

Purpose

This Board Charter sets out the roles, responsibilities, structure and processes of the Board of Opera Queensland (OQ). It is complementary to and consistent with OQ's Constitution.

Board Role and Responsibilities

The role of the Board is to provide strategic guidance for OQ and effective oversight of management. The Board is accountable to members and other stakeholders for the delivery of OQ's mission within a framework of excellent governance and financial strength. This requires the Board to work as a team and meet on a regular basis.

The key responsibilities of the Board are as follows:

- a) Approving the strategic direction of OQ and significant corporate strategic initiatives.
- b) Approving OQ's annual operating and capital expenditure budgets and financial statements and monitoring financial performance.
- c) Selecting, appointing and monitoring the performance of the external auditor.
- d) Maintaining an ongoing dialogue with the external auditor to provide assurance of compliance with regulatory requirements for OQ's financial statements.
- e) Considering and approving frameworks for managing all categories of risk, including operational, financial and reputational.
- f) Monitoring the effectiveness of risk management by OQ, including satisfying itself through timely reporting and effective oversight that appropriate internal control mechanisms are in place and being implemented.
- g) Considering, when making decisions, the ethical, social, and environmental impact of OQ's activities
- h) Approving policies and monitoring that OQ's practices comply with these policies.
- i) Selecting, appointing and determining the terms of appointment and remuneration of the CEO/Artistic Director, CFO and Executive Producer.
- j) Providing oversight and evaluating the performance of the CEO/Artistic Director against Board approved performance metrics.
- k) Reviewing succession plans for the CEO/Artistic Director, CFO and Executive Producer.
- l) Providing oversight of OQ's remuneration and performance management frameworks.
- m) Exercising due diligence to ensure OQ complies with its work, health and safety obligations.

Role and Delegation to Management

The CEO/Artistic Director, in conjunction with senior management, are responsible for the development of the draft vision, mission, values and strategic objectives for approval by the Board. Management of the artistic direction and operations is undertaken by the CEO/Artistic Director and management of the day to day operations is undertaken by the Executive Producer and CFO subject to specified delegations of authority approved by the Board.

Board Composition

The Board is responsible for setting policies for appointment to the Board, identifying and evaluating candidates, appointing Directors to fill casual vacancies and making recommendations to members for

the appointment or removal of Directors. Directors will be engaged through a letter of appointment and will have the benefit of a Deed with OQ for access, indemnity and insurance.

Collectively, the Board should have a broad range of skills, experience and knowledge so as to guide OQ in achieving its mission in a sustainable manner. Board members should also have personal attributes of integrity, sound judgment and independence of mind, well developed interpersonal skills and high levels of engagement.

The Board will regularly review the composition of the Board in the context of the Board Skills Matrix.

The responsibilities in relation to Board composition include:

- Provide assurance that the board has the effective composition, size and commitment to adequately discharge its responsibilities and duties.
- Lead the search process for new board members and recommend preferred candidates to the board.
- Assess the extent to which the necessary and desirable competencies and personal attributes are represented on the board, and recommend to the board required attributes and competencies, and size of board.
- Develop for approval by the board a succession plan for the board to maintain the required personal attributes and competencies.
- Evaluate regularly the performance of the board.

The HR Committee will advise on matters relating to Board succession, including composition, structure and recruitment.

Chair

The Board will appoint one of its members to be the Chair in accordance with the Constitution.

The Chair represents the Board to members and other stakeholders and communicates the Board's position.

The Chair has a critical role in creating the conditions for individual Director and Board effectiveness. In particular, the Chair will promote effective relationships and open communication between Board members and with executive management, effective decision-making and constructive debate and effective implementation of Board decisions.

The Board may appoint one of its members as a Deputy Chair.

Company Secretary

The Board will appoint a Company Secretary who will be responsible for the co-ordination of all Board business, including agendas, board minutes, communication with regulatory bodies, and statutory filings. All Directors will have direct access to the Company Secretary.

Board Committees

The Board has established two standing Board Committees to assist the Board in exercising its authority. These are the Audit and Risk Committee and the HR Committee.

The Board may establish ad hoc Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.

The Board will determine the charters of Board Committees, which will include their role and responsibilities. The Board will also determine the membership of the Board Committees having regard to workload, skills and experience, and the tenure of membership.

Board and Committee Meetings

The Chair is responsible for the conduct of all Board meetings. This includes being satisfied that the agendas and supporting papers and structure of the meetings assist the Board to meet its responsibilities.

The CEO/Artistic Director is expected to attend all Board meetings and is available to be contacted by Directors between meetings.

The Board on occasions meets without executive management.

The Chair of a Board Committee is responsible for the conduct of Committee meetings. This includes being satisfied that the agendas and supporting papers and structure of the meetings assist the Committee to meet its responsibilities.

Director Independence

The Board has adopted a definition of independence that sets out the interests and relationships to be considered by the Board in assessing the independence of each Director. The Board assesses independence of Directors upon appointment and continuously.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair, or in the Chair's absence, the Board.

Board Performance

The Board will annually undertake a review of the performance of the Board and Board Committees.

Ethical Standards

Board members are expected to observe the highest standards of ethical behaviour. The Board has adopted a Code of Conduct that describes the standards of conduct expected of Directors and Employees of OQ.

Review of Charters

The Board will review at least annually the Board and Board Committee Charters.

Governance

Adopted by the Board of Opera Queensland at a meeting held on 19 April 2022.