

Charter

Board Governance Charter

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This Board Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Board of Mission Australia.

## 1. Foundation

### 1.1 Introduction

Mission Australia was established in 1859 for public benevolent and charitable purposes. Mission Australia is a company limited by guarantee and registered as a charity with the Australian Charities and Not-for-profits Commission (**ACNC**). Mission Australia controls various entities which when combined are known as the Mission Australia Group including:

- Mission Australia Housing Entities comprising Mission Australia Housing, Mission Australia Housing (Victoria), Mission Australia Housing Tasmania, Mission Australia Housing Northern Territory and Mission Australia Housing Partnership Limited; and
- As Trustee of the Sir David Martin Foundation.

### 1.2 Founding Purpose

Inspired by Jesus Christ, Mission Australia exists to meet human need and to spread the knowledge of the love of God without reference to denomination or any other distinction.

### 1.3 Objectives

Mission Australia is constituted to provide direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness of people in Australia, in particular:

- the poor,
- the homeless,
- the physically and/or mentally ill or abused,
- the aged,
- the chronically unemployed,
- those addicted to drugs, alcohol or gambling,
- incarcerated adults and juveniles including those newly released,
- the young,
- the destitute,
- the helpless, and
- any other group of individuals whose situation is of such seriousness as will arouse community compassion and thus engender the provision of relief.

### 1.4 Vision

Mission Australia has a vision of an Australia where all of us have a safe home and can thrive.

## 1.5 Goal

Mission Australia has a goal to end homelessness and ensure people and communities in need can thrive.

## 1.6 Values

Mission Australia is committed to:

**Compassion** - being sensitive, understanding and caring in our service of all people.

**Integrity** - being honest and transparent in all our work and relationships and accountable for our performance.

**Respect** - treating people with respect, recognising them as they are and always offering compassionate support.

**Perseverance** - being dedicated to serving and helping people to overcome their challenges no matter how hard it is.

**Celebration** - readily celebrating the efforts and successes-large and small- of the people we help, our volunteers, supporters and colleagues.

## 2. Board Role, Duties & Responsibilities

### 2.1 Role of Board

The Role of the Board is to provide strategic guidance for Mission Australia and its controlled entities (Mission Australia Group) and effective oversight of management. The Board is the guardian of the founding purpose for which Mission Australia was established and is accountable to members for pursuit of that purpose and the performance of the Mission Australia Group.

### 2.2 Performance and Teamwork

In performing its role, the Board aspires to excellence in governance standards. This requires the Board to work as a team and meet on a regular basis.

### 2.3 Duties

Directors are required to be familiar and comply with the duties to which they are subject under the Corporations Act, the ACNC Governance Standards and otherwise at law, including the duty to act in good faith in the best interests of Mission Australia.

The ACNC Governance Standards set core, minimum governance standards that all charities must meet including:

- To act with reasonable care and diligence.
- To act in good faith in the best interests of the charity and for a proper purpose.
- Not to improperly use information or position.
- To disclose conflicts of interest.

## 2.4 Key Responsibilities

The key responsibilities of the Board are as follows:

### Strategy

- Approving the strategic direction of the Mission Australia Group including corporate strategic and performance objectives;
- Approving resources for the Mission Australia Group to meet its objectives;

### Financial and Organisational performance

- Approving Mission Australia's annual budget and financial statements and monitoring financial performance against approved budget;
- Approving and monitoring strategic projects and significant capital management initiatives, acquisitions, divestitures and encumbering of Mission Australia Group assets;

### People and Culture

- Setting Mission Australia's statement of Values and Code of Conduct;
- Fostering strong organisational engagement and a positive, values-based, inclusive culture;
- Overseeing management systems for ensuring the activities of Mission Australia Group are conducted ethically and transparently and in accordance with the Code of Conduct;
- Selecting, appointing, determining the terms of appointment of and removing the Chief Executive. Determining the goals and objectives relevant to the remuneration of the Chief Executive and evaluating the performance of the Chief Executive in the light of those objectives;
- Approving and reviewing succession plans for the Chief Executive and executives who report directly to the Chief Executive;
- Approving the appointment and removal of the Executive Chaplain & Pastoral Care (National Chaplain) and the Company Secretary, as well as ratifying appointment and removal of executives who report directly to the Chief Executive;
- Approving individual remuneration levels for executives who report directly to the Chief Executive and any other person the Board determines and monitoring the performance of such executives;

### Governance

- Representing Mission Australia to the community and to its members and stakeholders;
- Satisfying itself that an appropriate reporting framework exists for relevant information to be reported by management to the Board;

- Ensuring that the performance of the Board, its committees and management is regularly assessed and monitored to ensure that the Board, its committees and management have the required competencies and application to discharge their respective responsibilities;
- Monitoring the performance of the boards of the Mission Australia Group's subsidiaries;
- Assessing and determining whether to approve any matter beyond the approval delegations provided to management;
- Considering and approving the Director Rotation and Term Limit Guideline;
- Consider all inter-entity conflicts of interest in accordance with the Housing Conflicts of Interest Guideline;
- Oversee the operation of the Mission Australia Housing Relationship Protocols between Mission Australia and the Mission Australia Housing Entities to the extent applicable to Mission Australia;
- Approve the appointment of the Directors of. Mission Australia Housing Entities

#### **Risk Management**

- Monitoring the performance of Mission Australia Group and effectiveness of its risk management systems, including compliance with regulatory requirements and satisfying itself through appropriate reporting and oversight that appropriate internal and external control mechanisms are in place and are being implemented;
- Selecting, appointing and removing the external auditor, including evaluating the auditor's performance and ongoing independence;
- Providing oversight and monitoring of occupational health and safety issues in the Mission Australia Group and considering appropriate WH&S reports and information;
- Considering the social, ethical and environmental impact of Mission Australia Group operations.

### **3. Individual Directors**

#### **3.1 Decision Making**

Directors should bring an independent judgment to bear on Board decisions and question, request information or raise any issue which is of concern to them so as to canvas fully all aspects of any issue confronting the Mission Australia Group. Directors cast their vote on any resolution according to their own judgment. Outside the Boardroom, Directors support the letter and spirit of Board decisions.

#### **3.2 Confidentiality**

Directors will keep confidential Board discussions, deliberations and decisions which are not publicly known. Confidential information received by Directors in the course of the exercise of their duties remains the property of the Mission Australia Group unless that disclosure has

been properly authorised or is required by law.

### 3.3 Director Independence

No executive or employee of Mission Australia, including the Chief Executive, can be the Chairman or a Director on the Board of Mission Australia though they may be Chairman or Director on the Board of entities controlled by Mission Australia.

All Directors of Mission Australia must be independent. The Board assesses whether each Director is sufficiently independent. Each Director will supply the Chairman with all information reasonably requested that may be relevant to this assessment.

### 3.4 Code of Conduct

Directors will comply with the Mission Australia Code of Conduct and are expected to act ethically at all times whilst undertaking their duties.

### 3.5 Conflict of Interest

Directors are obliged to comply with Mission Australia's Conflict of Interests Policy. Conflicts may be real or perceived involving personal interests or the interests of any associate. Such conflicts will be recorded in the minutes of the meeting and be added to a conflict of interests register kept by the Company Secretary.

### 3.6 Independent Advice

Directors, with agreement of the Chairman, may seek independent advice at the expense of Mission Australia on any matter before the Board for consideration. Any such independent professional advice obtained by a Director must be produced by the Director to Mission Australia and be made available to all other Directors.

### 3.7 Letter of Appointment

Directors will be engaged through a letter of appointment. and the appointment of new non-executive directors is confirmed by members at the next annual general meeting. Appropriate background checks are made before a new Director is appointed.

## 4. Board Chairman

### 4.1 Chairman

The Board will appoint one of its members to be the Chairman in accordance with the Constitution. If the Chairman is absent from a meeting, the members present must select one of the members present to act as Chairman.

### 4.2 Representation

The Chairman:

- represents the Board to members of Mission Australia and where appropriate to communicate the Board's position; and
- advocates and promotes the interests of Mission Australia as a whole in relations with members and other stakeholders.



### 4.3 Role

The Role of the Chairman is to facilitate the effective contribution of all Directors and promote constructive and respectful relations between Directors and between the Board and management. In particular the Chairman:

- Provides leadership to the Board enabling efficient organisation and conduct of the Board's processes;
- Manages the relationship between the Chief Executive and the Board;
- Oversees the Board agenda and provision to Directors of timely, relevant information to assist them to be effective members who fully participate in Board activities;
- Manages the business of the Board by presiding over meetings, resolving differences between Directors and seeing that decisions are reached promptly;
- Recommends to the Board for consideration the membership, chair and functions of Board committees;
- Guides and promotes on-going effectiveness and development of the Board and individual Directors;
- Monitors Board performance.

## 5. Board Committees

### 5.1 Appointment

The Board may from time to time establish, and delegate to, committees to assist the Board in carrying out its responsibilities and will adopt charters setting out matters relevant to the composition, responsibilities and functions of such committees, and other matters that the Board may consider appropriate. The committees only have the decision-making authority set out in the charters or as otherwise delegated to the committees by the Board.

### 5.2 Standing Committees

From time to time the Board delegates responsibilities to committees and has established the following committees, each with its own charter:

- Board Audit & Risk Committee;
  - BARC Clinical Quality & Safety Subcommittee;
- Service Impact Committee; and
- People Culture & Remuneration Committee.

### 5.3 Committee Charters

Board committees operate in accordance with a Board approved charter and Mission Australia's Constitution. Committees of the Board consist of non-executive directors and may contain persons outside the Board and management of Mission Australia with appropriate skill, knowledge and experience relevant to the committee's objectives.

### 5.4 Committee Chairs

The Chairman of a committee is appointed by the Board and cannot be a member of the

executive.

The Chairman of each committee will report any matters of substance to the next Board meeting. A copy of all committee minutes will be provided to the Board for discussion and noting.

## **6. Board Administration & Procedures**

### **6.1 Board Composition**

The Board will comprise non-executive independent Directors not less than 6 and not more than 12 Directors.

In order to revitalise the Board, by way of guidance as set out in the Director Rotation and Term Limit Guideline, Directors may not seek re-election after three elected terms of three years unless the Board (through the People Culture & Remuneration Committee) requests them to do so. The Board may invite a Director to seek re-election beyond nine years if this would be advantageous for reasons such as board leadership or continuity.

### **6.2 Powers & Delegation**

The Board is empowered to manage the business of Mission Australia and may delegate its powers to the Chief Executive. Delegations of Authority will set out the powers delegated and applicable threshold limits. The Board may by resolution change any delegated power by increasing, reducing, adding or removing specific powers and authorities. Delegations of Authority are maintained by the Company Secretary.

### **6.3 Company Secretary**

The Company Secretary is responsible to the Board through the Chairman on all governance matters and supports the effectiveness of the Board by monitoring that Board policy and procedures are followed and coordinating completion and dispatch of Board agendas and briefing papers. A register will be kept by the Company Secretary of all charges over the assets of Mission Australia and the Mission Australia Group.

### **6.4 Meeting Procedures**

The Board will meet regularly, at the times determined by the Chairman after consultation with the Board, at least six times annually. Meetings in addition to those scheduled may be held at the written request of a Board Member to the Company Secretary.

### **6.5 Attendance**

Directors must attend all scheduled meetings of the Board including meetings called on an ad-hoc basis for special matters, unless prior apology, with reasons, has been submitted to the Chairman or Company Secretary.

Directors may attend and be present physically or by electronic communication means. Members of senior management and professional advisors may attend meetings by invitation. The Chief Executive and the Chief Financial Officer have a standing invitation to attend.

### **6.6 Non-executive sessions**

The Chairman shall arrange for an opportunity for Directors to meet without any management representatives present.

## 6.7 Agenda

An agenda together with supporting documentation must be circulated to Directors and other attendees in advance of the meeting. Directors should prepare thoroughly for Board meetings to be able to provide appropriate and constructive input on matters for discussion. It is Mission Australia's practice for Board papers to be distributed via a secure electronic Board portal, the contents of which is maintained by company secretariat.

## 6.8 Quorum

The Constitution requires at least 5 Directors to be present as a quorum. Individuals invited to attend Board meetings may participate in discussions but do not form part of the quorum.

## 6.9 Voting

Each Director present may vote on any matter raised before the Board for resolution. In the event of a tied vote, the Chairman has a right to a second vote as a casting vote.

## 6.10 Circulating Resolutions

The Constitution permits Directors to pass resolutions by way of written circulating resolution upon signing by a majority of Directors eligible to vote on the resolution(s), subject to the terms of the Constitution.

## 6.11 Minutes

Draft minutes of meetings held shall be provided to the Chairman within a fortnight of the closure of the meeting for review. Minutes of meetings will be provided to all Directors in advance of the next scheduled meeting of the Board. The Chairman signs final minutes after they are presented to the next scheduled meeting and are formally approved by Directors.

## 6.12 Powers of Attorney

A register of Powers of Attorney approved by the Board shall be kept by the Company Secretary and be made available upon request.

# 7. Chief Executive

## 7.1 Role of Chief Executive

The Chief Executive is responsible for the development of the strategic objectives for Mission Australia Group and achievement of the budget results.

## 7.2 Responsibilities

The Chief Executive is responsible for the management and operations of Mission Australia in accordance with the strategic plans, business plans and policies approved by the Board. Management of the Mission Australia Group day to day operations is undertaken by the Chief Executive, subject to specified delegations of authority approved by the Board, and includes the following:

- Exercising leadership and executive stewardship of Mission Australia Group resources in a transparent, sustainable, socially and environmentally responsible manner;
- Developing, proposing, executing and delivering the strategic objectives agreed with

the Board;

- Reporting regularly to the Board with appropriate, timely and quality information so the Board can discharge its responsibilities effectively;
- Recommending to the Board significant operational changes and major capital expenditures where these are beyond delegated thresholds;
- Assigning responsibilities clearly to senior management and overseeing establishment of effective risk management and internal control systems;
- Recruiting, developing and retaining talented people to work in Mission Australia and establishing a strong executive management team which is fairly and fully evaluated;
- Communicating throughout Mission Australia the strategic objectives, vision and values and ensuring these are achieved in practice; and
- Representing, communicating and advocating on Mission Australia's behalf to external stakeholders and the community.

### 7.3 Referral to Board

Any matters or transactions outside the Delegations of Authority must be referred to the appropriate Mission Australia Group Board for approval.

### 7.4 Senior Executive Management

The role of the senior executives is to support the Chief Executive and manage the administration and operations of Mission Australia in their field of expertise. Their functions are contained in a formal statement of duties. The results of performance evaluation of executive leaders are furnished to the Board by the Chief Executive at least once per annum for review and monitoring by the Board.

## 8. Evaluation, Induction and Review

### 8.1 Mix of Experience and Skills

Collectively, Directors should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of Mission Australia Group.

### 8.2 Annual Review

The Board will determine and regularly review the composition of the Board having regard to the mix of skills and experience of individual Directors and duration of the terms served by Directors.

### 8.3 Induction & Education

New Directors will undertake an induction program to familiarise themselves with Mission Australia's activities. Continuing education and mentorship is available to ensure that Directors can maximise their contribution to strategic direction and successful operation of the Group.

### 8.4 Evaluation

An evaluation of the Board, its committees and individual Directors including the Chairman will be performed annually. The annual review process will include:

- a review of the Board’s skill matrix to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Mission Australia Group.
- whether there is any need for existing Directors to undertake professional development of skills and knowledge needed to perform their roles as Directors effectively.

An external Board evaluation will be undertaken at least once in every three years. For other years, the Chairman will facilitate an internal evaluation. A report on each annual evaluation, including an overall assessment of effectiveness and recommendations for any changes, will be tabled and discussed by the Board.

### **8.5 Charter Approval**

This Charter was approved by the Board on 15 February 2023.