time to time at different locations around Australia: this serves the purpose of raising the profile of the Board and the company within the regions, and provides an additional opportunity for the Board to receive input from regional stakeholders.

STAKEHOLDERS

Open Gardens Australia embraces a very broad group of stakeholders. Principal among these are our garden owners, committee members and garden selectors. Numerous other volunteers, many associated with charities, contribute to our open days. The ABC, a supporter of the company since its inception in 1987, is closely involved in our ongoing development.

Other stakeholders include the commercial media, tourism authorities, and members of the nursery and horticultural industry.

A national newsletter is sent biannually to all stakeholders associated with the company. In addition to this, the annual Guide is an endorsed tool of the Board in disseminating the Board's vision for the company.

The Board delegates the Chairman and the CEO to act as spokespeople on issues and to attend events as representatives of Open Gardens Australia.

NATIONAL CONFERENCES

From time to time Open Gardens Australia holds a national conference at which volunteers representing the broad spectrum of our activities come together with the Board and staff. Such an arrangement provides an opportunity to exchange views and ideas, and for directors and other stakeholders to observe the effectiveness of Board decisions at national, regional and local levels.

DIVIDEND TO THE AUSTRALIAN COMMUNITY

Open Gardens Australia is committed to returning surplus funds to the community. This is achieved via our grants program whereby funds are returned to garden-related projects across Australia. The program is run in conjunction with ABC Radio. The selection criteria and judging of these awards is approved by the Board and overseen by the CEO and regional committees.

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