

Opera Queensland

Board Charter

Purpose

This Board Charter sets out the roles, responsibilities, structure and processes of the Board of Opera Queensland (OperaQ). It is complementary to and consistent with OperaQ's Constitution.

Board Role and Responsibilities

The role of the Board is to provide strategic guidance for OperaQ and effective oversight of management. The Board is accountable to members and other stakeholders for the delivery of OperaQ's mission within a framework of excellent governance and financial strength. This requires the Board to work as a team and meet on a regular basis.

The key responsibilities of the Board are as follows:

- a) Approving the strategic direction of OperaQ and significant corporate strategic initiatives.
- b) Approving OperaQ's annual operating and capital expenditure budgets and financial statements and monitoring financial performance.
- c) Selecting, appointing and monitoring the performance of the external auditor.
- d) Maintaining an ongoing dialogue with the external auditor to provide reasonable assurance of compliance with regulatory requirements for OperaQ's financial statements.
- e) Considering and approving frameworks for managing all categories of risk, including operational, financial and reputation.
- f) Monitoring the effectiveness of risk management by OperaQ, including satisfying itself through timely reporting and effective oversight that appropriate internal control mechanisms are in place and being implemented.
- g) Considering the ethical, social, and environmental impact of OperaQ's activities, approving policies and monitoring compliance with these policies and OperaQ's practices.
- h) Selecting, appointing and determining the terms of appointment and remuneration of the General Manager and the Artistic Director.
- i) Providing oversight and evaluating the performance of the General Manager and the Artistic Director against Board approved performance metrics.
- j) Reviewing succession plans for the General Manager and the Artistic Director.
- k) Providing oversight of OperaQ's remuneration and performance management frameworks.
- l) Exercising due diligence to ensure OperaQ complies with its work, health and safety obligations.

Role and Delegation to Management

The General Manager and the Artistic Director are jointly responsible for the development of the vision, mission, values and strategic objectives for OperaQ. Management of the day to day operations is undertaken by the General Manager and management of the artistic direction and operations is undertaken by the Artistic Director subject to specified delegations of authority approved by the Board.

Board Composition

The Board is responsible for setting policies for appointment to the Board, identifying and evaluating candidates, appointing Directors to fill casual vacancies and making recommendations to members for the appointment or removal of Directors. The Board's Nominations Committee assists the Board in meeting this responsibility. Directors will be engaged through a letter of appointment and will have the benefit of a Deed with OperaQ for access, indemnity and insurance.

Collectively, Board members should have a broad range of skills, experience and knowledge so as to guide OperaQ to achieve its mission in a sustainable manner. Board members should also have personal attributes of integrity, sound judgment and independence of mind, well developed interpersonal skills and high levels of engagement.

The Board will regularly review the composition of the Board.

Chairman

The Board will appoint one of its members to be the Chairman in accordance with the Constitution.

The Chairman represents the Board to members and other stakeholders and communicates the Board's position.

The Chairman has a critical role in creating the conditions for individual Director and Board effectiveness. In particular, the Chairman will promote effective relationships and open communication between Board members and with executive management, effective decision-making and constructive debate, and effective implementation of Board decisions.

Company Secretary

The Board will appoint a Company Secretary who will be responsible for the co-ordination of all Board business, including agendas, board minutes, communication with regulatory bodies, and statutory filings. All Directors will have direct access to the Company Secretary.

Board Committees

The Board has established two standing Board Committees to assist the Board in exercising its authority. These are the Nominations Committee and the Audit and Risk Committee.

The Board may establish ad hoc Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.

The Board will determine the charters of each Board Committee, which will include their role and responsibilities. The Board will also determine the membership of the Board Committees having regard to workload, skills and experience, and the tenure of membership.

Board and Committee Meetings

The Chairman is responsible for the conduct of all Board meetings. This includes being satisfied that the agendas and supporting papers and structure of the meetings assist the Board to meet its responsibilities.

The General Manager and the Artistic Director have a standing invitation to attend all Board meetings and are available to be contacted by Directors between meetings.

The Board on occasions meets without executive management.

The Chair of a Board Committee is responsible for the conduct of Committee meetings. This includes being satisfied that the agendas and supporting papers and structure of the meetings assist the Committee to meet its responsibilities.

Director Independence

The Board has adopted a definition of independence which sets out the interests and relationships to be considered by the Board in assessing the independence of each Director. The Board assesses independence of Directors upon appointment and annually.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairman, or in the Chairman's absence, the Board.

Board Performance

The Board will annually undertake a review of the performance of the Board and Board Committees.

Ethical Standards

Board members are expected to observe the highest standards of ethical behaviour. The Board has adopted a Code of Conduct which describes the standards of conduct expected of Directors and Employees of OperaQ.

Review of Charters

The Board will review at least annually the Board and Board Committee Charters.

Adopted by the Board of Opera Queensland at a meeting held on 31 October, 2012