

Board Charter

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Overview

This Charter is the written document that clearly sets out the roles, responsibilities and authorities of the Board of Directors of Strata Community Association Victoria Incorporated and its officers. The Board is bound by the Association's constitution, and the law. The Charter works to guide the Board in agreeing policy, setting the strategic direction and maintaining governance and control of the Association.

Status of this Charter

The Charter will be reviewed by the Board as required, or at least annually at a Board Meeting to ensure currency of content and consistency with the Constitution, laws and policies of the Association.

Definitions and Interpretation

Dictionary

In this Charter, unless specified to the contrary:

AGM means the annual general meeting of members of the Association

Association means Strata Community Association (Vic) Incorporated.

Authorisation means an authorisation, approval, consent, exemption, permit, licence, declaration, notarisation or waiver of any nature whatsoever.

Board means the Board of Directors of the Association.

Board Code of Conduct means the code of conduct adopted by the Board under this Charter.

Board Meeting means a meeting of the Board of the Association at which a quorum is present.

Board Member means a duly elected member of the Board of Directors of the Association.

Board Portal means a secure platform where Board specific files and information is stored, organised, shared and can be accessed.

Board Welcome Pack means the pack of information provided to a new Board Member.

Business Day means a day (not being a weekend or public holiday) on which Australian banks (as defined in section 9 of the Corporations Act) are open for general banking business in Melbourne, Australia.

Chair means the chairperson of the Board as nominated from time to time.

Charter means this Board Charter as adopted by the Association or as amended from time to time.

Conflict Policy means the Association's policy relating to dealing with conflicts of interest as adopted by the Board from time to time.

Consent/Declaration/Interests Form means disclosure of any **interest** that could be affected by the outcome of the Board meeting or work of the Association.

Constitution means the constitution of the Association.

Corporations Act means the *Corporations Act 2001* (Cth).

Delegations Manual means the Delegations Manual Policy adopted by the Board.

General Manager means the chief operating officer of the Association appointed by the Board.

Immediate Past President means the outgoing President for the year after they cease to act as President.

Law includes any law (including the common law), the doctrines and principles of equity, statute, regulation, ordinance, Authorisation, ruling, judgment and any order or decree of any Government Agency in the jurisdiction of Australia.

Policy means a policy adopted by the Board by resolution at a Board Meeting.

Secretariat means internal administrative support role/office to the Board and any Advisory Committees.

Secretary means a person who is an elected Board Member and acts according to the role of chief governance officer (usually the General Manager).

Special Interest Group means subject matter Sub-committee duly convened by the Board.

Statement of Purposes means the statement of purposes in the Constitution of the Association as amended from time to time.

Strategic Plan means the document that defines the Association's future long-term strategy and describes how the goals will be achieved by the means and resources.

Advisory Committee means an Advisory committee that is a sub-committee of the Board, duly convened by the Board.

Terms of Reference means the document setting out the composition, purpose, powers etc. of an Advisory Committee.

Rules for interpretation

In this Charter, unless specified to the contrary:

- a. a reference to the singular includes the plural and vice versa.
- b. a reference to a given gender includes all other genders;
- c. other parts of speech and grammatical forms of a word or phrase defined in this Charter have a corresponding meaning;
- d. use of the word including and similar expressions are not, nor are they to be, interpreted as, words of limitation;
- e. a reference to a person includes a natural person, a company or other entities recognised by law;
- f. a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislation or legislative provision substituted for, that legislation or legislative provision;
- g. a reference to any governmental or statutory body includes any body which replaces, succeeds to the relevant powers and functions of, or which serves substantially the same purposes or objects as such body;
- h. a reference to any thing is a reference to the whole or any part of it and a reference to a group of things or persons is a reference to any one or more of them;
- i. a reference to writing includes any mode of reproducing words, figures or symbols in tangible and permanently visible form;
- j. if a period of time dates from a given day or the day of an act or event, it is to be calculated exclusive of that day; and
- k. if the time for performing an obligation expires on a day which is not a Business Day, then the time is extended until the next Business Day.

Compliance with law

- a. This Charter is to be interpreted so that it complies with all applicable laws and if any provision does not comply then it must be read down so as to give it as much effect as possible.
- b. If it is not possible to give that provision any effect at all in a jurisdiction, however, then it is to be severed from this Charter for the purposes of that jurisdiction in which case the remainder of this Charter will continue to have full force and effect in that jurisdiction, but without affecting the validity of that provision in any other jurisdiction.

Index and headings

The index and any headings are for ease of reference only and do not affect the interpretation of this Charter.

Role of the Board

The Board's role is to agree policy, set the strategic direction and maintain governance and control of the Association.

Responsibilities and Functions

The Board, in performing its role, has a range of responsibilities including:

Strategic Direction

- a. Periodic review of the annual Strategic Plan, including vision, mission, objectives/goals and ensuring consistency with the Statement of Purposes of the Constitution.
- b. Oversight of the development and approval of the Strategic Plan.
- c. Consideration of alternative strategies for the Association in conjunction with review of the Strategic Plan.
- d. Monitoring and assessment of achievements and performance against the Strategic Plan.
- e. Identification and resolution of any impediments, structural or otherwise, that are impeding achievement of the Strategic Plan.
- f. Approval of the Association's annual budget.

Policy setting

- a. Review of policies and approval of those which facilitate the efficient working of the Association.

Finance and Accounting

- a. Assessment of the Board's capability and financial knowledge and whether it has the necessary capacity to oversee the business and affairs of the Association.
- b. Addressing any shortfall in the Board's financial knowledge and capacity to oversee the business and affairs of the association.
- c. Direction of the General Manager on financial matters.
- d. Review of financial reports.
- e. Approval of audited annual accounts and reports in accordance with the Constitution and the law.
- f. Comply with all relevant taxation obligations.
- g. Adoption of appropriate financial policies to safeguard the cash and finances of the Association.

Risk Management

- a. Adoption of relevant and suitable risk assessment and management strategies.
- b. Annual review of risk management.
- c. Maintenance of document and Policy register including keeping versions and annual review of register.
- d. Ensuring relevant insurance cover is in place and annual review of appropriateness of insurance cover.
- e. Considering the social, ethical and environmental impact of the Association's activities and modifying Policies as appropriate.

- f. Ensuring there is continuing education and information provided to Board Members regarding:
 - i. the business of the Association;
 - ii. the role of the Board and its functions and obligations; and
 - iii. other relevant corporate governance issues.

Reporting and Monitoring

- a. Oversight of the Association's financial position including approval of financial statements and monitoring financial performance at each Board Meeting.
- b. Monitoring the application of Association's financial control procedures to ensure internal compliance with established Policies.

Compliance and Corporate Governance

- a. The Board plays a pivotal role in the corporate governance of the Association, predominantly overseeing, reviewing and updating Policies as necessary to support the Association's good corporate governance
- b. The Board must ensure the Association meets the requirements of the Constitution and the Law, including:
 - i. Review of tax status – completed annually with the financial statements
 - ii. Calling and holding an AGM in accordance with the Constitution and Law.
 - iii. Adoption of financial statements.
 - iv. Annual review of the appropriateness and effectiveness of compliance frameworks and controls to ensure compliance with the Constitution and the Law.

Appointments

- a. The Board appoints and removes the General Manager
- b. Overseeing the performance of the General Manager (by approving key performance indicators).
- c. Annual review of the Board induction process to ensure that it is relevant and effective.

Accountability

- a. Improving the credibility and objectivity of established accountability processes, including financial reporting.
- b. Assessing effectiveness of, and compliance with:
 - i. the Board Code of Conduct
 - ii. compliance with Policies.
- c. Approving specific delegations to the General Manager.
- d. Identifying and managing, and minuting, conflicts of interest.
- e. Confirming annually that all these responsibilities have been carried out.

Decision making

- a. Board Members must note, ratify or decide on matters which are tabled before the Board.
- b. No individual Board Member has decision making power other than as specified in the Constitution or delegated by the Board.
- c. Decisions are made by the Board collectively. In coming to a decision each Board Member must:
 - i. manage any conflicts they may have in accordance with the Constitution, any relevant Policies and the Law;
 - ii. come to their own objective decision that is in the best interests of the Association;
 - iii. consider relevant briefing advice, matters raised by their fellow Board Members and their own experiences;
 - iv. raise matters which in their view are of significance to the decision;

- v. ask questions if they are unsure;
 - vi. come to a decision for or against a proposed decision (unless they are not in a position to make a decision and should abstain).
- d. Board Members must support a decision once it is approved by the Board, regardless of how the individual Board Member voted, if at all.

Communication

The Board must:

- a. Provide information to members as required by the Constitution, Policies and the Legislation.
- b. Communicate relevant decisions clearly to the General Manager via the minutes of each Board Meeting.
- c. Review, at least annually, the scope, style, form and frequency of routine management reporting to the Board by the General Manager.

Networking Responsibilities

- a. Each Board Member is expected to:
 - i. volunteer their time to participate where possible at external networking events in order to project the reputation of the Association;
 - ii. nominate themselves to sit a on at least one Advisory Committee per annum;
 - iii. attend a minimum of 2 events per annum; and
 - iv. attend an annual strategic planning day for the Association.

Board composition

The Board is structured in accordance with the Constitution.

Board selection and renewal

- a. The Board is required to submit themselves for re-election at intervals in accordance with the Constitution.
- b. Re-election is not automatic and is subject to the rules of the Constitution.
- c. The Constitution determines the requirements of how many of the Board Members retire and stand for election each year.
- d. The role of Chair of the Board is rotational.
- e. The Chair may act in the position as per the Constitution
- f. The Board must, at least biannually, complete a matrix analysis assessing the desirable skills, perspectives, diversity and needs of the Board in line with the Strategic Plan.
- g. The Board at any time, will review the skills, perspectives and diversity, as described in the Constitution of the Board and identify areas of need (if any). The Board must consider how any shortages will be addressed in elections at the next AGM.
- h. When assessing nominations, the Board must adhere to the Constitution and consider how best to communicate concerns about shortfalls to members.

Roles and Responsibilities

Chair

The Chair of the Board is elected in accordance with the Constitution and is the official representative and spokesperson for the Board. The Chair's responsibilities include:

- a. Providing leadership to the Board.
- b. Ensuring the efficient organisation and conduct of the Board.
- c. Chairing Board Meetings including:
 - i. leading Directors to resolution by consensus;
 - ii. ensuring all Directors are heard;
 - iii. ensuring agenda items are given the attention they warrant;
 - iv. maintaining the focus on the discussion on the issue before the Board;
 - v. ensuring decisions of the meeting are clearly enunciated;
 - vi. ensuring all procedural matters are addressed (quorum, conflicts etc.); and
 - vii. ensuring all matters on the agenda are dealt with.
- d. Ensuring procedures for the continuous monitoring of the performance of Board Members, the Board and relevant Advisory Committees.
- e. Promoting an environment of trust, respect and openness to ensure consultative and constructive relationships among the Board Members and between the Board and the General Manager;
- f. Ensuring adherence to accepted principals of good governance as this relates to the Board and General Manager responsibilities.

Board Members

Board members are required to:

- a. Attend Board Meetings in accordance with the Constitution.
- b. Read and consider official briefing material prior to attending a Board Meeting, including:
 - i. seeking clarification from the Chair or General Manager if they have queries about the material they receive; and
 - ii. spending (generally) between 1-3 hours of preparation prior to a Board Meeting.
- c. Prepare for Board Meetings by considering issues they wish to raise on the matters on the agenda.
- d. Participate openly and respectfully with their fellow Board Members in Board Meetings.
- e. Consider whether they may have conflicts – either material or personal, with any matters on the agenda.
- f. Where a conflict may arise or be perceived to arise, Board Members must inform the Chair prior to the Board Meeting and act in accordance with the Conflict Policy.
- g. Become familiar with the Constitution, with the regular reports, Policies and operations of the Association and with the environment in which the Association operates and relevant Laws.
- h. Draw to the attention of the Board matters of concern in relation to the Association when they become aware.
- i. Inform the General Manager with 1 week of any changes to their circumstances and complete a renewed Consent/Declaration/Interests form for the first Board Meeting after each AGM.
- j. Inform the General Manager of dates when they will be absent and unavailable for Board Meetings as soon as practicable or when requested by the General Manager.

General Manager

The General Manager's responsibilities include:

- a. Being the primary source of advice to the Board on matters affecting the Association.
- b. Implementing and being accountable for the development and implementation of the Strategic Plan.
- c. Managing and administering the day-to-day operations of the Association.
- d. Managing staff and representing them to the Board;
- e. Informing the Board of any matters of which they should be made aware; and
- f. Exercising such specific and express powers as are delegated to the General Manager by the Board from time to time.

Secretary

- a. The Secretary supports the effectiveness of the Board has a role as chief governance officer to:
 - i. monitor Board actions to ensure that Policies and procedures are followed;
 - ii. to draw the attention of the Chair for failures by the Board to follow requirements; and
 - iii. monitor legal obligations and to draw the attention of the Chair when legal responsibilities of the Association are at risk of not being met.
- b. All Board Members have direct and confidential access to the Public Officer for advice or assistance on governance matters.

Secretariat

The Secretariat's responsibilities include:

- a. Ensuring Bank Signatories are kept up to date such that only duly elected Board Members are authorised with the bank.
- b. Providing current Board Members with access to the Board Portal (and removing access for past Board Members).
- c. Maintaining the register of members of the Association.
- d. Assisting the General Manager in fulfilling its duties.

Advisory Committees

- a. The Board may from time to time establish Advisory Committees and Special Interest Groups to assist with and consider particular matters and or issues in detail.
- b. Subject to the Constitution, all Advisory Committees and Special Interest Groups operate under Terms of Reference that detail their purpose, composition, and meeting and reporting requirements and a review date.
- c. The Terms of Reference and continuation of each Advisory committee and Special Interest Group should be reviewed on an annual basis where possible, but at least, on a bi-annual basis and approved by the Board.
- d. It is an expectation that all Directors will participate in at least one Advisory Committee.
- e. Unless specified to the contrary, Advisory Committee meetings have the same procedural requirements as Board Meetings in relation to agenda, process during the meeting and minutes.
- f. Advisory Committees report to the Board.

Board processes

Board induction

- a. All new Board Members must be provided with information that covers their roles and responsibilities, Board operations and an overview of the Association.
- b. New Board Members will be provided with a Board Welcome Pack that comprises:
 - i. written confirmation of appointment;
 - ii. a brief history of the Association;
 - iii. a copy of the Constitution;
 - iv. a copy of the Charter;
 - v. a copy of the last 3 years audited statements;
 - vi. a list of current Board Members and preferred contact details;
 - vii. the current year schedule of Board and Advisory Committee Meetings;
 - viii. a list of Advisory Committees with names of members and terms of reference for each Advisory Committee;
 - ix. the Board Charter is a written expression of how the Board operates and includes all subordinate documents;

- x. copies of minutes of most recent AGM and last year's Board Meetings;
- xi. a copy of the current year Strategic Plan;
- xii. a copy of the current budget;
- xiii. a copy of Directors' and Officers' liability insurance policy; and
- xiv. a copy of current Policies.

Ongoing training

- a. Where appropriate, and upon request, Board Meetings will include a component where management or external experts will present, or workshop material likely to impact the Association.
- b. The Board is expected to maintain and develop the skills required to discharge their obligations to the Association.
- c. Board Members may attend relevant technical or professional development courses within the scope of the Delegations Manual to assist them to develop their skills.

Board records

- a. Board Members have the right to access annual financial accounts and records of the Association to allow them to fulfil their roles.
- b. This clause does not provide Board Members with access 'carte blanche' to all records, including membership applications and other information of the Association.
- c. Privacy, conflict of interest, commercial-in-confidence, contractual and service obligation issues may impinge on the rights of the Board to access to the books and records of the Association.

Access the Association employees

- a. Except in unusual circumstances and at the request of the General Manager, the Board do not manage the employees of the Association.
- b. The Board may not direct the staff, nor work around the General Manager in its engagement with employees.
- c. When a Board Member deals with Association employees:
 - i. access must always be through the General Manager, or with the General Manager's prior agreement; and
 - ii. the Board must always respect the General Manager's role in the operational management of employees and must not bypass or undermine the General Manager in any way.

Association obligation to Board Members

Protections

Apart from, as indicated elsewhere, in support of their role as the Board the Association will:

- a. Indemnify Board Members to the full extent permitted by law.
- b. The Association will not provide indemnity for:
 - i. liabilities owed to the Association;
 - ii. liabilities owed for a pecuniary penalty order;
 - iii. liabilities arising out of conduct that is not in good faith; or
 - iv. legal costs in defending criminal proceedings or actions if liability of a Board Member is established.
- c. Provide Directors' and Officers' Liability Insurance
- d. Offer induction and exit interviews.

- e. Allow access to Board documents for 7 years after they leave the Board.

Remuneration

- a. There is no entitlement to remuneration of Board Members.
- b. A Board Gratis document will outline all gratis received by Board Members and will be included in AGM nomination papers, Board Welcome Pack and available to members via the website.

Board Meetings

Overview

- a. The Board must meet approximately 8 times per year, roughly each 6 weeks subject to Christmas and New Year breaks.
- b. The AGM must be scheduled to coincide with the Association's annual Symposium (unless Board resolves to hold at an alternate time).
- c. The General Manager has a standing invitation by the Board to attend Board Meetings, subject to the Policies.
- d. The General Manager is to be of assistance and act as the principal adviser in the consideration of items of business before the Board at Board Meetings.
- e. The Secretary is appointed by the Board and is responsible for governance to ensure Board Meetings proceed in accordance with requirements of the Constitution, Policies and the Legislation.
- f. The General Manager should normally attend all Board Meetings.

Annual Schedule

Following the AGM, the Board will agree on an annual Schedule for meetings that:

- a. Ensures sufficient frequency and time to fulfil responsibilities.
- b. Provide time and opportunity for annual events such as strategic and risk planning, audit, consideration of the annual accounts, annual report and AGM, strategic review of services, etc.
- c. Allow time for internal and external presentations on strategic aspects of the Association and the industry.
- d. Attend an annual strategic planning day.
- e. Allocate time for professional development activities for the whole Board if required or requested by the Board.
- f. Program the review of Board performance including progress against the Strategic Plan.

The Board may, if required, convene a special meeting to consider matters of urgency.

Agenda

- a. The General Manager must ensure an agenda is written and circulated no less than seven days prior to a Board Meeting.
- b. The General Manager will make it clear what items require discussion, decisions or are only for noting, to help focus the Board's attention in preparation for Board Meetings.
- c. The General Manager will develop the agenda, taking into account matters suggested by the Board, the annual schedule and issues that may have arisen.

Board papers

- a. The Board should not consider any matter without appropriate briefing advice.

- b. Briefing notes should be a 1-page summary with a clear recommendation, clear statement of the issue, a summary of pros and cons and a review of the implications, including financial, to the Association.

Minutes

- a. The General Manager/Company Secretary must ensure accurate and appropriate minutes are kept of each Board Meeting.
- b. The Board will agree on the form the minutes shall take but must include all resolutions which are considered in a Board Meeting.
- c. Minutes must be recorded (which may be electronic) within one month of a Board Meeting.
- d. Minutes taken by a person other than the General Manager must be provided to the General Manager within 2 Business Days subsequent to a Board Meeting. The General Manager must approve the minutes (if satisfied they are a true and accurate reflection of the Board Meeting).
- e. Minutes must be sent to the Board for comment within 5 Business Days subsequent to a Board Meeting.
- f. Board Members have until 7 days before next meeting to notify the General Manager of an irregularity in the minutes after receipt of the minutes from the General Manager.

Board Minute Taking Procedure

1. Purpose

To establish the requirements for Board minutes as the formal record of Board proceedings and decisions. Minutes must demonstrate that the Board has exercised its duties with care, diligence and in good faith. Minutes are not a transcript or report and must not record detailed debate or individual contributions.

2. Status of Minutes

- Official legal record of meetings
- Accurate, complete and sufficient to evidence decisions
- Subject to Board approval

3. Recording and Use of AI

At the start of each meeting, the Chair resolves that recording and AI may assist minute-taking. Outputs are assistive only. The Secretary must verify all content. Recordings are deleted once minutes are approved unless otherwise resolved.

4. Principles

- Not a transcript or report
- No attribution to individual directors
- No speeches or arguments recorded
- Objective, impartial and non-emotive
- Clear, concise and defensible

5. Content Requirements

- Meeting details (type, date, time, location)
- Attendance and accepted apologies
- Business considered (high-level)
- All resolutions and outcomes

6. Decision Recording

Include key issues and broad reasoning where appropriate, particularly where material judgment or competing considerations exist.

7. Conciseness

Minutes must be as concise as circumstances permit. Detailed reasoning is not generally required unless necessary for governance or risk purposes.

8. Drafting and Approval

The Secretary prepares draft minutes promptly, verifies accuracy, circulates for review, and the Board approves at the next meeting or by circular resolution.

9. Governance Controls

- Exclude informal or off-record discussions
- Maintain separation from supporting papers
- Ensure AI use does not compromise accuracy or confidentiality

10. Guiding Principle

Minutes record what was decided, why (at a high level) where appropriate, not who said what.

Review of Board performance

The Board is to undertake a formal review of its performance, Policies and practices at least every financial year. The Board's performance is based on agreed performance criteria including how it performs against this Charter. The review must include:

- a. Assessment of the performance of the Board against the requirements of this Charter.
- b. Assessment of the performance of the Advisory Committees against the requirements of their respective Terms of Reference.
- c. Examination of the effectiveness and composition of the Board, including the required mix of skills, experience, diversity and other qualities which Board members should bring to the Board for it to function competently and efficiently.
- d. Assessment of outcomes in relation to the Association's strategic direction and objectives.
- e. Assessment of the appropriateness of corporate governance practices within the Association.
- f. Assessment of whether the expectations of varying stakeholders have been met.

Review of Charter

The Board will review the Charter annually or as required to allow new Directors time after the AGM to assess processes before reviewing them to ensure that it meets the needs of the Association and the Board.

Delegation to management schedule

The Board delegates the operational, financial and strategic management of the Association to the General Manager in accordance with the Delegations Manual. All delegations are premised on their coherence with the Strategic Plan and the approved budget.