



Migration Institute
of Australia

Board Charter

Approved by the Board 20 August 2025

1. Introduction

This Board Charter sets out the role and responsibilities of the Board of the Migration Institute of Australia (Institute) in achieving the Institute's purpose. The Board is responsible for the overall operation and stewardship of the Institute.

The Board will carry out those responsibilities and powers as set out in this Charter, honestly, fairly and diligently, in accordance with the law and the Institute's Code of Ethics and Practice in serving the interests of the Members of the Institute, as well as its employees, business partners and the community.

The Board will work to promote and maintain an environment within the Institute that establishes these principles as basic guidelines for all of its employees and representatives at all times.

2. Role, objectives and responsibilities of the Board

2.1 Role of the Board

(a) The role of the Board is to provide leadership and governance of the Institute's purpose and mission.

(b) The Board's key objectives are to:

- (i) advance the Institute's purpose and mission;
- (ii) ensure the Institute is properly governed;
- (iii) develop the Institute's strategic goals; and
- (iv) increase the Institute's value to members, stakeholders, the profession and society more broadly, in accordance with and furtherance of the purpose.

(c) In fulfilling its objectives, the Board will determine and monitor:

- (i) the Institute's strategic framework and its strategic goals;
- (ii) policies governing the operations of the Institute and the conduct of its members;
- (iii) the Institute's risk management framework;
- (iv) powers and functions of Standing Committees, Branch and Chapter Committees, Advisory Panels, and other committees as many be established from time-to-time; and
- (v) annual progress and performance of the Institute in implementing its strategic goals and objectives.

2.2 Responsibilities of the Board

The Board is responsible for:

- (a) the overall governance and setting the strategic direction and financial objectives of the Institute by constructive engagement in the development, approval and modification of the Institute's strategy;
- (b) reviewing and approving business results, business plans, the annual budget and financial plans;
- (c) appointing, reviewing the performance of, and removing the Company Secretary;
- (d) appointing, reviewing the performance of and removing the Chief Executive Officer (CEO), and

- determining the terms and conditions of appointment, including the remuneration package;
- (e) monitoring the Board composition, Director selection and Board processes and performance
- (f) monitoring Management's implementation of the Institute's strategies and financial objectives;
- (g) ensuring the Institute complies with the Corporations Act and all other applicable laws and ethical standards;
- (h) establishing and regularly reviewing board-level governance policies and the policy platform;
- (i) providing advice and counsel to management on a periodic and ad hoc basis, adding strategic value;
- (j) decision making in relation to initiatives or matters otherwise not dealt with as part of the strategy process;
- (k) monitoring financial results on an on-going basis;
- (l) authorising and
- (m) ensuring the Board's effectiveness in delivering best practice corporate governance; and in performing the responsibilities set out above, the Board should act at all times in a manner designed to create and continue to build sustainable value for Members of the Institute and, in accordance with duties imposed upon them by the Constitution and by law
- (n) ratifying Life Members for referral to and approval by the members in general meeting
- (o) approving Fellows and Associate Fellows
- (p) monitoring and influencing the Institute's culture, reputation and ethical standards, to satisfy itself of alignment with its purpose and values, the achievement of the corporate strategy and conduct which is lawful, ethical and responsible;
- (q) ensuring adequate risk management processes
- (r) approving 2 Voting Members proposed to the Board through an Expression of Interest process as Members of the Nominations Committee

2.3 Role of the National President

- (a) The National President will be appointed in accordance with clause 16 of the Constitution.
- (b) The National President serves as the Chair and head of the Board, providing leadership of the Board and in the strategic direction of the Institute.
- (c) The National President's responsibilities include:
 - (i) providing the appropriate leadership to the Board and the Institute;
 - (ii) ensuring the Board is well informed and effective;
 - (iii) facilitating Board discussions to ensure the core issues facing the organisation are addressed while ensuring that Directors, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and the Institute;
 - (iv) maintaining a regular dialogue and mentor relationship with the CEO;
 - (v) being the Board's representative in dealings with Management ensuring that the Board's views are communicated clearly and accurately;
 - (vi) representing the views of the Board to the public, governments etc on appropriate occasions;

- (vii) ensuring that the Board meetings are conducted competently and ethically;
- (viii) ensuring that General Meetings are conducted efficiently and that Members have adequate opportunity to air their views and obtain answers to their queries;
- (ix) ensuring that new Board members are well briefed and have access to information on all aspects of the Company's operations;
- (x) guiding and promoting the on-going effectiveness and development of the Board and individual Directors.
- (xi) setting agendas for the Board Meetings.

2.4 Role of Individual Elected Directors

1. Fulfil legal and common law obligations (as outlined under Legal Obligations)
2. Fulfil the Board responsibilities as set out in the MIA Elected Director Role Description
3. Become familiar with the fundamentals of the business of the Institute
4. Stay informed and make appropriate inquiries about the Institute's activities
5. Monitor generally, the Institute's affairs and policies
6. Maintain familiarity with the Institute's financial status, including review of its financial statements and board papers and make further inquiries into matters revealed
7. Have an informed opinion of the Institute's financial capacity and solvency
8. Participation in quarterly Board meetings and additional committee work
9. Attend an annual strategic planning session and the MIA National Conference
10. Directors are required to read the Corporate Governance Statement and the Policy on Conflicts of Interest and provide a Disclosure of Interests declaration each year.

2.4.1 Legal Obligations

In accordance with legal and statutory requirements, directors are required to:

1. Discharge their duties in good faith and act honestly in the best interests of the Institute with the level of skill and care expected of a director of a public company.
2. Owe a fiduciary duty to the Institute using the powers of office for a proper purpose
3. Avoid conflicts of interest
4. Act for the benefit of the Institute at all times
5. Not take improper advantage of the position of director
6. Not allow personal interests, or the interests of an associate, to conflict with the interests of the Institute

7. Make reasonable inquiries to ensure that the Institute is operating efficiently, effectively and legally towards achieving its goals
8. Undertake diligent analysis of all proposals placed before the Board
9. Prevent insolvent trading
10. Statutory duties including in workplace health and safety law.

2.4.2 Responsibilities

The duties and responsibilities of specific directors are more fully set out in the role descriptions for Elected Directors and Appointed Directors and as otherwise determined or amended by the Board from time to time.

2.4.3 Independence

Directors are expected to bring independent views and judgement to the Board's deliberations. A Director's independence is considered in accordance with the best practice recommendations released by the ASX Corporate Governance Council (Principles). In considering such evidence or argument the Institute considers both the quantitative and qualitative aspects of the relationship in question.

2.4.4 Dealing with External Stakeholders

Generally, communication with the media on Institute related issues will be undertaken by the CEO, the National President or the person appointed to be responsible for public relations. Directors are not expected to become involved with the media on Institute affairs in the normal course of business.

2 Powers and Duties

3.1 General powers

The Board is responsible for the governance, business and affairs of the Institute and may exercise all the powers of the Institute which are not required by the law or the Constitution to be exercised by the members.

3.2 Duties

The directors must comply with their duties as directors under legislation and common law which are:

- a) to exercise their powers and discharge their duties in good faith and act honestly in the best interests of the Institute with the level of skill and care expected of a Director of a public company;
- b) owe a fiduciary duty to the Institute using the powers of office for proper purpose, in the best interests of the Institute;
- c) act with required care and diligence, demonstrating commercial reasonableness in their decisions;
- d) to disclose any actual, potential or perceived conflicts of interest;
- e) not to make improper use of information gained through their position as a Director;
- f) not take improper advantage of the position of Director;
- g) not allow personal interests, or the interest of an associate, to conflict with the interests of the Institute;
- h) make reasonable inquiries to ensure that the Institute is operating efficiently, effectively and legally towards achieving its goals;
- i) undertake diligent analysis of all proposals placed before the Board;
- j) to ensure that the financial affairs of the Institute are managed responsibly; and
- k) not to allow the Institute to operate while insolvent.

3.3 Powers Reserved for the Board

In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- (a) Select and appoint the Company Secretary, determine their conditions of service and monitor performance against established objectives;
- (b) Select and appoint the Chief Executive Officer, determine their conditions of service and monitor performance against established objectives;
- (c) Approval of any matters in excess of discretions that it may have delegated to the Chief Executive Officer and senior management in relation to credit transactions, risk limits and expenditure, and
- (d) Approvals of each of the following:
 - (i) the strategic plan, at least annually;
 - (ii) the budget, at least annually;
 - (iii) significant changes to organisational structure and the appointment of such senior officers as the Board may determine;
 - (iv) the acquisition, establishment, disposal or cessation of any significant business of the Institute; and
 - (v) any changes to the discretions delegated from the Board.

3.4 Board's Rights

Each Director has the right to seek independent professional advice, at reasonable cost, in connection with their duties as Directors or in relation to the Institute and its business, however, approval must be sought from the National President before the advice is sought and such approval shall not be unreasonably withheld. These costs are to be borne by the Institute. The information must be made available to the rest of the Board.

Each Director has access to such information within the Institute which will be provided to and kept by the CEO.

4 Composition of the Board and Meetings

4.1 Membership of the Board

- (a) The composition of the Board will be reviewed regularly, and in any event no less than once every year, to ensure an appropriate mix of expertise, skills and experience to assist with the furtherance of the Institute's purpose and the achievement of its strategic direction.
- (b) In undertaking the review pursuant to clause 4.1(a), the Board will be cognisant of the Board Skills Matrix and best practice governance principles to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.
- (c) In accordance with clause 15.1(a) of the Constitution, the minimum number of directors is five (5), and at all times the Elected directors must constitute a majority of the Board.
- (d) In accordance with 15.1(b) of the Constitution, the Board will comprise the five Directors ~~Branch Presidents (Branch Directors)~~ elected in accordance with the Rules of the MIA (Elected Directors) and up to three (3) Directors appointed by the Board (Appointed Directors) following recommendation by the Nominations Committee.
- (e) All Directors currently have a fixed term of no more than two consecutive terms of office.

4.2 Meetings

- (a) The Board meets formally at least four times per annum and whenever necessary to deal with urgent matters which might arise between scheduled meetings.
- (b) In accordance with clause 24.5 of the Constitution, a quorum consists of any four (4) directors of which the Elected Directors must be the majority.
- (c) Board and Committee papers are provided, where possible, to Directors at least five days prior to the relevant meeting to enable them to participate in an informed manner.
- (d) The Chair may request the attendance of any person at the meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting. That person should be noted in the minutes for the meeting as an attendee and can speak at the meeting at the invitation of the Chair but does not have any voting rights.
- (e) The external auditor may meet with the Board or Finance and Audit Committee as part of the full year financial accounts preparation.
- (f) In accordance with clauses 24.8-9 of the Constitution, matters arising at a meeting of the Board are to be decided by a majority of votes of the Directors present. In an equality of votes, the Chairperson has a casting vote.

4.3 Minutes

The Company Secretary, or another person appointed by the Board, will take minutes of the proceedings of all Board and Standing Committee meetings.

5. Appointment of Directors

5.1 Appointment and Tenure

- (a) Elected Directors will be appointed in accordance with clauses 15, 17 and 27.7 of the Constitution.
- (b) Appointed Directors will be appointed in accordance with clauses 15 and 17 of the Constitution.
- (c) The term of a Director is three years and a maximum of two consecutive terms. The term of an Appointed Director shall be determined by the Board, subject to a term not exceeding three years.
- (d) All appointment processes and decisions will be recorded by the Board, through the Company Secretary.

5.2 Terms and conditions

- (a) All new directors appointed to the Board will receive a letter of appointment from the Chair or CEO, which sets out the basis of appointment.
- (b) The letter of appointment will include a copy of all information and documentation relevant to the operations of the Board and that director's role, including this Board Charter, the Constitution and Directors Manual.

5.3 Induction and briefings

- (a) All new directors will be given an induction.
- (b) The director induction process will generally involve the following activities;
 - (i) a meeting with the Chair to discuss expectations and responsibilities;
 - (ii) a meeting with the Chief Executive Officer to discuss key personnel and current Institute operations;
 - (iii) a facilitated governance training or briefing session;
 - (iv) the provision of a package of briefing materials in relation to the Institute; and
 - (v) a visit to the Institute premises and meeting with management, as appropriate.

6. Officers and Delegations

The Board delegates to the CEO responsibility for implementing the strategic direction, and for managing the day-to-day operations of the Company. The CEO consults with the National President, in the first place, on matters which are sensitive, extraordinary or of a strategic nature.

The Board manages delegation to senior management by setting specific limits of authority for management to commit to new expenditure and capital management.

The matters and areas of activity reserved for the Board and specific management roles are set out in the general Reserved Powers and detailed in the Delegations of Authority.

6.1 Chief Executive Officer

- (a) The Chief Executive Officer is responsible to the Board for the overall management and performance of the Institute under delegated authority of the Board and for implementing the policies and strategies that the Board sets.
- (b) The Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board provide a true and fair view of the Institute's condition and operating results.
- (c) The Chief Executive Officer must ensure that all transactions outside their delegation levels are referred to the Board for approval.
- (d) The Chief Executive Officer is authorised to determine the authority levels that are to remain with the CEO, and those that are to be further delegated to management.

6.2 Company Secretary

- 6.2.1 The Institute is a public company and therefore must have at least one Company Secretary, to be appointed by the Directors. A Company Secretary holds office on the terms and conditions that the directors determine. A Company Secretary must consent to their appointment.
- 6.2.2 The key purpose is to carry out the duties and responsibilities of a Company Secretary as required by the Corporations Act 2001, the Company's Constitution, the Board Charter, Board Committees terms of reference and any other relevant legislation or regulation relating to corporate governance.
- 6.2.3 The Company Secretary is responsible for facilitating and managing the Institute's corporate governance processes, with primary responsibility for ensuring the Board and any committee processes and procedures run efficiently and effectively and supporting the Board on all governance matters.
- 6.2.4 The Company Secretary carries out administrative functions, and, together with any Director of the Institute, may execute documents on behalf of the Institute. A company seal is not required to make a contract.

6.2.5 Duties of the Company Secretary

The Company Secretary performs the following functions as part of their duties;

- (i) organise and attend meetings of directors and meetings, including sending out notices, preparing agendas in consultation with the National President and the CEO, compile minutes of Board meetings and Committee meetings, and ensure

that the necessary action is taken.

- (ii) attending to all aspects of the Annual General Meeting to be held in October including issuing compliant notices and meeting pack/supporting documentation;
- (iii) attending to all aspects of the Institute's election process in consultation with the CEO and Senior Manager, including liaison with the Returning Officer/hosting company, and achieve the election timetable milestones and reporting potential improvements;
- (iv) ensure that the necessary registers required to be kept under the Corporations Law are established and properly maintained.
- (v) ensure that all returns required to be lodged with ASIC and the ATO are prepared and filed within the appropriate time limits.
- (vi) be aware of meeting procedures both under the Corporations Law and under the Institute's constitution so as to advise the chair if necessary.
- (vii) Overseeing the development and maintenance of the Constitution, Rules, Board and governance policies and charters,

The Company Secretary is responsible for the:

- inclusion of the Auditor Independence Declaration in the directors' report;
- disclosure of non-audit services;
- provision of auditor questions to members before the AGM;
- allowing time for members to provide pre-submitted questions to auditors at AGMs (notices of meeting should include details of the question time for auditors)

The annual Director's report of the company is to have the qualifications and experience of each person who is a company secretary of the company as at the end of the year.

6.3 Board Committees

6.3.1 Delegation of Authority to Board Committees

The Board may, in accordance with clauses 19 and 22 of the Constitution, resolve from time to time establish Committees and delegate powers or functions to assist it in carrying out its responsibilities, to share detailed work and consider certain issues and functions in detail. Each Committee then reports back and advises the Board. The Chairman of each Committee will report any matters of substance to the next Board meeting. A copy of all Committee minutes will be provided to the Board for noting.

There are currently four (4) standing committees of the Board namely:

- Corporate Governance Committee
- Finance and Audit Committee
- Executive Committee
- Nominations Committee

The Board may also delegate any responsibilities to the Executive (the Office Bearers) to act as a committee of the Board and other Committees may be constituted from time to time as required.

6.3.2 Role of Board Committees

- a) Each Committee has its own Terms of Reference approved by the Board, addressing the membership, delegated authority, functions and reporting obligations, and any other matters the Board determines.
- b) The Terms of Reference are reviewed annually, with additional review from time to time as appropriate.
- c) The National President oversees all Board Committees. The CEO will attend Committee meetings as appropriate.

6.3.3 Corporate Governance Committee

The purpose of the Committee is to assist the Board by providing oversight, review of and advice on the governance processes of the MIA.

Functions of the Committee

The Committee will make recommendations to the Board through fulfilling the following:

- a) Provide oversight and review of, and advice on the Board Charter and Board policies and procedures relating to governance of the MIA
- b) Provide advice and guidance on the corporate governance processes of the Institute
- c) Provide strategic advice on corporate governance improvements and regulatory changes
- d) Handle and investigate whistleblower disclosures as appropriate and assess the effectiveness and compliance of whistleblowing practices
- e) Provide oversight, advice and risk management monitoring of data security and privacy, cybersecurity, AI, remuneration and workplace health and safety policy and implementation matters.
- f) reviews the MIA's privacy policy and procedures, assessing the effectiveness of the privacy controls and ensuring the MIA's privacy practices are consistent with its privacy policies.

The Committee must exercise the powers delegated to it in accordance with any directions of the Board, and consistent with the Constitution.

6.3.4 Finance and Audit Committee

The purpose of the Committee is to provide oversight and assist the Board in the effective discharge of its responsibilities for financial reporting, internal controls, risk management and internal and external audit. The Committee does not relieve any directors of their responsibilities for these matters.

Functions of the Committee

The Committee:

- a) reviews the annual operating and capital budgets proposed by management and recommends the final proposed budget to the Board;
- b) reviews the quarterly financial reports covering revenue and expenses to ensure that they provide a true and fair view of the state of the financial affairs of the MIA;
- c) monitors the performance of the external financial advisors; and
- d) reviews and evaluates the adequacy and effectiveness of the MIA's accounting systems.
- e) review and approve all aspects of the Institute's insurance program except for the Directors' and Officers' Liability insurance, which will remain the responsibility of the Board.

The Committee:

- a) is not required to personally conduct accounting reviews or audits; and
- b) is entitled to rely on employees of the MIA or professional advisers or consultants engaged by the Committee or the MIA where:
 - (i) there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and
 - (ii) the reliance was made in good faith and after making an independent assessment of the information.

The Committee must exercise the powers delegated to it in accordance with any directions of the Board and consistent with the Constitution and Delegations of Authority.

6.3.5 Executive Committee

The Committee is established to ensure that the MIA's objectives and standards are maintained by the members, directors and employees. The Committee assists the Board in discharging its responsibilities by monitoring, reviewing and making recommendations on the performance and remuneration of the Chief Executive Officer. The Committee also ensures and oversees the annual process of evaluating the performance of the Board and directors, Standing Committees and Advisory Panels.

Functions of the Committee

The Committee will:

- a) oversee, review and monitor the management of and compliance with the MIA Code of Ethics and Practice;
- b) address and provide guidance on ethical issues pertaining to the MIA Members, directors and employees;
- c) encourage the reporting of breaches of the Code through appropriate channels;
- d) monitor, review and make recommendations on the performance and remuneration of the Chief Executive officer annually; and
- e) facilitate an effective review mechanism and process of evaluation of the MIA Board and Directors, Standing Committees and panels consistent with the Board/Committee/Panel Charters and Terms of Reference.

The Committee must exercise the powers delegated to it in accordance with any directions of the Board, and consistent with the Constitution and Delegations of Authority.

6.3.6 Nominations Committee

The Committee is tasked with ensuring that the composition of the Board remains aligned with the MIA's strategic goals and governance requirements by identifying and recommending suitable candidates for appointment to the Board.

The Committee maintains and provides to the Board for its consideration and to assist with succession planning a Skills Matrix for the Institute.

Functions of the Committee

The Committee will:

- (a) In relation to the appointment of **Appointed Directors** of the MIA:
 - (i) assist the Board to identify possible candidates for future appointment as Appointed Directors;
 - (ii) ensuring the desired skills are sourced based on the Board's skills matrix
 - (iii) gather from each candidate all relevant information concerning their professional, educational, training and experience and other pertinent information (Candidate Information)
 - (iv) assisting in identifying, interviewing and selecting candidates for the Board, with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity to discharge the Board's duties and responsibilities
 - (v) ensuring appropriate background checks are conducted prior to the appointment of directors
- (b) In relation to **Elected Directors**:
 - (i) Ensure appropriate background checks are conducted prior to the election of directors
 - (ii) Support the Board with promoting and explaining the Elected Director role to raise awareness and understanding by prospective candidates and members; and
 - (iii) Support the Board in implementing initiatives to ensure each branch attracts and fields a sufficient number of candidates for these positions.
- (c) In relation to Branch President and Branch Committee roles
 - (i) Support the Board with promoting and explaining the Branch President and Branch Committee roles to raise awareness and understanding by prospective candidates and members; and
 - (ii) Support the Board in implementing initiatives to ensure each branch attracts and fields a sufficient number of candidates for these positions.

The Committee must exercise the powers delegated to it in accordance with any directions of the Board and consistent with the Constitution and Delegations of Authority.

6.3.7 Disciplinary Committee

In accordance with clause 14.3 of the Constitution, the Board may appoint Disciplinary Committees of three or more individuals, independent of the Board, to investigate, hear and provide a report to the Board on any disciplinary matter brought before them.

6.3.8 Review of Delegations

The Board should review Institute delegations at least once each year and at any time there is a material change to the governance, operations or external regulatory environment of the Institute.

7. Access to Information

7.1 Directors' access to senior management

- a) Directors should generally deal with the CEO and Company Secretary rather than with MIA managers or staff.
- b) Directors who need to access a manager for a specific relevant purpose should copy the CEO into any correspondence.
- c) The chair of any committee may access senior management to whom that committee relates and should also copy the CEO into that correspondence.
- d) Directors should be aware when dealing with MIA managers and staff that they cannot direct any management or staff other than the CEO and Company Secretary.

7.2 Directors' access to information

In addition to any access granted under the Corporations Act or the Constitution, the Institute will;

- (a) maintain records of all Board documents, minute books and financial records securely; and
- (b) as soon as reasonably practicable after the receipt of a written request from a director, allow the director to have access during business hours to, and to make copies of Board documents, minute books and financial records.
- (c) a former director's right to inspect company books continues for seven years after the person ceased to be a director of the company
- (d) a current or former director can request access to inspect company books and records by a written request to either;
 - another director;
 - the chairman;
 - the CEO; or
 - the company secretary

7.3 Independent professional advice

- (a) Subject to clause 7.3(b), if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of the office as a director then, provided the director first obtains approval for incurring such expenses from the Chair and Chief Executive Officer, the Institute will pay the reasonable expenses associated with obtaining such advice.
- (b) If the Chair has a conflict of interest in relation to clause 7.3(a), the matter should be referred to a committee of the Board for consideration.

7.4 Confidentiality

- (a) Directors must keep all Board deliberations and decisions which are not publicly known confidential.
- (b) Any confidential information received by a director in their position as director must not be disclosed to any third party, unless authorised by the Board or required by law.

8. Indemnity and Insurance

- (a) In accordance with clause 31.1 of the Constitution, to the extent permitted by law, directors as Officers, are indemnified by the Institute against any liability, including any liability for legal costs incurred in their capacity as an Officer of the Institute.
- (b) In accordance with clauses 31.2-3 of the Constitution, to the extent permitted by law, the Institute may purchase and maintain insurance for the benefit of Officers (both current and past) against any

liability incurred by the person as an Officer of the Institute, only to the extent that the loss or liability is not covered by such insurance.

9. Remuneration and Reimbursement of Expenses

- (a) In accordance with clause 15.10 of the Constitution of the MIA, as remuneration for their services as directors, the Directors may be paid an annual fee out of a pool of funds of the MIA determined by the Members in general meeting.
- (b) In accordance with clause 18.4 of the Constitution, the Board has the power to grant an allowance for Directors and any other individual or entity for any work undertaken at the request of the Board in respect of the Institute's function.
- (c) Directors are entitled to be reimbursed for reasonable authorised expenses properly incurred by them in connection with the affairs of the Institute in accordance with the Institute's Directors Travel and Expenses Policy and Procedures.

10. Conflicts of Interest

- (a) Directors are expected to continuously consider conflicts of interest that may arise.
- (b) Directors are expected to appropriately identify, disclose and manage conflicts of interest in accordance with clause 26.1 of the Constitution and comply with the Institute's Conflicts of Interest Policy and related procedures.
- (c) Directors must each year, within one week of the Annual General Meeting complete the Declarations of Interest form.
- (d) In summary Directors must:
 - (i) Disclose to the board any actual or potential conflict of interest that may exist or might reasonably be thought to exist as soon as the situation arises;
 - (ii) If deemed desirably by the Board or the Director, take such steps as are necessary and reasonable to resolve any conflict of interest within an appropriate period; and
 - (iii) Comply with the Corporations Act provisions about disclosing interests and restrictions on voting.
- (e) Where a Director has:
 - a material personal interest in a matter which relates to the affairs of the Institute; or
 - any other interest which the Director believes is appropriate to disclose in order to avoid an actual conflict of interest or the perception of a conflict of interest,
 - (i) may not be present at a meeting when the matter is being considered, and may not vote on the matter
 - (ii) the minutes of the meeting should record the decision taken by the Directors who do not have an interest in the matter
 - (iii) It is expected the Directors will inform the National President and Company Secretary in writing of appointments to other companies as soon as practicable after the appointment is made. The Company Secretary is to notify the Board at its next meeting of the appointment.
 - (iv) The same requirement will exist for third party transactions including financial transactions with the Institute. Related party transactions should be reported in writing to the National President and the Company Secretary and where appropriate, raised for consideration at the next Board meeting.

11. Evaluation of Performance

At least once each year the performance of the Board, committees of the Board and Advisory Panels will be evaluated, including assessment against the requirements of this Board Charter, the Constitution and relevant Terms of Reference.

11.1 Board Evaluation

- a) The process of evaluating the performance of the Board as a whole is the responsibility of the Board under the direction of the Vice-President.
- b) At the first quarter Board meeting after the Annual General Meeting, the Board will determine an agenda in relation to the objectives to be achieved, Key Performance Indicators (KPI), a review mechanism and a process for evaluation;
- c) At the end of the relevant period, the Board assessing the extent to which objectives were achieved by the Board and conducting an evaluation of their overall performance in which they may consider (non exhaustive) matters such as:
 - whether regular Board meetings have been held;
 - the Board's and individual director's attendance at those meetings;
 - the Board's meeting function and dynamics;
 - the Board's ability to arrive at a resolution;
 - the Board's ability to achieve set goals and objectives as previously determined
 - financial and non-financial results against budgets;
 - the quality and effectiveness of information made available to the Board;
 - the contribution of the Board to the furtherance .

11.2 Board Committees Evaluation

- a) The Charter of each Board Committee requires the Committee to annually review its performance and, where necessary, make recommendations to the Board for improving the effectiveness of the Committee.
- b) During the final Board meeting before the MIA's Annual General Meeting each year, the Committee will review and report its performance to the full Board. The Board will determine if the Committee has fulfilled its functions.
- c) The manner of evaluation is generally to be determined by the relevant Committee Chairperson in consultation with the Corporate Governance Committee, and will vary given:
 - the particular responsibilities of each Committee;
 - the number of Committee meetings; and
 - the number of Committee members.

11.3 Advisory Panels Evaluation

- a) The Charter of each Board Committee requires the Committee to annually review its performance and, where necessary, make recommendations to the Board for improving the effectiveness of the Committee.
- b) Annually and before each AGM an evaluation process will be conducted. This process aims to assess the panel's contributions, effectiveness, and adherence to the Terms of Reference.
- c) The evaluation will be facilitated by a person designated by the MIA's National Executive Committee and will involve a review of the meeting attendance records, participation quality, member's contributions to panel initiatives and compliance with Terms of Reference.
- d) Feedback from fellow panel members and relevant stakeholders may also be sought to ensure a well-

rounded assessment.

- e) The findings of the evaluation will be documented and can inform decisions regarding potential reappointment or future panel compositions.

12. Review of Board Charter and other governance documents

The Board must regularly, and in any event no less than once every two years, review the Board Charter and any other charters, guidelines and related governance documents of the Institute as may be in place from time to time and make changes it determines to be necessary or desirable

Appendix

[Insert Association Name]

This tool is designed to help boards assess the level of experience each director has in various skill areas, as well as the overall composition of the board as it relates to diversity. Please note that the list of skills is not exhaustive, and the association should consider the appropriateness of the skills that it assesses, based on the the needs of their sector, and with specific reference to the strategic plan.

Directions: In the Skills/Experience Section, rate each board director using a scale of High(3) to Low/Not Applicable (1)to reflect the level of experience possessed in a particular area. In the Diversity Profile Section, enter the details as it relates to each director. Rate the level of importance for each skill and experience and demographic area as it pertains to your board. Then, see how that compares to your current board representation. Finally, determine recruitment priorities based on this comparison. Ratings to be used for level of importance and priority area scale of High(3) to Low/Not Applicable (1).

Board Skills Matrix

Priority Legend			
High	3	Have significant experience and hold relevant qualifications for comprehensive understanding of the skill. This includes (but is not limited to) having had:	1. Relevant experience of at least 5 years specific to the skill in an area directly relatable to the organisation, including experience on boards, or at a senior management level; 2. Relevant qualifications specific to the skill
Medium	2	Have knowledge, experience or training sufficient for sound understanding of the skill. This includes (but is not limited to):	1. Relevant experience of at least 3 years, specific to the skill; 2. Relevant qualifications specific to the skill
Low/NA	1	Have had some ancillary/indirect exposure through work experience or training sufficient to enable background awareness but not sound knowledge.	

	Name	Name	Name	Name	Name	Name	Name	Average
Term Expiration Date (enter Month/Year)								
Current Term								
Maximum Term								
Appointed or Elected								
Core Skills & Experience								
Board & Governance	3	3	3	3	0	2	1	2.6
Knowledge of Association's Industry Sector								#DIV/0!
Business Administration								#DIV/0!
Leadership								#DIV/0!
Strategic Planning								#DIV/0!
Influential links with members								#DIV/0!
Stakeholder Engagement								#DIV/0!
Technical Skills & Experience								
Soonsorsh io/Partnerships								#DIV/0!
Business Acumen/Develoement								#DIV/0!
Human resource management								#DIV/0!
Proiect Management								#DIV/0!
Change Management								#DIV/0!
Legal								#DIV/0!
Risk Management								#DIV/0!
Government relations advocacv and lobbving								#DIV/0!
Financial Management								#DIV/0!
Public Relations Media & Communications								#DIV/0!
Marketing and Branding								#DIV/0!
Information Technology, Digital Innovation & Cybersecurity								#DIV/0!
Research Techniaues								#DIV/0!
Fundraising								#DIV/0!
Behavioural Skills								
Abiltv to work collegiallv with others								#DIV/0!
Ability to offer opinion and question								#DIV/0!
Emotional Intelligence								#DIV/0!
Collaborative Problem Solvine								#DIV/0!
Makes Evidence Based Decisions								#DIV/0!
Strategic and innovative thinking								#DIV/0!
Initiates Action (leading change)								#DIV/0!
Diversity Profile								
Sex								
Male								0
Female								0
Non-Binary/Gender diverse								0
Age								
18-24								0
25-40								0
41-55								0
56-70								0
Over70								0
Aboriginal and Torres Strait Islander								
Aboriginal								0
Torres Strait Islander								0
Aboriginal and Torres Strait Islander								0
Neither/No								0
Culturally and Linguistically Diverse								
Do you speak anv language other than English at home?								0
Were you born overseas?								0
Disability								
Yes/No/Prefer not to sav								0
LGBTIQ+								
Yes/No/Prefer not to say								0
Geographical Location								
Metrooolitan								0
Regional/Rural								0
National Representation								
Australian Capital Territory								0
New South Wales								0
Northern Territorv								0
Queensland								0
South Australia								0
Tasmania								0
Victoria								0
Western Australia								0