



# Board Governance Manual

(Previously Governance Policy)



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## 2. Board Governance Manual

### 2.1 Background

This Board Governance Manual has been prepared for use by AIBS and applies to the President, Directors, Chapter Committees, Committees, the AIBS Secretary and Members.

AIBS is incorporated and limited by guarantee under the Corporations Act.

### 2.2 Maintenance

This Charter is supported by the Constitution, which provides greater procedural detail of governance arrangements and obligations. Where there is a conflict between this Charter and the Constitution, the Constitution will prevail to the extent of the inconsistency.

It is expected that this Charter is continuously reviewed and updated, at least every three years of operation, so that it remains a contemporary document reflecting the philosophy of the Board to strive for best practice governance.

### 2.3 Document Control

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Comments	



Version	Revision Date	Reviser	Revision Description
001	05 September 2016	Board of Directors	Implemented with changes to the Constitution and By-Laws.
002	26 May 2017	CEO	Added additional – Annexure B–The Role of the AIBS Board and Director
003	12 September 2018	CEO & Board	Amend Chapter Committee section. Remove Annexure A–Timeline. Insert Annexure A –The Role of the Board and Director & update.
004	25 August 2020	CEO	Update of Board and Chapter Committees section to reflect current structure and the addition of Part C (SAGs).
005	2 August 2022	CEO	Update including reference to Independent Lead Chair and Electronic Platforms for meetings.
006	15 May 2024	CEO	Removal of Item 4.11., publication of resolutions will be replaced by a member communique from the AIBS President regarding the deliberations of the AIBS Board, to be issued after each Board meeting.
007	26 June 2025	ILD	Extensive redraft and modernisation. Redrafted from 31 March 2025 version.



## 3. Definitions

- a) **Board** means the board of AIBS;
- b) **Chair** means any person appointed to chair a General Meeting of AIBS or a meeting of the Board pursuant to the Constitution;
- c) **Governance Manual** means this Governance Manual as amended from time to time;
- d) **Committee** means any Committee established by the Board in accordance with the Constitution;
- e) **Chapter Committee Charter** means the charter of a Chapter Committee as established by the Board in accordance with the Constitution;
- f) **AIBS** means Australian Institute of Building Surveyors ACN 004 540 836;
- g) **AIBS Secretary** means a person appointed as a secretary of AIBS by the Board in accordance with the Constitution;
- h) **Constitution** means the Constitution of AIBS as amended from time to time;
- i) **Corporations Act** means the *Corporations Act 2001* (Cth);
- j) **Director** means any Director of the Board;
- k) **Member** means a person admitted to AIBS as a Member in accordance with the Constitution, and **Membership** has the corresponding meaning.

## 4. Board

### 4.1 Board Composition

Section 14 of the Constitution establishes the composition of the Board, terms of Board members and processes for appointments and elections of Directors.

### 4.2 Purpose and role

- a) The Board is responsible for managing and directing the activities of AIBS to achieve AIBS's objectives set out in clause 3 of the Constitution.
- b) The Board is the ultimate decision-making body of AIBS, responsible for ensuring that Chapter Committees, other Committees, employees and contractors, Members, and other contributors achieve AIBS's Objectives, strive for continuous improved performance, and monitor the governance of AIBS to ensure compliance with AIBS policies and Australian legislation.
- c) The Board is to maintain and promote a culture of good governance and accountability within the Board and its Chapter Committees, other Committees, employees and contractors.



- d) Directors commit to ensuring corporate compliance and promoting ethical corporate culture by observing the highest standards of fair dealing, honesty and integrity in AIBS activities.
- e) Directors are responsible for establishing Board policies and practice, setting the strategic direction of AIBS, fulfilling its objectives and monitoring its performance to ensure it is being managed effectively.
- f) The Board has all the powers and responsibilities set out in the Constitution, the By-Laws, this Governance Manual and at law.

### 4.3 Compliance

- a) The Board provides accountability by ensuring:
  - i. clear written statement of the Board's roles and responsibilities;
  - ii. compliance with the Constitution and doing all things necessary to further the objectives of AIBS as set out in the Constitution;
  - iii. that expenditure of money and use of resources is consistent with appropriately balanced competing interests of stakeholders;
  - iv. that AIBS employees and contractors have clear written terms and conditions of appointment, that appropriate and transparent management reporting systems exist, and that employee entitlements are met on time;
  - v. AIBS's operations are successful;
  - vi. regular effective communication between the Board and key stakeholders;
  - vii. that adequate avenues exist for people seeking bona fide communication with AIBS;
  - viii. active monitoring of viability, activities and strategies of AIBS;
  - ix. it receives and reviews regular AIBS operational and management reports;
  - x. statutory and formal accountabilities (e.g., regulators and funding bodies) are met;
  - xi. that meaningful evaluations are conducted of the effectiveness of the Board, and any AIBS employees;
  - xii. that relevant and meaningful professional development is provided for the Board and AIBS employees; and
  - xiii. appropriate use of Committees for more detailed attention as necessary.



## 4.4 Strategy

- a) The Board is responsible for AIBS pursuing appropriate strategy by:
- i. setting a clear strategic direction for AIBS, ensuring there is adequate funding to engage AIBS employees and contractors to deliver strategy;
  - ii. ensuring appropriate processes are in place for strategic planning, reviewing current strategy and considering alternative strategies; proper consideration of risks and opportunities in strategic planning activities;
  - iii. ensuring inclusion of clear measurable financial and other objectives in all strategic plans;
  - iv. preparing business plans and budgets consistent with and to support agreed strategic plans;
  - v. monitoring and reviewing performance of AIBS against approved strategic plans and goals.

## 4.5 Policy

- a) The Board is responsible for the development of appropriate policy by ensuring:
- i. Board governance policies are developed in keeping with appropriate practices in governance and legal accountability; and
  - ii. AIBS organisational and operational policies are approved by the Board.

## 5. President

- 5.1 The President is elected in accordance with clause 14.4 of the AIBS Constitution, and is responsible for ensuring that the Board operates effectively in its meetings.
- 5.2 The President will be the Chair of the Board however, if there is an ILD appointed to the Board, that person will discharge the role of Chair.
- 5.3 The President is responsible for assessing and addressing any matters regarding the performance of the ILD.
- 5.4 The President is also responsible for ensuring decision-making is founded on rigour and robustness in discussion and enquiry about all matters put before the Board for decision.

In particular, the President:

- i. represents the Board to outside parties; and
- ii. will cast the deciding vote in the event that a resolution at a Board meeting receives a tied equal number of votes.



## 6. Independent Lead Director

6.1 In addition to the duties and responsibilities of directors, the Lead Director is responsible for the efficiency and effectiveness of the board including:

- a) Chairing Board meetings and working with the CEO and President to effectively plan and run board meetings;
- b) Ensure that the board as a team and directors individually behave in accordance with the Code of Conduct in clause 7.1;
- c) Ensuring the board operates as an inclusive, well-functioning team.
- d) Establishing and maintaining an effective working relationship with the President and the CEO, including providing mentoring to the CEO;
- e) Together with the President, overseeing negotiations for the CEO's employment and evaluating the CEO's performance, including planning for CEO succession.
- f) Setting the tone for the board, including the establishment of a common purpose, values and code of behaviour;
- g) Foster a board culture aligned with the organization's values and strategy;
- h) Ensuring that board meetings are chaired efficiently;
- i) Working with the CEO to shape the agenda in relation to goals, strategy, budget and executive performance;
- j) Reporting to board members on key corporate matters and matters discussed with the CEO in-between/ outside board meetings noting that these reports may occur with or without CEO presence (for instance, in-camera sessions);
- k) Ensuring appropriate information (both financial and non-financial) is presented to the board;
- l) Ensure the board undergoes appropriate evaluations of its performance, motivating board members and where appropriate dealing with under performance;
- m) Overseeing the process for appraising board members individually and the board as a whole;
- n) Assisting in the selection of board committee members;
- o) Establish the agenda for board meetings in consultation with the President and management, and ensuring that board meetings are effective in that:
  - i. the right matters are considered during the meeting (for example, strategic and important issues), including risk;
  - ii. matters are considered carefully and thoroughly;
  - iii. all directors are given the opportunity to contribute effectively;



- iv. robust board discussion is encouraged including encouraging board members to raise constructive questions with management;
  - v. seeking consensus when making decisions;
  - vi. the board comes to clear decisions and resolutions are recorded in the minutes; and
  - vii. ensure that the decisions of the board are implemented properly.
- p) Be kept fully informed of current events by the CEO on all matters that may be of interest to directors.

## 7. Directors

### 7.1 Code of Conduct

- a) Directors acknowledge and accept their responsibility to:
- i. actively participate in all Board meetings;
  - ii. act with honesty and integrity – be open and transparent in their dealings, use their power responsibly and ensure all actual, potential and perceived conflicts of interest are disclosed and avoided where practicable;
  - iii. exercise due care, diligence and skill – have the required competencies to effectively fulfill the role of Director, including obtaining all relevant information and making enquiries to assist with decision making;
  - iv. understand the financial, strategic and other implications of decisions;
  - v. act in good faith in the best interests of AIBS, including actively contributing to the promotion of AIBS, applying an inquisitive and diligent mind to all matters before the Board, and attending and participating in all Board and Committee meetings;
  - vi. accept responsibility and demonstrate accountability for actions and decisions;
  - vii. always conduct themselves in a manner that reflects positively on AIBS;
  - viii. if they are a member of AIBS, to comply with the AIBS Code of Professional Conduct;
  - ix. act fairly and impartially;
  - x. act in a manner that is respectful and professional when dealing with others;
  - xi. ensure advice and opinions given are objective and free from bias or self-interest;
  - xii. use information appropriately, including ensuring that all information obtained as a Director is kept confidential, handled consistent with AIBS's privacy obligations and only applied for proper purposes;
  - xiii. use their position appropriately and not to obtain a personal benefit for themselves or any associate;



- xiv. avoid the acceptance of gifts or favours that may be perceived as impairing their ability to be an impartial member of the Board;
- xv. act in a financially responsible manner, including understanding the financial reports, audited reports and other financial material and actively review and make enquiries from this information;
- xvi. ensure the future viability of AIBS and prevent trading while insolvent;
- xvii. ensure good governance and have a good working knowledge of the Constitution and Board Policies, and other relevant governing documents including working within the powers and for the functions set out in those documents; and
- xviii. demonstrate leadership and commitment, promoting and supporting the goals and values of AIBS.

## 7.2 Director Duties

- a) Directors are to conduct themselves consistently with AIBS values and objectives, and the plans that are implemented by the Board from time to time.
- b) Directors are to engage in Board discussions in an enquiring and collaborative manner, respectfully debate issues and, subsequent to any Board decision, accept the decision of the Board regardless of any position they may have had during discussion.
- c) Directors are to respect that only the President of the Board is authorised to speak on behalf of the Board.
- d) Directors have an obligation under the Corporations Act and AIBS policies to conduct themselves in accordance with the table below.



Duty	Explanation
Care and diligence	<p>To maintain due diligence in accordance with section 180 of the Corporations Act.</p> <p>Attending all meetings of the Board unless there is a valid reason for failing to attend and the Director’s apology has been expressly tendered to the Board. Where attendance is less than three quarters of the meetings of the Board, including any special meetings, a Director may no longer be able to fulfill the expectations and duties of a Director.</p> <p>Actively engaging in and preparing for all meetings of the Board, decisions of the Board, and meetings with any Committees of the Board of which the Director is required to attend.</p> <p>Providing independent judgement pertaining to all Board decisions, including the exercise of informed decision making that is in the Board’s best interests and diligently analysing and actively participating in discussion for all matters before the Board.</p> <p>Remaining up to date with the operations and objectives of AIBS at a wider level, including by attendance and engagement at events and activities to progress AIBS.</p> <p>Consistently maintaining the financial position of AIBS and otherwise assuming individual accountability for the financial stewardship of AIBS.</p> <p>Engaging in and completing all Board professional development unless extenuating circumstances arise.</p> <p>Ensuring all decisions of the Board enable AIBS to operate efficiently and in full compliance of the law.</p>
Good faith	<p>At all times, act in good faith in accordance with section 181 and 184 of the Corporations Act and in accordance with clause 14.10 of the AIBS Constitution, act in the best interests of AIBS as a whole and may not act in the interests of any one or more Members or stakeholders.</p> <p>Maintaining an interest in AIBS, which is paramount to the responsibilities of Directors.</p> <p>Declaring any conflict of interest to the Board and declaring any conflict at Board meetings where the conflict is relevant to the business transacted at the meeting.</p> <p>Not using confidential information received or obtained through a Director position, to advance the Director’s own interests or the interests of anyone other than AIBS.</p>



Duty	Explanation
	<p>Remaining loyal to AIBS and refraining from disparaging AIBS or decisions of the Board, regardless as to whether the Director agrees with such decision(s) in a personal capacity.</p> <p>Ethically managing conflicts of interest the Director may have in accordance with this Charter and the Constitution.</p>
Confidentiality	<p>Directors must comply with the common law duty to ensure that all Board discussions remain confidential, unless expressly permitted or requested by the Board to discuss the matters externally, and otherwise only as permitted by the Board.</p> <p>In accordance with section 182, 183 and 184 of the Corporations Act, a Director must not use their position to obtain information with the intention of obtaining an interest for themselves or a third party or causing adverse effect to AIBS.</p> <p>Directors must not use or disclose information obtained by the Board except in meeting Board responsibilities, or unless expressly agreed by the Board.</p>
Prevent Insolvent trading	<p>The Board is required to exercise a high degree of care and diligence to ensure that AIBS does not operate or trade while insolvent contrary to section 588G of the Corporations Act.</p>
Compliance with Governance	<p>The Directors are required to comply with the requirements set out in the Constitution, By laws and applicable AIBS policies.</p> <p>The Directors must ensure they do not undertake any action, either through their role as a Director or outside of this, which may or does bring the Board or AIBS into disrepute.</p>

### 7.3 Induction of Board Members

- a) New Directors will receive an appropriate induction as soon as practicable after their appointment, and will be provided with the following documents:
- i. copies of the Board policies, including this Governance Manual;
  - ii. copies of the annual reports and audited financial statements, if required, for the preceding three-year period;
  - iii. a copy of AIBS strategic plans; and
  - iv. a full copy of AIBS business plans and annual budgets
- b) All Directors must sign the Director Conduct Statement (Attachment 1) as soon as they become a Director.



## 7.4 External and Board Communication

- 7.4.1 For Directors to effectively manage their time as a Director of AIBS with their day to day roles, communication and discussion of issues by the Board between meetings should be used judiciously. If an issue arises that the Director feels the Board need to discuss or act on, they should advise the Chair and this item will be listed on the next meeting agenda.
- 7.4.2 Email exchanges between Directors are a valuable way to exchange ideas on topical matters. However, they do not constitute a formal discussion or result in a formal position of the Board. Any matter requiring any action should be listed on the appropriate meeting agenda.
- 7.4.3 The President, unless delegated otherwise, is the spokesperson for the Board and AIBS.
- 7.4.4 While communication from Directors to Chapter Committees is encouraged to keep these committees informed, matters discussed during a board meeting should not be discussed unless otherwise agreed. If in any doubt or to seek permission to discuss a board item outside of the Board, the Director should seek clarification or permission from the President.
- 7.4.5 As the Board ambassador the President acts as a spokesperson to the members of AIBS and the larger community. The President speaks in public on behalf of AIBS (unless they designate otherwise). No Director should make any public statement unless authorised to do so by the President.
- 7.4.6 Directors who wish to speak on an issue relating to matters in their own State or Territory should notify the CEO in advance, or as soon as possible after they have spoken.

## 7.5. Access to Information

- 7.5.1 Directors are entitled to access all documents, records and information pertaining to AIBS, subject to the right of AIBS to withhold information in circumstances where providing access would amount to a conflict of interest or an unacceptable risk to the confidentiality of the information in keeping with the law relating to the duty of good faith of Directors.
- 7.5.2 All requests for information should be made by a Director to AIBS CEO.
- 7.5.3 AIBS remains the owner of all intellectual property of AIBS.

## 7.6 Access to Professional Advice

With the consent of the Board, Directors have the right to obtain independent professional advice, at a reasonable cost to AIBS, in respect of any matter concerning AIBS, its operations, and/or financial affairs.



## 8. External Board Appointments

### 8.1 National External Representation

- 8.1.1 The Board from time to time may seek expressions of interest from suitable AIBS members to represent AIBS on external committees (e.g. National Standards Committees).
- 8.1.2 The appointment of all external representatives will be reviewed upon the commencement of the term of each Board for re-endorsement or re-appointment.
- 8.1.3 The process of appointment to these committees is as follows:
- AIBS Office to advertise Expressions of Interest to AIBS members via email and the AIBS website;
  - Expressions of interest to be received by the AIBS Office on the stipulated form;
  - Expressions of Interest to be endorsed as 'suitable' by the CEO;
  - Board to select suitable representatives;
  - Appointed representatives will be required to provide reports to the Board or nominated AIBS staff as per an agreed reporting process.

## 9. Conflicts of Interest

### 9.1 Definition and legal obligations

- a) A conflict of interest is a situation in which the concerns or aims of two different parties are incompatible.
- b) Conflicts of interest are an inevitable aspect of administrative work. To maintain good governance practice, the Board requires complete disclosure, recognition, and active management of conflicts as they arise, to ensure transparency and sound decision making.
- c) Board members have a fiduciary duty to conduct themselves without conflict to the best interest of AIBS and must place their own personal, business, third-party and other interests as secondary to the interests of AIBS.
- d) At all times, a Director must not allow personal interests, or interests of their associates, to conflict with the best interests of AIBS.
- e) In accordance with common law and sections 191, 192 of the Corporations Act, Directors are prohibited from holding a personal interest in any matter relating to the affairs of the Board and AIBS unless they do so with the Board's full consent.



## 9.2 Process for declaration and consideration of conflict

- a) In accordance with Clause 18.2 of the AIBS Constitution:
- (a) The nature of a Director's interest in any contract, agreement or arrangement shall be declared by that Director at a meeting of the Directors in accordance with the Corporations Act as soon as practicable after the relevant facts have come to their knowledge.
  - (b) A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions.
  - (c) After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation.
  - (d) The Secretary shall record in the minutes any declaration made or any general notice given by a Director under this clause.
- b) The Directors are also required to disclose gifts or benefits (direct or indirect) that could be perceived as a conflict of interest or could influence their actions on the Board.
- c) Not all conflicts of interest will necessarily require prohibition, however full disclosure of all actual and potential conflicts of interest and any situation which may be perceived as a conflict of interest must be made to the disinterested Board members.
- d) All actual, perceived and potential conflicts of interest shall be disclosed by Directors when first appointed to the Board, through the Conflict of Interest Disclosure Form (Attachment 2), and in writing to the President whenever a conflict arises.
- e) Votes by interested Directors
- In accordance with clause 18.3 of the AIBS Constitution
- Subject to the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (a) shall not vote on the matter (or in relation to a proposed resolution under clause 18.3(b)(ii) in relation to the matter, whether in relation to that or a different Director); and
  - (b) shall not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless:
    - (i) the matter applies to an interest that the Director has as a Full Member in common with the other Full Members; or
    - (ii) the Directors have passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied



that the interest does not disqualify the Director from considering or voting on the matter.

- f) When a conflict of interest has been disclosed, the matter will be discussed and voted upon by the Board, with the exclusion of the conflicted member, and a decision made as to whether or not a conflict exists and the subsequent action required, if any.
- g) All declared conflicts of interest will be noted in the Conflict of Interest Register maintained by the AIBS Secretary (Attachment 3).

## 10. Board Meetings

### 10.1 Agenda, papers and minutes

- a) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit, and may meet using such technology and at any number of places as determined by the Board.
- b) Board meetings must be conducted in accordance with clause 19 of the AIBS Constitution.
- c) The ILD is responsible for setting the agenda of meetings in accordance with the Constitution.
- d) The AIBS Secretary prepares and circulates the meeting papers. The AIBS Secretary and CEO will coordinate to circulate meeting papers at least five business days prior to a Board meeting.
- e) The standing items in the agenda are to include an in-camera session, attendance, apologies, and conflicts .
- f) Within seven days after a meeting, AIBS Secretary is to prepare and circulate draft minutes to the ILD for review.
- g) The ILD will approve and sign the minutes as a record of the meeting as soon as practicable after a Board meeting.
- h) AIBS Secretary must circulate any changes to the minutes to all Directors for approval in accordance with the requirements of this clause and the Constitution.

#### Out of Session papers/Circulating resolutions

- a) When the ILD or President determines that urgent matters require Board approval between scheduled meetings, the AIBS Secretary will provide Board members with an out of session paper stating the urgent matter and decision sought.
- b) In accordance with clause 19.8 of the Constitution, approval is granted where not less than three fourths of the Directors present a majority of the Board, subject to the quorum being satisfied, vote in favour of the decision either by signing a



document or by replying by email, in either case containing a statement that they are in favour of the decision set out in the document.

- c) Decisions made out of session will be formally recorded in the minutes of the next scheduled Board meeting.

## 11. Chief Executive Officer

- 11.1 Subject to the Corporations Act and section 24.2 of the AIBS Constitution, the Board may vest in the CEO such powers and authorities as it may from time to time determine and the CEO shall exercise all such powers and authorities' subject at all times to the control of the Board.
- 11.2 The CEO reports directly to the Board through the ILD or President as appropriate.
- 11.3 Based on the Board's planning meeting each year, the CEO is to develop an annual operational plan and budget for approval by the Board at the Board's May meeting.
- 11.4 The CEO has responsibility for all operational matters and the financial management of AIBS which includes all Chapter events and activities. All financial decisions are made by the CEO in accordance with the approved budget. Additional expenditure must be approved by the Board.
- 11.5 The Board and the CEO will implement an agreed reporting mechanism for reporting to the Board against the operational plan.
- 11.6 The Board will approve Key Performance Indicators for the CEO that are to be linked to the delivery of the operational plan.

## 12. AIBS Secretary

- 12.1 Under clause 24.1 of the Constitution, the CEO is the Secretary of AIBS.
- 12.2 The primary function of the AIBS Secretary is to undertake administrative support for the Board whilst discharging their governance responsibilities and the duties of a AIBS secretary under the Corporations Act. In particular, the AIBS Secretary:
  - a) supports the ILD, President and the Board as required to achieve effective monitoring of AIBS's corporate activities and decision making;
  - b) regularly liaises with the ILD between meetings in relation to Board meeting requirements;
  - c) gives proactive advice to the Board on the development, promotion and continuous improvement of good corporate governance practices;
  - d) gives proactive advice to the Board and to all other Committees and advisory bodies in respect of the requirements of Board policies;



- e) provides support and assistance to the Board on the requirements for advice in order to discharge their governance responsibilities and their duties under applicable regulations and policies;
- f) ensures timely and balanced disclosures to stakeholders through reporting mechanisms as required in consultation with the ILD, President and the Board;
- g) ensures the maintenance of confidentiality of Board matters where appropriate;
- h) gives proactive advice to the ILD, President and the Board for the management of conflicts of interest (and potential conflicts of interest) within the Board;
- i) reports any changes to the Constitution or of Directors, and submits annual information statements as required;
- j) maintains a register of conflicts declared by Directors in accordance with the Constitution; and
- k) maintains a register of delegations made by the Board in accordance with the Constitution.

## 13. AIBS Office and Staff

- 13.1 The CEO is responsible for the engagement of all AIBS staff and contractors.
- 13.2 The CEO is responsible for the termination of all AIBS staff and contractors in accordance with all applicable legal requirements.
- 13.3 All AIBS staff and contractors report to the CEO.
- 13.4 Directors should not contact or take calls relating to management or employment matters regarding staff or contractors. The Director should instead direct the staff member or contractors to the CEO, President or Chair or advise the President, Chair or CEO.
- 13.5 If a Director wishes to raise a matter relating to AIBS staff or contractors, this should be done through the President or the Chair.

## 14. Board Committees

- 14.1 The Board may establish one or more Committees and Branches to assist the Board and AIBS in meeting its obligations under Australian legislation, including the Corporations Act and professional standards legislation, and to carry out its role based on the object of AIBS.
- 14.2 All Committees are to be advisory in nature only and must not exercise any powers of a Director or the Board.



- 14.3 The composition and tenure of the Committees will be vested in Committee Charters or policies approved by the Board, which will dictate whether a Director must sit on the Committee.
- 14.4 All Committees will be directly accountable to the Board for the exercise of their respective responsibilities. The Committees are to recognise that primary responsibility for governance of AIBS rests with the Board.
- 14.5 Committee members are subject to all Board and AIBS policies.

## 14.1 Board Finance and Risk Committee

- 14.1.1 The Finance and Risk Committee is considered to be a key and essential group. It consists of Directors only and is chaired by a Director appointed by the Board.
- 14.1.2 Reporting process for the Finance and Risk Committee: –
- (a) The AIBS Finance Manager (or accountant) and the CEO are to provide the Finance and Risk Committee (through the chair) the quarterly financial report within twenty-one (21) days of the end of the previous month.
  - (b) A detailed quarterly financial report will be produced for the Board against the budget, detailing and explaining material variances. The quarterly reports will be produced at the end of September, December, March & June in each year.
  - (c) A report of any variances outside of the accepted range of 10% or more, or any other areas of concern identified in the monthly financial report is to be provided to the Board.
- 14.1.3 The Finance and Risk Committee is to provide a recommendation to the Board for their approval on the budget parameters for each financial year. These parameters are developed by the AIBS Finance Manager (or accountant) and the CEO in consultation with the chair of the Finance and Risk Committee. The process is to be completed by 30<sup>th</sup> April each year.

## 14.2 Specialist Advisory Groups

### 14.2.1 Establishment of a Specialist Advisory Group

- 14.2.1.1 Specialist Advisory Groups consisting of Directors or other members as the Board thinks fit may be appointed in accordance with the AIBS Constitution.
- 14.2.1.2 The Board may establish Specialist Advisory Groups to assist in the development of Board policies and execution of the Board's responsibilities as required by the AIBS Constitution. These Groups are established to improve Board effectiveness and efficiency where activities require a more concentrated effort and specialist skills and are an efficient use of Board resources.
- 14.2.1.3 Without limiting clause 24.4 of the AIBS Constitution, the Board may appoint a Specialist Advisory Group to deal with the services including (but not limited to):



- Accreditation (i.e. National Accreditation Panel);
- Education;
- Technical, including different technical areas;
- Professional Development;
- Women in Building Surveying;
- Fire Safety;
- Professional Standards Scheme Panels as designated.

14.2.1.4 Specialist Advisory Groups operate within the guidelines of the AIBS Constitution, By-Laws, this Governance Policy and the Terms of Reference determined by the Board for each group.

14.2.1.5 The Chair of any Specialist Advisory Group will generally be a Director on the AIBS Board or appointed by the AIBS Board.

## 14.2.2 Director role

14.2.2.1 The existence of a Specialist Advisory Group does not abrogate any Directors from their responsibilities and Specialist Advisory Groups are obliged to properly inform the full Board of their activities.

14.2.2.2 Any Director is free to attend any meeting of any Specialist Advisory Group, however, where possible, the chair of the Specialist Advisory Group should be informed of this prior to the meeting.

## 14.2.3 CEO role

14.2.3.1 The CEO has financial responsibility for the management and operation of all Specialist Advisory Groups. All expenditure for Specialist Advisory Group activities is to be approved by the CEO.

14.2.3.2 The CEO will appoint an AIBS staff member who will be allocated the management responsibilities for each Specialist Advisory Group and report directly to the CEO

## 14.2.4 Operation of the SAG

a) The chair of each Specialist Advisory Group is to provide a report to the Board regarding the operations, activities or decisions of the Specialist Advisory Group at each 'in person' meeting or as requested by the President.

b) Each Specialist Advisory Group should have a clear charter, approved by the Board, setting out the objectives and responsibilities of that Specialist Advisory Group, and the Specialist Advisory Group shall comply with that charter in exercising its role and function.

c) All Specialist Advisory Groups are to keep proper minutes of their discussions and regularly report to the Board on their activities and key issues in accordance with their charter.



## 15. Chapter Committees

### 15.1 Establishment of Chapter Committees

- a) Chapter Committees undertake a key role as appointed members in their Chapter by working with the Board to continue to develop AIBS as the peak body for Building Surveying and to represent the profession of Building Surveying in their jurisdiction in accordance with the AIBS Strategic and Operational plan and AIBS Policy.
- b) The roles, responsibilities and rules relating to Chapter Committees are provided for in the Chapter Committee Terms of Reference approved by the Board, and set out in 7.1 – 9 of the AIBS By-Laws.
- c) Chapter Committees are subject to the direction and control of the Board and are to act in accordance with national policies, guidelines, and as directed by the Board. If a Chapter Committee member does not support the direction taken by the Board, they should resign their position.
- d) Prior to commencement of their term on the Chapter Committee, Chapter Committee members must sign 'The Chapter Committee Terms of Appointment'

### 15.2 CEO responsibilities

- a) The CEO has financial responsibility for the management of all events, programs and services both nationally and in each Chapter. All expenditure for Chapter activities and events is to be approved by the CEO.
- b) The CEO will allocate staff as necessary to support chapter events and activities including provision of an allocated Executive Administrator.

### 15.3 Operation of the Chapter Committee

The By-Laws establish procedures and policies for the following:

- Chapter Committee rules
- The role of the Chapter Committee
- Chapter Committee composition
- Election of Chapter Committee members
- Terms of office of Chapter Committee members;
- Resignation of Chapter Committee members;
- Frequency, quorum and process for Chapter Committee meetings; and
- The ability for Chapter Committees to establish sub-committees.



## 15.4 Role of the Chapter Committee

If a Chapter Committee composition falls below the required number of members as stated per the AIBS By-laws, the Chapter Committee may continue in an advisory capacity at the discretion of the Board until such time as the Board appoints new members to the Chapter Committee

## 15.5 Chapter Committee Meetings

The Chapter Committee meetings will be held via a designated electronic platform unless approved by the CEO or directed by the Board to meet in person.

Meetings will be conducted on an as required basis but should meet at least once per year.

- 15.5.1 Agenda items for meetings will be prioritised to ensure key issues are appropriately dealt with and there is sufficient time and opportunity for discussion.
- 15.5.2 The AIBS office will develop meeting agendas in conjunction with the Chapter Committee Chair and CEO
- 15.5.3 The agenda and business papers for meetings will be distributed at least one week prior to the meeting if possible.
- 15.5.4 The prioritisation of items for the agenda is at the discretion of the Chapter Committee Chair in consultation with the AIBS office.

## 15.6 Conduct of Chapter Committee Meetings

- a) In general, attendees at Chapter Committee Meetings will be the Chapter Committee members, CEO AIBS Technical & Policy Manager, the Training and Events Manager and Executive Administrator (minute taker). The Chapter Committee may request other AIBS staff to attend for a specific purpose. All non-Chapter Committee members including AIBS Staff are non-voting.
- b) Chapter Committee meetings are not open meetings; however, members of that Chapter may attend upon request to the Chapter Committee Chair to speak on a specific issue. Request to do so must be done at least one week prior to the meeting and the item listed on the agenda.
- c) The Chapter Committee Chair will generally chair Chapter Committee meetings, unless otherwise agreed.

## 15.7 Chapter Committee Meeting Protocol

- a) Discussion on items listed on the agenda will generally be open but managed by the Chair of the Chapter Committee.
- b) Each item on the agenda will be introduced, discussed and if required, a resolution voted on by the Chapter Committee. Resolutions are decided on a majority vote by the Chapter Committee.



- c) The Chapter Committee Chair has the discretion to alter items listed for business on the agenda as appropriate.
- d) Minutes are recorded for all AIBS Chapter Committee Meetings where an agenda is provided.
- e) The Executive Administrator is to provide a draft copy of the Minutes to the Chapter Committee Chair within one (1) week of the Chapter Committee meeting.
- f) Upon approval of the Chapter Committee Chair, these minutes will be sent to the Chapter Committee within 15 working days of the Chapter Committee meeting. Changes can be requested and approved by the Chapter Committee Chair to form finalised minutes for publication.
- g) All confirmed minutes from Chapter Committee meetings are provided to the Board for each Board meeting and listed on the AIBS website member area.

## 15.8 Chapter Committee External Appointments

- a) The Chapter Committees may appoint suitable AIBS members to represent AIBS on external committees in their respective jurisdiction.
- b) These appointments, once decided by the Chapter Committee, must then be endorsed by the Board.
- c) Appointed representatives will be required to provide reports to the AIBS office as per the outlined reporting process.
- d) The appointment of all external representatives will be reviewed upon the commencement of the term of each Chapter Committee for re-endorsement or re-appointment.

## 16. Branches

- a) Branches may be established to assist in the delivery of services to Members on a geographic basis, and to provide opportunity for Members to give advice and provide feedback, and to participate in consultation with the Chapter Committee regarding building surveying and issues affecting the building surveying profession.
- b) Branches in each Chapter may be formed on a geographical basis.
- c) Approval for the formation of a branch is made by the Board in consultation with the Chapter Committee and meet the requirements of the AIBS Branch Management Policy.



## 17. Attachment 1 - Director Conduct Statement

1. I consent to act as a Director for Australian Institute of Building Surveyors (AIBS).
2. For the purposes of sections 201D and 201L of the *Corporations Act 2001*(Cth), I give notice of the following personal details:

Full Name:	
Address:	
Position Held:	
Former Names:	
Date of Birth:	
Place of Birth:	
Director Identification Number	

3. I have read and I am aware of my responsibilities under clause 7.2 of the Board Governance Manual to declare any conflicts of interest, have completed the **AIBS Board of Directors Conflict of Interest Disclosure Form**, and should I become aware of any actual, perceived or potential conflict of interest, I will promptly notify the Board and CEO in writing.
4. I am not entitled to have an alternative address substituted for my usual residential address in accordance with the Corporations Act 2001.
5. In accepting the appointment as Director of AIBS, I understand and commit to the requirements of the position which include:
  - (a) fulfilling all duties and obligations required of the position as a Director of AIBS, under the AIBS Constitution and AIBS policies as amended from time to time, the *Corporations Act 2001*(Cth) and any other legislation applicable to AIBS from time to time; and



- (b) complying with the AIBS Board Governance Manual, AICD Guiding Principles of Good Governance and Not-for-Profit Governance Principles and all other relevant AIBS policies as amended from time to time; and, for members of AIBS, comply with the AIBS Code of Professional Conduct.

6. Without limiting clause 5 above, I understand and commit to:

- (a) the Constitution of AIBS
- (b) the terms and conditions of behaviour set out in the Board Governance Manual, including:
  - (i) complying with all Board policies that are current or approved during my term;
  - (ii) acting in the best interests of the Companies at all times;
  - (iii) complying with the Director Code of Conduct specified in clause 7.1;
  - (iv) complying with the Directors Duties specified in clause 7.2;
  - (v) adequately and proactively preparing for and participating in Board meetings as specified in clause 7.2;
  - (vi) respecting that only the President of the Board is authorised to speak on behalf of the Board as specified in clause 7.2;
  - (vii) being aware of and complying with the requirements and reporting obligations of the Professional Standards Council as they relate to AIBS.

7. Further, I confirm that:

- (a) in the last 6 months I have undertaken and received positive outcomes of both Police and bankruptcy/ solvency checks.
- (b) I am not currently listed, and have not in the last 12 months been listed, on the Australian Securities and Investments Commission's banned and disqualified persons register, nor have I entered into an enforceable undertaking not to manage a AIBS.

8. I agree to resign as a Director of AIBS with immediate effect, upon having been advised by the President of AIBS, upon resolution of the Board, that I have been found to have breached any obligation referred to in this Statement including:

- (a) breach of the Board Governance Manual; or
- (b) breach of AIBS Constitution.



SIGNED

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Signature

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Director Name

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Date



## 18. Attachment 2 – Conflict of Interest Disclosure Form

### Board of Directors Conflict of Interest Disclosure Form

#### No Conflict of Interest to Declare

I have read and I am aware of my responsibilities under clause 7.2 of the Board Governance Manual to declare any conflicts of interest. I declare that I do not have any actual, perceived or potential conflicts of interest to declare at this time. If at any time following the submission of this form, I become aware of any actual, perceived or potential conflict of interest, I will promptly notify the Board and CEO in writing.

SIGNED

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Director Name

\_\_\_\_\_  
Date



**Conflict of Interest to Declare**

I have read and I am aware of my responsibilities under clause 7.2 of the Board Governance Manual to declare any conflicts of interest. I declare that I have a conflict of interest that is required to be disclosed to the Board.

The conflict of interest is:

- Actual Conflict       Perceived Conflict       Potential Conflict

Disclosure of the Details of the Conflict of Interest:

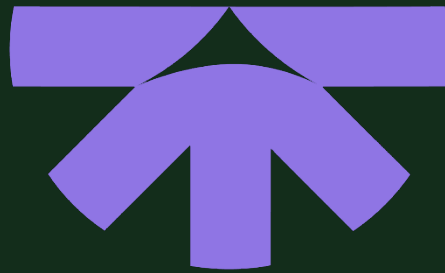
SIGNED

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Director Name

\_\_\_\_\_  
Date





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