



## **Board Charter**

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# Bicycle Network Charter

## BOARD CHARTER

### *Part 1 - Responsibilities*

On behalf of all stakeholders of Bicycle Network and especially the Members, the Board is responsible for the stewardship, sustainability and solvency of Bicycle Network. The Board should exercise leadership, enterprise, integrity and judgement in directing Bicycle Network so as to ensure its continuing and lasting prosperity. Bicycle Network purposes are made clear in its constitution. Board members should apply and endeavour to achieve the highest possible standards of corporate governance. The Board should always act in the best interests of Bicycle Network and in a manner based on transparency, accountability and responsibility.

In discharging their responsibilities the Board, and individual Board members, have a duty to act in the best interests of Bicycle Network as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. When serving as Board members, members' first duty and loyalty must be to Bicycle Network.

#### **1.1 The role of the Board**

1. The Board is the ultimate responsible authority in Bicycle Network
2. The Board ensures that Bicycle Network is equipped to respond to the changing circumstances and situations in the external and internal environments in order to achieve its purpose
3. The Board employs the Chief Executive Officer as its agent.
4. The Chief Executive Officer designs and manages the processes that ensure that the Board's resolutions are honoured or met
5. The Board monitors and assesses the performance of the Chief Executive Officer and the organisation.
6. The Board ensures that Bicycle Network is well managed without the Board itself becoming involved in the operations except as required by its legislation or as a consequence of exceptional circumstances.

#### **1.2 Governance is different from Management**

Whereas the Board sets governance-level policies and, in conjunction with the Chief Executive officer, establishes the strategic direction including the development of Bicycle Network purpose, values and Bicycle Network-wide goals and objectives, the Chief Executive Officer designs and manages the processes that ensure that these are honoured or met. The Chief Executive Officer is thus the agent of the Board. The Chief Executive Officer is responsible for



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determining the 'How', "What" and "Why". Another way to consider the difference between the two roles is to think of the Board's role being to oversee organisational 'Ends' or outcomes and the Chief Executive Officer's role to design the 'Means' or methods to achieve those ends.

### **1.3 Two levels of organisational policy**

#### **1.3.1 Governance-level policy**

Policies at this level are developed and adopted by the Board and relate to high-level, organisation-wide matters. These include policies in respect of the Board's operating processes and duties, and its delegation to the Chief Executive Officer in areas such as finances, human resources management, public affairs and asset management. These policies are a reflection of the Board's desire to meet its duty of care under law and its moral responsibility to provide good governance on behalf of all interested parties.

#### **1.3.2 Management-level policy**

These are developed by the Chief Executive Officer and relate to the operational management of Bicycle Network. The Board is not required to approve policies at this level. Management-level policies flow logically from the governance policies.

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### ***Part 2 – Responsibilities of the Board***

#### **2.1 Enacting the Governance Responsibilities**

**The Board is responsible for protecting the rights and interests of the members and is accountable to them for the overall management of Bicycle Network.**

In discharging its obligations and duties, the Board should assume responsibility in at least the following areas:

##### **2.1.1 Meeting legal requirements**

The Board's first duty is to Bicycle Network. In meeting this duty the Board must ensure that all legal requirements under the relevant Acts are met and mitigate harmful situations and circumstances in the interests of current and future stakeholders. The Board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.

In particular the Board has the following obligations:

- a) To act in good faith in the interests of all stakeholders of Bicycle Network
- b) To exercise their powers for a proper purpose
- c) To avoid conflicts of interests
- d) To act honestly
- e) To act with reasonable care and diligence
- f) Not to make improper use of either their position on the Board or information gained while in that role.

Board members, either individually or collectively, are potentially liable if they act illegally or negligently.

##### **2.1.2 Board membership**

The Board will:

- a) Ensure that potential candidates are fully conversant with the role, responsibilities, work programme and performance of the Board and its members. An annual refresher of these matters will be included in the Board calendar for all Board members.
- b) Provide a thorough orientation process for new Board members.
- c) Ensure that all potential Board Members sign a declaration acknowledging their responsibilities as a Board Member of Bicycle Network, in a form agreed by the Board.

##### **2.1.3 Governance philosophy and approach**

The Board will govern Bicycle Network with an emphasis on:

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- a) a future focus rather than a preoccupation with the present or past;
- b) strategic issues rather than administrative detail;
- c) pro-activity rather than reactivity;
- d) encouraging a diversity of opinions and views;
- e) the development and expression of a collective responsibility for all aspects of the Board's performance;
- f) continuing improvement in Bicycle Network, the Board and individual Board member effectiveness; and the interests of Bicycle Network as a whole. Ensure Board decisions treat all members fairly.
- g) monitoring the effectiveness of the governance policies under which it operates and make changes as required.

### 2.1.4 **Strategic leadership: Insight and Foresight**

The Board will:

- a) Monitor Bicycle Network's vision, mission and strategic objectives.
- b) Understand the strategic context and monitor Bicycle Network's role within it.
- c) Approve any significant shifts in the broad strategic direction of Bicycle Network.
- d) Endorse significant policy changes that pose a reputational risk.
- e) Monitor performance against the strategic direction, including assessing operating results to evaluate whether the business is being properly managed.
- f) Provide or request input that assists in identifying and understanding emerging trends and issues likely to affect the wellbeing of Bicycle Network and its members.
- g) Review Bicycle Network's situation and agree the broad framework within which the strategic and business plans will be prepared each year.

### 2.1.5 **Operating Performance: Oversight**

The Board will:

- a) Ensure the development and review of annual business plans
- b) Review the progress of Bicycle Network's attainment of its strategic plan, with a major review to be conducted periodically.
- c) Review and approve Bicycle Network's financial objectives, plans and actions, including significant capital allocations and expenditures.
- d) Ensuring there are adequate internal controls and ethical standards of behaviour;

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### **2.1.6 Risk management**

Risk management might be defined as:

*A logical and systematic method of identifying, analysing, assessing, treating, and communicating risks associated with any activity, function or process in a way that will enable an organisation to control the probability or impact of harmful situations and circumstances and to maximise opportunities.*

The Board, in conjunction with management, will identify and evaluate the principal risks faced by Bicycle Network and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital.

The board will establish and review regularly, or as circumstance and situations change, the risk “appetite” of Bicycle Network. Risk appetite is the amount and type of risk that Bicycle Network is willing to take in order to meet its strategic objectives.

### **2.1.7 Direction of executive performance**

The Board will:

- a) Select, monitor and, if necessary, replace the Chief Executive Officer.
- b) Maintain an up to date framework for defining the Board’s expectations of the Chief Executive Officer’s performance including the setting of a clear, annual performance agreement.
- c) Provide regular, honest and rigorous performance feedback to the Chief Executive Officer on the achievement of such expectations.
- d) Ensure there are positive conditions for the motivation of the Chief Executive Officer and ensure that there is adequate training to support her/him in their role.
- e) Establish a list of levels and types of expenditure that the Chief Executive Officer must bring to the Board.

### **2.1.8 Compliance and integrity**

The Board will:

- a) Ensure ethical behaviour and compliance with State and Federal laws and regulations, audit and accounting principles and Bicycle Network’s stated values and its governance documents.
- b) Ensure the integrity of Bicycle Network’s internal control and management information systems so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times.

### **2.1.9 Board focus**

The Board will:

- a) Ensure that the Board makes the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and by delegating as much as is possible and appropriate, to the Chief Executive Officer.



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- b) Ensure that reports and proposals that come to the Board reflect the Board's governance role. Among other things they must be timely, to the point and clearly identify the proposed resolution
- c) The Chair in conjunction with the Chief Executive Officer will establish the agenda for each Board meeting although each Board member is free to suggest the inclusion of item(s) on the agenda. To the extent possible (given some matters worthy of the Board's attention may be unforeseen) agendas will be based on a schedule of subjects agreed at the beginning of each year and documented in the form of a board calendar.

### **2.1.10 Board meetings**

The frequency of Board meetings will be set by mutual consent by the Board members, but will be at least every two months.

### **2.1.11 Monitoring and enhancing Board effectiveness**

The Board will assess its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual Board members, at least every two years.

### **2.1.12 Assurance of accountability**

The Board will:

- a) Ensure that they are kept informed of the relevant views and interests of:
  - i. the general public outside the cycling worlds
  - ii. those within key cycling worlds
  - iii. members' concerns, needs and aspirations.
- b) Serve the legitimate collective interests of the present members of Bicycle Network and account to them fully.
- c) Report to an Annual Meeting of the Members on the performance of all Bicycle Network's entities and account for the Board's stewardship of that performance.

### **2.1.13 Interaction with the media**

In all contact with the media the Chief Executive Officer or their delegate shall be the sole spokesperson on all operating matters relating to Bicycle Network. The Chair of the Board will be the alternative spokesperson as mutually agreed with the Chief Executive Officer.

A board member will not engage with media, including social media, on matters at odds with Bicycle Network policy and not in the best interests of Bicycle Network.

### **2.1.14 Other**

The Board will perform such other functions as are prescribed by law or assigned to the Board under Bicycle Network's governing documents.

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### ***Part 3 - Expectations of Board members***

To execute these governance responsibilities, Board members must, so far as possible, ensure that they possess certain characteristics, abilities and understandings. To support these responsibilities appropriate training and support will be provided:

#### **3.1 Board members responsibilities**

- 3.1.1 Board members must fulfil their fiduciary duty to act in Bicycle Network's best interest at all times regardless of personal position, circumstances or affiliation.
- 3.1.2 Board members must represent members' interests as a whole and not just a particular constituency and apply an independent mind to Board decision making.
- 3.1.3 Board members must be familiar with Bicycle Network's constitutional arrangements and be aware of, and fulfil, the statutory and fiduciary responsibilities of a Board member.
- 3.1.4 Board members must act in accordance with The Code of Ethics and Conduct (Refer clause 4.1) and The Competing Interests/Conflict (Refer clause 4.2) policies.
- 3.1.5 Board members are expected to be punctual and attend regularly, whether by telecommunication or in person, for the full extent of Board meetings and be willing to contribute between meetings if required. They should come fully prepared for Board meetings.

#### **3.2 Strategic orientation**

Board members should be future oriented, demonstrating vision and foresight. They are expected to think conceptually, taking a 'helicopter' or 'big picture' perspective. They should be able to synthesise and simplify complex information and ideas. Their focus should be on strategic goals and policy implications rather than operational detail. They need to understand and focus on issues that are central to the success of Bicycle Network.

#### **3.3 Integrity and accountability**

Board members must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on - and remain collectively accountable for - all Board decisions even if these are unpopular or if individual members disagree with them. Board members must be committed to speaking with one voice on all policy and directional matters.



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### **3.4 Informed and independent judgement**

Each member of the Board must have the ability to provide wise, thoughtful counsel on a broad range of issues. He or she must have (or be able to develop) a sufficient depth of knowledge about Bicycle Network's business. This is in order to understand and question the assumptions upon which strategic and business plans and important proposals are based, and to be able to form an independent judgement as to the probability that such plans can be achieved, or proposals successfully implemented. Each Board member must be willing to have free and frank discussions with fellow Board members in forming a reasoned, independent position.

### **3.5 Financial literacy**

Because the Board must monitor financial performance, Board members must be financially literate. They should be able to read financial statements and understand the use of financial ratios and other indices used for evaluating Bicycle Network's performance.

### **3.6 Participation**

Each Board member is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion. Each should strive to be at ease with fellow Board members participating in a constructive manner that acknowledges and respects the contribution of others at the table including the executive team. Board members must be able to accept challenge from others without becoming defensive. In order to foster teamwork and engender trust, Board members should be willing to reconsider or change their positions after hearing statements of others' reasoned viewpoints.

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### ***Part 4 - Governance Policies***

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

#### **4.1 Code of Ethics and Conduct**

##### **4.1.1 The Board shall:**

- a) Act honestly and in good faith at all times in the best interests of Bicycle Network Members as a whole.
- b) Declare all interests that could result in a conflict between personal and organisational priorities.
- c) Exercise diligence and care in fulfilling the functions of office
- d) Attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
- e) Put the needs of Bicycle Network before their own needs.
- f) Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Bicycle Network's business.
- g) Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
- h) Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
- i) Abide by Board decisions once reached notwithstanding a Board member's right to pursue a review or reversal of a Board decision.
- j) Not make comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of Bicycle Network;

##### **4.1.2 The Board shall:**

- a) Ensure that there is an appropriate separation of duties and responsibilities between itself and its Chief Executive Officer.
- b) Meet its responsibility to ensure that all staff, contractors and volunteers employed by Bicycle Network are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
- c) Regularly review its own performance as the basis for its own development and quality assurance.
- d) Carry out its meetings in such a manner as to ensure fair and full participation of all Board members.
- e) Ensure that Bicycle Network's assets are protected via a suitable risk management strategy.

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### **4.2 Competing Interests/Conflicts**

#### **4.2.1 Competing or conflicts of interest may occur:**

- a) When a Board member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to Bicycle Network.
- b) When a Board member offers a professional service to Bicycle Network.
- c) When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage, and/or:.
- d) When a Board member has an affiliation with a body which may engage in, or have an impact on, bicycle related activities, including, but not limited to, political parties and Bicycle User Groups.

#### **4.2.2 The Board places great importance on making clear any existing or potential competing or conflicts of interest for Board members.**

- a) Any business or personal matter which could lead to a conflict of interest of a material nature involving a Board member and his/role and relationship with Bicycle Network, must be declared and registered in a Register of Interest.
- b) All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
- c) All conflicts of interest must be declared by the Board member concerned at the earliest time after the conflict is identified.
- d) The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
- e) Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to Bicycle Network, the Board member concerned shall not vote on any resolution relating to that conflict or issue.
- f) The Board member shall only remain in the room during any related discussion with Board approval.
- g) The Board will determine what records and other documentation relating to the matter will be available to the Board member.
- h) All such occurrences will be minuted.
- i) Individual Board members, aware of a real or potential conflict of interest of another Board member, have a responsibility to bring this to the notice of the Board.



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### **4.3 Board Committees and Working Parties**

#### **4.3.1 The Board will establish committees and working parties only to support it in its own work, never to conflict with the Chief Executive Officer's delegated responsibilities.**

- a) Committees and working parties shall have Terms of Reference or Role Definition clearly defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
- b) Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
- c) A decision of a committee or working party exercising delegated authority is a decision of the Board and should be treated by the Chief Executive Officer accordingly.
- d) Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
- e) Committees and working parties cannot exercise authority over staff, contractors or volunteers nor shall they delegate tasks to any staff, contractors or volunteers unless the Chief Executive Officer has specifically agreed to such delegations.
- f) Committees and working parties will not mirror operational divisions, departments, staff, contractor or volunteer functions.



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### ***Part 5 - Audit and Risk Committee Terms of Reference***

#### **5.1 Committee Objective**

The objective of the Audit and Risk Committee is to assist the Board in discharging its responsibilities with respect to overseeing all aspects of statutory financial, control and audit functions and organisational risk.

#### **5.2 Membership**

- 5.2.1 The Audit and Risk Committee shall be appointed by the Board from amongst Board members and shall consist of at least three members.
- 5.2.2 The Chair of the Audit and Risk Committee shall be appointed by the Board.
- 5.2.3 The Committee shall be structured to include members with (1) financial skills including the ability to read and analyse financial statements, (2) a good understanding of business and financial risks and related controls and control processes (3) a sound knowledge of the industry and a commitment to and knowledge of core service delivery principles and practices.
- 5.2.4 A quorum shall be 3 members, one of whom shall be the Chair or his / her delegate.

#### **5.3 Operating Principles**

- 5.3.1 The Committee may have in attendance such members of management and such other persons as it deems necessary to provide appropriate information and explanations.
- 5.3.2 The Board shall be entitled to attend all meetings of the Audit and Risk Committee.
- 5.3.3 The Committee shall have the right to go 'in camera' as required.
- 5.3.4 The Chair shall call a meeting of the Audit and Risk Committee if so requested by any Committee member, the Board, the internal management or the external auditors.
- 5.3.5 The Chair shall have drawn up an agenda to be circulated at least one week prior to each meeting. The agenda shall be distributed to the members of the Committee, and the external auditors and other invitees as required.
- 5.3.6 The Accountants, senior managers and the external auditors shall be given adequate notice of all meetings and shall have the right to attend and speak.
- 5.3.7 Meetings shall be held at least four times each year or as and when necessary. Meetings are to be held (1) prior to the Board meeting approving the annual report and financial



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statements and (2) at scheduled times during the year in accordance with the committee's planned programme.

- 5.3.8 The Committee will give notice to management of its programme and requirements for access to key financial and other personnel and all relevant records.
- 5.3.9 The Committee shall report to the Board after each committee meeting or as specified or requested by the Board.

## **5.4 Responsibilities**

*The duties of the Audit and Risk Committee are as follows:*

- a) Identification of the broad risk parameters within which Bicycle Network operates and to bring to the Board's notice all such risks as the Committee feels should be addressed by the Board;
- b) oversight and monitor of the effectiveness of the Chief Executive Officer's risk management programme and periodically to report to the Board on the effectiveness of this;
- c) liaison with internal and external auditors;
- d) periodically review the adequacy of the external auditors and oversight of the rotation of the principal audit partner;
- e) review of audit findings and the annual financial statements;
- f) review of the contents and representations made in the Management Representation Letter to the auditors
- g) recommending to the Board, approval and signing of the audited financial statements and the Management Representation Letter to the auditors;
- h) oversight of compliance with statutory responsibilities relating to financial and non-financial disclosure;
- i) review of internal financial systems and accountabilities;
- j) ensuring that recommendations highlighted in the external audit reports (if any) are addressed by management;
- k) oversight and review of the performance and investment composition of any externally managed funds to ensure it is being managed in accordance with the Board approved investment strategy;
- l) establish and review regularly, or as circumstance and situations change, the risk "appetite" of Bicycle Network;
- m) supervision of special investigations in areas of financial and non-financial performance when requested by the Board;
- n) in addition, the Audit and Risk Committee shall examine any other matters referred to it by the Board.

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### **5.5 Authority**

- 5.5.1 The Committee is authorised by the Board to investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires from the Chief Executive Officer who shall co-operate with any request made by the Committee.
- 5.5.2 The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary. Any expenditure will be limited by the existing delegation of authority unless endorsed by the Board.
- 5.5.3 The Audit and Risk Committee shall have no executive powers with regard to its findings and recommendations other than those bestowed by the Board.

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### **Part 6 - Board Processes**

#### **6.1 Agenda Planning**

To meet standards of good governance, the Board will follow a one year agenda that (1) regularly reviews results, policies and relevant strategic issues (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves Board performance through education and continuous focus on its governance effectiveness.

#### **6.2 New Board members Induction**

**The Board will provide all new Board members a thorough induction into the affairs of both the Board and Bicycle Network at large.**

All prospective Board members will be provided with all relevant information, and:

- 6.2.1 prior to attendance at their first Board meeting, new Board members will:
- i. Receive a copy of the Board's resource handbook including governance policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Board members and key staff, contractors & volunteers, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
  - ii. Meet with the Chair for a governance familiarisation. This meeting may be held as a group session or with individuals.
- 6.2.2 Meet with the Chief Executive Officer for an operational familiarisation. This meeting may be held as a group session or with individuals.

#### **6.3 Board Development**

**Board members have access to professional development relevant to their duties as a Board member.**

- 6.3.1 The Board will make every reasonable effort to facilitate training for all Board members and for the Board as a whole to maximise the value-adding contribution to Bicycle Network. New Board members will have the option to attend Board induction short course at the beginning of their term, or an alternative of equivalent value during their term.
- 6.3.2 The Board will carry out a review of its performance at least every two years.
- 6.3.3 To assist it to fulfil its monitoring responsibilities the Board may engage outside assistance.
- 6.3.4 All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including; meeting costs





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associated with effective communication with owners and other key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third party reviews or consulting input.

### **6.4 Chair Role**

**The Chair provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate the Chair represents the Board and Bicycle Network to outside parties.**

6.4.1 The Chair is empowered to chair Board meetings

- a) Meeting discussion content will be confined to governance matters as defined in the Board's Charter (Refer to clause 2.19)
- b) All Board members will be treated even-handedly and fairly.
- c) All Board members will be encouraged and enabled to make a contribution to the Board's deliberations.

6.4.2 The Chair will establish a regular communication arrangement with the Chief Executive Officer in which there is an exchange of information. This might also provide an opportunity for the Chief Executive Officer to use such sessions as a sounding board for proposed actions or to check interpretations of Board policy. However;

- a) The Chair will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive Officer except when that person has breached CEO Inter relationship or Delegation policies.
- b) The Chair will not inhibit the free flow of information to the Board necessary for sound governance. Therefore the Chair will never come between the Board and its formal links with the Chief Executive Officer.

6.4.3 The Chair may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

### **6.5 Indemnities and insurance**

6.5.1 Bicycle Network will provide Board members with indemnity cover while acting in their capacities as Board members, to the fullest extent permitted by the relevant legislation.

6.5.2 Bicycle Network will provide Board members with and pay premiums for indemnity insurance to an amount as determined by the Board.

### **6.6 Resources to support Board participation**

6.6.1 Bicycle Network will reimburse all reasonable expenses incurred by Board members in the carrying out of their role.



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- 6.6.2 The CEO will provide details of all reimbursement to Board members at the next Board meeting.
- 6.6.3 Board members will be provided with resources to facilitate their participation (e.g. ipad, Security Card).
- 6.6.4 Board members are invited to participate in Board meetings in person where appropriate and Bicycle Network will cover the costs of travel and accommodation to attend meetings.