

OZARK OUTDOOR FOUNDATION (“OOF”)

BOARD CHARTER

1.0 Purpose of the Charter

The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of the Ozark Outdoor Foundation (the “Foundation”).

The conduct of the Board is also governed by the By-Laws of the Foundation (a copy of which is held in the custody of the Foundation Secretary).

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of directors are governed by the By-Laws and are not reproduced here.

2.0 Purpose of the Board

The Board has four broad purposes, strategy, compliance, performance and public relations:

STRATEGY & POLICY

- Develop, monitor and adjust as necessary the strategic initiatives of the Foundation
- Advise and assist the Executive Director to establish the Foundation’s vision/mission and ensure it’s embedded into the Foundation’s operations
- Inform and approve strategic plan and policies and monitor regularly

COMPLIANCE

- Monitor and update by-laws, as needed. Monitor compliance with by-laws
- Comply with applicable laws and regulations, aim to exceed minimum expectations
- Ensure ethical standards that reflect positively on the Foundation, its sponsors, benefactors and stakeholders

ACCOUNTABILITY AND PERFORMANCE

- Monitor financial performance.
- Report financials and ensure audit functions are conducted.
- Assist the Foundation leadership to perform to its best potential.
- Provide overall performance oversight of the Foundation.
- Report key performance outcomes to stakeholders.
- Advise the Executive Director generally.
- Provide succession planning

PUBLIC RELATIONS

- Represent and participate in Foundation-related public events and activities.
- Keep stakeholders informed of major Foundation initiatives and annual performance outcomes.
- Project a strong and positive and ethical image of the Foundation.
- Promote the vision of the Foundation publicly.
- Facilitate cohesion within the Foundation Board and the Foundation management.
- Protect the interests of stakeholders.
- Speak with one voice regarding Board decisions.
- Avoid conflicts of interest or perceived conflicts of interest

Risk Management

- Ensure management has established effective internal controls around key risks
- Monitor and help manage critical risks

3.0 Roles and Responsibilities

Subject to defined limits, the Board has delegated authority for the day-to-day operations and administration of the Foundation to the Executive Committee and Executive Director.

The functions of the Board are to:

- Provide effective leadership and collaborate with the Executive Director in:
 - Articulating the Foundation's values, vision, mission and strategies.
 - Developing strategic (direction) plans and ordering strategic priorities.
 - Maintaining open lines of communication and champion the Foundation's values, vision, mission and strategies with external stakeholders.
 - Developing and maintaining an organization structure to support the achievement of agreed upon strategic objectives.
- Monitor the Executive Director against agreed upon performance indicators;
- Review and agree the (action) plans and annual budget proposed;
- Establish such committees, policies and procedures as will facilitate the effective execution of the Board's roles and responsibilities.
- Ensure through the Board committees and others as appropriate, compliance obligations and functions are effectively met.
- Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- Ensure that all significant systems and procedures are in place for the Foundation to run effectively, efficiently, and meet all legal and contractual requirements.
- Ensure that all significant risks are adequately considered and accounted for by the Board, Executive Director and staff.

Other than those delegations of authority allocated to the Board, the Board is not involved in day-to-day operational decisions of the Foundation and the staff.

4.0 Directors and Term

The By-Laws of the Foundation provides for a maximum of nine (9) board members.

The Board consists only of independent, non-executives of the Foundation, meaning no Board member may be a member of the paid staff of the Foundation.

Membership of the Board shall be disclosed on the Foundation's website and other communication channels (e.g., annual report).

5.0 Board / Executive Director Relationship

The roles of the Board and Executive Director are strictly separated.

The Executive Director is responsible for:

- The efficient and effective delivery of the Foundation 's programs and services,
- Bringing materials and other relevant matters to the attention of the Board in an unbiased, accurate and timely manner.
- Delivering a Director's report during Board meetings, to help keep the board informed on the status of the Foundation's programs and activities.
- Appointing and managing internal staff.

The Executive Director is not a member of the Board, but will receive a standing invitation to attend all Board meetings. The Executive Director may be excused from the meeting entirely or from the room for matters involving Executive Director performance and disciplinary issues pertaining to the Executive Director or as the Chairman, acting in the interests of the Foundation, directs otherwise.

6.0 Board Culture

The Board actively seeks to have an “engaged culture” which is characterized by candor and willingness to engage and support progress forward.

AGENDAS

- Board meeting agendas, along with any meeting materials, should be distributed (e.g. emailed) to Board members at least 48-hours ahead of time.
- Board meeting agendas should limit presentation time and maximize discussion time.
- While the Chairman leads and facilitates Board meetings, multiple Board members should be reporting out updates and leading discussion, highlighting committee work in action and sharing updates on pending action items.

NORMS

- Board members are honest yet constructive.
- Members are prepared and ready to ask questions, willing to challenge the status quo.
- Members actively seek out other members’ views and contributions.
- Members spend appropriate time on important issues.

BELIEFS

1. “If I don’t come prepared, I will be embarrassed.”
2. “If I don’t actively participate, I won’t be fulfilling my responsibility.”
3. “I’ll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do.”
4. “I will be cognizant of meeting time by doing my best to be on time, not belabor conversations by flagging discussion items for further work and follow-up outside of the current meeting and help the team conclude meetings on time.”

VALUES

- The Board serves the community the Foundation serves, along with realizing the Board's mission and vision.
- The Board is responsible for maintaining the Foundation's stature among stakeholders and in the community.
- Board members respect each other, staff, volunteers and sponsors who support the Foundation.

7.0 Reporting

Meeting minutes should be captured at all Board meetings by the Board Secretary (or in case of an absence, the Secretary's delegate). Minutes should capture (1) decision points, (2) action items, and (3) discussion notes.

Meeting minutes should be shared with all Board members within a week of the meeting. Minutes should be amended as necessary to account for errors and omissions made known to the Foundation Secretary and approved by the Board at the subsequent Board meeting.

8.0 Review of Charter

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

9.0 Publication of the Charter

Key features of this charter may be included in the Foundation's Annual Report. Elements may also be published to the Foundation's website.