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Drafted by	CEO
Responsible person	Board Chair
Version	1.0
Approved on	May 2014
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BOARD CHARTER

INTRODUCTION

Nintirri Centre Inc is committed to achieving best practice governance whilst ensuring that it is a flexible and dynamic organisation responding to the needs of the community and therefore securing a long-term future.

PURPOSE

This policy sets out the role, composition and responsibilities of the Board of Nintirri Centre Inc. The conduct of the Board is also governed by the *CONSTITUTION OF THE Nintirri Centre Incorporated* as lodged with the Department of Commerce in 2014.

POLICY

The Board has two broad purposes, to conform with or exceed all legal requirements and to assist the organisation to perform to its best potential.

Compliance

Legal:

- monitor constitution
- comply with directors' responsibilities
- comply with laws
- monitor insurance requirements

Accountability:

- monitor financial activity and position of the organisation
- compliance audits

Performance

Strategy and policy:

- approve vision/mission and ensure it is embedded into the organisation's operations
- approve strategic plan and policies, and monitor regularly

Accountability:

- overall performance of the organisation
- Board evaluation, succession planning
- report outcomes to stakeholders
- manage CEO

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Public Relations:

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

Risk management:

- Ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

The Board, while meeting its responsibilities, will also be mindful of the organisation's statement of purpose and the objectives of the organisation as embodied in its Constitution.

RESPONSIBILITIES

- 1.1. The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO).
- 1.2. The function of the Board is to:
 - 1.2.1. Provide effective leadership and collaborate with the management team (including CEO, Finance Manager, Resource Development Manager and Service Coordinators as relevant) in:
 - Articulating the organisation's values, vision, mission and strategies.
 - Developing strategic (direction) plans and ordering strategic priorities.
 - Maintaining open lines of communication and promoting the values, vision, mission and strategies through the organisation and with external stakeholders.
 - Developing and maintaining an organisation structure to support the achievement of agreed strategic objectives.
 - 1.2.2. Monitor the performance of the CEO against agreed performance indicators.
 - 1.2.3. Review the business work plans and annual budget proposed by the management team to ensure they align with the strategic direction of the organisation.
 - 1.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes.

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- 1.2.5. Establish sub-committees, policies and procedures that will facilitate the more effective discharge of the Board's roles and responsibilities.
- 1.2.6. Ensure, through the Board, sub-committees and others as appropriate, compliance obligations and functions are effectively discharged.
- 1.2.7. 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.
- 1.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements.
- 1.2.9. Ensure that all significant risks are adequately considered and accounted for by the management team.
- 1.2.10. Ensure that organisation has appropriate corporate governance structures in place, including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- 1.3. The Board has limited operational involvement in the conduct of organisation's business activities and delivery of services. Its role is limited to setting and reviewing policy.

The Board Chair and CEO will be responsible for monitoring that the Board Charter is being implemented and is delivering on its intent.

PROCEDURES

1. Board Membership and Term

- 1.1. The Constitution outlines the minimum and maximum number of directors, and the requirements to form quorum.
- 1.2. The Board consists only of non-executive, independent directors. That is, no member of the Board may be a member of the paid staff of the organisation.
- 1.3. Directors are free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation. Where this is not possible, directors will declare their conflict interest as outlined in section 2.
- 1.4. Membership of the Board shall be disclosed in the annual report.
- 1.5. The Board has not adopted a tenure policy, according to the Constitution, each director must be re-elected by the membership annually.

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1.6. All new members of the Board will complete the Induction Process outlined in Attachment A.

2. Conflict of Interest

2.1. As Nintirri Centre Inc operates within a small community, it is not always possible to operate without the potential for conflicts of interest to arise. The Board will work to ensure that there is an increased awareness and understanding of this potential therefore providing protection for both the organisation and the individuals concerned.

2.2. A conflict of interest refers to a conflict between official Nintirri Centre Inc duties and professional interests, private interests and personal relationships, where these other interests or relationships could improperly influence the way in which a person carries out their official duties. A perceived conflict of interest is where a reasonable person might perceive that such improper influence as described above could exist.

2.3. Conflicts of interest may affect or have the appearance to affect sound and professional judgement adversely. Conflicts of interest or perceived conflicts of interest must be declared and managed to ensure integrity and transparency.

2.4. All individuals are responsible for identifying, declaring and managing conflicts of interest that apply to them. This can occur at any time when the individual identifies that a perceived or actual conflict of interest exists via an email to the Chair, however they will be recorded in a register to be maintained by the Secretary and declared at each board meeting in agenda item 1.3.

2.5. Once declared the board will determine how the declared conflict of interest will be managed.

3. Board/CEO Relationship

3.1. The roles of the Chair and CEO are strictly separated.

3.1.1. The CEO is responsible for:

- policy direction of the operations of the organisation
- the efficient and effective operation of the organisation
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

3.2. The CEO is not a member of the Board.

4. Board Culture

4.1. The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following is evidence of an engaged culture:

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4.1.1. *Agendas*

- The agendas of the Board limit presentation time and maximise discussion time.
- There are lots of opportunities for informal interactions among Board members.

4.1.2. *Norms*

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

4.1.3. *Beliefs*

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

4.1.4. *Values*

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organisation.
- the Board is responsible for maintaining the organisation's stature in the sector.
- Board members respect each other.

5. Reporting

- 5.1. Proceedings of all meetings are minuted and signed by the chair of the meeting.
- 5.2. Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.

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- 5.3. Resolutions are first put to the Board in draft form (as a “Board Paper”) and, once passed, are recorded in the minutes. A resolution is a written motion, required for more substantive (i.e. longer or more important) motions.
6. Review of Charter
- 6.1. The Board will review this charter annually to ensure it remains consistent with the Board’s objectives and responsibilities.
7. Publication of the Charter
- 7.1. Key features of the charter are to be outlined in the organisation’s Annual Report.
- 7.2. A copy of the charter is available at www.nintirri.org.au

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RELATED DOCUMENTS

Attachment A: Board Induction Process

Attachment B: Conflict of Interest Register

CONSTITUTION OF THE Nintirri Centre Incorporated

Policy 1.0 Code of Conduct

Policy 3.0 Risk Management

Policy 4.0 Internal Communication and Responsibilities

Policy 5.0 Financial Management and Control

Policy 6.0 Marketing, Communication and External Stakeholder Engagement

Policy 7.0 Human Resource Management

Policy 8.0 Planning

Policy 9.0 OHS

Policy 10.0 Environmental Sustainability

Policy 11.0 Health and Wellbeing Policy

Policy 12.0 Volunteering

Policy 13.0 Policy and Procedure Process

AUTHORISATIONS

<Signature of Chair>

<Name of Chair>

<Date>

<Signature of CEO>

<Name of CEO>

<Date>

Attachment A: Board Induction Process:

At the beginning of their tenure all new Board members will be provided with the following content and will provide a completed copy of this checklist to the Chair for record keeping purposes.

Item	Content	Material received	Material read	Questions/ further action
1	<i>History: outline of formation of organisation, key issues, philosophy, ongoing successes, outstanding aspects, highlights and any other inheritance features.</i>			
2	<i>Constitution: highlight those areas most relevant.</i>			
3	<i>Board policies: copies of all policies.</i>			
4	<i>Strategic Plan</i>			
5	<i>Program descriptions: short descriptions of key programs, how they fit into strategic direction, and key highlights and issues.</i>			
6	<i>Relevant press clippings</i>			
7	<i>Annual report</i>			
8	<i>Relevant brochures of programs</i>			
9	<i>Budgets: balance sheet, profit and loss, cash flow, variance reports, audited financial statements.</i>			
10	<i>Schedule: of Board meeting dates and other relevant dates.</i>			
11	<i>Board minutes: from last three meetings.</i>			
12	<i>Board resolutions: a resolution may be a single act by the Board to approve or adopt a change to a set of rules, new program, new contract, etc.; resolutions are included in the minutes of the Board meeting.</i>			
13	<i>Board evaluation process: examples of previous evaluations of board performance.</i>			
14	<i>Insurance policies: provide copies.</i>			

Name of Board Member:

Signed:

Date:

