



ADVANCING BUILT ENVIRONMENT
COST PROFESSIONALS

AIQS BOARD EXECUTIVE CHARTER

JUNE 2024

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1. PURPOSE

The Board Executive is a subset of the Board of Directors of The Australian Institute of Quantity Surveyors (AIQS) established under clause 28 of AIQS's Constitution to assist the Board in discharging its responsibilities by dealing with matters of importance to the Board which arise between Board meetings.

The Board Executive also exercises such powers and performs such other functions as may be delegated to it by the Board from time to time.

2. MEMBERSHIP

The Board Executive shall consist of the following:

- a) President
- b) Immediate Past President
- c) 2 x Vice Presidents

3. MEETINGS

The Board Executive meets as required.

Any Board Executive member may, and the Board Executive Chair at the request of a Board Executive member must, convene a meeting of the Board Executive.

The agenda for Board Executive meetings is determined by the Board Executive Chair.

Meetings and the proceedings of the Board Executive are governed by the provisions of the Constitution of AIQS regulating meetings and proceedings of the Board.

A Board Executive meeting may be called or held using any technology consented to by each member. The consent may be a standing one.

A quorum for any meeting is more than 50% of the members of the Board Executive.

The Board Executive may invite other people including employees of AIQS and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.

If an employee of AIQS or other person has a material personal interest in a matter that is being considered at a meeting, he or she must not be present for consideration of that matter unless the interest has been fully disclosed to the Board Executive and the Board Executive agrees that the person may be present.

Decisions of the Board Executive may be made:

- at a duly called and constituted meeting; or
- by a resolution in writing notified to all members of the Board Executive and signed by all of the members of the Board Executive who are entitled to vote on the resolution.

All members, directors and other attendees at Board Executive meetings are required to keep all information presented (whether written or oral) or discussed at Board Executive meetings confidential and only use and disclose this information in the proper discharge of their duties to AIQS.

4. MINUTES

Minutes are to be prepared for each Board Executive meeting.

The draft minutes of each Board Executive meeting are to be reviewed by the Board Executive Chair and circulated to all Board Executive members by the Board Executive Secretary as soon as practicable but no later than the distribution date for the papers for the next Board Executive meeting.

The Board Executive must confirm the minutes of each Board Executive meeting at its next meeting (or the next practicable meeting if the minutes are not available at the next meeting).

A copy of the minutes once they have been reviewed by the Board Executive Chair must be included in the papers for the next Board meeting.

5. RESPONSIBILITIES

In performing its role, the responsibilities of the Board Executive include, but are not limited to:

- a) Providing advice, guidance and counsel to the Chief Executive and senior management in relation to AIQS's affairs.
- b) Working with the Chief Executive and senior management to implement Board decisions.
- c) Considering and deciding upon procedural and administrative matters arising between Board meetings.
- d) Performing any other duties and undertaking or overseeing any specific projects as requested by the Board from time to time.
- e) Reviewing and updating the Strategic Goal(s) assigned to them and the associated initiatives and Risk Action Plan, assigned to them in accordance with the AIQS Strategic Goal Assignments (Director and Committee Roles & Responsibilities) Policy.

6. AUTHORITY

The Board has authorised the Board Executive, within the scope of responsibilities set out in this Charter, to:

- Perform the activities required to address its responsibilities and make recommendations to the Board.
- Make decisions with respect to procedural and administrative matters which the Board has not expressly reserved to itself or which are not required by law to be exercised only by the Board.
- Select, engage, terminate and approve the fees and other terms and conditions of the engagement of special or independent experts and other advisors as it deems necessary to carry out its duties, capped at the level of the Chief Executive Officer's delegated authority, and if in excess, to be referred to the Board.
- Have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter.

Notwithstanding the Board Executive's delegated powers, it must, if so requested by one or more of its members, decline to act or make a decision in respect of any matter specified in that request until the matter has been considered by the Board.

All actions and decisions of the Board Executive under this delegated authority are to be reported to the Board at its next meeting.

7. REPORTING RESPONSIBILITIES

In addition to providing the Board with a copy of the minutes of its meetings the Board Executive will through its Chair, report to the Board on its meetings.

8. REVIEWS OF THE CHARTER

Any modifications to or replacements of this Charter must be approved by the Board.

The Board shall review the Charter every two years or as required, after the annual performance assessment, or when confirming Board Executive members.

9. EFFECTIVE DATE

This Policy is effective from 1 June 2024.