



Alkira Centre – Box Hill Inc.

BOARD CHARTER

1. PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of Board Members (“the Board”) of Alkira Centre – Box Hill Incorporated.

The conduct of the Board is also governed by the Constitution of Alkira Centre – Box Hill Incorporated, a copy of which is located at www.alkira.org.au.

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 Constitution and are not reproduced here.

2. PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance.

COMPLIANCE

To conform with or exceed all legal requirements.

Legal

- monitor constitution & compliance
- comply with Board members’ responsibilities
- comply with relevant laws
- monitor insurance and risk requirements

Accountability

- monitor financial performance
- compliance audits

PERFORMANCE

Assist the organisation to perform to its best potential.

Setting the Organisational Culture

- Approve the values and expected cultural standards of the organisation
- Oversee the ongoing culture of the organisation against those standards

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
- review performance of CEO

Public Relations

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- ensure cohesion
- project 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, is mindful of the organisations mission and the objects of the organisation as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO). This is expressed in the Alkira Delegations of Authority document which is approved by the Board.

The functions of the Board are to:

- Provide effective leadership and collaborate with the Executive management team in:
 - articulating the organisation's values, vision, mission and strategies
 - developing strategic (direction) plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives

- Monitor the performance of the CEO against agreed performance criteria.
- Review and agree the business (action) plans and annual budget proposed by the Executive management team.
- Monitor the achievement of the strategic and business plans and annual budget outcomes.
- Establish and review such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities.
- Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged.
- 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 organisation to run effectively, efficiently, and meet all legal and contractual requirements.
- Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of organisation's business activities and delivery of services. Its role is confined to governance, compliance and performance, including setting and reviewing policy.

4. MEMBERSHIP AND TERM

The Constitution provides for a maximum of 11 Board members and a minimum of 5 Board Members (so that a quorum can be formed to transact business at meetings).

The Board consists only of non-executive staff. That is, no member of the Board may be a member of the paid staff of the organisation.

Board members must be free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation.

Membership of the Board shall be disclosed in the annual report.

The Board has not adopted a tenure policy, but according to the Constitution, each Board member must be re-elected by the membership after 3 years on the Board.

5. BOARD/CEO RELATIONSHIP

The roles of the President/Board Chair and CEO are strictly separated.

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.

The CEO is not a member of the Board, but may be approved to undertake specific roles and be invited to attend Board Meetings.

6. BOARD CULTURE

The Board actively seeks to have an 'engaged culture' which is characterised by candor and a willingness to challenge. The following will be used to provide evidence of an 'engaged culture':

Agendas

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

Norms

- Board members are honest and 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.

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."

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.

7. REPORTING

Proceedings of all meetings are minuted and signed by the President or the chairman of the meeting.

Minutes of all Board meetings are circulated to members and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a “Board Paper”) and, once passed, are recorded in a Resolutions Register.

8. REVIEW OF CHARTER

The Board will review this charter at least every 3 years, to ensure it remains consistent with the Board’s objectives and responsibilities.

9. PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the organisation Annual Report. A copy of the charter is available at www.alkira.org.au.

Reviewed and approved by Alkira Board 21/05/2019