



AILA NATIONAL COUNCIL CHARTER

Adopted as a policy by National Council 9th June 2015

1.0 INTRODUCTION

The Australian Institute of Landscape Architects (**AILA**) is a not-for-profit professional institute formed to serve the mutual interests of its members and the wider profession throughout Australia. AILA is a registered Australian company, governed by a National Council of 10 elected members.

2.0 PURPOSE OF CHARTER

This Charter (**Charter**) sets out the role, composition and responsibilities of the National Council (**Council**), which is the Board of Directors of the AILA.

The conduct of the Council is also governed by the AILA Constitution (**Constitution**) which also includes the election process for National Councillors (Councillors) and the election of Office Bearers (*a copy is available here*). AILA Governance and Operational Policies (**Policies**) also govern the conduct of Council.

3.0 PURPOSE OF COUNCIL

AILA's National Council has primary purposes of *compliance, performance, risk management and public relations*. AILA's National Council are required to fulfill the following obligations in this regard:

COMPLIANCE: this concerns both external compliance with laws and statutes as applies to a Corporation, but also compliance with the internal AILA Constitution and AILA Policies.

National Council and its Councillors are required to fulfil the following obligations:

- comply with directors' responsibilities under Corporations Law
- comply with any other applicable laws
- monitor and comply with AILA Constitution
- monitor and comply with AILA Policies
- generously participate in compliance audits

In regard to obligations under the Corporation Act a key requirement for accountability is the financial management of the AILA Company and the avoidance of insolvency.

PERFORMANCE: this concerns the ability of the Company to perform to its best potential and optimal performance through establishing a forward direction, as well as measuring performance.



National Council and its Councillors are required to fulfil the following obligations:

Strategy and policy

- active contribution to the development of, approve and implement a Vision/Mission and ensure it is embedded into the organisation's operations
- develop, approve and implement Strategic Plans and Business Plans
- develop and review AILA Policies
- plans for succession planning
- guide and manage the affairs of the State Chapters as Committee supporting the National Council
- ensure effective performance of the CEO and National Office Staff

Measurement

- regularly measure overall performance of AILA against established Strategic and Business Plans
- monitor and measure financial performance
- participate in review and performance evaluation of National Council and Councillors performance planning
- report outcomes to members, partners and other stakeholders

RISK MANAGEMENT: this concerns the identification and mitigation of organisational risk.

National Council and its Councillors are required to fulfil the following obligations:

- ensure up-to-date and effective risk profile and management strategy
- monitor and review strategies to mitigate critical risks
- monitor insurance requirements

PUBLIC RELATIONS: this concerns the public profile and member's knowledge of AILA.

National Council and its Councillors are required to fulfil the following obligations:

- active representation and participation in meetings and stakeholder engagements
- keep stakeholders informed
- project a strong and positive image
- promote the Vision
- protect and enhancing the interests of members and the wider profession
- listen and responding to member issues effectively
- facilitate cohesion
- protect the interests of partners and stakeholders
- speak with one voice regarding Council decisions



4.0 COUNCIL CULTURE

The Council actively seeks to promote a culture of professional respect, integrity and accountability.

Councillors show leadership of AILA culture by:

- managing the affairs of AILA in an ethical and transparent manner
- contributing their skills and creativity in the development of an innovative organisation
- understanding and taking ownership of National Council decisions
- actively participating in AILA and National Council events
- working effectively with fellow Councillors and AILA staff

Councillors will conduct themselves professionally by;

- acting with integrity and in good faith
- actively participating in AILA and Council
- respecting their fellow Councillors, AILA members and AILA staff
- taking responsibility and carrying a fair share of the load
- actively listening to the views of others
- reaching clear decisions with assigned actions
- working collaboratively together with shared trust and respect
- having an ethical and resourceful approach to tasks
- being well prepared and punctual for meetings
- not misusing their position or information

5.0 DECLARATION OF INTERESTS

Councillors are also responsible for declaring any Interest or possible Interest in accordance with Corporations Law. This includes related party transactions and non-financial Interests.

Councillors must be free from any Interest when discussing and deliberating on any National Council business, except where such interest has been formally declared and recorded in the Meeting Minutes.

The Councillor is to formally raise a potential Interest in writing, or formally at the commencement of a meeting to be clearly recorded in meeting minutes.

An Interest or possible Interest of a Councillor may also be raised by the Chair, another Councillor or the CEO in writing or verbally during a discussion or deliberation by Council for determination.

National Council may also determine that where an interest has been declared or determined:

- if the Councillor is to participate in discussions and / or decisions
- if the Councillor is to withdraw from the discussion and decision process



6.0 COUNCIL AND CEO RELATIONSHIP

The CEO is responsible for implementing the strategy, policies, and programs approved by the Council to achieve the agreed objectives of AILA. An important part of their role is to high level executive advice to the Council; and the leadership and management of the AILA National Office

The AILA Delegations Policy outlines an agreed delegation of authority for the National Council, the President, the CEO, State Presidents, Chapter Managers and National Managers to meet these leadership obligations. Councillors are to respect for this delegation and the CEO in their implementation of delegated responsibilities

The Council and CEO roles are to mutually support each other and work in the best interests of AILA. The CEO is responsible for management of the Institute and its operations. The Council is to provide strategic advice and direction. Councillors must not undermine the authority of the CEO by instructing a staff member without permission or knowledge of the CEO.

The roles of the President and CEO are separated. Generally speaking The President represents the Council in its dealings with the CEO and staff, and the CEO represents the staff in communicating and collaborating with the National Council.

The Council have the responsibility to jointly prepare and implement an effective yearly performance plan with the CEO that outlines clear and achievable expectations for the organisation for the year. This process this is usually undertaken through the annual employment review and establishing performance targets for the coming year, as well as standard obligations.
