

(Insert company name)

Board Charter

Note: This template has been developed as a guide for developing a Board charter for Directors. Further assistance can be provided by the Special Purpose Vehicle Unit, within the Department of Infrastructure and Planning.

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1 Authority

Describe where the Board derives its authority. This may include excerpts from the shareholders agreement. An information sheet for shareholder agreements is provided in 1_3_IS Shareholder Agreement.

2 Role of the Board

It is important to highlight the role of the Board, taking into account shareholder expectations as well as the responsibilities and matters of the Board. These include: guidance and monitoring the performance of the Special Purpose Vehicle (SPV); providing a sound basis of governance; conducting business within relevant legislation; and financial planning and monitoring

3 Management and oversight

Outline the composition of the Board and refer to its appointment under the SPV's constitution. An information sheet for constitutions is provided in 1_1_IS Constitution. If additional considerations are prescribed that affect the Board composition, e.g. independence or shareholder representatives, it is appropriate to document that here.

4 Directors' conduct

Refer to the key elements with which a Director's conduct needs to align. These may be detailed in the board handbook, which could be referenced in this section. A template for a board handbook is provided in 1_4_T Board Handbook. Items that should be covered relating to Directors' conduct include: Directors' role and responsibility; delegations; code of conduct; Board processes and operations; risk management; performance; and induction. Guiding principles are provided for delegations, codes of conduct and risk management in 1_11_GP Delegations, 1_16_GP Code of Conduct/Ethics and 2_1_GP Risk Management respectively.