

# 1 Board Charter

Version: 2

Date last approved: October 2021

Date Due for review: October 2023

Authority to amend: Board

## Related documents

*Corporations Act 2001*

*ACNC Governance Standards*

The Advance Housing Board of Directors (the Board) is accountable for the integrity, performance and sustainability of the company. The Board is accountable for exercising the authority given to it in the Constitution and by law for the overall performance of Advance Housing, ensuring that the company fulfils its purpose and that its conduct is at all times lawful, ethical, responsible and conscientious.

The appointment, powers and responsibilities of the Board are outlined in the Advance Housing Constitution. The Board delegates responsibility to the Advance Housing CEO for the day-to-day management of the organisation in line with the Chart of Delegated Authority.

Members of the Board (also referred to as Directors or Board Members) undertake to provide strategic leadership and ensure strong governance. The Board determines and articulates Advance Housing's vision and strategic direction according to Advance Housing's values and goals by:

- Developing and endorsing Advance Housing's strategic plan, business plan and budget
- Establishing and maintaining corporate policies by which Advance Housing will be governed in line with the Advance Housing Policy on Policy Development.
- Determining Advance Housing's risk appetite and ensuring appropriate systems of risk management, internal compliance and controls are in place.

The Board monitors and supervises Advance Housing's performance by:

- Monitoring the CEO's performance including implementation of strategy and policies
- Monitoring progress against the strategic plan, business plan and budget
- Approving expenditure outside the budget and delegations and ensuring Advance Housing's assets are safeguarded
- Reviewing quarterly the effectiveness of Advance Housing's risk management plan, internal compliance and controls.

## **1.1 Responsibilities of Directors**

Directors of Advance Housing must:

- Exercise their powers with due care and diligence.
- Ensure that any decisions and actions are made in good faith and in the best interests of Advance Housing.
- Not misuse information or their position for personal gain or to cause detriment to the company.
- Disclose any conflicts of interest, whether implied, apparent, or actual, and avoid matters that give rise to conflict of interest.
- Exercise powers in accordance with the Advance Housing Constitution and policy.
- Not allow Advance Housing to operate if it is insolvent.
- Act in accordance with the Board Code of Conduct.

## **1.2 Role and Duties of the Board of Directors**

The Board has overall responsibility for:

- Leadership and compliance in line with the Constitution, vision, mission and values of Advance Housing.
- Compliance with all legal, regulatory and contractual obligations.
- Strategic planning, decision making and external stakeholder engagement.
- Quality assurance.
- Risk assessment and management.
- Delegated authority approval.
- Governance level policy approval in line with the Policy on Policy Development.
- Budget approval, financial performance and ensuring that Advance Housing can pay all its obligations as and when they fall due.
- Recruiting and evaluating the performance of the CEO.
- Succession planning for the Board and CEO.
- Managing and evaluating the performance of the Board.

Directors have no individual authority to participate in the day-to-day management of Advance Housing. Only the Board acting as a whole may direct the CEO on any matter, unless that/those Director/s is/are specifically delegated such authority by the Board.

Directors must not make any representations or agreements with members, suppliers, customers, employees or other third parties, unless such an authority is delegated by the Board.

It is the role of the Chairperson to ensure that Directors follow governance policy and procedures. Directors may seek guidance from the Chairperson on the execution of their responsibilities.

### **1.3 Duties of office bearers**

The duties and authority of Advance Housing office bearers are detailed in the Advance Housing Constitution and Delegations Register.

### **1.4 Use of technology to be present**

The presence of a Director at a meeting need not necessarily be by attendance in person but may be by telephone or other means of instantaneous communication.

A member who participates in a Board meeting through technology is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### **1.5 Out of session decisions**

The Chairperson of the Board may approve a matter to be dealt with Out-of-Session (OOS) by the Board where there is a matter that should ideally be determined before the next Board meeting. In such circumstances, the distribution of all information pertaining to the matter and any related proposal will be provided by email (or alternative electronic system) to all Directors, with a clear deadline for responses.

Director responses to OOS proposals will be by email (or alternative electronic system), with all other Directors being copied in to, or having access to the response.

An OSS decision will be tabled for acknowledgement at the next Board meeting.

### **1.6 Records**

The Secretary is responsible for ensuring proper minutes of Board meetings are recorded and subsequently approved.

### **1.7 Delegated authorities**

The Board may delegate authority to the CEO, individual Directors, senior staff and/or Board sub-committees. All delegated authorities made by the Board will be defined in writing and recorded in the Delegations Register. The register will be reviewed annually.

## **1.8 Policy and procedure approval**

The Board has overall responsibility for the development and approval of policy, however it delegates authority to the CEO for operational policy and procedure as per the AHL Policy on Policy Development.

## **1.9 Sub-committees of the Board**

The Board may establish sub-committees to assist the Board in meeting its responsibilities. Sub-Committees are created to undertake additional review and/or manage full carriage of specific areas of responsibility that would normally be reviewed by the full Board. The establishment of sub-committees does not diminish the responsibility of the Board as a whole.

Each Board sub-committee shall be established with written terms of reference, approved by the Board, which includes:

- committee purpose, membership and term of appointment
- delegated authority and reporting obligations
- chairperson or convenor arrangements.

## **1.10 Expenses**

Directors are entitled to receive reimbursement for all reasonable out of pocket expenses incurred in carrying out their duties. Such payments will be documented and will remain open to scrutiny.

Approval of these expenses is as per the Chart of Delegated Authority.

## **1.11 Board Governance review**

The Board will seek to undertake a governance review every three years, or after significant change, with external input. The review will assist the development and continuous improvement of the Board. It will include the performance of the Board as a whole and an assessment of Board sub-committees.

Individual performance appraisal of members will only be undertaken if a Director has requested an appraisal of their own performance; or a motion has been passed at a Board meeting that an individual Director should be appraised.