

Music Teachers' Association of N.S.W. Ltd

Board Charter

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This Board Charter (Charter) sets out the role, responsibilities, structure, and processes of the Board of the Music Teachers' Association of New South Wales Ltd (MTA).

1. Role and Responsibilities

The role of the Board is to provide leadership and strategic guidance for the MTA in addition to overseeing the sound and prudent management of the MTA and management's implementation of MTA's strategic initiatives.

In performing its role, the Board aspires to excellence in governance standards. This requires the Board to work as a team and meet on a regular basis. The key responsibilities of the Board are as follows:

- Approving, and overseeing management's implementation of the investment of resources and strategic direction of the MTA, including satisfying itself through appropriate reporting and oversight that appropriate internal control mechanisms are in place and are being implemented in accordance with regulatory requirements;
- Approving the MTA annual targets and financial statements and monitoring financial performance of the MTA;
- Approving policies and procedures, including those required to be approved by the Board;
- Maintaining an ongoing dialogue with the MTA's external auditors and, where appropriate, regulators, to provide reasonable assurance of compliance with all regulatory requirements;
- Considering the social, ethical and environmental impact of the MTA's activities, setting standards and monitoring compliance with sustainability standards and practices;
- Approving the appointment and termination of the external auditor; and
- Receiving and considering recommendations from the MTA's Committees.

2. Delegation to Management

Management of the MTA's day-to-day operations is undertaken by the Management Committee of the MTA (MC) unless delegation to management is transferred to the office of a Chief Executive.

The MC is a standing Board Committee governed by its own Committee Charter and overseen by its own Board-appointed Chair, who is always the Managing Director. The office of MC Chair may never be held by the Board Chair (see section 4: Chair).

With approval of the Board in each instance, the MC comprises those directors and any or all employees and Accredited MTA members as required to discharge its management duties and obligations on behalf of the Board.

Any Accredited MTA members co-opted to the MC, as fully invested officeholders, must meet the ASIC-mandated requirements¹ and abide by the “*Duties of Responsible Persons*” as outlined by the ACNC Governance Standard 5.²

All directors who are members of the MC meet the full criteria of Executive Director.

Non-executive and independent directors are precluded from membership of the MC.

Any matters or transactions outside the delegations of authority must be referred to the MTA Board or the appropriate Committee for approval.

3. Board Size and Composition

The Board is responsible for:

- identifying and evaluating, after recommendations from the Nominations Committee, possible future non-executive independent Directors to the MTA Board, such as there shall be not less than 2, and not in excess of half the total number of Directors;
- appointing Directors to fill casual vacancies on the MTA Board; and
- making recommendations for the appointment or removal of Directors, be they Executive, Non-executive, or independent.

The Board will also comprise independent Non-executive directors (see **Appendix II**).

¹ “To be an officeholder, you must be at least 18 years old.

*The law does not allow you to be an officeholder or manage a company (without court consent) if: you are currently bankrupt
you are still subject to a personal insolvency agreement or composition under the Bankruptcy Act 1966, or have been convicted of offences like fraud or breaching your duties as an officeholder.
If you have been convicted of an offence committed against the corporation's interests, under the Corporations Act 2001 or for an offence involving dishonesty, you cannot manage a company or be an officeholder within five years of your conviction.*

Similarly, if you have been imprisoned for an offence as mentioned above, you cannot manage a company within five years after your release from prison.

If you are a current officeholder and you have been convicted of an offence or are declared bankrupt, you are automatically disqualified. Your company must notify ASIC that you're no longer an officeholder.”

ASIC: <https://asic.gov.au/for-business/running-a-company/company-officeholder-duties/your-company-and-the-law/#can-anyone-be-an-officeholder> [accessed: 5/2/2021]

²

- “to act with reasonable care and diligence
- to act honestly and fairly in the best interests of the charity and for its charitable purposes
- not to misuse their position or information they gain as a Responsible Person
- to disclose conflicts of interest
- to ensure that the financial affairs of the charity are managed responsibly, and
- not to allow the charity to operate while it is insolvent.

Generally, the duties mean that responsible persons should act with standards of integrity and common sense.”
ACNC: <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards/5-duties-responsible-persons> [accessed: 5/2/2021]

The size of the Board will be determined in accordance with the MTA Constitution.

Collectively, the Board members should have a broad range of skills, experience, and knowledge necessary to guide the business of the MTA. These skills are articulated in the Board Skills Matrix, which is reviewed annually.

The Board will determine and regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by the MTA's Constitution and the terms served by existing Directors.

Directors will be engaged through a letter of appointment.

Director's Role and Accountabilities

Administrative Matters

- The role of Director is not accompanied by any financial remuneration, although expenses for travel may be claimed.
- Directors are expected to acknowledge and abide by the *Director Code of Conduct*.
- Directors are from time-to-time required to support the MTA via Board Committee representation and to represent the MTA at events and meetings with key stakeholders.
- A Director is expected to attend at least 80% of Board meetings throughout the year in person.

Role

The role of a Director is to ensure that the MTA fulfils its regulatory and fiduciary duties and to ensure that the organisation delivers on its Strategic Plan.

Principal responsibilities

- Strategic Direction.
- Provide insight and direction in the establishment of the MTA's Strategic Plan.
- Ensure that they fulfil their duties and responsibilities for the effective governance of the MTA.
- Ensure that the Board fulfils its duties to ensure sound financial health of the MTA, with systems in place to ensure financial accountability.
- Ensure that MTA pursues its objectives as defined in its constitution.
- Ensure that MTA has a clear vision, mission and strategic direction and is focused on achieving these.

Governance

- To ensure the MTA complies with its constitution and ensure that the MTA complies with all legal and regulatory requirements.
- Contribute and abide by the governance arrangements of the MTA.
- Contribute to the establishment of MTA policy, goals, targets and evaluate performance against agreed targets.

- Encourage positive change where appropriate and address and assist in the resolution of any conflicts within the Board.
- Provide support as necessary via Board Committee representation.
- Contribute to the assessment of the Board performance on an annual basis.
- Work within any agreed policies adopted by the MTA.

External Relations

- From time-to-time act as an ambassador for the MTA.
- Safeguard the reputation and values of the MTA.
- Maintain close relationships with key members of the stakeholder groups and key influencers.
- From time-to-time represent the MTA at external functions, meetings, and events.
- Address any potential personal conflict of interest in accordance with the *Director Code of Conduct*.

Efficiency and effectiveness

- Ensure the MTA applies resources efficiently and effectively in pursuing the stated strategic objectives.
- Ensure the effective and efficient operation of the MTA.
- Ensure the financial stability of the MTA.
- Protect and manage the assets of the MTA and ensure the proper investment of the organisation's financial assets.
- Bring impartiality and objectivity to the decision-making process.
- Engage and take decisions in the best, long-term interests of the MTA and take collective ownership with fellow Directors.

4. Chair

The Board will appoint one of the Directors to be the Chair in accordance with the MTA's Constitution.

The Chair represents the Board to the MTA's membership and external stakeholder groups and communicates the Board's position.

The Chair's role is Non-executive; the Chair is precluded from membership of the Management Committee.

Chair's Role and Accountabilities

Administrative Matters

- The role of the Chair is not accompanied by any financial remuneration, although expenses for travel may be claimed.
- The Chair is expected to attend at least 80% of Board meetings throughout the year in person.

- The Chair is also expected to have regular meetings with the Managing Director, maintaining a close relationship, and also represent the MTA at various events and meetings with key stakeholders including patrons.

Role

- The Chair will hold the Board and Managing Director to account for the delivery of the MTA's Strategic Plan.
- The Chair will provide inclusive leadership to the Board, ensuring that each Director fulfils their duties and responsibilities for the effective governance of the MTA.
- The Chair will also support, and, where appropriate, challenge the Directors and ensure that the Board functions as a unit and works closely with the entire management team of the MTA to achieve agreed objectives.
- They will act as the public face of the MTA in conjunction with the Managing Director.

Principal responsibilities

- Strategic leadership.
- Provide leadership to the MTA and its Board, ensuring that the MTA has maximum impact for its stakeholders.
- Ensure that Directors fulfil their duties and responsibilities for the effective governance of the MTA.
- Ensure that the Board operates within its objectives and provides a clear strategic direction for the MTA management.
- Ensure that the Board is regularly able to review major risks and associated opportunities and satisfy itself that systems are in place to take advantage of opportunities and manage and mitigate the risks.
- Ensure that the Board fulfils its duties to ensure sound financial health of the MTA, with systems in place to ensure financial accountability.

Governance

- Ensure that the governance arrangements are working in the most effective way for the MTA.
- Develop the knowledge and capability of the Board.
- Encourage positive change where appropriate and address and resolve any conflicts within the Board.
- Appraise the performance of the Board on an annual basis.
- In conjunction with the Nominations Committee, ensure that the Board is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead the MTA effectively.
- Work within any agreed policies adopted by the MTA.

External Relations

- Act as an ambassador for the MTA.
- Maintain close relationships with key members of the stakeholder groups and key influencers.
- Act as a spokesperson for the organisation when appropriate.
- Represent the MTA at external functions, meetings, and events.

- Address any potential conflict with external stakeholders.
- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision-making process.
- Ensure that Directors are fully engaged and that decisions are taken in the best, long-term interests of the MTA and that the Board takes collective ownership.
- Foster, maintain and ensure that constructive relationships exist with and between Directors.
- Work closely with the Managing Director to give direction to Board policymaking and to ensure that meetings are well planned, meaningful and reflect the responsibilities of Directors.
- Monitor that decisions taken at meetings are implemented.

5. Company Secretary

The Company Secretary is responsible for the coordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies, and all statutory and other filings.

The Board will appoint the Company Secretary.

Appointment and removal of a Company Secretary will be subject to Board approval.

Subject to Board approval, some, but not all, of the duties of the office of Company Secretary may be delegated through formal written agreement to appropriate individuals.

Agreements for delegation of authority notwithstanding, full responsibility for the duties and obligations of the office of Company Secretary shall always remain with the Company Secretary.

All Directors shall have direct access to the Company Secretary.

6. Board Policies

The Board shall approve and adopt the following charters, policies, delegations, codes and protocols:

- this Board Charter;
- the Charters of all committees established by the Board;
- the Delegation to Management;
- the Strategic Plan; and
- other policies as the Board may determine.

7. Board Committees

The Board has established Committees to assist the Board in exercising its authority.

The current Committee Structure is designed to support the Board of the MTA in fulfilling its regulatory and fiduciary duties and to support the delivering of the vision and Strategic Plan.

The standing Board Committees are:

- Governance Committee;
- Management Committee (MC);
- Audit Committee;
- Risk Committee;
- Nominations Committee;
- Fundraising & Trustees Committee; and
- Accreditation 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 approve the charters of standing Board Committees, which will set out the roles and responsibilities of each Committee.

The Board will determine the membership and composition of Board Committees, having regard to workload, skills and experience, and any regulatory requirements.

The role of a Director as a committee member is governed by the Charter of the individual Committee.

Committee members are expected to attend 80% of Committee meetings throughout the year and actively and purposefully contribute to Committee discussions and decisions.

Committee members are expected to be well-briefed and review documentation provided prior to the committee meeting.

8. Board Meetings

The Chair is responsible, in consultation with the Company Secretary, for the conduct of all Board meetings.

The Board will adopt an annual calendar to facilitate the discharge of its responsibilities, and this will form the basis of its individual meeting agendas.

The Board shall meet no less than six times per year.

The Chair is to ensure, in consultation with the Company Secretary, agendas are comprehensive, that all agenda items are appropriate and that recommendations fit within the broad strategic direction set by the Board.

Non-director members of the MC are invited to attend Board meetings on a need's basis.

The Chair and other members of the Board will be available to meet with the stakeholders and regulators on request.

9. Director Independence

The Board has adopted a definition of independence setting 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 through an attestation by each Director.

10. Board Performance

The Board will undertake ongoing assessment and review of performance of the Board, its Committees and individual Directors annually, overseen by the Chair.

The Board commits to a process of Board evaluation and director appraisal every 3 years facilitated by an external consultant.

11. Ethical Standards

Board members are expected to observe the highest standards of ethical behaviour.

The Board supports and encourages policies within the MTA which require Directors and employees to observe high standards of personal integrity and display honesty in all their dealings.

The Board expects that the highest levels of confidentiality are maintained with regards to the MTA Business strategy, Board deliberations, discussions and decisions.

12. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with an interest of the MTA or gives the appearance of a conflict.

A Director who has a material personal interest in a matter that relates to the affairs of the MTA must give the other Directors notice of such interest.

13. Review of Charters

Board and Committee Charters will be reviewed every two years or as required.

~ END ~

Appendices

Appendix I – MTA Definition of Independence

The following definition of ‘Independence’ was adopted by the MTA Board at the Board meeting on 17 October 2021.

An MTA independent director is independent of management and free from any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the exercise of their unfettered and independent judgment.

The Board must consider this when determining likely conflicts of interest and the degree to which a director is independent.

In assessing independence, the Board will consider if the director has a business or other relationship with the MTA, either directly or as a partner, member or officer of a company or other entity that has an interest or a business or other relationship with the MTA.

In assessing independence, the Board will have regard to whether the director or an immediate family member has any of the following relationship:

- within the last two years, membership of the MTA;
- within the last two years, employment in any capacity by the MTA;
- within the last two years, been a principal of a material professional adviser or a material consultant to the MTA, or an employee materially associated with the service provided;
- within the last two years, a present or former affiliation with or employment by a present or former internal or external auditor of the MTA; and
- a material supplier or receiver of services of the MTA.

The meaning of “immediate family member” includes a person’s spouse or partner, parents, children, siblings, mothers and fathers-in law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone other than employees of the MTA who shares such person’s home.

Appendix II – Director Code of Conduct

Introduction

The Music Teachers' Association of New South Wales Ltd (MTA) is a non-profit, tax exempt organisation formed under the Corporations Act as a company limited by guarantee.

Distinct responsibilities come with being a Director of a non-profit organisation such as the MTA.

The Board is aware that non-profit organisations can easily become subject to scrutiny from government and the community if they are not seen to embrace good corporate governance.

Public perception that a non-profit organisation has failed to meet corporate governance obligations can potentially lead to difficulties in securing funding.

This Code of Conduct is one element of the MTA's corporate governance practices.

By joining the Board, Directors accept an obligation to act in the best interests of the MTA.

All Directors must adhere carefully to the policies, goals and principles of the MTA and set an example of best practice.

Every Director is required to comply with this Code of Conduct (as varied by the Board from time to time).

This Code of Conduct aims to assist Board members in effectively carrying out their duties and responsibilities.

A failure to comply with this Code of Conduct may result in a Director being removed from the Board.

Duties

A Director must at all times act honestly, in good faith and in the best interests of the MTA and in compliance with Director's duties under the Corporations Act 2001.

A Director must use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

A Director must not obtain, solicit or accept any bribe, secret commission or inducement of any sort in relation to their official duties.

In fulfilling Board duties, a Director must have regard to the strategic direction of the Board, financial operations and solvency, and all major policy issues.

The Board and each Director must establish the objectives of the MTA, set strategies and plans for the carrying out of the objectives, set policies, monitor performance of the MTA and its staff and volunteers, ensure there are controls, reporting procedures and compliance procedures, and ensure there are adequate resources.

A Director must make reasonable enquiries to ensure that the MTA is operating efficiently, effectively, and legally towards achieving its goals and undertake diligent analysis of all proposals put before the Board.

Information will be provided to all Directors. No Director can be privy to any information that would not be provided to all Board Directors.

Requests for information should be made to the Chair of the MC or the Chief Executive Officer if one is appointed.

Dissent within the Board

A Director has an obligation to be independent in judgement and action and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

A Director must be prepared, if necessary, to express disagreement with other Directors, including the Chair, if satisfied that there are good grounds to do so.

When a Director concludes that he or she is unable to support a decision of the Board, the Director has available some or all of the following steps:

- making his or her dissent and its possible consequences clear to the Board as a means of seeking to influence a decision;
- asking for legal, accounting or other professional advice;
- asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussions;
- tabling a statement of dissent or writing to the President and asking that the statement or letter be minuted; and
- resigning and considering advising an appropriate regulator.

Protect the Reputation of the MTA

Directors must at all times ensure that they act in accordance with the law and so as to promote the purposes, policies and positive image of the MTA.

They should take steps to ensure that the MTA is well-regarded by potential beneficiaries and supporters and at all times maintains community respect.

Directors members must not engage in conduct likely to bring discredit upon the MTA.

A Director must always act with integrity toward the MTA, must declare any conflict of interest when representing the MTA, and must not knowingly misrepresent the views or policies of the MTA.

Directors must not allow themselves to be involved in any conduct by persons that may, directly or indirectly, affect the honest or impartial exercise of their official functions.

Public Announcements

Directors (other than the Chair) must not make public comments regarding the considerations and determinations of the MTA, unless authorised by the Chair or Board to do so.

Directors must not make any public comment or statement that discloses the input of individual Board Directors to the Board.

Compliance with the Code of Conduct

Any Director who is aware of any breach of this Code of Conduct must report the matter immediately to the Chair or the Board.

So far as it is within the Board’s control, no retaliatory action will be taken or permitted against a Director for making a good faith report of a suspected breach of this Code of Conduct.

This Code of Conduct is a public document. As a result, adherence to this Code of Conduct is fundamental to the MTA’s reputation in the business community and the MTA views breaches of this Code of Conduct by Directors as serious misconduct.

All prospective Directors must sign a Compliance Undertaking agreeing to abide by the policies and procedures of the Board, including this Code of Conduct.

If the Compliance Undertaking is breached, the Director may be removed from the Board under the procedure set out in the Constitution of the MTA.

The currently prescribed form of Compliance Undertaking appears below.

Compliance Undertaking

All prospective Directors are required to sign the following Compliance Undertaking:

I agree, should I become a member of MTA’s Board, to abide by this Code of Conduct, the Constitution of the MTA and any other policies or procedures determined by the Board or MTA from time-to-time.

I acknowledge that a breach of this undertaking may result in me being removed from the Board in accordance with the Constitution.

Signature

.....
Name (print)

.....

Date:

Appendix III – Directors Accountability Statements

Introduction

The Music Teachers' Association of New South Wales Ltd (MTA) is a non-profit, tax exempt organisation formed under the Corporations Act as a company limited by guarantee.

Distinct responsibilities come with being a Director of a non-profit organisation such as the MTA.

The Board is aware that non-profit organisations can easily become subject to scrutiny from government and the community if they are not seen to embrace good corporate governance.

The accountability statements are designed for individual Directors so as to:

- clearly articulate what the director is accountable for with respect to their role on the MTA Board;
- be a document that covers all areas of responsibility of a director and aligns with the actual practices and governance arrangements of the MTA; and
- be considered collectively to articulate accountability across the Board.

Incorporated within this document are Accountability Statements for:

- The Chair of the MTA;
- Managing Director of the MTA;
- Directors of the MTA; and
- Board Committee members of the MTA.

Chair's Role & Accountabilities

Administrative Matters

- The role of the Chair is not accompanied by any financial remuneration, although expenses for travel may be claimed.
- The Chair is expected to attend at least 80% of Board meetings throughout the year in person.
- The Chair is also expected to have regular meetings with the MC Chair, maintaining a close relationship with the MC Chair, and also represent the MTA at various events and meetings with key stakeholders including patrons.

Role

- The Chair will hold the Board and management team to account for the delivery of the MTA's Strategic Plan.
- The Chair will provide inclusive leadership to the Board, ensuring that each Director fulfils their duties and responsibilities for the effective governance of the MTA.
- The Chair will also support, and, where appropriate, challenge the Directors and ensure that the Board functions as a unit and works closely with the entire management team of the MTA to achieve agreed objectives.
- They will act as the public face of the MTA in conjunction with the members of the MC.

Principal responsibilities

- Strategic leadership.
- Provide leadership to the MTA and its Board, ensuring that the MTA has maximum impact for its stakeholders.
- Ensure that Directors fulfil their duties and responsibilities for the effective governance of the MTA.
- Ensure that the Board operates within its objectives and provides a clear strategic direction for the MTA management.
- Ensure that the Board is able to regularly review major risks and associated opportunities and satisfy itself that systems are in place to take advantage of opportunities and manage and mitigate the risks.
- Ensure that the Board fulfils its duties to ensure sound financial health of the MTA, with systems in place to ensure financial accountability.

Governance

- Ensure that the governance arrangements are working in the most effective way for the MTA.
- Develop the knowledge and capability of the Board.
- Encourage positive change where appropriate and address and resolve any conflicts within the Board.
- Appraise the performance of the Board on an annual basis.

- In conjunction with the Nominations Committee, ensure that the Board is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead the MTA effectively.
- Work within any agreed policies adopted by the MTA.

External Relations

- Act as an ambassador for the MTA.
- Maintain close relationships with key members of the stakeholder groups and key influencers.
- Act as a spokesperson for the organisation when appropriate.
- Represent the MTA at external functions, meetings and events.
- Address any potential conflict with external stakeholders.
- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision-making process.
- Ensure that Directors are fully engaged and that decisions are taken in the best, long-term interests of the MTA and that the Board takes collective ownership.
- Foster, maintain and ensure that constructive relationships exist with and between Directors.
- Work closely with the members of the MC to give direction to Board policymaking and to ensure that meetings are well planned, meaningful and reflect the responsibilities of Directors.
- Monitor that decisions taken at meetings are implemented.

Acknowledgement

I, _____, acknowledge that I have read, understood and accept the areas of accountabilities included in my Accountability Statement for the role as Chair of the MTA

Signature

Date

Managing Director's Role & Accountabilities

Administrative Matters

- The role of the Managing Director (MD) is not accompanied by any financial remuneration, although expenses for travel may be claimed.
- The MD is always the Chair of the Management Committee (MC) and is expected to attend at least 80% of Board and MC meetings throughout the year in person.
- The MD is also expected to have regular meetings with the Board Chair, maintaining a close relationship with the Board Chair, and also represent the MTA at various events and meetings with key stakeholders including patrons.

Role

- As Chair of the MC, the MD will be responsible for the operations of the MC and the delivery of the MTA's Strategic Plan.
- The MD will provide inclusive leadership to the MC, ensuring that each MC member fulfils their duties and responsibilities for the effective management of the MTA.
- Provide strategic advice to the Board and Chair.
- The MD will also support the work of the Board by ensuring Directors have access as required, desired and as appropriate to all MC members and operations.
- The MD will act as the public face of the MTA in conjunction with the Board Chair.

Principal responsibilities

- Chair the Management Committee.
- Develop and execute the MTA's business strategies in order to attain goals.
- Provide strategic advice to the Board and Chair.
- Oversee the MTA's financial performance, investments, and other business ventures.
- Monitor and ultimately ensure the operational effectiveness of Branch Sub-Committees.
- Prepare and implement business plans.
- Plan cost-effective operations and market development activities.
- Establish company policies and legal guidelines.
- Grant and or delegate powers to other suitable persons to perform specific tasks on behalf of the MD provided they lie within the limits of the Board's Delegation of Authority to Management.

Governance

- Ensure that the MC's governance arrangements are working in the most effective way for the MTA in alignment with the MTA's Strategic Plan.
- Develop the knowledge and capability of the MC.
- Encourage positive change where appropriate and address and resolve any conflicts within the MC.
- Appraise the performance of the MC on an annual basis.

- Ensure that the MC incorporates the right balance of skills, knowledge and experience needed to manage the operations of the MTA effectively.
- Work within any agreed policies adopted by the Board.

External Relations

- Build long term, trusting relationships with members, business partners and authorities.
- Act as a spokesperson for the organisation when appropriate.
- Represent the MTA at external functions, meetings, and events.
- Together with the Board Chair, seek to address any potential conflict with external stakeholders.
- Chair meetings of the MC effectively and efficiently, bringing impartiality and objectivity to the decision-making process.
- Foster, maintain and ensure that constructive relationships exist with and between members of the MC.
- Monitor that decisions taken at meetings are implemented.

Acknowledgement

I, _____, acknowledge that I have read, understood and accept the areas of accountabilities included in my Accountability Statement for the role as Managing Director of the MTA

Signature

Date

Director's Role & Accountabilities

Administrative Matters

- The role of Director is not accompanied by any financial remuneration, although expenses for travel may be claimed.
- Directors are expected to acknowledge and abide by the *Director Code of Conduct*.
- Directors are from time-to-time required to support the MTA via Board Committee representation and to represent the MTA at events and meetings with key stakeholders.
- A Director is expected to attend at least 80% of Board meetings throughout the year in person.

Role

The role of a Director is to ensure that the MTA fulfils its regulatory and fiduciary duties and to ensure that the organisation delivers on its Strategic Plan.

Principal responsibilities

- Strategic Direction.
- Provide insight and direction in the establishment of the MTA's Strategic Plan.
- Fulfil their duties and responsibilities for the effective governance of the MTA.
- Ensure that the Board fulfils its duties to ensure sound financial health of the MTA, with systems in place to ensure financial accountability.
- Ensure that MTA pursues its objectives as defined in its constitution.
- Ensure that MTA has a clear vision, mission and strategic direction and is focused on achieving these.

Governance

- To ensure the MTA complies with its constitution and ensure that the MTA complies with all legal and regulatory requirements.
- Contribute and abide by the governance arrangements of the MTA.
- Contribute to the establishment of MTA policy, goals, targets and evaluate performance against agreed targets.
- Encourage positive change where appropriate and address and assist in the resolution of any conflicts within the Board.
- Provide support as necessary via Board Committee representation.
- Contribute to the assessment of the Board performance on an annual basis.
- Work within any agreed policies adopted by the MTA.

External Relations

- From time-to-time act as an ambassador for the MTA.
- Safeguard the reputation and values of the MTA.
- Maintain close relationships with key members of the stakeholder groups and key influencers.
- From time-to-time represent the MTA at external functions, meetings, and events.

- Address any potential personal conflict of interest in accordance with the *Director Code of Conduct*.

Efficiency and effectiveness

- Ensure the MTA applies resources efficiently and effectively in pursuing the stated strategic objectives.
- Ensure the effective and efficient operation of the MTA.
- Ensure the financial stability of the MTA.
- Protect and manage the assets of the MTA and ensure the proper investment of the organisation's financial assets.
- Bring impartiality and objectivity to the decision-making process.
- Engage and take decisions in the best, long-term interests of the MTA and take collective ownership with fellow Directors.

Acknowledgement

I, _____, acknowledge that I have read, understood and accept the areas of accountabilities included in my Accountability Statement for the role as Director of the MTA

Signature

Date

Committee Member's Role & Accountabilities

The role of Director and non-Director committee members is governed by the Charter of the individual Committee. The current Committee Structure is designed to support the Board of the MTA in fulfilling its regulatory and fiduciary duties and to support the delivering of the vision and Strategic Plan.

Committee members are expected to attend 80% of Committee meetings throughout the year and actively and purposefully contribute to Committee discussions and decisions.

Committee members are expected to be well-briefed and review documentation provided prior to the committee meeting.

Acknowledgement

I, _____, acknowledge that I have read, understood and accept the areas of accountabilities included in my Accountability Statement for the role as Committee Member of a Board Committee of the MTA

Signature

Date