

Charter of Corporate Governance 2010

WWF-Australia Board Charter of Corporate Governance

Approved by the WWF-Australia Board 3rd June 2010

The Board of WWF Australia is bound by the provisions of the Corporations Act 2001. Directors owe duties to the company under that Act and under general law.

WWF-Australia is a member of the Global WWF Network and its membership of this Network is governed by a contractual agreement (WWF National Office Agreement and Licence) with WWF International. Compliance with this Agreement is a precondition for membership of the WWF Network.

This Charter of Corporate Governance summarises the principal duties of the Board in three respects:

First, those matters for which it holds itself accountable acting as a collective Board;

Second, those matters for which each Director accepts individual accountability, and;

Third, those further matters for which the President of the Board accepts leadership responsibility.

The Collective Role of the Board

In addition to those powers and duties specifically set out in the constitution, the Board shall:

- Appoint, support, fix the remuneration of, review and, where necessary, dismiss the Chief Executive Officer as and when it deems appropriate, in accordance with the Constitution and contractual agreements.
- Adopt policies and procedures with a view to ensuring compliance with applicable laws, regulations and requirements of regulatory bodies.
- Determine from time to time those of its powers and duties to be delegated to the Chief Executive Officer.
- Review, amend and support the principles and policies of the Company and from time to time review the Constitution.
- Develop, review and monitor a strategic plan for the Company having regard to the need for alignment with WWF's global mission and strategy.
- Review the operations of the Company, including progress towards its objectives, financial management, risk management, reputation and effectiveness.
- Review and approve the annual budget.
- Promote the Company to its stakeholders and to the community.
- Adopt policies and procedures with a view to ensuring that appropriate measures are taken to reduce risk to the Company, its assets and its members, and evaluate those policies and procedures.
- Maintain a high level of effectiveness through the recruitment, induction and development of Directors, and by reviewing its own performance and that of its members.

However, the Board is not a management or executive committee, and its members are not managers or executives of the company. Day to day operation of the company is the responsibility of management in compliance with the policies adopted by the Board.

The Responsibilities of Directors

- Each member of Board shall be familiar with the following documents:
 - The Constitution of WWF-Australia.
 - The Committee and Board Charters.
 - The WWF National Organisation Agreement (dated 5 August 1997).
 - The WWF Mission and Guiding Principles.
 - The WWF Global Program Framework
 - The Finance, Audit and Risk Management Committee Charter.
 - "The Green Book".
- Directors will engage in an informed, respectful, collegiate and proactive manner in the issues before the Board and their committees, and read all relevant documents, supporting decisions when made and keeping board discussions confidential.
- Directors will be mindful, when undertaking their duties, of the environmental, social and heritage expectations of stakeholders
- Directors while engaged in the governance of the Company will represent at all times the interests of the Company and will openly declare any potential conflict of interest and where appropriate in the case of a conflict of interest not participate in the relevant process or decision.
- Each Director will engage with the Governors of WWF-Australia by attending functions and events from time to time.
- Each Director will be an enthusiastic ambassador for WWF.
- Directors duties include to be honest, exercise a high level of care and diligence as required by the law, maintain confidentiality and not misuse their positions, or information gained from being on the Board.

Additional Responsibilities of the President

To facilitate the processes of the Board and to provide leadership in furtherance of the objectives of the Company, the President shall:

- Work in partnership with the CEO on all current issues relevant to the Company's governance.

- Work to ensure all Directors are fully briefed, aware of their roles and responsibilities, and actively participate in Board and Committee meetings and other Company activities.
- Maintain an open, supportive and communicative relationship between Directors and the CEO.
- Work to ensure that the Board's processes contribute to the leadership and vision of the Company, while reflecting the environmental, social and heritage expectations of stakeholders.
- Guide debate and discussion to ensure priority matters are dealt with through effective use of time.
- Guide the ongoing development of the Board as a whole and Directors individually.
- Ensure all Directors are fully briefed on Network Priorities and kept fully informed of major developments in the Network.
- Work to ensure that management provides information for meetings in a timely manner and in sufficient detail to enable Directors to make the necessary decisions and recommendations.
- Oversee succession planning for the CEO.
- Ensure periodic evaluations are undertaken of his or her performance, the performance of the CEO, the Board and individual Directors on the basis of agreed criteria.

EXCERPT FROM PAPER ADOPTED LAST YEAR
Chairman/ President

1. Role of Chairman/President
 - a. To chair meetings of the directors and governors, guiding and facilitating discussion.
 - b. To provide some leadership to the board and the company
 - c. To be a confidential sounding board for issues, and a mentor, for the CEO.
 - d. To handle confidential, sensitive communication on issues between CEO and board.
 - e. To monitor more closely the CEO and management, and information flow to directors.
 - f. To provide profile and connections for WWF Australia (particularly if CEO's skills are elsewhere)
 - g. To represent WWF Australia (with the CEO) at WWF International conferences, and in other forums within Australia
2. Skills and experience
 - a. The time and energy to devote to the role (about one and a half days per week).
 - b. Commitment to the organisation, its values and goals.
 - c. Some board and governance experience in other complex organisations.
 - d. Leadership.
 - e. (Depending on the CEO) some profile and networks, an ability to handle press, etc.
 - f. Public speaking.
 - g. An ability to handle the representative role
 - h. An ability to engage with people at events and generally
 - i. An ability to listen and to generate trust, tact.
 - j. Knowledge and experience of WWF
 - k. Complementary attributes to CEO (ie strengths and skills where CEO may not be so strong).