farmers for climate action

BOARD CHARTER



Our mission

To organise and amplify farmer leadership to drive climate solutions that strengthen farm profitability, restore natural systems and secure the long-term resilience of rural Australia.

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1. Purpose of this Charter

This Charter sets out how the Board of Farmers for Climate Action (FCA) understands and discharges its governance responsibilities. In brief:

- FCA is a company limited by guarantee and a registered charity under the ACNC Act 2012 (Cth), with obligations under both the Corporations Act 2001 (Cth) and the ACNC Governance Standards.
- This Charter sits alongside FCA's Constitution, its delegations framework, and other governance policies. Where there is any inconsistency, the Constitution prevails.
- The Board reviews this Charter at least every three years, or sooner if there are material changes in law or FCA's operating context (see clause 17).

2. Governance Framework and Legal Obligations

As Directors of a registered charity, Board members are "Responsible Persons" under the ACNC Act. This carries real legal and ethical weight. Directors owe duties under both the Corporations Act and the ACNC Governance Standards, and must always act to advance FCA's charitable purposes and protect its integrity.

2.1 Core legal duties

Each Director is required to:

- act with reasonable care and diligence, and in good faith in FCA's best interests;
- ensure decisions further FCA's charitable purpose rather than personal or other interests (ACNC Governance Standard 5);
- use their position and information received through it properly, and manage any conflicts of interest;
- ensure FCA remains solvent, complies with all applicable laws, and maintains its charity registration and DGR status.

2.2 The stewardship mindset

Beyond legal compliance, the Board sees its role as one of stewardship. Directors hold FCA's mission and resources in trust, for current members and donors, and for the farming communities and broader environment FCA exists to serve.

3. Role of the Board

The Board is responsible for the overall governance and long-term direction of FCA. Its role is strategic and oversight-focused, not operational. The Board sets direction and ensures the organisation has what it needs to deliver; day-to-day management is delegated to the CEO.

The Board works best as a collegiate body, bringing diverse perspectives, constructive challenge, and collective wisdom to its decisions. Individual Directors do not govern; the Board governs as a whole.

3.1 Strategy and Long-Term Stewardship

The Board approves FCA's strategic direction, holds management accountable for delivery, and ensures the strategy is realistic, resourced, and aligned with FCA's mission. Directors are expected to consider long-term resilience, including financial sustainability, organisational adaptability, and reputational integrity, alongside near-term priorities. The Board oversees material sustainability and climate-related risks, and shapes organisational culture through the values it models. Directors are expected to embody FCA's values in their conduct and reinforce them through the questions they ask and the decisions they make.

3.2 Financial Sustainability

The Board is responsible for overseeing FCA's financial health and long-term viability. This includes approving annual budgets, monitoring financial performance against plan, and satisfying itself that appropriate financial controls and systems are in place. Directors are expected to maintain sufficient financial literacy to read financial statements, ask informed questions, and identify warning signs.

The Board ensures FCA maintains robust financial reporting, adequate reserves policies, and appropriate controls over spending and grants, in accordance with ACNC Governance Standard 3.

3.3 Risk Oversight

The Board sets FCA's risk appetite and oversees the effectiveness of the organisation's approach to risk management. It does not manage risk directly - that is management's role - but it does need to be satisfied that the systems and culture in place are adequate to identify, assess, and respond to material risks.

Key areas of risk oversight include:

- Financial risks, including funding concentration, dependency on a small number of donors, grant dependency, and liquidity.
- Reputational risks, including public statements, stakeholder relationships, and media exposure.
- Compliance risks, including adherence to the ACNC Governance Standards, fundraising laws, and employment obligations.
- Cyber and information security risks, particularly given FCA's use of digital platforms and donor data.
- Sustainability and climate-related risks relevant to FCA's strategy and operational model, an area of particular importance given FCA's mission space.

3.4 CEO Oversight

The Board appoints and, where necessary, removes the Chief Executive Officer. It sets the CEO's annual performance objectives, assesses performance, and determines remuneration within approved frameworks. Honest two-way communication between the Board and CEO is critical to FCA's organisational health.

The Board supports the CEO in their leadership role and ensures they have the clarity, resources, and authority needed to manage FCA effectively. At the same time, the Board holds the CEO accountable for performance and for operating within the boundaries set by the Board's delegations framework.

3.5 Compliance, Transparency and Accountability

The Board ensures that FCA meets all of its legal and regulatory obligations. This includes obligations under the Corporations Act 2001, the ACNC Act and Governance Standards, workplace health and safety and employment laws, fundraising laws in each jurisdiction where FCA operates, and privacy and data protection legislation.

ACNC Governance Standards 4 and 5 require charities to take steps to be transparent and accountable and to manage conflicts of interest. The Board has a separate Policy on Conflicts of Interest. The Board ensures FCA's Annual Information Statement and financial reporting obligations are met on time and accurately.

3.6 Matters Reserved to the Board

Certain decisions are of such fundamental importance to FCA that they cannot be delegated to management. These are matters reserved exclusively for the Board:

- Approval of FCA's strategic plan and any significant revisions to it.
- Approval of the annual operating budget and any material variations during the year.

- Approval of FCA's risk appetite statement.
- Appointment, performance management, and removal of the CEO.
- Approval of amendments to FCA's Constitution (subject to member approval where required).
- Establishment and dissolution of Board Committees and approval of their Terms of Reference.
- Approval of significant governance policies, including this Charter.
- Any decision that would materially affect FCA's charitable status, DGR status, or regulatory standing.
- Decisions outside the CEO's delegated authority under the Delegations Policy.

Delegating other matters to the CEO and management does not diminish the Board's ultimate accountability for the organisation. The Board retains responsibility for the outcomes of decisions made under delegation.

4. Delegation and the Relationship with the CEO

The Board delegates responsibility for day-to-day management of FCA to the CEO. This is a delegation of authority, not an abdication of responsibility. The CEO operates within the boundaries of the approved strategic framework, the annual budget, the Board's risk appetite, the Delegations Policy, and all applicable laws and regulations.

The Board speaks with one voice through its formal resolutions. Individual Directors do not direct staff, make operational decisions, or engage with management in ways that cut across the CEO's authority. When Directors need information from management, requests should be made through the CEO and be reasonable and proportionate in scope, consistent with the Board's collective governance role.

The Chair plays a key role in building a healthy Board-CEO relationship, creating the conditions under which the CEO can lead effectively and the Board can govern with confidence.

5. Board Composition, Skills and Renewal

An effective board is not just a collection of capable individuals; it is a team. The Board aims to maintain a composition that brings together the right mix of skills, experience, perspectives, and personal qualities to support sound governance of FCA across all of its activities and contexts.

The Board maintains a Skills Matrix setting out the competencies considered important for effective governance of FCA. This matrix is reviewed annually against the organisation's strategic priorities and the external environment, and informs succession planning and Director recruitment. The Governance Committee has primary responsibility for overseeing this process.

5.1 Director term limits

FCA is committed to board renewal. A structured term limit policy applies to all Directors, ensuring fresh perspectives and protecting independence.

Directors may serve a maximum of three consecutive terms of three years each (nine years total). No exceptions apply, including for the Chair. This reflects AICD guidance on tenure and independence, and the Board's view that renewal is a strength, not a loss.

The Board manages succession actively and with the organisation's best interests in mind. Terms are counted from the date of a Director's first appointment to the Board.

Director diversity, including background, experience, gender, geography, and connection to the farming and climate communities FCA serves, is actively valued.
The Board identifies and develops future Directors well in advance of anticipated vacancies.

6. The Role of the Chair

The Chair is responsible for the effective leadership of the Board, creating the conditions in which every Director can contribute their best while all Directors share collective responsibility for the Board's decisions.

The Chair sets the tone of Board meetings, ensuring discussion is focused, productive, and genuinely deliberative. This means structuring agendas thoughtfully, drawing out the views of all Directors, and knowing when debate has run its course and a decision needs to be made.

Beyond the boardroom, the Chair maintains a close and constructive relationship with the CEO. The Chair is the primary point of contact between the Board and the CEO, providing feedback, support, and challenge in a way that enables effective leadership while maintaining clear accountability to the Board.

The Chair also has a key role in Director performance and development, including having honest conversations about contributions, managing underperformance where it arises, and ensuring the Board continues to grow its governance capability over time.

The Chair represents FCA in certain external settings and is often the public face of the Board. In this role, the Chair speaks on behalf of the Board as a whole, reflecting collective decisions and positions rather than personal views.

The Chair is elected by the Board from among its Directors in accordance with FCA's Constitution. Effective chairing requires time, commitment, and a particular set of interpersonal and governance skills.

6.1 The Deputy Chair

The Board elects a Deputy Chair from among its Directors. The Deputy Chair supports the Chair and steps into the Chair's role when the Chair is absent, unable to act, or has a conflict of interest. The Deputy Chair's responsibilities include:

- Conflicts of interest involving the Chair. Where the Chair has a conflict of interest in any matter, including any matter arising under this Charter, once the Chair of the GNC has investigated the matter in accordance with the Board Conflict of Interest Policy, the Deputy Chair assumes re sponsibility in chairing any relevant discussion and determining how the conflict is to be handled.
- Chair performance. The Deputy Chair is responsible for raising and facilitating any discussion about the Chair's performance with the Board, including where concerns are raised by other Directors. The Chair does not participate in any assessment of their own performance.
- Acting Chair. The Deputy Chair presides at Board meetings when the Chair is absent or unable to act, and assumes all of the Chair's responsibilities and authorities during that period.

7. Collective Decision-Making and the Board's One Voice

The Board speaks with one voice. When a decision is made, it represents the view of the Board as a whole, and every Director is expected to support it publicly. In practice, this means:

Vigorous debate in the boardroom is healthy and encouraged; and once a decision is made, that debate stays in the boardroom. Disagreement is raised in future Board discussions, not in public statements, stakeholder conversations, or on social media.

Directors who consistently cannot support Board decisions publicly should reflect on whether they can continue serving in good conscience. Where a fundamental objection cannot be resolved, the appropriate course is to raise it formally with the Chair and, if necessary, seek legal or governance advice. Going public is never the answer.

8. Respectful Communication and Board Culture

Good governance depends on good culture. FCA's Board is committed to building an environment where every Director can contribute fully, feel genuinely heard, and communicate with honesty, respect, and genuine curiosity about each other's perspectives.

Respectful communication means creating the conditions for difficult conversations to happen well. Directors should feel able to raise concerns, challenge assumptions, and disagree without fear of personal criticism or professional embarrassment. The Chair plays a critical role in modelling and reinforcing this culture.

8.1 Expectations of Directors in Board discussions

Directors are expected to engage with openness and a genuine willingness to be persuaded, listening actively and expressing disagreement in ways that are direct but respectful. Personal criticism, dismissiveness, and conduct that demeans or marginalises other Directors is never acceptable, regardless of the strength of feeling involved.

Directors should be mindful of dynamics that can undermine good deliberation: the tendency of more senior Directors to dominate, social pressure to conform rather than express genuine disagreement, and personal relationships spilling into governance. The Chair is responsible for actively managing these dynamics.

8.2 Communication outside of formal meetings

The same standards of respect and professionalism apply outside formal Board meetings, whether in informal conversations, written communications, or digital channels. Conduct that would not be acceptable in a Board meeting is equally unacceptable in a message, email, or social media post.

Concerns about a colleague's conduct or contribution should be raised with the Chair, not with other Board members in ways that risk creating factions or undermining trust.

9. Social Media and Public Communications

Directors of FCA occupy a position of public trust. Everything published in a public forum, including on LinkedIn, X, Facebook, and Instagram, has the potential to affect FCA's reputation and its ability to pursue its charitable mission. Directors must keep this in mind both in their Board role and in their broader public presence.

9.1 The core obligation

Directors must not publish, share, or publicly disseminate material contrary to FCA's positions, policies, or Board decisions, whether posting in a personal or role-related capacity. This includes publishing opinions that contradict FCA's positions, sharing content that undermines FCA's advocacy, or commenting in ways that imply disagreement with Board decisions.

9.2 Particular care in specialist areas

FCA takes clear, evidence-based positions on agriculture and climate policy. Liking, sharing, or commenting on posts that contradict those positions can be just as damaging as publishing contrary content directly. Directors must apply careful judgment before engaging online with contentious material in these areas.

9.3 No prohibition on a personal life

Nothing in this section prevents Directors from having a public presence or engaging with issues they care about. What is required is thoughtfulness and care, particularly on matters relating directly to FCA's work and reputation.

9.4 When in doubt

When in doubt, seek guidance from the Chair, CEO or Company Secretary before publishing. It is far better to ask first than to publish something that causes harm to FCA.

9.5 Breaches

A breach of this section is a serious governance matter. The Chair will address any breach promptly and constructively, and the Board will consider whether further action is required. Repeated or serious breaches may prompt the Board to consider whether the Director's continued service is appropriate.

10. Board Meetings and Governance Processes

The Board operates to an annual governance calendar covering Board and Committee meetings and key governance events, including strategy reviews, budget approvals, and performance assessments.

Board papers are generally provided at least one week in advance. Directors are expected to read papers thoroughly so Board time is used for deliberation, not information transfer. Papers should be focused and include clear recommendations where a decision is sought.

Meetings are conducted in accordance with the Constitution and applicable law. Minutes are maintained as required by the Corporations Act 2001, recording decisions made and key considerations. The Board holds in camera sessions where appropriate, including for sensitive matters or CEO performance.

10.1 Company Secretary

The Company Secretary is an officer of FCA with specific legal responsibilities under the Corporations Act 2001. The role may be held by a Director, an external governance professional, or a staff member, depending on the organisation's needs and resources.

The Company Secretary's responsibilities include:

- ensure FCA meets its statutory obligations under the Corporations Act 2001, including lodgement of documents with ASIC and maintenance of required registers;
- advise the Board and Directors on governance obligations, legal duties, and compliance requirements;
- maintain FCA's official records, including the register of Directors, minutes, and the Constitution;
- ensure Board and Committee meetings are properly convened and that resolutions are valid and properly recorded; and
- act as the primary point of contact with ASIC and other regulatory bodies on corporate compliance matters.

10.2 Operations Director

FCA's Operations Director is the staff member responsible for the day-to-day administration of Board processes, operating under the direction of the CEO. Responsibilities include:

- coordinating and distributing Board and Committee papers in advance of meetings;
- managing the annual governance calendar and scheduling meetings;
- taking and preparing minutes for review and approval; and
- supporting the Board and Company Secretary with administrative governance tasks as required.

11. Board Committees

The Board may establish Committees to assist in discharging specific governance responsibilities. Committees operate under approved Terms of Reference setting out their purpose, membership, authority, and reporting obligations. Terms of Reference are reviewed at least annually.

The Board currently has two committees:

1. Governance and Nominations Committee (GNC)

2. Finance, Risk, Audit and Remuneration Committee (FRAR)

Committees are an important governance tool, allowing the Board to give focused attention to specialist areas and make better use of Director expertise. However, Committees are advisory in nature. They do not replace the authority or accountability of the full Board. Decisions that fall within the Board's reserved matters must be made by the Board, even if a Committee has done preparatory work.

The establishment and dissolution of Committees is reserved for the full Board.

12. Board Performance and Professional Development

The Board is committed to continuous improvement in its own governance. This means assessing not just whether legal obligations are met, but whether the Board is operating as an effective team, asking the right questions, and adding genuine value.

The Board undertakes an annual internal performance review, which may include individual Director self-assessment, peer feedback, and a review of Board processes and culture. An external review is conducted at least every three years (this can be conducted by an externally appointed Company Secretary). The outcomes inform the Board's ongoing development.

Directors are expected to maintain their governance knowledge and skills throughout their tenure.

13. Director Remuneration and Contributions

Directors serve in a voluntary capacity. No Director remuneration is paid unless otherwise determined by members in accordance with FCA's Constitution and applicable law.

Reasonable out-of-pocket expenses incurred by Directors in the performance of their Board duties may be reimbursed in accordance with FCA's expense reimbursement policy.

All Directors are asked to make an annual personal financial contribution to FCA, those contributions treated as confidential.

14. Review of this Charter

This Charter is reviewed by the Board at least every three years, or earlier if required by changes in legislation, ACNC Governance Standards, AICD guidance, or material developments in FCA's operating context. The Governance and Nominations Committee coordinates the review process and brings recommendations to the full Board for approval.