



Toukley Neighbourhood Centre

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TNC is the beating heart of our community. We foster connection, celebrate diversity, and provide a safe and welcoming space where people are supported, empowered, and equipped with the opportunity to grow, thrive, and achieve independence.

POLICY – BOARD CHARTER

1 Policy Information

| | |
|--------------------------|----------------------------|
| Title: | Board Charter |
| Effective Date: | 13 October 2025 |
| Policy Owner: | Chair, Board of Management |
| Applies To: | Board members |
| Next Review Date: | Oct-2026 |

1.1 Change Control

| Effective Date | Author | Approver | Comments |
|----------------|---------------|---------------------|---|
| | Bronwyn Evans | Board of Management | Initial version, based on Oxfam Australia Board Charter |
| 10-Oct-2022 | Bronwyn Evans | Board of Management | Update to initial version to include Conflict of Interest relative to Board Members |
| 12-Feb-2024 | Bronwyn Evans | Board of Management | Update to incorporate Governance Standards specified by ACNC |
| 13-Jan-2025 | Bronwyn Evans | Board of Management | Minor corrections to wording and layout |
| 21-Mar-2025 | Bronwyn Evans | Board of Management | Update to new template, incorporating new mission. Reviewed content per Board Calendar. Minor terminology changes (e.g. charity -> association) |
| 21-Jul-2025 | Bronwyn Evans | Board of Management | |
| 13-Oct-2025 | Bronwyn Evans | BoM | Update to incorporate ACNC requirements re responsible persons and related party transactions |



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2 Policy Overview

2.1 Purpose

This policy outlines the responsibilities of the TNC Board of Management, key governance expectations, and mechanisms for performance, compliance, and accountability. It aligns with the TNC Constitution and the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

This Charter also documents TNC's compliance with ACNC Governance Standards 4 (Suitability of Responsible Persons) and 5 (Duties of Responsible Persons), and establishes procedures for the identification, approval and reporting of Related Party Transactions.

TNC policies support:

- Fulfilment of organisational objectives
- Risk management
- Clear guidance for Board, staff, and volunteers
- Transparency and sound governance

2.2 Context

At Toukley Neighbourhood Centre (TNC), policies are developed in alignment with the [TNC Policy Framework](#).

TNC Policy documents are developed to:

- Assist TNC to meet the objects of the organisation and manage risk effectively
- Assist TNC staff and volunteers in performing their duties
- Outline how TNC will meet governance expectations
- Provide transparency and clarity to TNC staff and volunteers.

TNC is bound by the [Australian Charities and Not-for-profits Commission Act 2012 \(Cth\)](#) and regulated by the [ACNC](#).

2.3 Definitions

| Term | Explanation |
|---------------------------|---|
| ACNC | Australian Charities and Not-for-profits Commission |
| BoM | Board of Management |
| EO | Executive Officer |
| Responsible Person | A member of the Board of Management or any other individual who is responsible for governing the charity as defined by the ACNC |
| Related Party | Has the meaning given by the ACNC. For small charities this includes Board members, their close family members, and entities they control. For medium/large charities, it also includes Key Management Personnel and entities over which they, or their close family members, have control or significant influence (AASB 124). |
| Related Party Transaction | Any transfer of resources, services or obligations between TNC and a related party, whether or not a financial transaction occurs. |
| TNC | Toukley Neighbourhood Centre |

3 Roles and Responsibilities

3.1 The Board of Management (BoM)

The Board is responsible for:

- Setting strategic direction
- Approving budgets, plans, and major initiatives
- Ensuring adequate resources and financial oversight
- Recruiting and assessing the Executive Officer
- Monitoring risk and compliance
- Upholding ACNC governance standards and stakeholder accountability
- Ensuring all Responsible Persons meet the ACNC's suitability requirements and are recorded in the Responsible Persons Register
- Notifying the ACNC of the appointment or removal of Responsible Persons within 28 days
- Maintaining registers of Conflicts of Interest and Related Party Transactions
- Approving material Related Party Transactions and ensuring they are reported in the Annual Information Statement and, where required, the financial statements..

3.2 Office Holders

The BoM will appoint the following office holders annually, at the BoM meeting following the Annual General Meeting.

In summary, the responsibilities of the office holders are shown in the table.

| Role | Responsibilities |
|--------------|---|
| Chair | <ul style="list-style-type: none"> • Leads Board • Prepares and chairs meetings • Supports and evaluates EO • Represents Board externally |
| Deputy Chair | <ul style="list-style-type: none"> • Supports Chair • Acts when Chair is unavailable |
| Secretary | <ul style="list-style-type: none"> • Maintains records • Oversees minutes, meetings, and governance documentation |
| Treasurer | <ul style="list-style-type: none"> • Oversees financial reports and strategy • Confirms solvency at each Board meeting |

3.2.1 Chairperson

The Chairperson leads the BoM in its performance of its roles and responsibilities, guides the BoM Members and the Executive Officer, and represents the BoM to stakeholders.

The Chairperson must:

- Chair meetings of the BoM, and General Meetings of Members
- Work with the Executive Officer to prepare for meetings of the BoM, and General Meetings of Members
- Ensure BoMs and Working Groups of the BoM are established and function to support the BoM's roles and responsibilities, and fulfil their Terms of Reference
- Provide regular feedback to BoM Members about the performance of their roles and responsibilities
- Lead the recruitment process for the Executive Officer
- Establish a successful working relationship with the Executive Officer which results in meaningful, frequent exchange of information
- Conduct the annual appraisal of the Executive Officer and taking appropriate action as a result, including addressing development needs

- Represent TNC at relevant governance body meetings
- Ensure the BoM is fully informed of and well-positioned to contribute to developments at TNC, and
- Communicate relevant outcomes of BoM deliberations to stakeholders.

3.2.2 Deputy Chairperson

The Deputy Chairperson is responsible for supporting the Chairperson and standing in for them when they are unavailable.

3.2.3 Secretary

The main duties of the Secretary are to:

- Record and distribute BoM meeting minutes
- Be custodian of the association's records, ensuring all critical documents are organised, safely stored and readily accessible to other board members and staff leaders
- Schedule regular BoM meetings
- Oversee membership lists
- Ensure contact information is up to date
- Hold members accountable (e.g. maintain meeting attendance records and follow up on actions arising from BoM meetings)
- Track board member terms.

3.2.4 Treasurer

The main duties of the Treasurer are to:

- Oversee the financial administration of the organisation
- Review procedures and financial reporting
- Advise the BoM on financial strategy
- Advise on fundraising.

The Treasurer must confirm TNC's solvency at each board meeting.

3.3 Executive Officer

The Executive Officer is responsible for the management of TNC in pursuit of the attainment of its Purposes and Beliefs. The Executive Officer must manage TNC in accordance with the Strategic and Operational Plans and other delegations and policies approved by the BoM from time to time.

The Executive Officer reports directly to the BoM.

The EO must not approve their own remuneration and may not commit to strategic-level contracts without Board approval.

4 Governance Principles and Duties of BoM Members

4.1 Principles

Principle 1: Care and diligence

BoM Members must prepare, attend, engage and understanding TNC's mission and context.

BoM Members must exercise their powers and discharge their roles and responsibilities with the degree of care and diligence that a reasonable individual would exercise if they were a BoM Member of TNC. They must:

- Understand the roles and responsibilities of a BoM Member
- Devote adequate time to the role, including in preparing for, regularly attending, and participating in meetings and the broader work of the BoM and / or its committees
- Take responsibility for managing and progressing the work of the BoM, and committing energy and drive to see that its goals are achieved, and
- Cultivate a genuine interest in TNC, an understanding of the issues affecting its business, and an awareness of related social justice issues.

Principle 2: Good Faith and Best Interests

BoM Members must act in good faith and in TNC's best interests, and to further its purposes.

They must:

- Only use their position or information obtained in the course of their BoM role for proper purposes intended by the BoM, and not improperly gain an advantage for themselves or someone else, or cause detriment to TNC
- Act in a manner consistent with TNC's Purposes and Beliefs and in accordance with other applicable standards, including the ACNC Governance Standard 5: Duties of Responsible People (on which these responsibilities are based)
- Act in a manner that upholds TNC's integrity and good reputation
- Comply with all duties in ACNC Governance Standard 5:
 - ◆ act with reasonable care and diligence
 - ◆ act honestly and fairly in the best interests of TNC and for its charitable purposes
 - ◆ not misuse their position or information
 - ◆ disclose actual and perceived conflicts of interest
 - ◆ ensure TNC's financial affairs are managed responsibly
 - ◆ not allow TNC to operate while insolvent
- Be appropriately responsive to the interests of stakeholders, and
- Uphold the values of gender justice, difference, diversity and inclusion by considering the BoM's roles and responsibilities in shaping organisational culture.

Principle 3: Collective Responsibility

BoM Members must abide by the principles of BoM solidarity and collective responsibility. This means upholding BoM decisions, maintaining confidentiality and avoiding unilateral authority.

They must:

- Cultivate productive working relationships by working collaboratively and treating colleagues with respect and courtesy, and in a manner that elicits their best contributions
- Be accountable for the decisions of the BoM, and not work or publicly speak against them
- Maintain the confidentiality of materials, discussions and decisions, except where authorised to waive such confidentiality
- Not attempt to exercise individual authority over the organisation or its staff, except where authorised to do so by the Executive Officer, and
- Refrain from speaking publicly for the BoM, except where authorised to do so.

Principle 4: Strategic Contribution

BoM Members should add insight, support planning, challenge constructively, focus on strategy.

They must:

- Help shape TNC's strategic direction by contributing to the BoM's performance of its roles and responsibilities
- Respect the distinction between the roles of the BoM and management
- Thoughtfully explore, assimilate, and act upon information, make enquiries about any critical gaps, and where appropriate, demonstrate personal courage in challenging ideas and processes
- Effectively apply any specialised or relevant skills and knowledge
- Communicate and negotiate with clarity, concision, and influence, and
- Where appropriate, be willing to contribute to TNC outside the course of their BoM role.
- Actively engage in the development and regular monitoring of the Strategic Plan and Operational Plan.

Principle 5: BoM Capacity

BoM Members must continuously improve the BoM's capacity to perform its roles and responsibilities. They must:

- Develop their own capacity to contribute to the work of the BoM, including through ongoing education
- Assist in developing the capacity of other BoM members, including, where appropriate, by acting as a guide or mentor
- Work to enhance the effectiveness of the BoM's working environment and work practices, and
- Be open to receiving and acting upon feedback about the performance of their BoM roles and responsibilities.

Principle 6: Financial and Risk Oversight

As a BoM Member, and / or through relevant committees, ensure that TNC's financial affairs and risks are managed in a responsible manner. They must:

- Understand, evaluate, and act upon information about TNC's financial situation and risk environment
- Maintain a current knowledge of work health and safety matters, including the hazards and risks associated with the operations of TNC
- Ensure the institution of appropriate and tailored financial systems and procedures, such as those aimed at minimising financial wastage and any risk of wrongdoing, corruption, fraud, bribery, or other financial impropriety, including among the BoM, and
- Not allow TNC to operate while insolvent.

Principle 7: Conflicts of Interest

BoM Members must disclose to other BoM Members any perceived or actual conflicts of interest (including related-party transactions, and any affiliations with actual or potential suppliers of goods and services, recipients of grant funds and organisations with competing or conflicting objectives). They must:

- Complete a declaration for inclusion in the Register of Interests (which operates with ongoing effect) upon appointment to the BoM, and review and update their declaration as their circumstances change, and at least annually (Attachment A), and
- Declare any other perceived or actual conflicts of interest prior to the BoM's / BoM's consideration of any relevant matter.
- Where there is a perceived or actual conflict of interest, absent themselves from discussions, as appropriate, and abstain from voting or otherwise participating in the decision-making on the matter.
- Disclose to other BoM Members any material gifts or offers of gifts for their personal use obtained in the course of their BoM role and decline any valuable or otherwise inappropriate gifts.
- Where a conflict involves a Related Party Transaction, ensure that the transaction is considered, approved (if appropriate), and recorded in accordance with the Related Party Transactions Procedure.

Principle 8: Disqualification

BoM Members must immediately resign from the BoM if they are:

- Within the meaning of the Corporations Act 2001: disqualified from managing a corporation, or
- Within the meaning of the ACNC Regulation 2013: suspended or removed by the Commissioner from being a responsible entity of a registered entity.

Principle 9: Responsible Person Suitability

BoM Members must meet and maintain ACNC suitability requirements. They must:

- Declare that they are not disqualified under the Corporations Act 2001 or the ACNC Act.
- Immediately notify the Chair if they become disqualified or ineligible.
- Consent in writing to act as a Responsible Person prior to appointment.
- Participate in induction and ongoing training about their duties, including specific guidance on identifying, disclosing, and managing conflicts of interest and related party transactions.

4.2 Addressing Breaches of Governance Standards

Minor breaches may be managed by the Chair (or Deputy Chair if related to Chair). Major or repeated breaches may result in censure, suspension, or removal.

4.3 Assessment of Performance

The Chairperson (or in the case of the Chair, by the Deputy Chair, who will solicit feedback from other BoM Members) must regularly assess the performance of individual BoM Members.

The BoM must formally assess its own performance at least every two years, with such review being conducted externally at least every four years.

In both cases, performance must be assessed against the roles and responsibilities outlined in this [Board Charter](#). Assessments must include reflection of development needs and matters for improvement for the coming period.

5 BoM Committees

When the BoM establishes a committee, it must set out, through written terms of reference, its roles and responsibilities, when and to whom the BoM should report, and its intended lifespan.

In addition to any terms of reference that the BoM resolves, and unless otherwise provided, the following standard provisions apply to all BoM Committees:

5.1 Membership

- Members of each BoM must be appointed by the BoM and should comprise a mix of skills appropriate to its roles and responsibilities.
- A majority of each BoM's membership must be BoM Members.
- A minority of each BoM's membership may be co-opted external experts. They may be appointed for renewable terms of no more than 2 years, for up to 12 years in total.
- A BoM may be assisted by (non-member) representatives from management.

5.2 Chairs

- The BoM must appoint a Chairperson or Co-Chairs of each BoM, at least one of whom must be a Director.
- The Chairperson of the BoM may make recommendations to the BoM as to who should Chairperson each BoM.
- The Chairperson of each BoM must ensure the fulfilment of that BoM's terms of reference, and that the BoM is kept informed of that BoM's current and planned activities.

5.3 Authority

- BoMs may meet as necessary to fulfil their roles and responsibilities. If the BoM wishes to meet in person, consideration should be given to meeting immediately before or after meetings of the BoM.
- BoMs may incur reasonable costs for the fulfilment of their roles and responsibilities.
- The Chairperson of each BoM, and its members who are so delegated, are empowered to make any enquiries of management and stakeholders, and into relevant records, as may be necessary to fulfil their roles and responsibilities.
- Committees must report any potential or actual Related Party Transactions identified during their work to the Board.

5.4 Terms of Reference

The terms of reference of the BoM's standing BoMs are listed here.

Each committee's Terms of Reference should include:

- Objective and role of the BoM
- Authority and delegation
- Composition and Term of Appointment
- Functions
- Review.

6 Code of Conduct

6.1 Meetings

The following meeting code of conduct applies to all BoM and BoM meetings.

6.1.1 Meeting Logistics

- Everyone must arrive before the scheduled time to start and switch off their mobile phones or turn to silent.

6.1.2 Discussion Content

- During discussions, three minutes is enough time to make a point.
- Verbally supported presentations should be limited to five minutes.
- When presenting or introducing a topic, assume everyone has read the board papers and don't repeat what is in writing.
- No matters should be raised or mentioned that are within the proper remit of operational management.
- Where a Related Party Transaction is considered, the nature of the relationship and decision taken must be minuted, and conflicted members must not vote.

6.1.3 Behaviours and Attitudes

- Address issues not personalities.
- Focus on what is right, rather than who is wrong.
- “War stories” from the past are not allowed, unless the chairperson rules they are relevant and helpful to the discussion.
- Keep to the point – don't be ambiguous or go off the topic being discussed.
- Avoid the use of technical terms that others may not understand.
- It is inappropriate to use board meetings to demonstrate superior intellect, knowledge or excellence.
- Speak slowly and economically – brevity is a virtue.
- During discussions and presentations, listen attentively and display interest in what is being said.
- Be positive and constructive, rather than negative and destructive – only disagree by making a constructive suggestion.
- Do not be discouraged from expressing a contrary view – even to that of the majority of directors.

7 Conflict of Interest Policy

This Conflict of Interest Policy has been developed based on the *ACNC Managing Conflicts of Interest – A guide for association board members* publication.

7.1 Purpose

The purpose of this policy is to help BoM members of TNC to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of TNC and manage risk.

7.2 Objective

The TNC BoM aims to ensure that board members are aware of their obligations to disclose any conflicts of interest that they may have and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of TNC.

7.3 Scope

The policy applies to the board members of TNC.

A separate policy applies to employees and volunteers of TNC.

7.4 Definition of Conflicts of Interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the association.

Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example as a shareholder). It also includes a conflict between a board member's duty to TNC and another duty that the board member has (for example to another association).

A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the association and must be managed accordingly.

7.5 Example Scenarios

The following example scenarios illustrate how conflicts of interest can arise in Board contexts:

- **Financial**
 - ◆ A Board Member owns a catering company being considered for TNC event contracts
 - ◆ A relative of a Board member is applying for a paid role at TNC
 - ◆ A Board member is also a director of a competing community organisation applying for the same funding
- **Non-Financial:**
 - ◆ A Board member advocates for decisions that could benefit a friend's social enterprise
 - ◆ A Board member is involved in a group with public views that directly conflict with TNC's mission
 - ◆ A Board member wants to use TNC resources for personal benefit
 - ◆ A Board member participates in selecting award recipients, and one nominee is their close personal friend.

7.6 Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the association if they are openly and effectively managed.

Related Party Transactions must be treated as a specific subset of conflicts of interest. All such transactions must be disclosed, entered into the Related Party Transaction Register, and approved by the Board where material or sensitive.

It is the policy of TNC, as well as a responsibility of the BoM, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to TNC.

The Board will table the Related Party Transaction Register whenever a new material transaction is added so that it is considered and minuted promptly.

TNC will manage conflicts of interests by requiring board members to:

- Avoid conflicts of interest where possible
- Identify and disclose any conflicts of interest
- Carefully manage any conflicts of interest
- Follow this policy and respond to any breaches.

7.6.1 Responsibility of the BoM

The BoM is responsible for:

- Establishing a system for identifying, disclosing, and managing conflicts of interest across the association
- Monitoring compliance with this policy
- Reviewing this policy on an annual basis to ensure the policy is operating effectively.

The association must ensure that its board members are aware of the ACNC governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard 5.

7.6.2 Identification and Disclosure of Conflicts of Interest

Once an actual, potential, or perceived conflict of interest is identified, it must be entered into TNC's Conflict of Interest Register, as well as being raised with the board. Where all of the other board members share a conflict, the board should refer to governance standard 5 to ensure that proper disclosure occurs. The Conflict of Interest Register must be maintained by the Secretary, and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

The Conflict of Interest Register is a confidential document, with access limited to the BoM and the EO.

The Secretary must maintain a separate Related Party Transaction Register which records the parties involved, nature of transaction, value (if any), date of approval, and whether the terms are considered arms-length.

7.7 Action Required for Management of Conflicts of Interest

7.7.1 Conflicts of Interest of BoM Members

Once the conflict of interest has been appropriately disclosed, the BoM (excluding the board member disclosing and any other conflicted board member) must decide whether or not those conflicted board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be worth the BoM considering whether it is appropriate for the person conflicted to resign from the BoM.

7.7.2 What Should be Considered When Deciding What Action to Take

In deciding what approach to take, the BoM will consider:

- Whether the conflict needs to be avoided or simply documented
- Whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- Alternative options to avoid the conflict
- The association's objects and resources, and
- The possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the association.

The approval of any action requires the agreement of at least a majority of the BoM (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the Register of Interests.

Any decision to approve a Related Party Transaction must be based on a determination that the transaction is in the best interests of TNC and on terms comparable to market rates where possible.

7.7.3 Compliance with this policy

If the BoM has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the BoM may take action against them. This may include seeking to terminate their relationship with the association.

If a person suspects that a board member has failed to disclose a conflict of interest, they must notify the board, or the person responsible for maintaining the Conflict of Interest Register.

8 Related Party Transactions

TNC is committed to transparency in all dealings with related parties.

- All Related Party Transactions must be disclosed to the Board and entered into the Related Party Transaction Register.
- Related Party Transactions must be assessed for materiality and risk.
 - ◆ **Material transactions** (or any transaction with a significant risk of perceived conflict) must be approved by the Board (excluding conflicted members) before being entered into.
 - ◆ The Board may define financial thresholds or qualitative criteria for materiality in the Delegations Policy or as a standing resolution.
- The Board will review the Register at least annually, and whenever a new material transaction is entered. The review will confirm that all transactions are appropriate, in the best interests of TNC, and have been disclosed in the minutes, the Annual Information Statement, and, where required, the financial statements.
- The Secretary is responsible for maintaining the Register and ensuring records are complete.
- Approval of Related Party Transactions must comply with the Delegations Policy, which must explicitly identify any transactions that require Board approval regardless of value or delegation level.