

BOARD CHARTER

RIMPA GLOBAL

RECORDS AND INFORMATION MANAGEMENT
PRACTITIONERS ALLIANCE

Advancing and Connecting the Records and Information
Management Profession.

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1 Document Control

VERSION	DATE	AUTHORS	APPROVAL	COMMENTS
1.0	June 2018	Lisa Read-White	RIMPA Global Board	Draft
2.0	July 2019	Janine Morris	RIMPA Global Board	
3.0	August 2020	Janine Morris	RIMPA Global Board	
4.0	January 2023	Anne Cornish	RIMPA Global Board	
4.1	July 2025	Governance and Risk Committee		Revised Document
4.2	10 October 2025	Governance and Risk Committee		Amendments provided by CEO, Anne Cornish added.
5.0	27 October 2025	Board Secretariat	RIMPA Global Board	Amendments from Board Meeting 156.

2 Related Polices, Procedures or Documents

NUMBER	DOCUMENT NAME	INTERNAL OR EXTERNAL
1.0	Board Executive Election Procedure	External
2.0	Board Induction Procedure	Internal
3.0	Board Nomination and Election Procedure	Internal
4.0	Board Performance and Evaluation Procedure	Internal
5.0	Code of Professional Conduct	External
6.0	Conflict of Interest Policy	External
7.0	Delegation Register	Internal
8.0	Election Campaign Conduct of Conduct	External
9.0	Executive Board Nomination Form	External
10.0	External Independent Director Appointment Procedure	Internal
11.0	Portfolio Lead Overview	Internal

3 Amendment, Modification or Variation

The Board Charter is effective from June 2018 and is reviewed every two years.

The Board Charter may be amended, varied, or modified by the Records and Information Management Practitioners Alliance Global (RIMPA Global) Board.

4 Role and Purpose of the Board

The Board is responsible for:

- The overall governance, management and strategic direction of RIMPA Global
- Monitoring the operational and financial position of RIMPA Global
- Driving organisational performance to deliver value to Members
- Identifying risks and approving appropriate mitigation, and overseeing risk management
- Delegating to the CEO and overseeing and evaluating the performance of the CEO.

The Executive Committee is responsible for:

- Evaluating the performance of the CEO
- Identifying and reviewing significant, confidential, or urgent matters, prioritising issues and making recommendations to the Board.

5 Board Powers

The Board of RIMPA Global is responsible for exercising the powers of the Company in a way that protects its integrity, advances its strategic objectives, and delivers value to members. While the Constitution sets the legal framework, the Charter expands on how these powers are applied in practice.

In fulfilling its role, the Board has the power to:

- **Direct and govern**
Set the strategic direction of RIMPA Global, approve major initiatives, and oversee organisational performance. This includes ensuring that decisions align with RIMPA Global's vision, values, and objectives, while also meeting legislative, regulatory, and ethical obligations.
- **Delegate with accountability**
Assign specific powers and responsibilities to Directors, Committees, the CEO, or employees, while retaining ultimate accountability for outcomes. Delegations must be proportionate, clearly documented in the Delegations of Authority Register, and regularly reviewed to ensure they remain appropriate and effective.
- **Shape organisational structures**
Establish, amalgamate, or dissolve, Committees, Working Groups, and Communities of Practice where this enhances member engagement, advocacy, education, or global impact. The Board ensures these structures operate within approved terms of reference and contribute to RIMPA Global's strategy.

- **Execute and endorse**
Approve and sign agreements, contracts, and legal instruments in accordance with the Delegations of Authority Register. The Board ensures that due diligence, risk assessment, and compliance checks are undertaken before any commitments are made on behalf of the organisation.
- **Oversee leadership appointments**
Appoint, support, evaluate, and where necessary remove officers of the Company, including the CEO. The Board ensures recruitment and performance management processes are fair, transparent, and aligned to RIMPA Global's culture, values, and strategic needs.
- **Approve strategy, policy, and budget**
Review, approve, and monitor the organisation's strategic plan, annual budgets, and significant policies. The Board ensures these frameworks are member-focused, forward-looking, and provide clear accountability for delivery and results.
- **Safeguard governance and risk**
Oversee systems of governance, compliance, and risk management. This includes ensuring policies are fit for purpose, monitoring emerging risks (such as financial sustainability, reputational risks, or technological change), and confirming that effective mitigation strategies are in place.

6 Board Composition

The Constitution outlines the Board composition must have a minimum of eight and a maximum of 12 Directors.

The Board consists of:

- Chair
- Vice Chair
- Executive Director
- At least five and up to seven elected Directors
- At least three and up to five appointed Directors
- A majority of elected Directors.

Additional Requirements:

- No more than three (3) Directors may be based outside of Australia.
- Where the Board does not hold the minimum number of Directors, the Board has a period of six months after the AGM or the Director's departure to replace the Director
- The Board elects one Chair, one Vice Chair and one Executive Director of the Board from the elected and appointed Directors who hold office in accordance with the Board Executive Election Procedure.

The executive committee consists of:

- Chair
- Vice Chair
- Executive Director.

The Finance Committee consists of:

- Chair
- Vice Chair
- Executive Director
- CEO
- Appointed Financial Board Director.

6.1 Appointment of Directors

Directors are appointed to the Board in accordance with the Constitution.

The Chair is appointed:

- By ordinary resolution at the Board meeting following the AGM.

The Vice Chair is appointed:

- By ordinary resolution at the Board meeting following the AGM.

The Executive Director is appointed:

- By ordinary resolution at the Board meeting following the AGM.

The Company Secretary is appointed on terms and conditions determined by the Board:

- The Company Secretary reports to the Executive Committee.

An Alternate Director is appointed by a director and approved by the Board, to exercise some or all the Director's powers for a specified period or as otherwise notified by the Board.

6.2 Eligibility of Directors

An elected Director must:

- Be a current professional member of RIMPA Global
- Have held professional status for at least two years
- Commit to devoting the required time, including being available to attend Board and Committee meetings
- Have a detailed understanding of applicable legislation and RIMPA Global's governance framework
- Have the industry, technical, governance and behavioural skills and competencies to undertake the duties of the Director
- Have served an absence as an elected Director of two full years since they last held office
- Must not be bankrupt or have a criminal record
- Be eligible to obtain a Director Identification Number (DIN).

An appointed Director must:

- Have a specialised skill or competency to undertake the duties of the Director
- Be eligible to obtain a Director Identification Number (DIN)

- Must not be bankrupt or have a criminal record.

7 Responsibilities

7.1 All Board Directors

All Board Directors are responsible for:

- Representing RIMPA Global
- Ensuring the Board meets the objectives of the strategic plan
- Contributing to a strategic direction for RIMPA Global that the strategic plan drives organisation performance and delivers value to members
- Monitoring internal and external risks, and escalating significant risks or crisis to the Board
- Undertaking a specialist portfolio role or executive position within the RIMPA Global Board
- Exercising delegation powers in accordance with the Delegations Register
- Responding to all resolutions within the timeframes requested unless the Director has notified RIMPA Global of a leave of absence
- Attend all Board meetings unless the Director has notified RIMPA Global of a leave of absence
- Attend RIMPA Live conference.

Details of the Portfolio roles are outlined in the Portfolio Lead Base Requirements.

7.2 Chair

The Chair is responsible for:

- Overseeing and evaluating the performance of the Board, Directors, and Executive and Finance Committees in accordance with the RIMPA Global Board Performance Evaluation Procedure
- Presiding as the Chair of the AGM, Executive Committee meetings and Board meetings
- Determining business of AGM, Executive Committee and Board meetings
- Assisting with succession planning and induction for new Directors
- Acting as a key representative and spokesperson for RIMPA Global in collaboration with the CEO
- Participating in the Finance Committee.

7.3 Vice Chair

The Vice Chair of the Board is responsible for:

- Acting as the Chair in their absence
- Participating in the Executive and Finance Committees

- Assisting with succession planning and induction for new Directors
- Undertaking specific responsibilities or representing RIMPA Global in forums as delegated by the Board or Chair
- Undertaking any additional responsibilities delegated by the Board to strengthen governance or organisational performance.

7.4 Executive Director

The Executive Director is responsible for:

- Supporting the Chair and Vice Chair in governance responsibilities and presiding over meetings when requested
- Participating in the Executive and Finance Committees
- Assisting with succession planning and induction for new Directors
- Representing RIMPA Global in external forums, partnerships, or stakeholder engagements where Board-level representation is required
- Undertaking any additional responsibilities delegated by the Board to strengthen governance or organisational performance.

8 Board-Elect Directors

- Directors elected by the membership whose official term has not yet commenced will be designated as Board-Elect
- Board-Elect Directors may be invited to attend Board meetings in an observer capacity until their term formally commences
- Board-Elect Directors must complete all required documentation (conflict of interest declarations, code of conduct, confidentiality agreements, induction forms) before attending any meeting as an observer
- As observers, they may only contribute to discussions when invited by the Chair and will not have voting rights
- Where a vacancy arises, or where strategic outcomes require additional capacity, the Board may, by ordinary resolution, appoint a Board-Elect Director to commence their term early
- Once appointed, Board-Elect Directors are subject to the same governance obligations, conflict of interest policies, and induction requirements as sitting Directors.

9 Company Secretary

The Company Secretary is responsible for:

- Notifying ASIC of changes to the company and lodging financial and annual reports
- Preparing company reports including financial and annual, in accordance with the Corporations Act 2001 (Cth) (the Act)
- Advising the Board on governance matters and compliance with the Corporations Act

- Developing and promulgating of RIMPA Global's Governance Framework
- Ensuring registers are established and properly maintained in accordance with the Constitution and RIMPA Global policies
- Reporting to the Board on governance, management, and strategic direction of RIMPA Global
- Acting as the secretariat for AGM, Board and Executive Board meetings to prepare agendas, circulate meeting notices and papers, recording accurate meeting minutes, and ensuring board actions are implemented
- Exercising the powers delegated in accordance with any directions of the Board.

10 Term

The term of Board Directors is in accordance with the Constitution.

The term of the executive committee is two years and commences and concludes at the end of the calendar year.

The Board may appoint Directors who have been duly elected by the membership outside the standard commencement period (beginning of each calendar year), where such appointments are necessary to progress strategic priorities or to fill a vacancy arising from a director's resignation.

11 Cessation of Board Directors

11.1 Resignation

A Board member will cease to be a Director after providing written notice of resignation to RIMPA Global's CEO or Board Chair and serving the notice period specified, or another timeframe as agreed with the CEO or Company Secretary.

When a Director resigns, the position is deemed a casual vacancy.

Elected Directors:

- The Board may appoint a Professional Member to fill any casual vacancy for the remainder of the Elected Director's term
- If an Elected Director resigns less than four months prior to the next scheduled election, the appointment of a new Director may be deferred until that election
- If an Elected Director resigns with more than four months remaining in their term, an election may be conducted to fill the vacancy to ensure the minimum required number of Elected Directors is maintained.

Appointed Directors:

If an Appointed Director resigns, a reappointment is only required where there is a business need or where it is necessary to maintain the required minimum of three Appointed Directors.

The Board may either:

- Appoint a replacement Director or Alternate Director for the remainder of the original term, or

- Undertake a new nomination process in line with the External Independent Director Appointment Procedure.

Chair and Vice Chair:

If the Chair resigns, the Vice Chair assumes the role for the remainder of the Chair's original term.

If the Vice Chair resigns, the Executive Director assumes the Vice Chair role for the remainder of the term, and the Board elects a new Executive Director using the Board Executive Election Procedure.

11.2 Termination

The Chair or CEO may also terminate the engagement of a Director for non-performance. In such circumstances, the Chair may appoint an Alternate Director to exercise some or all the Director's powers for a specified period, or as otherwise determined.

11.3 Other Cessation

Other instances when a Director, Chair or Vice Chair's board membership will cease:

- Is not re-elected
- Has been appointed as an alternate Director and that period ceases
- Is absent from three consecutive Board meetings without notifying RIMPA Global of a leave of absence
- Does not provide a response to more than three consecutive resolutions when requested, unless the Director has notified RIMPA Global of a leave of absence
- Becomes insolvent under administration
- Becomes prohibited from being a director by court order
- Has not paid their membership renewal fee
- Has their professional membership suspended.

Is, or becomes, an employee of RIMPA Global:

- The Company Secretary's engagement with RIMPA Global may cease
- When the Company Secretary terminates their contract
- The Company Secretary is removed by notice from the board.

12 Conflict of Interest

RIMPA Global requires all representatives to identify and acknowledge ethical, legal, financial, or other conflicts of interest. When conflicts arise, they must be disclosed and managed to ensure they do not interfere with duties undertaken for RIMPA Global.

Directors must always act in the best interests of RIMPA Global and must comply with the Constitution and the RIMPA Global Conflict of Interest Policy.

13 Board Meetings

The Board meets a minimum of three times annually. The Company Secretary acts as the secretariat for Board meetings. A Board meeting can be called by:

- The Chair
- The Vice Chair or
- Five Directors.

The Board may invite other attendees to all or part of a Board meeting.

13.1 Quorum

A representation of five Directors of the Board is considered a quorum.

13.2 Notice of a Board Meeting

Notice of a Board meeting must be given to each Director and invited guests.

13.3 Voting

Every invited Board Director is entitled to one vote either when present or via a proxy if on leave.

A resolution put to vote at the Board meeting is decided by a show of hands, voice vote or electronic vote:

- A resolution is considered passed if the resolution meets the necessary votes for the type of resolution
- All resolutions and voting decisions of Board Directors are captured in the Board meeting minutes
- In the case of an equality of votes, the Chair has the casting vote.

Out of session ordinary resolutions for Board meetings are as valid as if it had been passed at a Board meeting, if:

- The resolution is in writing
- A copy has been forwarded to each Board Director
- The resolution has been accepted by of majority of Directors entitled to vote.

Minutes for the board meeting are taken and include:

- The names of those present at the meetings
- The resolutions and voting decisions.