



ST MICHAEL'S ASSOCIATION INC.
BOARD GOVERNANCE CHARTER

February 2023

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Document Details

St Michael's Board Governance Charter 2022

1. Introduction

About St Michael's Association Inc.

St Michael's Association Inc (St Michael's) is a not-for-profit non-government organisation providing accommodation and support services to people with intellectual and physical disabilities. St Michaels started in 1966 as a "Special School" and the "Association" was incorporated in 1970. St Michael's initially provided accommodation support for students who were attending "special needs" schools in the Launceston area, but has evolved since that time to provide a range of accommodation options, including independent living units which allow participants to reside independently within a supported community style environment and group homes in the community. These significant developments have enabled services to be expanded in the new competitive world brought about by NDIS, empowering participants to choose service providers who can deliver on their needs, goals and aspirations.

Our Vision

The Vision of St Michael's is:

Excellence in enhancing people's lives through supporting inclusion and choice for people with disability.

Our Governance

The St Michael's Board of Management is committed to best practice governance to meet its legislative and corporate responsibilities as per the **ASX Principles of Good Corporate Governance**:

Principle 1: Lay Solid Foundations for Management and Oversight¹

"[A]should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance."

Part of best practice governance is for the Board to have a Governance Charter.

Directors are responsible and accountable and potentially personally liable for the good management of the Association. Good internal policies will reduce the risk of compliance breaches and Directors should ensure none of the following occur but not limit their vigilance to only the following:

- Misappropriation of income or assets for the personal benefit of Directors or Executives;
- Avoiding excessive expenses;
- Failure to disclose conflicts of interest; and
- Failure to have financial statements audited for lodgement.

¹ ASX Corporate Governance Council, *Principles of Good Corporate Governance and Best Practice Recommendations*, 4th Edition (2019)

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The Charter

The St Michael's Governance Charter ('the Charter') is a key St Michaels' document that describes the governance framework for how the organisation and Board operates. It establishes the guidelines within which Directors and officers work as they carry out their respective roles and jobs.

["Officers" in this sense are persons (other than a director) in a position of significance, control, or influence on decision making. It includes the Chief Executive Officer (CEO) and the Executive Management.]

The Charter is necessary for:

- outlining the 'Constitution' within which everyone at St Michael's is to operate and work;
- separating the Board's role from the operational /management roles;
- the Board to work effectively with and through the CEO;
- allowing monitoring to be made against articulated policy criteria that express the Board's intention; and
- leaving the Board free to spend most of its meeting time on important strategic issues outlined in the Strategic Plan, including financial management/stewardship.

The Charter contains important information and procedures to ensure that St Michael's complies with its funding and legal responsibilities.

The Charter is therefore a high level policy document adopted by the Board to deliver effective governance, which:

- makes clear the legal framework within which the Board operates;
- documents or references the policies and procedures that the Board has decided upon to meet its legal and other responsibilities;
- assists St Michaels' leadership in delivering good governance;
- allows communication of the Board's policies, procedures and expectations to St Michael's Executive Team;
- sets out the functions and responsibilities of the Board and of St Michael's Executive Team;
- provides guidance and comfort to St Michael's members that the Board has implemented robust governance processes;
- is a point of reference for managing any grievances or disputes; and
- serves as an induction tool for new Directors and senior managers.

Important Documents

The Charter should be read in conjunction with the following legislation and documents:

- *Associations Incorporation Act 1964 (TAS)* ['the Act'].
- The Constitution of St Michael's Association Inc.
- The St Michael's Strategic Plan.
- The St Michael's Annual Report.
- The St Michael's Annual Business Plan and Budget.

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Objectives of St Michael's

In this Charter, the objectives of St Michael's (as set out in the St Michael's Constitution) are outlined below. The Board must do all things necessary in order to carry out the objectives of St Michael's.

St Michaels' primary objective is to support the lifestyle, physical and emotional needs of participants and their families through the provision of personalised activities, accommodation services, life skills and training programs of the highest quality.

To assist in achieving its primary objective, St Michael's's secondary objectives are to:

- promote and/or provide training, resources and staff for improved knowledge of disability supports in the community;
- advocate for positive changes to the funding, support and services for persons with a disability;
- undertake activities or actions that the directors deem relevant to achieving the objectives of the Association, including the infrastructure and support mechanisms required directly or incidentally to achieve the objectives, such as:
 - computer systems to facilitate quality support planning, record-keeping, participant monitoring and goal progression;
 - management systems that are financially accountable and include effective recruitment and termination practices;
 - continuous training and education of staff; and
 - advocacy and policy development activities that provide opportunity to progress the supports provided to people with disabilities.

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2. The St Michael's Board

Source of Authority

The *Associations Incorporation Act* and the associated St Michael's Constitution provide the authority of the Board to provide direction, control and responsibility for the management of St Michael's and its affairs.

Role of the Board

The Board's role is to govern St Michael's rather than to manage.

The Board must act in the best interests of St Michael's as a whole and set its vision, values, goals and objectives. It is responsible for, and has the authority to determine, all matters relating to the direction, control, policies, practices and management of St Michael's.

It is required to do all things necessary in order to carry out the objectives of St Michael's. Diagram 1 below shows that the Board has four main areas on which to focus. These are:

- develop strategy;
- ensure accountability;
- develop Board policy;
- monitor progress; and
- quality service.

All of these functions are done by working with and through the CEO.

Functions of the Board

The main functions of the Board are:

- strategic leadership;
- set Board policy;
- approve the annual budget and business plan and monitor results;
- ensure an effective risk management framework is established and monitor its implementation;
- ensure accountability; and
- work with and through the CEO.

Strategic Leadership

Supported by the CEO, the Board will:

- determine the future intentions by setting a vision;
- establish a strategic direction for the viable future for St Michael's. This will be documented in a Strategic Plan and reviewed annually;
- articulate the strategic outcomes by identifying the results expected to be achieved. This includes the priority allocation of financial and other resources to particular projects;
- set and demonstrate the appropriate ethical and behavioural standards; and
- include community consultation as an integral process to strategic planning.

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Policy Setting

The Board will:

- develop relevant governance policies. The Board ensures appropriate policy frameworks exist and amends and/or develops any new governance policies regarding the way St Michael's conducts its work;
- document the governing policies in the Charter. This will form the policy framework for St Michael's. It records and interprets policy decisions made by the Board and is easily accessible; and
- the Board delegates the responsibility to prepare and implement operational procedures to the CEO.

Quality of Service

The Board will:

- develop relevant governance policies, practice standards and performance metrics to ensure appropriate oversight mechanisms exist to ensure the quality of the services delivered by St Michael's; and
- the Board delegates the responsibility of preparing, implementing and reporting of the quality of services provided to the CEO.

Monitoring Progress

The Board will monitor St Michael's performance against its Strategic Plan, Annual Business Plan and Budget. In order to do this, the Board will identify key result areas and performance indicators to assess progress against.

The CEO is responsible for overseeing the production of reports (against pre-stated performance measures) necessary for the Board to fulfil its obligation of reviewing financial and strategic performance. The reports will include updates on progress on the implementation of the Strategic and Business Plans and Financial Reports, as well as operating results to confirm whether targets are being met. The Board may obtain additional internal reports from 'review' Committees and/or from independent external sources if required, to verify information.

The Board will continually review and refine monitoring and reporting activities, in consultation with the CEO.

Risk Management

The roles of the Board and the CEO in relation to risk are complementary. The Board is responsible for **supervising** development and implementation of a robust risk management framework, and the CEO is responsible for **implementing** that framework through risk mitigation measures and reporting. The risk role of the Board is shown in **Diagram 2**.

Broad categories of risks (with examples) include:

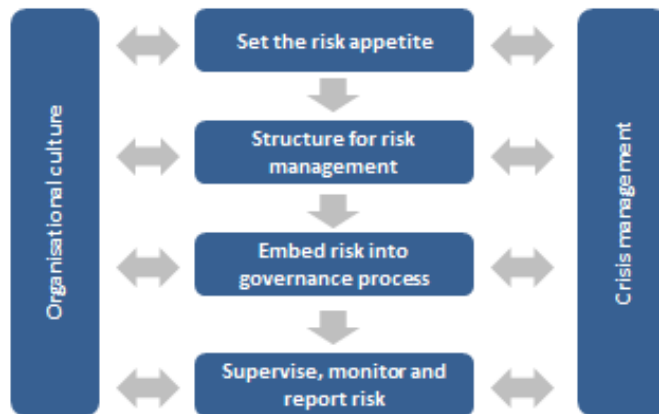
- Legal and compliance risks (failure to lodge statutory information);
- Financial risks (loss of funding, expense blow-out);
- Governance risks (ineffective oversight);
- Operational risks (poor performance);
- Reputation risks (worsened stakeholder or community perceptions); and
- Strategic risks (increased competition for funding).

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The Board has responsibility for the following:

- Develop the appropriate 'risk culture';
- Identify how much risk St Michael's is willing to accept. This is sometimes called the 'risk appetite';
- Delegating authority to the CEO to implement an appropriate risk management system within St Michael's. This will ensure that all major sources of potential opportunity of harm to St Michael's (both existing and potential) are identified, analysed and treated appropriately and regulatory compliance and integrity in reporting are achieved;
- Embed risk into governance processes. This is done by:
 - Regularly review progress in implementation of the St Michael's risk framework;
 - Ensure that risks are identified as a core element in Board decision-making (eg in Decision Papers coming to the Board);
 - Conducting a risk reviews and/or workshops as part of the annual Board program;
 - Ensuring that all directors and the CEO have knowledge about risk management and their role in risk; and
 - Undertaking regular reviews of St Michaels' strategy and internal control policies.
- Supervise, monitor and report risk. The Board will receive regular reports on those areas of risk identified by the CEO (and any relevant committee) as part of the papers at each Board meeting.

Diagram 2: Risk roles of the Board²



Accountability to St Michael's Members

The Board will:

- Recognise its fundamental accountability to its members, the participants and the community at large;
- Ensure St Michael's effectively delivers its services and programs and satisfies the reporting requirements of relevant funding bodies;
- Ensure that policies and procedures are in place which will meet the specific requirements of relevant funding bodies;
- Support a culture of accountability across the organisation;

² Sources: Kiel et al, 2012, *Directors at Work: A Practical Guide for Boards*, Thomas Reuters Australia

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- Develop appropriate and timely linkage and consultation processes with members and participants to receive advice and input regarding expectations and St Michael's's direction;
- Exercise control of the organisation in times of crisis; and
- The Board will adhere to the process prescribed in the Association's Constitution to ensure the independence of St Michael's's external auditor.

It is important to remember that Directors must act in the interests of the whole organisation and apply an independent mind to the Board's work and decision-making.

Board and CEO Relationship

A key function of the Board is to appoint and review the performance of the CEO and manage the relationship between the CEO and the Board.

Role of the Board and CEO

The Board's role in relation to the CEO is to:

- recruit and determine the remuneration and terms of employment;
- ensure adequate succession planning;
- define the Board's expectations of the CEO's performance, including the setting of a clear, annual performance agreement and key performance indicators;
- provide regular, frank and honest feedback to the CEO in a positive and constructive manner, and be a sounding board for the CEO's ideas;
- provide rigorous performance feedback to the CEO on the achievement of expectations every year;
- set the delegations to the CEO and respect and reinforce the authority of and delegations to the CEO by acknowledging the necessarily distinct but complementary roles of the Board and CEO; and
- communicate via the CEO if required to interact with St Michaels' staff.

The CEO's role in relation to the Board is to:

- Report to the Board through the President.
- Provide the "linkage connection" between the Board and all operations including the functions of control, review and reporting of St Michaels' activities;
- Be responsible for the ongoing management of St Michael's in accordance with the strategy, policies and programs approved by the Board to achieve the agreed goals. This includes the following:
 - Authorise all expenditures as approved in the Budget and Delegations, except payments to the CEO, outside of normal remuneration and operating expenses, which must be authorised by the President;
 - Sign all contracts as formally approved by the Board;
 - Appoint and dismiss employees; and
 - Manage St Michael's within the limits established by the Delegations.
- As a reporting responsibility, submit the following to the President (or delegate when necessary) for approval:
 - Expense claims for approval in accordance with St Michael's policy;

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- Requests for leave; and
- Travel requests where it involves domestic interstate and international travel.
- Authorise and appoint another officer as the Acting CEO during periods of absence of the CEO. Such authority may include the role of the Public Officer.

Reporting to the Board

The CEO will report the following matters to the Board for direction and/or notation:

- Any potential legal action against St Michael's;
- Any major industrial issues;
- Any media issues;
- Any non-routine insurance claim against St Michael's;
- Any non-routine financial claim against St Michael's;
- Proposed new operational initiatives;
- Proposed grant or funding applications;
- Any significant slippage in adopted business plans;
- Any significant Risk Management issue; and
- Any significant workplace health and safety issue.

CEO Performance Evaluation

To guide the Board in undertaking performance evaluation of the CEO, the following principles will apply:

- Key performance indicators will be established in the CEO performance-based contract of employment;
- CEO evaluation is undertaken by the President and any other Directors as the Board determines, with the process coordinated and managed by the President to review the performance and remuneration of the CEO;
- CEO evaluation will utilise both quantitative and qualitative measures;
- Annual goals (both quantitative and qualitative) will be discussed and agreed by the Board at the first Board meeting of the new financial year following the adoption of the revised Strategic Plan and Annual Business Plans;
- CEO evaluation will occur in October each year and be discussed at the first Board meeting after this time; and
- The President will provide a brief report to the Board, after a discussion with the CEO.

Differentiation Roles – the Board and Management

The Board's role is to govern St Michael's while the CEO is responsible for managing the day-to-day business of the organisation.

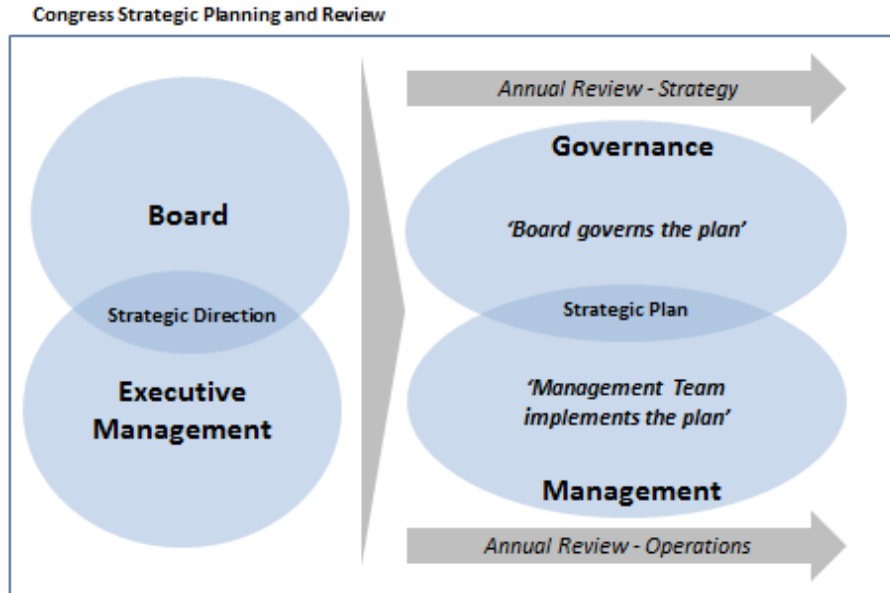
It is the role of the CEO and Executive Management to manage St Michael's in accordance with the direction and delegations of the Board. It is the Board's responsibility to ensure that the strategic direction is being implemented in the manner directed by the Board. The Board does not direct operational activities as this is the responsibility of the CEO.

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Diagram 3 illustrates the different but complementary roles of the Board and CEO, and the shared responsibility for developing the strategic direction for St Michael's.

Diagram 3: The role of the Board and Executive Management

The Board and Executive Management have a shared responsibility on Congress Strategic Direction and Planning which is reviewed annually.



Authorised Delegations

The Board will ensure that a current Delegations Statement (**ATTACHMENT B** of this document) is in place that outlines the financial and human resource decision making delegations for the CEO and what matters are reserved to the Board. The delegations need to be effectively communicated and implemented.

The Board will determine which Board functions may be handled through delegations to bodies or persons such as Board Committees, the CEO, individual Board members (e.g. the President) other Directors, the Public Officer or specified personnel.

The Board has the ability to assign authority to any individual for any task. Neither the Board nor individual Directors can delegate their responsibilities as a Director. The Board remains ultimately responsible for the actions and decisions of these delegated bodies or persons.

Board and Board Committees

The Board may establish as it sees fit a Committee or Committees in accordance with its objectives as set out in the Constitution, which shall comprise not less than 3 members of the Board. Any Committees established in accordance with the Constitution may invite Advisors to attend its meetings to provide advice to the Committees.

Executive Committee

The Executive Committee is a Committee of the Board of Directors and is comprised of the President, the Vice-President and the Treasurer. The Executive Committee may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Committee.

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The Executive Committee will only have those powers and functions as the Directors delegate to it under the the Constitution and will provide the Directors with a report on its deliberations and resolutions, including any related minutes, at the next Board meeting following the Executive Committee meeting.

Committee Principles

Principles for the operation of Board Committees are:

- A “Board Committee” exists when it is approved by the Board. It does not apply to Committees formed under the authority of the CEO (‘Operational Committees’);
- Board Committees are to help the Board do its job but not infringe on matters which are under the CEO’s delegations;
- Board Committees and their members therefore have no individual authority to participate in the day-to-day management of St Michael's. This includes making any representations or agreements with members, suppliers, customers, employees or other parties or organisations;
- Board Committees only make recommendations to the Board and may not make decisions on behalf of the Board; and
- Board Committees are able to include outside individuals from time to time in order to bring additional skills, experience or networks.

Each Board Committee is to have a Terms of Reference approved by the Board, including:

- Objectives, functions and powers (if any);
- Purpose and responsibilities;
- Membership;
- Committee Chairperson and their duties;
- Arrangements for staffing, resourcing (authorised use of funds), providing access to St Michael’s Executive Management (authorised use of management time);
- Reporting procedures and monitoring schedule of Committee work (include Committee minutes/reports with Board papers); and
- Review timeframe (the Board can authorise extension or ‘roll over’ if required).

The role of the Chairperson of each Committee is to:

- Convene the Committee meetings;
- Run the agenda of the meetings in accordance with the endorsed Terms of Reference; and
- Provide a report to the Board after each Committee meeting including actions and recommendations.

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3. Board Composition and Operation

Board Composition

The composition and operation of the Board is determined by the St Michael's Constitution. The Board of Directors of St Michael's consists of nine (9) elected members. These are comprised of three (3) Officers of the Association and six (6) Member Directors.

Term of Office – Member Directors

Three (3) Directors will be elected every two (2) years on a rotating basis. Directors are eligible for re-election and re-appointment.

Member Directors are appointed at every second Annual General Meeting (AGM) held in September each year.

Election of Office Bearers

The Office Bearers are the:

- President;
- Vice President; and
- Treasurer.

The President is elected by the Association's Members at the Annual General Meeting and serve until the third annual general meeting after the date of their election, but is eligible for re-election.

The Vice President and Treasurer are elected by the Association's Members at the Annual General Meeting until the second annual general meeting after the date of their election, but are eligible for re-election.

Vacation of Office

Directors shall remain on the Board until they are required to vacate the office by law or:

- Dies;
- Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or makes assignment of their estate for their benefit;
- Becomes of unsound mind;
- Resigns their office by writing under their hand addressed to the committee;
- Ceases to be resident in the State;
- Fails, without leave granted by the committee to attend three consecutive meetings of the committee;
- Ceases to be a member of the Association;
- Fails to pay all arrears of subscription due by him/her within fourteen days after he/she has received a notice in writing signed by the public officer stating that he/she has ceased to be a financial member of the Association; or
- replaced by the Members in accordance with the Constitution.

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New Board Member Induction

The Board recognises the need for a proper induction for all new Directors.

Directors will be provided with an induction package on commencement which outlines the Board's governance processes and their roles and responsibilities whilst serving as a Director. They will also receive a letter of engagement that sets out their roles and responsibilities.

New Directors will undergo a full orientation induction into their role on the Board. Induction will be conducted by the President and the CEO and/or the Public Officer or other nominated persons in accordance with the Board Induction Policy.

Director Development

A commitment to ongoing Director development is a commitment to the continuing improvement of St Michael's. Directors are expected to continue their professional development and learning. As part of the annual budget cycle, the Board will request an allocation of funds to be used for the professional development of Directors. This amount will be determined through consultation between the Board and the CEO. The amount may vary each year and will depend upon the needs of the current Directors and the financial position of the organisation.

The allocation of funds and the use of those funds for professional development will be determined by the Board.

Director development should address:

- Governance and Directorship competencies;
- Financial Management; and/or
- Industry specific knowledge in regards to disability support and services.

It is expected that Directors report to the Board on the outcomes of the development programs undertaken (conference attendance, training course etc.).

Board and Director Evaluations

The Board commits to undertake an annual evaluation of Board performance. It also commits to undertaking individual Director performance evaluations from time to time. The aim of individual evaluations is to identify competencies as well as professional development requirements.

The Board may engage an independent expert to facilitate the process.

The Board will consider the outcome of the evaluations in a dedicated meeting and develop a plan of action to implement required actions.

Insurance

St Michael's has professional indemnity insurance to cover all activities of the organisation. It will also arrange other relevant insurances for Directors and Officers in relation to the provision of services (e.g. travel insurance, workers' compensation etc.).

St Michael's will indemnify its Directors and Officers for all that is legally permitted and seek appropriate insurance cover for potential liabilities.

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Selection and Appointment of Replacement Directors

Directors should bring new skills, experiences and perspectives to the Board.

The benefits of Directors should include:

- help to build the understanding and governance capacity to the Board;
- being able to offer an outsider perspective to problems; and
- helping to reduce tensions (if any) within the Board and support dispute resolution.

Appointment of Replacement Directors

In the event of a casual vacancy occurring in the office of ordinary committee person, the Committee may appoint a Member of the Association to fill the vacancy, and the Member so appointed shall hold office, to these rules for the remainder of the term of that vacancy.

In the event of a casual vacancy occurring in one or more of the Officer positions, the Committee may appoint one of its Members to the vacant position, and the Member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.

Unless otherwise required by the Constitution, in the event of a casual vacancy on the St Michael's Board the Board will consider any required expertise at that particular time. The Board will canvass possibilities for filling the vacancy.

In most cases the position will be advertised, shortlisted candidates interviewed by two (2) existing Board Members and CEO. The Board will make a final decision on offering the applicant the opportunity to fill the vacancy. The decision to offer a position on the Board will be based on compatibility with Board process, congruency with St Michael's philosophy and policy, demonstrated ability to provide expertise to the Board and ability to commit to regular attendance on the Board.

Prior to appointment St Michael's will ensure that the members of its governing body are not disqualified from ASIC and ACNC and requires a declaration from each member that they are not disqualified.

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4. Board Directors

Access to Professional Advice

Directors are to exercise judgement on the matters before them. A Director has the right to seek independent, expert, professional opinion on a matter before them in order to fulfil their responsibilities

Any advice sought and provided will as a matter of policy be provided to all Directors.

If a Director wishes to seek external advice about an issue or particular information, he or she is to discuss the request with the President. The President will consider the request and may discuss with other Directors and/or the CEO. Approval for all expenditure associated with independent advice is to be provided by the President.

Directors do not have the authority to seek independent advice without consulting the President, unless they are funding the request personally. Importantly individual Directors do not have the authority to bind the Association in a contract.

Directors must not breach confidentiality obligations owed to the Association by taking independent advice.

Process for the Board to Obtain Independent Legal Advice

A Director or Directors or the Board as a whole is entitled to seek professional legal advice independently of the organisation on the following:

- interpretation of the St Michael's Constitution and its provisions;
- requirements of the *Associations Incorporation Act*; or
- any other legal or financial matter relating to the roles and duties of the Directors.

Such advice may be obtained at the expense of St Michael's, in accordance with the procedures and subject to the conditions set out below.

The Director must seek the prior approval of the President.

In seeking such prior approval, the Director must provide details of:

- the nature of and reasons for the independent professional advice to be sought; and
- details of the appropriately qualified legal practice that the Director proposes to instruct, which must be one of the panel of providers of legal advice as identified by St Michael's, or otherwise on the advice of the CEO. In either case, the provider of the legal advice must be instructed to provide advice directly to the Director/Director(s) seeking it, and that it is not shared with management and staff without their approval.

The approval of the President must not be unreasonably withheld.

Confidentiality Agreements

Directors must ensure confidentiality of documents and information that is available to them as part of the role. This includes:

- to not make a record, divulge, or communicate to any person, any information concerning St Michael's, its affairs or transactions;

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- a breach will amount to a serious misconduct and entitle a General Meeting to dismiss the Director;
- the restriction will continue to apply after termination of a Director's term on the Board without limit in point of time but will cease to apply after the following:
 - the information becomes public; or
 - disclosure of information is required by law.
- Any documents, notes, memoranda, recorded messages, film or diaries relating to the affairs of any person or of St Michael's made by a Director in the performance of their duties, shall remain the property of St Michael's and must be surrendered upon termination of the Director's term on the Board.

Communication with External Parties

The President is authorised to comment on:

- resolutions to be put to the General Meetings of St Michael's;
- changes in Directors, any matter related to the composition of the Board;
- matters pertaining to the outcomes of the Board or Board processes; and
- other matters specifically related to members.

Directors are authorised to contact Members on matters that are of interest to them.

The CEO is authorised to comment on:

- St Michael's's achievements and future directions; and
- any operational matters.

Communication with Internal Parties

Directors have the right to communicate with internal parties within St Michael's. This can be undertaken in the following ways:

- via participation on an established Board Committee supported by Management;
- through a request via the CEO to speak with a St Michael's staff member if there is reason to do so; or
- via organised opportunities for the Board to meet St Michael's staff (for example during visits to sites or at celebratory events/functions).

Director Access to Corporate Material

Directors have a right to inspect documents held by St Michael's. Directors need to be aware of the confidentiality of the information and to always act in the best interests of St Michael's.

When seeking information Directors will:

- approach the CEO to request the required information;
- if the information is not forthcoming, approach the President; and
- if the information is still not forthcoming, write a letter to all Board members and the CEO detailing the request and why it is required.

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A Director is entitled to the same information that may be obtained by any Member for personal purposes (such as re-election to the Board) at the Director's personal cost.

Conflict of Interest

A Director who has a material personal (including immediate family members) interest in a St Michael's matter must tell the other Directors. This interest may or may not be related to financial matters.

On appointment, Directors will have an opportunity to declare any such interests. These will be entered into St Michael's's Standing Notice of Directors' Interests Register.

The Director must give details of what the interest is and how it relates to St Michael's. It must be given at a Board meeting as soon as possible, and it must be recorded in the Minutes of the meeting.

To ensure Directors have an opportunity to disclose new conflicts of interest, the first agenda item for each Board meeting will be the disclosure of any conflicts of interest.

Any amendments to disclosures are to be tabled at this time and entered into the Directors' Interests Register.

On becoming aware of a Director's actual or potential conflict of interest, it is the responsibility of the Public Officer to coordinate an assessment of the conflict and the development of a conflict of interest management plan if required. In the event that the conflict is considered significant, to assist with the assessment of the conflict, a Conflict of Interest Declaration form shall be provided to the Director to be completed and returned to the Public Officer.

The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling or unable to remove a conflict of interest, then the Director must excuse himself or herself from the room when discussion and voting occur on matters to which the conflict relates.

The Director cannot have access to the minutes of the Board or Board Committees in relation to the conflicted matter.

The entry and exit of the Director concerned is to be recorded in the Minutes.

Directors do not have to absent themselves when:

- a conflict of interest relates to an interest common to all Members; or
- the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and the relation of the interest to the affairs of the company; or
- the Board clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.

All Directors must also comply with the Conflict of Interest and Related Party Transaction Policy.

Related Party Transactions

Related party transactions include any financial transaction between a Director or Officer and St Michael's and are to be documented at each Board meeting. If St Michael's wants to give a financial benefit to a Director or related party. In addition, Directors are required to acknowledge any gifts or hospitality they have received that bear any relationship with St Michael's. Gifts or hospitality received by Directors are to be noted in the Board Minutes.

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The Board must approve related party transactions. An exemption to this requirement is where the financial benefit is given on arm's length terms. An example of a related party transaction is the awarding of a contract to a company in which a Director is a partner.

The Board has resolved that a Director or Officer shall exclude himself/herself from the approval process where a related party has made an application to them. Related party transactions will be acknowledged and documented in the Annual Report each year to demonstrate transparency and due process.

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5. Governance Practice

Board Meetings

Board meetings are a fundamental component of governance processes.

Each Board meeting is critical as it is the main opportunity for Directors to:

- establish or review the Strategic Plan;
- discuss strategic issues and scenarios;
- establish and review the annual Budget and approve the financial statements of the Association;
- obtain and exchange information with the CEO and senior managers;
- obtain and exchange information with relevant external parties;
- obtain and exchange information with each other;
- establish and review governance policies and delegate authority (as necessary); and
- receive reports and monitor the performance of the organisation.

The Board meeting agenda is an important component since it shapes the information flow and subsequent discussion and decision-making at Board meetings.

Meeting Frequency

Directors meet monthly, with the exceptions of January and September. The Board may meet more frequently if necessary at times and dates determined by the Board.

Directors will normally determine the date, time and place of each Board, Executive Committee and Committee meeting at the previous meeting. However meetings may be called by the President, or any four (4) Directors giving reasonable notice individually to every other director. The date, time and place for a meeting must not unreasonably prevent a Director attending.

Convening Short Notice Meetings

At times there may be a requirement for the Board to make decisions between scheduled meetings if a matter arises that cannot be delayed until the next meeting. The President may call a meeting of the Executive Committee at short notice if required. This may be delegated to the Vice President if the President is unavailable.

The Executive Committee may issue instructions to the Public Officer. The President of the Executive Committee shall report their reason for the meeting and instructions given, at the following Board meeting.

Meeting Attendees

Board meeting attendees include:

- all Directors of the Board;
- CEO (usually at all meetings except when CEO employment related issues are discussed);
- senior Management as required (may be requested by the Board to make presentations to the Board, provide advice, counsel and/or information and answer questions);

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- any other person invited by the President to assist with matters under consideration and only to present within the allocated timeframe; and
- the Public Officer (unless this is also the same person as the CEO).

Meetings may be attended by phone, videoconference or in person.

Conduct of Meeting

The President will run the Board meeting or, in their absence, the Vice-President. The President will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. The President will:

- ensure that all Directors are heard;
- retain sufficient control to ensure that the authority of the President is recognised. This may require a degree of formality to be reintroduced when it is required to make progress;
- take care that the decisions are properly understood and well recorded; and
- ensure that where discussion and debate requires a decision that it is completed with a formal resolution recording the conclusions reached.

Director Attendance and Conduct at Meetings

Directors are to provide reasonable forward notification of attendance at (or apology regarding inability to attend) to Board meetings.

All Directors attending St Michael's Board Meetings are expected to remain until the conclusion of the Board meeting. However, those Board members who must leave earlier must receive special permission from the President in advance. This ensures that all Board business is completed with a legal quorum.

At all meetings of the Board, Directors are expected to behave in a manner that is consistent with generally accepted procedures for the conduct of meetings. This will include, but not be limited to:

- acting in accordance with the St Michael's Constitution and governing policies;
- acting in a professional manner that is consistent with the letter and spirit of this Charter;
- acting in accordance with the Board Code of Conduct;
- preparing thoroughly for each Board or Committee meeting by reading the papers and preparing comments or questions to raise at the meeting;
- preparing thoroughly for each Board or Committee event;
- addressing issues in a respectful manner;
- using judgment, common sense and tact when discussing issues;
- ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another person is speaking); and
- contributing to the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in Board meetings. They have a duty to question, request information and raise any relevant Board issue. They are required to fully canvas all aspects of any relevant Board issue confronting the responsible governance of St Michael's. Directors are expected to cast their vote on any resolution after forming their own independent opinion and judgement on the matter under consideration.

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Quorum and Voting and Meetings

A quorum of Directors must be present in order for a decision of the Board to be valid. A quorum is five (5) Directors.

Decisions shall be made by majority of votes by Directors present and entitled to vote at Board meetings.

Minutes of Board and Committee Meetings

Minutes of Board, Executive Committee and Committee meetings are important and form part of the official record of proceedings and resolutions. Minutes are recorded within one (1) week of the meeting and should:

- document the decisions;
- highlight those matters where there were areas of dissent or disagreement (where appropriate); and
- clarify the Board's intent in particular matters.

Minutes of the meeting are circulated to the Board members. Once verified they are signed by the President after adoption at the next Board meeting.

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6. Board Meeting Agenda and Papers

Agenda

The agenda should be included with notice of the meeting and must set out items of business to be dealt with in the meeting.

Agenda Preparation includes:

- the President ensures that meeting content will only include those issues which according to this Charter fall under the responsibility of the Board;
- the CEO's responsibility to work in consultation with the President to prepare the agenda for each Board meeting;
- the agenda is prepared ten (10) days prior to the next meeting; and
- the agenda and Board papers will be provided to the Directors at least seven (7) days prior to a meeting.

Correspondence to the Board protocol includes:

- Correspondence addressed to the Board should be presented with any draft reply required for the Board's approval, prepared by Management. It is the responsibility of the CEO to ensure the draft reply meets the Board's expectations.
- Major correspondence will be included in the Board papers, unless such correspondence is received between the circulation of Board Papers and the Board meeting. If that is the case it can be tabled at the meeting. Major correspondence will normally be "For Noting".

Board Papers

Preparation and Circulation of Board Papers

- The CEO is responsible for the preparation and circulation of Board papers.
- Board papers should be written succinctly. They should follow a consistent format and clearly identify the issues, (and if required) stating the resolution recommended.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director, the Public Officer will remove the relevant Board paper from the set of Board papers sent to that Director.

Retention of Board Papers

The Public Officer maintains a complete set of Board papers at St Michael's's head office. Individual Directors may also retain their own Board papers in a secure location, mindful of their confidentiality.

Electronic Access to Papers

Board and Committee papers can be provided in an electronic format by the Public Officer upon the request of any Director.

Directors have an obligation to protect the confidentiality of information stored electronically.

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Note-Keeping on Board Papers

The only records of Board meetings are the official records kept by St Michael's under the requirements of the *Associations Incorporation Act*.

Directors may choose at their discretion to keep their own personal notes or comments on Board papers. However, individual Directors should be aware that any personal notes and comments they choose to make are discoverable under law and so should proceed with due caution in this regard.

Board Calendar

The Board Calendar will schedule all Board meetings as well as other major Board and corporate activities. These may include:

- regular Board meetings;
- annual report and AGM;
- scheduled Committee meetings;
- annual strategic direction formulation review workshop;
- scheduled executive management presentations;
- policy monitoring schedule;
- regulatory compliance schedule - key corporate compliance dates;
- Board/Director performance evaluation/review;
- CEO performance evaluation/review;
- stakeholder relationship priorities and/or
- key "Industry" events.

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7. Role of President

The President's role is a key one within St Michael's. The President is considered the "lead" Director and utilises their experience, skills and leadership abilities to facilitate the St Michael's governance processes and ensure that the Board accomplishes its role.

Position Description for the President

Board Leadership

The President will:

- ensure the Board operates as an inclusive, well-functioning team;
- provide guidance to Board members on what is expected of them as Directors;
- set the tone and foster an ethical Board culture;
- monitor that all the Board members behave in accordance with the Charter and take appropriate action in cases of non-compliance;
- ensure the Board has fully considered and approved an effective strategy for St Michael's;
- ensure that the Board is participating in setting the policies of St Michael's;
- ensure that there is adequate monitoring, pursuit and performance of St Michaels' goals;
- initiate the process of regular and structured evaluations of the Board and Directors in accordance with the procedures laid out in this Charter;
- ensure that all new Directors undergo an appropriate induction program; and
- review with all Directors on a continuing basis their development needs and ensure that appropriate development occurs.

Ensuring Effective Board Meetings

In managing the Board, the President will:

- together with the CEO, establish an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year;
- establish an agenda for Board meetings, in consultation with the CEO;
- together with the CEO, ensure that appropriate Board papers are prepared and circulated in a timely way, and that the Board has the necessary information to ensure effective decision making;
- chair all St Michael's Board meetings and conduct and facilitate Board discussions, decide on matters of order and guide the business as set out on the agenda, within the time available;
- convene Board meetings as per the requirements of the St Michael's Constitution;
- ensure the effectiveness of the Board meetings, so that:
 - time is allocated effectively;
 - the right matters are considered during the meeting;
 - matters are considered carefully and thoroughly;
 - all Directors are given the opportunity to contribute effectively; and
 - matters requiring decisions are resolved and noted;
- together with the CEO, brief all Directors in relation to issues arising at Board meetings;

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- ensure Board decisions are properly implemented;
- vote by using a deliberative vote and where necessary a casting vote;
- shall ensure that proper Minutes are kept of general meetings, Directors' meetings, Executive Committee and Committee meetings, and that those minutes are distributed to Directors as requested.; and
- sign the official Minutes after they have been adopted.

Management Relations

The President will:

- be the principal point of contact between the Board and Management, in particular the CEO;
- communicate with the CEO to ensure the Board is kept up to date on all relevant matters;
- regularly review, with the CEO and such other Executive Management as appropriate, progress on important initiatives and significant issues facing St Michael's;
- while the CEO is the primary contact for operational matters, the CEO may call upon the President for assistance in dealings with:
 - the general public, clients, suppliers and employees;
 - Government and regulatory authorities; and
 - other key industry stakeholders;
- provide mentoring for the CEO; and
- initiate and oversee the annual CEO evaluation process.

Stakeholder/Member Relations

The President will:

- chair Annual General Meetings and special meetings of members;
- be the spokesperson for St Michael's at the AGM and in the reporting of performance and financial results;
- be the spokesperson for St Michael's on all governance matters;
- use his/her contacts where appropriate to assist St Michael's; and
- represent stakeholders' views to St Michael's Management.

Delegations

The President is "first among equals" on the Board and as such has no additional power or authority above that of any other Director. The exception to this is the Specific Responsibilities listed above and the following delegations:

- the Board delegates to the President the right to make any reasonable interpretation of the Board's words and intention in dealings with staff, members, suppliers and other stakeholders; and
- the Board delegates to the President the approval of the CEO's leave and requests such as expense claims and professional development.

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Succession Plan for President

It is the responsibility of the President to ensure that there is a succession plan for the role of the President. This will involve:

- Discussing with Directors who may aspire to the role of President their development needs and, where possible and appropriate, assist such Directors in their development as a potential President.
- As far as possible, ensure that several Directors have had chairing experience of Board Committees and have undertaken other activities which would assist these Directors to take the role of President if the position becomes unexpectedly vacant.
- Where possible, giving sufficient notice to the Board of any decision to step down from the position of President so that the remaining Directors can give full consideration to the election of a new President.

8. Role of Vice-President

The Vice-President is appointed by the Members. The role of the Vice-President is to convene and chair a meeting of the Board in the absence of the President, in accordance with this Charter.

9. Role of Treasurer

The Vice-President is appointed by the Members. The role of the Treasurer is to convene and chair meetings of the Audit and Risk Committee. The Treasurer is accountable to the Board for the performance of the Committee and its functions, which include:

- monitor the organisation's financial management and performance;
- consider any proposed adjustments to the budget prior to their consideration by the Board;
- oversee the annual budgeting process including a mid-year review;
- review the annual financial report and future budget prior to consideration by the Board in June each year;
- ensure the accounts meet Professional Accounting Standards;
- ensure the accounts are within the budget parameters set by the Board;
- review and suggest policy/ procedures on financial, budget, risk and insurance matter;
- determine risks facing St Michael's including contract compliance and audit recommendations; and
- any other matters that may concern the viability of St Michael's.

10. Role of Public Officer

The St Michael's Constitution states that the Directors shall appoint a person who is at least 18 years old as Public Officer of St Michael's. The nominated person must give St Michael's their consent to become the Public Officer in writing prior to being appointed.

The role of Public Officer shall be allocated to a suitably skilled professional staff, supported by a clear role description.

The terms and conditions for the role of Public Officer will be determined by the Board, and shall include but is not limited to:

- duties;
- reporting line;
- appointment on Committees;

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- independent legal advice;
- Directors' insurance;
- corporate policies;
- confidentiality;
- conflicts of interest and duty of disclosure; and
- performance reviews and evaluations.

St Michael's must send the Registrar the Public Officer's personal details within 28 days after they are appointed, using the Notification of a change to Association Officers' Details Form.

11. Role of Ordinary Board Member

Board Members have full responsibility for the overall successful operations of the Association, including:

- Financial operations and solvency;
- All matters as prescribed by law including the Constitution; and
- The strategic direction of the Association.

In accordance with statutory requirements, and in keeping with developments at common law, Board Members will:

- Discharge their duties in good faith and honesty, in the best interests of the Association, with the level of skill and care expected of a Board Member of a Association;
- Owe a fiduciary duty to the Association using the powers of office for a proper purpose, in the best interests of the Association as a whole;
- Act with required care and diligence, demonstrating commercial reasonableness in their decisions;
- Avoid conflicts of interest;
- Act for the benefit of the Association, not for any particular interest, or any particular section of the Association;
- Not make improper use of information gained through their position as a Board Member;
- Not take improper advantage of the position of Board Member;
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of the Association;
- Make reasonable enquires to ensure that the Association is operating efficiently, effectively and legally towards achieving its goals; and
- Undertake diligent analysis of all proposals placed before the Board.

Board Members decide what Association matters are delegated to specific Board Members, committees, Chief Executive Officer or management and what controls are in place to oversee the operation of these delegated powers.

Board Members are expected to give their specific expertise generously to the Association.

Board Members will keep confidential, all Board discussions and deliberations.

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Board Members are expected to be forthright in Board meetings and have a duty to question, request information, raise any issues, fully canvas all aspects of any issue confronting the Association and cast their vote on any resolution according to their own decision. However, outside the Boardroom, Board Members will support the letter and spirit of Board decisions in discussions with joint venture partners, suppliers, customers, staff and other parties.

Confidential information received by a Board Member in the course of the exercise of their duties remains the property of the Association from which it was obtained. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law.

A Board Member should not engage in conduct likely to discredit the Association.

A Board Member has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this code.

A Board Member shall, in good faith, conduct themselves in a manner which is consistent with generally accepted Procedures for the conduct of meetings at all meetings of the Board.

12. Records

The following must be kept at St Michael's's registered office:

- Minutes of meetings (in writing or as an audio or video recording).
- St Michael's Constitution.
- Register of Members and former Members.
- Names and address of Directors, Officers and the Public Officer.
- Financial records required by the *Associations Incorporation Act* and other regulatory bodies.

13. Finances

All St Michael's money must be deposited into St Michael's's bank account.

The Directors shall determine how all payments by St Michael's are authorised and executed.

St Michael's must give receipts for all money it receives.

Financial Reporting

St Michael's is committed to implementing best practice financial management across the organisation.

The Director of Finance and Administration (or designated role) may be invited to attend Board meetings to report and talk to the financial reports. The financial reports to the Board are required to be:

- accurate;
- compliant with *Associations Incorporation Act* requirements;
- prepared in accordance with Australian Accounting Standards; and
- presented clearly and in an understandable manner.

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14. Performance Monitoring

In order to monitor the Association performance, the Board will monitor key performance indicators (KPI) in addition to the financial reporting. These KPI will include:

- Staff numbers;
- Productivity;
- Participant Satisfaction;
- Staff Engagement;
- Legal Compliance; and
- Quality of Service.

The Chief Executive Officer is charged with implementing appropriate compliance systems within the Association. Aspects of this process may be delegated.

The Chief Executive Officer and the Executive Team are charged with implementing appropriate Risk Management systems within the Association. Aspects of this process may be delegated. The Chief Executive Officer will report to the Board on any area of significant risk. The Board shall review, as necessary, all major strategies for their impact on the risk facing the Association and take appropriate actions.

The Board shall review all aspects of the Association's operations for changes to the risk profile on an annual basis. Aspects of this review can be delegated to appropriate committees, working parties or employees.

15. Board Performance Appraisal

The Board will conduct a review of its performance on an annual basis. Every Board Member has to complete Board Effectiveness Quiz and Board Skill Matrix for Succession Planning to help identifying the governing body performance. This will include the following elements:

- meeting and decision making effectiveness;
- effectiveness of planning and monitoring processes;
- risk management effectiveness;
- effectiveness of financial management oversight;
- capacity to respond and take action as needed;
- attendance and contribution of individual members;
- skills and knowledge of the group as a whole;
- effectiveness of orientation for new members;
- Review of governance responsibilities and Board effectiveness in meeting these;
- Review of Board achievement of goals;
- Identification of areas for improvement and strategies to achieve goals; and
- Where appropriate, input from staff, volunteers, clients, or an independent consultant, to evaluate achievements, strengths and weaknesses.

Training will be provided to raise the skill set and to cover the short falls of the board members.

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