

YWCA Australia
B004 Board Charter



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1. About the Company

1.1 Corporate Structure

YWCA Australia (ACN 111 663 873) is a company limited by guarantee and a registered charity. YWCA Australia has two wholly owned subsidiaries: YWCA Housing (ACN 133 272 116) and YWCA National Housing (ACN 158 977 952) (collectively with YWCA Australia referred to as the “Group”). The objects of each company, which support the purpose of YWCA Australia, are to provide housing and associated services, in particular to those people that identify as women, women headed households and those with children.

This Charter applies to the Group, unless stated otherwise or limited to a specific entity. Reference to the ‘Board’ is a reference to the board of directors of each of the companies and reference to the ‘Company’ is a reference to each of the corporate entities, unless specified otherwise.

1.2 Relationship with subsidiaries

YWCA Housing and YWCA National Housing are each governed by a board which is comprised of the same directors as those of YWCA Australia. This ensures not only the achievement of each company’s strategy, but also the strategy of the entire Group (‘Strategy’). To further assist in achieving the Strategy, the constitutions of YWCA Housing and YWCA National Housing allow the directors of each entity to act in the best interests of YWCA Australia for all matters that are not regulated by Housing legislation. For these conditions to apply, the director must be acting in good faith in the best interests of YWCA Australia. Further, the relevant subsidiary must not be insolvent at the time the director acts and the subsidiary must not become insolvent because of the Director’s act.

The constitutions recognise that in relation to any housing regulated matters, the boards of YWCA Housing and YWCA National Housing will act in an independent and objective manner.

2. Purpose

The purpose of the Board is to guide and govern the Company. The Board is responsible for, and has the authority to, determine all matters relating to the strategic direction, policies, practices, and goals of the company. The Board must also ensure that the company complies with its contractual, statutory and legal obligations, which includes the requirements of any regulatory body. The Board exercises a governing, rather than managing approach to its stewardship, and maintains a focus on strategic and/or long-term issues, rather than day to day issues.

3. Operating Principles

The Board’s view is that intersectional feminism offers a lens through which we can better understand one another and strive towards a future where gender equality is a reality. The Board will apply an intersectional feminist approach in exercising its responsibilities. The following operating principles have been agreed:

- Directors are expected to read papers beforehand, be participative in meetings and raise any concerns or queries with the Company Secretary beforehand.
- The Board will operate at all times within a safe environment for discussion and dialogue. It is essential that directors feel and are able to contribute their thoughts and views and that differences are resolved constructively and respectfully for all parties, including management.

- A diversity of opinions and views and full, frank and robust discussions are encouraged and vital.
- Decisions made will not be revisited unless the underlying facts have changed substantively.
- The Board will present a uniform position outside of the boardroom supporting the actions of the Company and the decisions of the Board.
- Directors are expected to respond quickly to communications and circular resolutions.

4. Responsibilities

Subject to the *Corporations Act 2001* (Cth) (**the Act**), the management and control of the Company, its business and affairs is vested in its Board as a whole.

The Board will contribute to the development of the Group's culture and will model the values of YWCA.

The Board's primary responsibilities are set out below.

4.1 Strategy and performance monitoring

The Board is responsible for development, approval, periodic review and monitoring performance against the Strategy. The Strategy will be set for periods of three to five years with regular reviews.

The CEO with the Executive Team will develop, in accordance with the Strategy, the Annual Operating Plan. The Annual Operating Plan will include key performance indicators ("KPIs") of both a financial and non-financial nature.

The Board is responsible for monitoring the company's performance including management's implementation of strategy, through the Annual Operating Plan, and the allocation of resources to achieve the business policies, strategies, objectives and budgets.

4.2 Relationship with the Chief Executive Officer

This section of the Charter applies to YWCA Australia only.

The Board is responsible for appointing and removing the CEO and determining the terms and conditions of appointment, including the remuneration package. The Board, through the Chair, will undertake regular performance monitoring of the CEO culminating in a formal annual performance evaluation.

The Board relies on the CEO to provide input into strategic development, implement strategy and alert the board to material issues that are relevant to the organisation. The CEO relies on the board for delegation of authority, clear direction, mentoring and support.

4.3 Risk Management

The Board will establish and maintain a healthy risk culture aligned with the company's purpose and strategy. This includes setting the risk appetite and agreeing the tolerance for risk. The Board has established the Finance, Audit and Risk Committee to assist with risk management activities for each company.

The Risk Management Framework provides detail on the management and treatment of risk within the Group.

4.4 Governance and Internal Controls

The Board will approve the governance framework, including the policies and procedures within which the Group operates. The Board is responsible for overseeing, reviewing and ensuring the integrity and effectiveness of the company's internal controls

Policies of a strategic nature or in regard to director responsibilities will be approved by the Board while operating policies will be approved by the CEO. The CEO and Executive Team are responsible for implementing policies throughout each company.

4.5 Stakeholder Communication

4.5.1 Protocol for interaction with internal staff

Communication between directors and internal staff must go via the Chair or CEO, unless otherwise agreed

4.5.2 Protocol for interaction with external parties

The Delegations of Authority Policy outlines the spokesperson/s authorised to comment in any setting on matters associated with each company. At times directors may be nominated to comment on specific matters, these will be communicated in writing by a member of the Executive Team after discussion with the Chair.

All media enquiries should be referred in the first instance to the Director, Communications and Engagement.

In the event that directors are approached for comment on matters for which they are not an authorised spokesperson, the director should refrain from disclosing any information, documents or data and refer the person making the enquiry to the authorised spokesperson. The director should report the enquiry as soon as possible to the Chair and the CEO.

5. Delegations

The Delegations of Authority Policy sets out those functions which the Board has agreed to delegate to management, and which matters are reserved to the Board.

Where a matter is delegated, the directors remain responsible for the exercise of the power by the delegate as if the power had been exercised by the directors themselves.

5.1 Board Committees

The Board may from time to time establish and delegate any powers to a committee of the board. The Board has established the Finance, Audit and Risk Committee.

The YWCA Australia Constitution requires the establishment of the Nominations Committee.

Each committee has a formal charter and has been granted certain delegations by the Board, or the Company Constitution. The committee charters, delegations and composition of each committee are reviewed regularly. All directors are entitled to attend meetings of board committees where there is no conflict of interest.

6. Board Composition

6.1 Membership of the Board

The Board comprises not less than 8 and not more than 12 directors.

Further detail on the composition, election and appointment of directors is contained within the YWCA Australia Constitution and the relevant policies on election and appointment of directors.

6.2 Skills-based Board

YWCA Australia values diversity of experience, age, and other demographic factors both within the organisation and on the Board. The Board is committed to ensuring directors have the relevant skills and experience to enable the organisation to achieve its purpose and strategic plan.

The Board, through the Nominations Committee, will determine a board skills matrix which provides guidance on the skills and personal attributes that are sought in the directors. The board skills matrix will appropriately reflect the skills required of a person who is a director of the Group, including the requirements of various regulators (in particular the Victorian Housing Registrar and Regulatory Services).

6.3 Director Independence and conflicts

Apart from their position as a Member of YWCA Australia, each director must be independent. Key elements for consideration in relation to assessing independence include whether the director or potential director:

- is a director, officer, employee or volunteer of, or otherwise associated directly with World YWCA or a YWCA other than the Group;
- is employed, or has previously been employed in an executive capacity by the Group, and there has not been a period of at least 3 years between ceasing such employment and serving on the Board;
- has within the past 3 years been a material professional adviser or a material consultant to the Group, or an employee materially associated with a service provided;
- is a material supplier of the Group, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
- has a material contractual relationship with the Group other than as a director.

The Conflict of Interest Policy and Procedure provide guidance on the declaration and management of perceived, potential and actual conflicts.

6.4 Director on boarding and Induction

Prospective directors will be subject to background checks and will be required to complete a Consent to Act, Declaration of Interests and a Declaration of Responsible Person, as well as provide a Working With Children check for the State in which they are located, prior to appointment/election to the Board.

New directors will be provided with a letter of appointment by the Company Secretary that outlines their duties and responsibilities. Directors will be provided with a comprehensive induction and may be required to undertake specific training on matters pertinent to their role.

Further detail on induction is contained within the Board Induction and Development Policy.

7. Role of Individual Directors

The directors share ultimate responsibility for the overall success of the Group and each of its constituent companies.

Directors will act in accordance with legal requirements, such as those set out in the Act, ACNC governance standards, the Housing Act, the Vic Housing Act, agreed ethical standards and YWCA Australia's Codes of Conduct.

7.1 Appointed roles

1. **Chair/President:**
Unless the Board resolves otherwise, the President of YWCA will also be appointed Chair of the Board. The Chair is considered the "lead director" and utilises their experience, skills and leadership abilities to facilitate the Company's governance processes and the Board's decision-making process.
2. **Deputy Chair/ Vice President:**
Unless the Board resolves otherwise, the Vice President of YWCA, will also be appointed Deputy Chair of the Board. The Deputy Chair supports the Chair in the execution of her role, using her experience, skills and leadership ability to assist in facilitating the governance processes.
3. At least one of the Appointed roles, being Chair/President or Deputy Chair/Vice President, must be held by a Young Woman (being a person who identifies as female and is 30 years old or younger).
4. The Chair/President and Deputy Chair/Vice President of YWCA Australia will also hold those positions for YWCA Housing and YWCA National Housing.

8. Role of Company Secretary

The Board must appoint a Company Secretary.

The Company Secretary holds primary responsibility for ensuring that the board processes and procedures run efficiently and effectively as well as the compliance with duties under the Act, the Housing Act, the Vic Housing Act and the ACNC Act. The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair.

In addition, the Company Secretary will provide assistance and guidance to the CEO on governance matters as required.

9. Directors' rights

9.1 Access to Professional Advice

The Board collectively, and each director individually, may obtain independent professional advice at the Company's expense, as considered necessary to assist in fulfilling their relevant duties and responsibilities. Individual directors who wish to obtain such advice should seek approval of the Chair, via the Company Secretary.

9.2 Access, Indemnity and Insurance

Directors have a right of access to board papers and a right to inspect documents that are relevant to the affairs and governance of the Company.

All directors are entitled to the benefit of a Deed of Access, Indemnity and Insurance, which provides access to board papers (for up to 7 years after they cease to be a director of the organisation) and, at the Company's expense insurance coverage for claims made against them during the Policy period with respect to their duties to the Group.

10. Board Evaluation

The Board considers the evaluation of its own performance as fundamental to establishing a culture of performance and accountability throughout its company. The Board will participate in a periodic review of individual performance and Board and Committee effectiveness.

11. Director Reimbursement

11.1 Out of Pocket Expenses

Directors serve on a voluntary basis.

Directors are entitled to be reimbursed for all reasonable travelling, accommodation and other expenses incurred in connection with the performance of a director's duties.

A reimbursement claim form is available through the Company Secretary.

11.2. Director Personal Development

Directors will be provided with an annual allowance of \$1,000 per year towards professional development. On an annual basis the Board shall determine whether the allowance will be spent on group professional development or individually.

12. Board Meetings

12.1 Meetings

The Board shall meet as often as required in order to fulfil their duties and responsibilities and to meet the demands of the business. In normal circumstances each Board shall meet at least six times per year. Meetings may be held using any technology consented to by all directors.

12.2 Quorum

A simple majority of directors, present in person or by using technology, shall constitute a quorum. The quorum must be present at all times during the meeting, except where a director is required to leave the meeting due to a conflict of interest.

12.3 Board Papers, Minutes and note-keeping

The CEO in consultation with the Chair is responsible for the preparation of board papers. The Company Secretary will issue the board papers at least 5 working days before the meeting, where reasonably possible.

The Board, Committee Meeting Protocol contains guidance on the procedures around meetings, minute taking and annotations on board papers.

12.4 Out of Session Decision Making – Circulating Resolutions

The Constitution permits the Board to pass resolutions by circulating notice in writing.

The collated results of the circulating resolution have effect as a minute of the resolution and will be entered into the minute book. The result will be communicated to the Board and noted at the following board meeting.

13. Review

The Board will review and assess the adequacy of the Charter every two years.

Document Control Data	
Board Charter	
Responsible Body	Board of Directors
Accountable Officer	Company Secretary
Application	Directors of YWCA entities CEO Executive Team Company Secretary
Supersedes	N/A
Associated documents	YWCA Australia Constitution YWCA National Housing Constitution YWCA Housing Constitution Board policies and procedures as recorded on the Policy Register
Legislation	<i>Corporations Act 2001</i> (Cth) (“the Act”) <i>Australian Charities and Not-for-profit Commissions Act 2012</i> (Cth) (“the ACNC Act”) <i>Housing Act 2003</i> (Qld) (“the Housing Act”) <i>Housing Act 1983</i> (Vic) (“the Vic Housing Act”) Other relevant Commonwealth, State and Territory laws and regulations

Approval and Amendment history				
Review period – 2 years				
Approval date	Effective Date	Version	Amendments	Next review
28/06/2018	28/06/2018	1.0	Initial approval	1 year
28/05/2020	28/05/2020	2.0	Amended to align with changes in Constitution, move to Common Board and board practices	1 year
10/06/2021	10/06/2021	3.0	Streamlined language and added Operating Principles	01/06/2023