

Design Institute of Australia Charter

● Revised

7 November 2021



DIA CHARTER

Introduction

This document outlines the Design Institute of Australia (DIA or the “Organisation”) governance policy in the form of a Charter.

The purpose of this Charter is to clearly define the respective roles, responsibilities and authorities in setting the direction, the management and good governance of the Organisation:

- Board of Directors (both individually and collectively);
- National Advisory Council;
- State Branch Councils;
- Committees and Working Groups; and
- CEO and DIA Management and Staff

The Charter also includes references to the key processes for these governing bodies.

This Charter is a living document.

The Charter will be regularly reviewed and updated to reflect changes in the environment within which DIA operates, and amendments and developments in Board policies and procedures. It is the responsibility of the DIA Chair to ensure that the Board is consulted regarding any changes and updates, that the Charter is kept current and is reviewed and amended on an annual basis, and that all Directors and Councillors are provided with the latest versions of the Charter.

This document should be read in conjunction with the DIA Constitution, and it should not conflict with the Constitution in any way. If such a conflict occurs, the Constitution shall prevail.

Importantly, those persons with respective roles, responsibilities and authorities as set out in the DIA Constitution and this Charter must abide by the principles set out in the DIA Code of Conduct.

Any reference to gender in this Charter should be interpreted as applicable to both males and females.

PART 1 – THE BOARD

1.1 Role of the Board

The Board is the governing body of DIA. Its primary roles are:

- To appoint the Organisation’s CEO and set the remuneration of the CEO,
- To set the strategic objectives of the Organisation,
- To approve the annual budget for the Organisation,
- To determine the risk appetite of the Organisation and ensure appropriate risk management strategies are in place, and
- To ensure the Organisation is meeting its legislative and regulatory obligations.

DIA is accountable to its Members through the Board and is governed by its Constitution and this Charter.

Other roles of the Board include:

- 1.1.1 Consolidate and enable long term success through appropriate and timely strategic thinking, planning and priority setting in line with the organisation’s Objects, consistent with the Vision and Mission, and Strategic Goals.
- 1.1.2 Seek to ensure delivery in accordance with the Objectives and Strategic Goals by setting and monitoring appropriate KPIs.
- 1.1.3 Support and enable the CEO to lead and manage the Organisation and review their performance.
- 1.1.4 Provide for succession planning for the CEO and senior management of the Organisation.
- 1.1.5 Provide top level oversight of the business on behalf of the stakeholders, members and in accordance with contractual or fiduciary obligations (governance, compliance, reporting and risk management).
- 1.1.6 Ensure that effective and equitable partnerships are established with the appropriate people and groups, and that they are well managed.
- 1.1.7 Oversight and high-level participation in the member and key stakeholder engagement plan to ensure productive relationships leveraging networks and advocacy opportunities where they avail.
- 1.1.8 Together with the CEO, set and model the organisational culture.
- 1.1.9 Understand and oversight of but not operate the business. Ensuring an appropriate top level policy framework exists and ratifying specific policies.
- 1.1.10 Acknowledge the complexity of the DIA and seek timely, relevant and appropriate advice.
- 1.1.11 Enact the obligations of the Corporations Act and Constitution.
- 1.1.12 Review and continually improve collective and individual performance at Board level.

Each Board Director is responsible for the proper governance of the Organisation and will be held accountable via the various duties and responsibilities imposed by the Constitution, the law and by the Board.

1.2 Composition of the Board

1.2.1 Number of Directors

The composition of the Board is determined in accordance with DIA's Constitution, which among other elements requires that the Board shall consist of no fewer than four, and no more than seven Directors, of whom four must be elected, and three may be appointed by the Board.

The Board shall elect one of the Elected Directors to be Chair (National President).

1.2.2 Election of Board Office Bearers

The election of the National President, Governance Committee Chair and Finance Committee Chair will occur as provided for in the DIA Constitution.

1.2.3 Vacation of Office

A Director's position on the Board becomes vacant if any of the conditions outlined in the Constitution occur.

1.2.4 Term of Office

The term of office of a Director of the Board is two years with any Director allowed a maximum of four (4) consecutive terms.

1.3 Key Roles

1.3.1 Role of the Chair

The DIA Board Chair role is a key one within DIA. The Chair is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate DIA's governance processes and ensure the success of DIA.

The role of the Chair is also to provide leadership and direction to the Board, National Advisory Council, Committees and Working Groups as necessary and optimise the relationship between the Board, CEO, staff, stakeholders and Members.

The Board Chair will be appointed by the Board from among its Elected Members in accordance with the Constitution.

The Board Chair will also be known as the National President.

1.3.2 Role of the Governance Committee Chair

The DIA Governance Committee Chair is appointed by the Board from its number in accordance with the Constitution, and is charged with facilitating DIA's governance processes. The DIA's Governance Committee Chair holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively as well as compliance duties under the Corporations Act. The DIA Governance Committee Chair is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair.

1.3.3 Role of the Finance Committee Chair

The Board will appoint a Finance Committee Chair from its number in accordance with the Constitution to be responsible for the general financial oversight of the DIA. The Finance Committee Chair holds primary responsibility for financial planning and budgeting, financial reporting and ensuring that financial records are properly kept. The DIA Finance Committee Chair is accountable to the Board, through the Chair, for ensuring that effective financial systems and procedures have been established, are being consistently followed and are in line with best practice and legal requirements.

1.3.4 The Role of the CEO

The Chief Executive Officer is a member of the Board and is employed by to lead and manage all aspects of DIA, including the Organisation's operational planning, development, delivery and evaluation. In general, the CEO is accountable to the Board for:

- Providing DIA with the leadership and operational management that enable the achievement of the Vision, Mission and the Strategic Plan;
- Represent to the highest standards at all times DIA and its values with stakeholders, members, government and regulatory bodies, and the community;
- The development and implementation of the Organisation's policies;
- Attract, recruit, lead, retain and evaluate appropriate staff;
- Develop and maintain for DIA an effective succession plan;
- Drive the development, communication and implementation of innovative and effective strategies that deliver on the goals of the Strategic Plan;
- Lead DIA's efforts to be efficient & accountable with strong governance and effective management;
- Direct the development, implementation and compliance with key corporate policies, including policies regarding corporate governance, risk management, financial reporting as well as compliance with applicable legal and regulatory requirements; and
- All other aspects of day to day operation.

Further details of the CEO's delegation of authority are included in Section 5.5.

PART 2 – NATIONAL ADVISORY COUNCIL

2.1 Role of the National Advisory Council

The National Advisory Council (NAC) is the representative body of DIA. Its purpose is to provide advice and input to the Board and to be a communication channel between DIA Members, Branches and Branch Councils.

The primary role of the National Advisory Council is:

- To provide input into the DIA's purpose and values;
- To provide insight into the design sector and future horizons that may inform strategic planning considerations;
- To provide input on the prioritisation of projects in the annual planning process;
- To review and provide feedback on the performance of DIA against expectations; and
- To provide input into National policies, advocacy positions and industry standards.

2.2 Composition of the National Advisory Council

2.2.1 Number of Councillors

The National Advisory Council will comprise two representatives from each Branch Council being the Branch Chair and Deputy or Co-chairs..

2.2.2 Vacation of Office

Should a National Councillor resign or otherwise be removed from their position midterm, the Branch Council will elect or appoint another representative to fill the vacancy on the NAC.

2.3 Key Roles & Responsibilities

2.3.1 National President

The National President will be the Chair of the National Advisory Council but shall have no vote at NAC meetings except where on any matter there is an equality of votes, in which case the Chair will have a deciding vote.

The National President will provide leadership and direction to the NAC and ensure the effective and efficient operation of NAC meetings and communications.

2.3.1 Counsellor responsibilities

As Councillors are not Directors of the Organisation and cannot make decisions on behalf of the Organisation they do not have any legal responsibilities under the Corporations Law. However, DIA would expect that Councillors would meet the same standards as Directors by acting in good faith with due diligence and care and not gain advantage by improper use of their position nor misuse information and:

- Accurately represent the views of the members they represent;
- Actively seek information about those views and the issues facing Branch members;
- Vigorously present those views and explain those issues in meetings;
- Respectfully listen to the views and issues of concern to other Councillors;
- Be accountable to their member group; and
- Support positions that are of benefit to the DIA as a whole.

PART 3 – STATE BRANCH COUNCILS

3.1 Role of Branch Councils

State Branch Councils are the representative group of members supporting the affairs and activities of each Branch within the national DIA context. Branch Councils are not sub-committees of the Board and act at all times in accordance with DIA policies, frameworks, plans and budgets as directed by the Board and CEO and in a manner that supports the Strategic Direction of the DIA.

The role of the Branch Council and Council members is largely advisory in nature and includes:

- Actively engage with members, seek information about the issues facing members within their Branch;
- Provide opportunities for members to meet together and advise and promote state-based events and member offerings;
- Explore fundraising, partnering and income generating opportunities in their region;
- Share information and ideas freely with the DIA Board, CEO and other Branch Councils; and
- Leverage local networks and advocate for design within their Branch that support positions that are of benefit to DIA as a whole.

3.2 Composition of Branch Councils

Branch Councils will be elected by the Members resident within that Branch at an Annual Open Meeting of members to be held annually and at least six weeks prior to the DIA Annual General Meeting.

Nominations for election to the Branch Council must be open to all Members resident within that Branch. Elections must be held by postal ballot or electronic means that allow all members the opportunity to vote for their preferred candidates.

Candidates for Branch Councils should have

The Council will comprise no less than four (4) and no more than six (6) members and all Council terms will be two (2) years. Terms will be staggered with half the Council retiring each year. Councillors may stand for re-election at the end of their term to a maximum of four (4) consecutive terms.

Branch Council should appoint a Chair and Deputy or Co-Chairs from their elected councillors. Chairs and Co-Chairs should have requisite skills and experience

3.3 Key Roles & Responsibilities

3.3.1 Branch Council Chair

The Branch Council Chair will provide leadership and direction for the effective operation of the Branch Councils.

3.3.2 Branch Council Members

As Councillors are not Directors of the Organisation and cannot make decisions on behalf of the Organisation, they do not have any legal responsibilities under the Corporations Law. However, DIA would expect that Councillors would meet the same standards as Directors by acting in good faith with due diligence and care and not gain advantage by improper use of their position nor misuse information and:

- Actively contribute to Council debate, listen to the views of others and be courteous to all members;
- Be prepared to contribute their time and effort in support of Branch activities and National projects and activities;
- Leverage personal networks and connections to further DIA advocacy efforts;
- Participate in subcommittees and working groups as required;
- Be prepared for meetings, reading agenda papers and reports; and
- Abide by the DIA Constitution, Charter, Code of Ethics and other policies.

PART 4 – COMMITTEES AND WORKING GROUPS

The Board may form a variety of standing and steering 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.

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.

Each Committee and Working Group shall develop a tailored Terms of Reference detailing their purpose, delegated authority and expected outcomes.

Each Terms of Reference will include:

ITEM	DESCRIPTION
Purpose	Describe why the Board has established the Committee/Working Group and its main purpose/objective
Membership	Identify Committee/Working Group members; who is the Chair and the term of the appointment (if applicable)
Outcomes	Describe the expected outcomes to be achieved by the Committee/Working Group
Authority	Outline the delegated authorities given to the Committee/Working Group (if any) – for example: access to information; authority to engage expert advice to a specified amount; authority to make decisions (if any) etc.
Timeframe	Is it a Standing Committee or a time limited Working Party? If a Working Party define the timeframe within which a report/outcome is expected.
Meeting Processes	<ul style="list-style-type: none"> • Minimum number of meetings • Quorum • Responsibility for minutes • Responsibility for preparation and provision of agendas and papers and any other matters relevant to the running of the Committee/Working Groups
Secretariat	Identify who is to provide administrative assistance (if applicable)
Review	Set a mechanism and timeframe for review of the Committee Terms of Reference and the Committee or Working groups performance against expected outcomes.

4.1 Standing Committees

These are standing groups formed to achieve specific elements of the governance function and have a delegated authority from the Board. With the exception of the Nominations Committee, standing committees will be chaired by a Board member and include Board members within their membership. The standing Committees of the DIA are:

- Finance Committee (incorporating Audit) – a standing Committee of the Board;
- Governance Committee (incorporating Risk) – a standing Committee of the Board ; and
- Nominations Committee -a NAC standing Committee).

Other ad-hoc committees may be formed from time to time for specific tasks with time-limited Terms of Reference.

4.2 Steering Committees

Steering Committees are formed to achieve a specific need identified by the NAC. The current Steering Committees are:

- Education Committee (NAC Standing Committee);
- Membership Committee (NAC Standing Committee); and
- Policy Committee (NAC Standing Committee).

Steering Committee composition and responsibilities are defined in their tailored Terms of Reference.

A Steering Committee will usually be chaired by a NAC Council member and will report formally to the NAC and CEO on progress and performance.

4.3 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 tailored Terms of Reference.

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

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

The NAC has responsibility for the outcomes of the Nominations Committee and Steering Committees.

PART 5 – POWERS & AUTHORITIES

Should there be any conflict in the operation of these powers and authorities, or the practical application of any individual areas of authority or associated delegated decision making, they should be discussed and resolved by the DIA Board.

5.1 Powers and Authorities of the Board

The Board derives its authority from the process of election to the Board by the National Advisory Council and appointment to the Board by Directors as provided for in the Constitution. The Board upholds the DIA Constitution.

The Board has independent, collective power and authority to do all things necessary or convenient to be done for or in connection with the performance of its functions and the proper and efficient performance of the functions of the DIA.

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.

The Board has the power to delegate as it sees fit however the following authorities are retained by the Board:

- 5.1.1 Setting the vision, purpose and values of DIA.
- 5.1.2 Approving the appointment, appraisal, remuneration and dismissal of the DIA CEO.
- 5.1.3 Endorsing management appointments and remuneration reporting to the DIA CEO.
- 5.1.4 Approving the DIA Board renewal policy and board skills requirements.
- 5.1.5 Determining the membership and composition of the DIA Board Committee(s) and Working Groups.
- 5.1.6 Determining additional classes of DIA membership and membership categories (in addition to Life Members and Members).
- 5.1.7 Determining matters relating to governance of DIA including policies, systems and processes.
- 5.1.8 Approving standing delegations of authority to the CEO, including any separate directives given by the DIA Board within this authority.
- 5.1.9 Ratifying the DIA operating structure and organisation chart.
- 5.1.10 Approving the DIA branding strategy and any changes to the DIA logo.
- 5.1.11 Approving the DIA strategic plan and associated operating planning and budgeting.
- 5.1.12 Approving the Code of Conduct.
- 5.1.13 Approving risk management, insurance and compliance policies and frameworks.
- 5.1.14 Approving individual capital or other expenditure (excluding material acquisitions) above that delegated to the DIA CEO.
- 5.1.15 Approving material acquisitions or investments above that delegated to the DIA CEO.
- 5.1.16 Approving the business case for access to any banking or funding facilities, including security arrangements.
- 5.1.17 Approving any new or renegotiated major partner contracts.
- 5.1.18 Approving the write off of bad debts over \$1,000.
- 5.1.19 Approving DIA performance targets and indicators.
- 5.1.20 Approving the annual accounts and director report, appointment of auditors, acceptance of audit reports and any material accounting matters requiring judgment.

5.1.21 Approve the execution of any deeds.

5.1.22 Approve the use of the Organisation seal.

The board cannot however delegate the power of delegation or any other functions reserved to the Board under the DIA's Constitution.

The Board has the authority to appoint a person to be Chief Executive Officer (CEO).

The DIA CEO is the one employee of the Board.

Operational decisions regarding strategic and organisational functions are the responsibility of the CEO in accordance with the appropriate delegated authority from the Board (see Section 5.5 below).

The Board monitors the performance of and tasks the CEO in the execution of that delegated authority (the CEO also monitors the performance of and tasks any and all other staff. A staff member making a report to or otherwise assisting the Board is always doing so on behalf of the CEO).

The CEO delegations should be reviewed and updated annually as part of the Board's systematic governance.

5.2 Powers and authorities of the National Advisory Council

The National Advisory Council's role is to provide advice and input to the Board, but it does not have any power to approve or overturn decisions of the Board or in any way compromise the independent decision making of the Board.

The NAC is not a Committee or Working Group of the Board so also does not have any delegated authority from the Board. It may allocate its workload on education, membership and policy matters to its steering committees.

However, the National Advisory Council does retain two limited, but significant powers:

5.2.1 To elect the Elected Board Members – the NAC elects Board members on behalf of the DIA membership. It does so on the advice of the Nominations Committee and informed by the succession planning review undertaken annually by the Board.

5.2.2 To remove Board Members - the power to remove Board members is enshrined in the Constitution but would only be used in exceptional circumstances. The power exists as a safeguards for members and Branches should a Board or particular Board members act in a manner and/or make decisions that could irreparably damage the reputation of the DIA, the financial position of DIA or cause significant damage to DIA members or groups of members.

A decision to remove the Board or particular Board members could only be made after:

- A written submission and notice of the intention to move the motion has been made to the Board by the NAC clearly identifying the issues of concern;
- Sufficient time has been provided for the Board to respond to that submission and notice in writing and to make representation in person to the NAC as provided in the Constitution;
- The issue/s are of such grave concern that the NAC reasonably believes that if the Board or a particular Board member continues it will:
 - Irreparably damage the reputation of the DIA
 - Irreparably damage the financial position of the DIA; and / or
 - Cause irreparable damage to the members of DIA or a particular group of members.

Should such a motion be passed, an alternative Director or Directors would be appointed by the NAC as provided for in the Constitution.

5.3 Powers and authorities of the State Branch Councils

Each State Branch Council provides advice and input to the Board and CEO, but it does not have any power to make or approve a decision or authority to overturn any decision of the Board or CEO in any way nor compromise the independent decision making of the Board and CEO.

State Branch Councils have no separate authority to act unless otherwise directed by the Board or DIA CEO.

Branch Councils may not enter into material contracts for the supply of goods and services (including employment or outsourced services), pricing arrangements, or any similar commercial commitments, without the approval and direction of the CEO.

5.4 Powers and authorities of Board / Steering Committees and Working Groups

Standing and steering committees and working group are appointed by the DIA Board and their powers and decision authorities are subject to those instructed by the Board. Once resolved by the Board, they are detailed in writing in the Committee or Working Group Terms of Reference.

The allocation of the Board and NAC's workload to Committees and Working Groups does not abrogate the Board, nor the NAC, of responsibility for decisions or resolutions endorsed by the Committees or Working Groups.

5.5 Delegated authorities of the CEO

Delegations of authority to the CEO are intended to achieve three objectives:

- To ensure efficient and effective administrative processes;
- To ensure that the CEO is provided with the level of authority necessary to perform her work and role; and
- To ensure effective controls.

The DIA Board has approved that the CEO has standing delegated authority for:

- 5.5.1 Developing operating plans, budgets and Organisation strategic initiatives for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies.
- 5.1.2 Identifying and managing business risks (financial and non-financial / operational) on a daily basis and, where those risks could have a material impact on the Organisation's businesses, formulating strategies for managing these risks for consideration by Board and Governance Committee.
- 5.1.3 Developing branding and marketing strategies.
- 5.1.4 Managing the Organisation's current financial and other reporting mechanisms as well as its control and monitoring systems to ensure that these mechanisms and systems capture all relevant material information on a timely basis and are functioning effectively.
- 5.1.5 Pursuing fundraising, partnering and income generating opportunities.

- 5.1.6 Negotiating the operation of any banking or funding facilities consistent with the Business Case approved by the Board.
- 5.1.7 Approving bad debts under \$1,000.
- 5.1.8 Employing direct reports to the CEO and determining remuneration levels and benefits / leave entitlements (consistent with market guidance).
- 5.1.9 Entering contracts for the supply of goods and services, pricing arrangements, or any similar commercial commitments, undertaken in accordance with the approved operating plan and budgets.
- 5.1.10 Incurring capital expenditure consistent with the approved operating plan and budgets.
- 5.1.11 Engaging external consultants or outsourcing non-core activities consistent with the approved operating plan and budgets.
- 5.1.12 Ensuring that the Board and its various Committees and Working Groups (where relevant) are provided with sufficient information on a timely basis in regard to the Organisation's business and, in particular, with respect to the Organisation's performance, financial condition, operating results and prospects, to enable the Board and those committees to fulfil their governance responsibilities.
- 5.1.13 Implementing the policies, processes and codes of conduct approved by the board, including the Work Health & Safety Policy.
- 5.1.14 Acting as the principle spokesperson (along with the National President, where appropriate) for the DIA.

Any major variation to the standard delegations must be approved by the DIA Board. The Board may decide to set financial approval levels for these standing delegations as it sees fit.

Any separate directives given by the Board within its authority should be approved and minuted at the respective Board meeting.

All delegations can be withdrawn or reduced at any time by formal Board resolution. Any changes to the delegations made to the CEO require Board approval.

Authority to deviate or exceed the approved DIA operating plan and budget greater than +/- 5% is not delegated and any such changes require Board approval before they are enacted. A financial delegation can be exercised only within the approved line item budget.

Board approval is also required for any proposal that might attract significant adverse publicity, impact on the DIA brand or reputation or can with reasonable foresight be predicted to result in legal action against DIA.

When taking leave, the CEO must make arrangements for her responsibilities, including the exercise of delegated authority, to be carried out during any period of leave or during any absence from work.

Managers and staff cannot exceed the discretionary element limits of their allocated operating budgets without the express authority of the CEO. A staffing delegation cannot be exercised in regard to staff for whom the delegate does not hold line management responsibility.

Specific delegations to the CEO and through the CEO to DIA staff made by resolution of the Board. Delegations are attached to the position occupied, not to the occupant of the position. The responsibilities of a position appear in the relevant Position Description.

All CEO delegated authorities are exercised on the Board's behalf and must be exercised in accordance with relevant DIA policies and procedures. The CEO remains responsible and accountable for any decision or action made out of a sub-delegated authority.

Where the Board has delegated any of its functions or duties, the CEO must consider whether or not she has a conflict of interest before performing a function or duty, or exercising a power so delegated.

PART 6 – KEY PROCESSES

THE BOARD

6.1 Board Meetings

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

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

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

6.1.1 Meeting Frequency

The Board will meet at least six (6) times each year with at least four (4) of those meetings being held face-to-face.

6.1.2 Meeting Time and Location

The location and time of Board meetings will be advised in the Meeting Agenda prior to each meeting.

6.1.3 Meeting Cycle

The Board has adopted an indicative cycle as shown in the table below. This will ensure that adequate time is allowed for review of board papers prior to each meeting:

ITEM	DAY
Draft agenda prepared by the CEO and forwarded to the Chair	-10
Reports requested and forwarded for inclusion	-10 to -6
CEO updates actions arising from the previous meeting	-6
Board papers and agenda are finalised and signed off by Chair	- 6
All Board papers are circulated to Board meeting attendees	-5
Directors review agenda and attachments prior to board meeting	-5 to 0
Board meeting	0
Draft minutes sent to Chair for review	1 to 4
Final minutes sent to Directors for review	5 to 7

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

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

6.1.6 Quorum and Voting at Meetings

The rules for a quorum are as outlined in the DIA Constitution.

6.1.7 Out of Session Decisions – Written Resolutions

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

- The communicate is written using a consistent format to aid in our effective decision-making, with only the information as needed for the single item decision.
- The communicate is released by the Chair to all Directors with clear time parameters that are driven by the matter.
- The CEO ensures that all Directors 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 communicates within 24 hours.
- Acknowledgement of receipt of the communicate is expected as soon as practical from all Directors. The communicate 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.
- Board members have at least 24 hours or the time frame as per the communicate to consider their response and vote to Chair and CEO by return communicate. Other Directors are not copied (CC-ed) in the response.
- Responses are managed by the CEO and the final decision by the Chair. If the Chair decides there is significant dissent in responses, the Chair may then arrange a phone hook-up or urgent Board meeting but cannot make a unilateral decision unless affecting a formal casting vote.
- To maintain confidence in the process, a summary table of all responses and any decision action is provided by the CEO through the Chair in written or email form for the following Board meeting for note. This should include all responses.
- The decision should be noted at the following Board meeting.

6.2 Board Meeting Agenda

6.2.1 Strategic Board Calendar

The Board will adopt and manage a three-year Strategic Board Calendar once the strategy is set and approved. The Calendar should consist of a rolling cycle of matters for board consideration and decisions including:

- Governance - comprising matters such as preparation for the Annual General Meeting, review of governance matters including policy, risk and compliance;
- Strategy – comprising input to the strategic plan, finalisation of the plan and review of strategic execution; and
- Operational Plan - comprising input and sign off of operational plan and consideration of quarterly reports against the plan.

6.2.2 Meeting Agenda Content

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

The DIA agenda is designed to allow sufficient time for Directors to focus on future- oriented, strategic decisions, and it ensures important, but typically more routine matters such as compliance and fiduciary responsibilities are discharged in an appropriate manner. As such the agenda should be structured in such a way as to ensure all relevant matters are addressed, and that decisions and considerations are aligned to the Strategic Calendar.

The aim of the standard agenda format is to ensure that matters of importance and urgency are dealt with near the beginning of the meeting so that they can be given appropriate time and attention. Reports and other routine matters are left to the end of the meeting. The Agenda should be divided into four segments:

- Governance:
 - Welcome and Apologies
 - Minutes of the Previous Meeting
 - Matters Arising from the Minutes – Action Items
 - Declarations of Interest
- Strategic Discussion:
 - Current Issues Update – CEO Report
 - Matters for Decision – includes discussion/decisions arising from reports
 - Strategic Calendar Items
 - Risk Monitoring
- Reports for Noting:
 - Reports that do not involve recommendations for decision can be noted and taken as read.
- Operational Items:
 - Any operational items raised by the CEO of interest to the Board

NOTE: Other Business should not be allowed at the meeting. Important/urgent items that have arisen since the preparation of the Agenda will be included in the Current Issues Update. Other items that are not important/urgent can be included in the next agenda

6.2.3 Agenda Preparation

The Chair is to ensure that meeting content will be only those issues that, according to this Charter, clearly belong to the DIA Board to decide.

The CEO, in consultation with the Chair, is responsible for preparing an agenda for each DIA Board meeting. However, any Director may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made in writing to the Chair and copied to the CEO. The CEO may circulate the agenda with the Board papers via email or other agreed electronic means.

6.3 Board Papers

6.3.1 Preparation and Circulation of Board Papers

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

Reports or any other information supporting each draft agenda item should adequately inform the debate, add to the discussion and help Directors 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.

To ensure consistency, a Report Cover Sheet should be included for each report.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director, the relevant Board paper will be removed by the CEO, on the instructions of the Chair, from the set of Board papers sent to that Director. In the case of the Chair having a conflict of interest, the Board will appoint another Director to make final decisions on the forwarding of Board papers to the Chair.

6.3.2 Retention of Board Papers

The CEO should maintain a complete set of Board papers at DIA's registered address for Corporations Law purposes. Individual Directors may also retain their own Board papers in a secure location.

6.3.3 Note-Keeping on Board Papers

The only records of Board meetings are the official records kept by the CEO's Office under the requirements of the Corporations Act. However, Directors may choose at their discretion to keep their own personal notes or comments on Board papers.

Individual Directors 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.

6.3.4 Key Principles of Decision Making

It is an important role of the Board to make decisions in the best interests of the DIA and its members. It is recognised that whilst the Board is a collective decision making body, each Director has an individual and personal liability for decisions. There are four key principles of decision making that should guide this process:

- Did you take reasonable care and 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 the DIA?

6.5 Board Risk Management

The DIA approach to Risk Management (as detailed in its Risk Management Policy) includes:

- Putting in place sufficient policies and systems to ensure the Board is informed of substantial risks, and mitigation options (taking steps to recognise the impact and/or likelihood of a risk) in a timely manner.
- Allocating resources to conduct risk assessments (identifying and recognising risks) and risk mitigation.
- Establishing and reviewing the Terms of Reference and the expectations of the Governance

Committee that oversees risk.

The DIA Board will seek to improve its risk management progressively over time as well as review major risks at least annually.

6.6 Board Compliance Obligations

The DIA Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of DIA's compliance systems. As such, compliance is a quality control system that will form part of the Risk Management Policy.

The Board views compliance as an integral function and recognises that for the compliance system to succeed it must be championed by the Board along with DIA Management.

6.7 DIA Policy Framework

A key role of the Board is to set the governing terms of reference, boundaries, or policies, within which the DIA must operate.

The Board maintains a portfolio framework of the Organisation's policies including an understanding of:

- When each document was created and updated;
- When it requires review;
- Who is responsible for it; and
- Who administers it.

The Board will review the portfolio on a cyclical basis to ensure all Policies and Procedures are accurate, current and relevant to DIA

6.8 Director Protection

In fulfilling their role, Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director's knowledge of DIA, the complexity of the structure and operations of the DIA.

Directors are encouraged to do this by ensuring that DIA:

- Has the right people and capabilities in its management team and a culture of accountability;
- That there is appropriate access to information required for decision making;
- That there is appropriate access to professional advice to assist in decision making; and
- That there are appropriate insurances in place to protect Directors in the proper performance of their duties.

6.9 Board Evaluation

Annually the Board will undertake a cycle of performance review and development based on the following principles:

- Focus on enabling the enhancement of the Board's collective performance and the development of individual Directors;
- The process is agreed as a Board and culminates in setting a development plan for the coming year;
- Involvement of all Directors;
- Use of appropriate technology to minimise the load on support staff; and
- Revisions to the Charter occur as an output from the process.

The evaluation method chosen can range from a simple self-assessment process to a facilitated major review, depending on the circumstances and perceived requirements.

The National Advisory Council can advise on the method of review it deems appropriate although the final decision will rest with the Chair.

The Chair should report either verbally (AGM) or in writing (Annual Report) on the method of evaluation used and the focus/actions of enhancement rather than the specific results.

6.10 Succession Planning

Succession planning is the series of actions to plan and manage the turnover of Directors, and enable the filling of positions created by unplanned departures while causing minimal disruption to the activities of the Board.

The aims of Board succession planning include:

- Endeavouring to ensure the best possible Director composition at all times;
- Ensuring that the leadership within the Board is well managed and developed; and
- Build confidence in the Board by all stakeholders.

Succession planning involves the Board in systematically reviewing its structural requirements and to

plan succession around these. It may also be required in the event of an unplanned retirement or departure.

The results of the review will be conveyed to the National Advisory Council and Nominations Committee for further consideration and development in the nomination and election process for Elected Directors.

The Board will use the review as a basis for its selection decisions for Appointed Directors.

6.15 Committee and Working Group Meetings

The conduct of Board Committee and Working Group members, the preparation for and management of meetings (as directed by the respective Terms of Reference) will be required to meet the standards expected of the Board.

All Committee and Working Group minutes are to form part of the business papers for the next Board meeting for noting by the full DIA Board.

6.12 Stakeholder Engagement and Communication

Optimising the strategic engagement with Members and stakeholders is the prime responsibility of the Chair and the CEO with the planned involvement of other individual Directors as required.

Working with stakeholders and managing the relationships, partnerships and networks on a day-to-day are the business of the CEO.

The CEO will develop and regularly report on implementation of a Stakeholder Engagement Plan with the aim of:

- Developing and maintaining contacts in media and government;
- Documenting and disseminating information to key decision makers;
- Positioning and aligning DIA with other similar bodies;
- Developing a good working knowledge of media and government;
- Lobbying and public relations opportunities; and
- Developing business networks and working to promote the reputation of DIA are important ways for Members to add value to DIA.

6.12.1 Communication with Media

The Chair of the Board is the only board member recognised 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 Chair or the CEO.

The Chair and the CEO may agree to delegate responsibility for media comment to specific members or employees in relation to certain limited areas of DIA activity.

6.12.2 Communication with internal parties and non-media external parties

Communication with internal parties within DIA (e.g. staff) should ordinarily be undertaken through the Chair or CEO. 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 DIA events or due to their other involvement in the design industry. 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 Chair or the Board.

THE NAC

6.13 NAC Meetings

The National Advisory Council will meet at least once, but not more than twice, in any financial year.

The conduct of National Councillors, the preparation for and management of meetings will be required to meet the standards expected of meetings of the Board.

6.14 Nominations Committee

The Nominations Committee is a committee of the National Advisory Council and is the only DIA standing committee that does not require a Director as one of its members. The primary role of the Nominations Committee is to select and appoint members of the Board of the DIA. Its other responsibilities are set out in its Terms of Reference.

Secondary functions include calling for and recommending the annual appointment and/ or reappointment at the AGM of members to national and international affiliations, awards and programs where advisory, adjudicating and representative roles are performed by DIA Members or designers.

The Nominations Committee shall comprise members of the National Advisory Council and/or other members. The National Advisory Council shall call for Expressions of Interest from suitably qualified and experienced Members as required. The Committee may seek and receive advice from other qualified Search & Recruitment providers or other individuals as it deems prudent or necessary.

6.16 Branch Council Meetings

Branch Councils will meet at least four (4) times each year or at a frequency determined by the Branch Council.

The conduct of Branch Councillors, the preparation for and management of meetings will be required to meet the standards expected of meetings of the Board.

PART 7 – AUTHORISATION

<Signature of the Board Chair>

<Signature of the CEO>

<Date of approval by the Board>

<Date of approval by the Board>

Design Institute of Australia Limited

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Document Release Information

File details

File name	DIA Charter
Description	Sets out the roles, responsibilities, authorities and processes of DIA's governing bodies
Original author(s)	Governance Committee
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Current author(s) revision	Jo-Ann Kellock
Document owner	CEO

Revision history

Version	Revision date	Author (s)	Revision notes
0.01	December 2018	Jo-Ann Kellock	Draft.
0.02	Oct 2019	Jo-Ann Kellock	Revision to reflect governance changes to terminology (company to organisation & secretary to CEO), addition of code of conduct and roles and responsibilities in particular committees and working groups.
0.03	November 2021	Jo-Ann Kellock	Updates for State Branch Council role and authority and context consistent with National administration and strategic direction.