



Board Charter

16 January 2023

RECORDS AND INFORMATION MANAGEMENT
PRACTITIONERS ALLIANCE

Advancing and Connecting the Records and
Information Management Profession

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DOCUMENT CONTROL

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AMENDMENT, MODIFICATION OR VARIATION

- (a) This Charter is effective from 16 January 2023 and is reviewed every two years.
- (b) This Charter may be amended, varied or modified by the Records and Information Management Practitioners Alliance Global (RIMPA Global) Board.

1 ROLE AND PURPOSE OF THE BOARD

- (a) The Board is responsible for:
 - (i) the overall governance, management and strategic direction of RIMPA Global
 - (ii) monitoring the operational and financial position of RIMPA Global
 - (iii) driving organisational performance to deliver value to Members
 - (iv) identifying and overseeing the controls and monitoring of risks
 - (v) overseeing and evaluating the performance of the CEO
- (b) The Executive Committee is responsible for:
 - (i) identifying and reviewing significant, confidential, or urgent matters, prioritising issues and making recommendations to the Board

2 BOARD POWERS

- (a) The Board has powers as outlined in the Constitution
- (b) The Board has the power to establish a committee. When a committee is established, the Board must:
 - (i) establish a term of reference (ToR) defining the boundaries of the committee
 - (ii) appoint a representative of RIMPA to preside as the Chair for the committee
 - (iii) ensure proceedings of committees align with the committee ToR
 - (iv) ensure the committee reports to the Board, unless otherwise delegated and reports on activities as required
 - (v) finalise committee resolutions by adoption or confirmation
 - (vi) a committee must exercise the powers delegated in accordance with any directions of the Board

3 BOARD COMPOSITION

- (a) The Board must have a minimum of eight and a maximum of 12 Directors
- (b) The Board consists of:
 - (i) Chair
 - (ii) Vice Chair
 - (iii) Executive Director
 - (iv) at least five and up to seven elected Directors
 - (v) at least three and up to five appointed Directors
 - (vi) a majority of elected Directors
- (c) The Board elects one Chair and one Vice Chair of the Board from the elected and appointed Directors who hold office in accordance with the Board Election Procedure
- (d) 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

- (e) The executive committee consists of:
 - (i) Chair
 - (ii) Vice Chair
 - (iii) At least one Director
- (f) The Finance Committee consists of:
 - (i) Chair
 - (ii) Vice Chair
 - (iii) Executive Director
 - (iv) CEO
 - (v) CFO

3.1 Appointment of Members

- (a) Directors are appointed to the Board in accordance with the Constitution
- (b) the Chair is appointed:
 - (i) By ordinary resolution at the Board meeting following the AGM
- (c) the Vice Chair is appointed:
 - (i) By ordinary resolution at the Board meeting following the AGM
- (d) the Executive Director is appointed:
 - (i) By ordinary resolution at the Board meeting following the AGM
- (e) the Investigation Representative is appointed:
 - (i) By ordinary resolution at the Board meeting following the AGM
- (f) the Company Secretary is appointed on terms and conditions determined by the Board:
 - (i) The Company Secretary reports to the Executive Committee
- (g) the CEO is appointed on terms and conditions determined by the Board:
 - (i) The CEO reports to the Chair of the Board
- (h) 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

3.2 Eligibility of Directors

- (a) an elected Director must:
 - (i) be a current professional member of RIMPA Global
 - (ii) have held professional status for at least two years
 - (iii) have a detailed understanding of applicable legislation and RIMPA Global's governance framework
 - (iv) have a Director Identification Number (Director ID)

- (v) have the industry, technical, governance or behavioural skills and competencies to undertake the duties of the Director
- (b) an appointed Director must:
 - (i) have a specialised skill or competency to undertake the duties of the Director

4 RESPONSIBILITIES

4.1 All Board members

- (a) All Board members are responsible for:
 - (i) representing RIMPA Global
 - (ii) ensuring the Board meets the objectives of the strategic plan(s)
 - (iii) contributing to the strategic direction of RIMPA Global
 - (iv) undertaking a specialist portfolio role or executive position within the RIMPA Global Board
 - (v) responding to all resolutions within the timeframes requested
 - (vi) attending all in person and virtual Board meetings
 - (vii) attending RIMPA Live conference

4.2 Chair

- (a) the Chair is responsible for:
 - (i) overseeing and evaluating the performance of the Board, Directors, and Executive and Finance Committees in accordance with the RIMPA Global Board Performance Evaluation Policy
 - (ii) presiding as the Chair of the AGM, Executive Committee meetings and Board meetings
 - (iii) developing and managing a Chair succession plan
 - (iv) determining business of AGM, Executive Committee and Board meetings

4.3 Vice Chair

- (a) the Vice Chair of the Board is responsible for:
 - (i) acting as the Chair in the absence of the Chair
 - (ii) actively developing and managing Vice Chair succession plan.

4.4 CEO

- (a) the CEO is responsible for:
 - (i) managing the operational activities of RIMPA Global
 - (ii) exercising any delegated powers
 - (iii) ensuring the AGM, Executive Committee and Board meetings are properly called and held
 - (iv) ensuring meeting minutes are kept in compliance with the Act and the

Constitution

- (v) acting as the secretariat for Board meetings
- (vi) providing or procuring advice for RIMPA Global
- (vii) developing and promulgating of RIMPA Global's Governance Framework
- (viii) managing Director induction and succession planning
- (ix) managing company employees
- (x) reporting to the Board on:
 - a. governance, management and strategic direction of RIMPA Global
 - b. the operational and financial position of RIMPA Global
 - c. organisational performance
 - d. risk management

4.5 Company Secretary

- (a) the Company Secretary is responsible for:
 - (i) ensuring compliance with RIMPA Global statutory obligations
 - (ii) ensuring necessary registers are established and properly maintained
 - (iii) exercising the powers delegated in accordance with any directions of the Board
 - (iv) maintaining financial records of RIMPA Global
 - (v) preparing company reports in accordance with the *Corporations Act 2001 (Cth)* (the Act)

5 TERM

- (a) the term of Board members is in accordance with the Constitution
- (b) the term of the investigation representative is one year and commences and concludes at the end of the calendar year
- (c) the term of the executive committee is two years and commences and concludes at the end of the calendar year

6 CESSATION OF BOARD MEMBERS

6.1 Resignation

- (a) when a Director gives notice to RIMPA Global of their resignation:
 - (i) the newly elected Director will serve the remainder of the original term
- (b) a Chair or Vice Chair gives notice to RIMPA Global to resign:
 - (i) where the Chair resigns, the Vice Chair assumes the role and will serve the remainder of the original term
 - (ii) where the Vice Chair resigns, the Board appoints a Director through ordinary

resolution to serve the remainder of the original term

- (c) a resignation takes effect immediately, unless the notice provides otherwise
- (d) an alternate Director is appointed in accordance with of the Constitution
- (e) a Director is stood down for non-performance:
 - (i) an alternate Director is appointed by a Chair, to exercise some or all of the Director's powers for a specified period or as otherwise notified by the Chair

6.2 Other cessation

- (a) if the Director, Chair or Vice Chair:
 - (i) is not re-elected
 - (ii) has been appointed as an alternate Director and that period ceases
 - (iii) is absent from three consecutive Board of Director meetings without consent
 - (iv) 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
 - (v) becomes insolvent under administration
 - (vi) becomes prohibited from being a Director by court order
 - (vii) has not paid their membership renewal fee
 - (viii) has their professional membership suspended
 - (ix) is, or becomes, an employee of RIMPA Global
- (b) when the CEO terminates their contract:
 - (i) the CEO may be removed by notice from the Board
- (c) when the Company Secretary terminates their contract:
 - (i) the Company Secretary may be removed by notice from the Board

7 CONFLICT OF INTEREST

- (a) a conflict of interest is managed in accordance with the Constitution:
 - (i) a conflict of interest (actual, potential or perceived) is when:
 - a. a Director has a private, financial or other interest in an activity being undertaken by RIMPA Global
 - b. the interest could conflict with the performance of the Director's duties
 - (ii) where a Director has a conflict of interest, the Director must declare as soon as identified, the nature of the interest to RIMPA Global
 - (iii) after declaration, the Board must agree on the action appropriate to the nature of the conflict of interest

8 PROCEEDINGS OF BOARD MEETINGS

- (a) the Board meet a minimum of three times annually
- (b) the CEO acts as the secretariat for Board meetings

- (c) a Board meeting can be called by:
 - (i) the Chair
 - (ii) the Vice Chair or
 - (iii) five Directors
- (d) the Board may invite other attendees to all or part of a Board meeting
- (e) a representation of five members of the Board is considered a quorum
- (f) notice of a Board meeting must be given to each member of the Board and/or invited guests
- (g) every Board member present in person and entitled to vote has one vote
- (h) a resolution put to vote at the Board meeting is decided by a show of hands, voice vote or electronic vote:
 - (i) a resolution is considered passed if the resolution meets the necessary votes for the type of resolution
 - (ii) all resolutions and voting decisions of Board members are captured in the Board meeting minutes
 - (iii) in the case of an equality of votes, the Chair has the casting vote
- (i) out of session ordinary resolutions for Board meetings are as valid as if it had been passed at a Board meeting, if:
 - (i) the resolution is in writing
 - (ii) a copy has been forwarded to each Board member
 - (iii) the resolution has been accepted by of majority of members entitled to vote
- (j) minutes for the Board meeting are taken and include:
 - (i) the names of those present at the meetings
 - (ii) the resolutions and voting decisions