

ANROWS

AUSTRALIA'S NATIONAL RESEARCH
ORGANISATION FOR WOMEN'S SAFETY

to Reduce Violence against Women & their Children

Australia's National Research Organisation for Women's Safety Limited ACN 162 349 171

Board Charter

December 2015

1. Overview

This Charter sets out the responsibilities of the Board and the key protocols for the operation of the Board.

The Board is responsible for ensuring that the Company has an appropriate corporate governance structure with appropriate accountability and control systems in place.

This Charter explains the Board's commitment to corporate governance and provides guidance to individual Directors who must exercise that commitment. It also serves as a mechanism to demonstrate that commitment to stakeholders. The Board and Directors will be held accountable for their performance in upholding the principles and protocols set out in this Charter.

The Charter supports the Constitution of the Company. The Constitution takes precedence in the event of inconsistency.

The Charter, together with the Constitution, will be available on the Company website.

2. The Constitution

The Constitution is the Company's key governance document. The Board must ensure that the Company complies at all times with the provisions of the Constitution.

The Constitution sets out the Objects of the Company. Consistent with current thinking, the Board interprets the 'the reduction of violence against women and their children' in 3.1 to include domestic violence, family violence, sexual assault and sexual violence.

Objects

- 2.1. The principal activity of the Company is the promotion of the prevention or control of human behaviour that is harmful or abusive to human beings specifically the reduction of violence against women and their children, which will be carried out through the following activities:
 - (1) Facilitating research that:
 - (a) develops and expands the understanding of domestic violence and sexual assault as specific forms of violence against women; and
 - (b) identifies measures and interventions that:
 - (i) prevent violence against women;
 - (ii) stop re-offending;
 - (iii) promote the best interests of women and their children; and
 - (iv) enable recovery from domestic violence and sexual assault;
 - (2) Promoting the development of evidence that drives action to reduce violence against women and their children by:
 - (a) leading the development of national research into domestic violence and sexual assault that creates and evidence base that can influence government policy, programs and practice;
 - (b) analysing and recommending ways to improve service delivery across the domestic violence and sexual assault sector; and
 - (c) analyzing and recommending evidence-based actions that prevent domestic violence and sexual assault;

- (3) Developing and promoting a national research agenda in consultation with governments across Australia;
 - (4) Commissioning and supporting research to improve the volume and quality of research into domestic violence and sexual assault;
 - (5) Ensuring relevant research and evidence is widely disseminated;
 - (6) Providing authoritative commentary relating to the evidence base; and
 - (7) Keeping across international developments in the fields of domestic violence and sexual assault and disseminating or utilizing as appropriate.
- 2.2. The Company will establish and maintain the Fund for the specific purpose of the promotion of the control of human behaviour that is harmful or abusive to human beings, specifically the reduction of violence against women and their children. The Fund is established to receive all gifts of money or property for this purpose and must not receive any money or property into its account and it must comply with Subdivision 30-EA of the ITAA.
- 2.3. The Company must pursue charitable purposes only and must apply its income in promoting those purposes.

3. Compliance with Laws

As a public company, limited by guarantee, the Company will comply with applicable provisions of the Corporations Law as well as other applicable laws and statutes.

The Board will develop protocols for ensuring such compliance.

4. Board Composition and Appointment of Directors

- 4.1. The Board shall comprise the number of Directors as specified in the Constitution.
- 4.2. Subject to the requirement of the Constitution, the Board shall comprise Directors with a range of expertise, and a balance of skills and experience. Although not required by the Constitution, the Board considers it desirable that at least one independent Director will have financial expertise consistent with good governance practice.
- 4.3. The Board will prepare and keep a schedule for the nomination of State or Territory appointed directors as set out in Clause 44.2 of the Constitution.
- 4.4. The Board will establish an Appointments Committee and process for the purpose of recommending eligible persons for appointment as Independent Directors in accordance with Clause 44.3 of the Constitution.

- 4.5. All Directors, will receive a letter of appointment setting out the terms of their appointment, their roles and responsibilities and expectations about their participation at Board meetings.
- 4.6. The Board will ensure that the composition of the Board, and information about individual Directors, is made available on the Company website.

5. Role of the Board

The Board is accountable to members for the performance of the Company and has adopted the following as its key responsibilities:

- (a) determining, reviewing and maintaining the vision, purpose and values of the organization;
- (b) developing, adopting and overseeing the execution of strategic plans for the achievement of the Objects of the Company;
- (c) approval of contracts with government funders;
- (d) approval of annual budgets;
- (e) approval of expenditure over specified limits;
- (f) appointment, performance evaluation and (if required) termination of the employment contract of the Chief Executive Officer;
- (g) risk oversight;
- (h) approving and monitoring systems of control and accountability;
- (i) providing a check on the integrity of external financial and non-financial reports;
- (j) overseeing and reviewing the management of the Company and its performance;
- (k) establishing policy and procedural principles, consistent with legal requirements and community expectations in regard to transparency, accountability and disclosure;
- (l) monitoring compliance with all legal and regulatory obligations;
- (m) ensuring and supporting effective engagement with stakeholders; and
- (n) providing leadership to the Company by guiding the development of an appropriate culture, and values, and always acting in a manner consistent with the Code of Conduct and Ethics.

6. Annual General Meeting

If required by and in such manner as specified in the Constitution, the Board shall hold an Annual General Meeting of members.

7. Board Committees

The Board will establish a committee of management to administer The Research Fund to Reduce Violence Against Women and Children.

The Board may establish other committees to provide advice and to assist it in discharging its duties.

The Board shall ensure that each committee established has a formal charter or terms of reference which will be published with this Charter.

With the exception of any delegations contained in a charter or terms of reference, recommendations of a committee must be referred to the Board for approval.

8. Power of Delegation

The Board may delegate any of its powers to a committee consisting of Directors and any other person or persons as the Board thinks fit and may revoke such delegation at any time.

The Board will keep a register of such delegations, including any financial delegations.

9. Appointment of Attorney

The Board may appoint any person or persons to be the attorney of the Company subject to conditions as determined from time to time and set out in a power of attorney.

10. Duty of Directors

Directors owe duties to the Company as follows:

- (a) the duty to act honestly and in good faith for the benefit of the Company;
- (b) the duty to avoid actual and potential conflicts between personal interests and the interests of the Company; and
- (c) the duty to exercise care and diligence, including making every effort to understand the business of the Company and to commit the time necessary to discharge the role of Director effectively.

Directors are individually appointed under the Constitution as either government appointed or independent directors.

Regardless of the manner of appointment, Directors are bound by the overriding fiduciary duty to act in good faith and in the best interests of the Company as a whole. That is, and to ensure clarity, government-appointed directors owe the same duty to the Company as independent directors.

In discharging the duties and responsibilities of being a Director of the Company, each individual must operate within the framework and structure of a collective Board.

The Board has adopted a Code of Conduct and Ethics to give expression to these duties.

11. Directors' Interests

All Directors will be required to declare where they have a material personal interest in matters related to the business of the Company.

A register of interests declared by Directors will be maintained by the Secretary.

In addition, at each meeting of the Board, the Chair will invite Directors to declare whether they have a material personal interest in a matter being considered by the Board. Directors who make a declaration of interest must not vote on the matter or be present while the matter is being considered at the meeting, except in cases where the Board determines that the interest being declared is not material to the matter under consideration.

12. Access to Information

Directors and Alternate Directors have the right to receive prompt and direct access to information about the Company and to receive briefings on key operations, programs and priorities from time to time. This includes the right to request additional information reasonably required to facilitate a Director's ability to exercise their duty to the Company.

13. Chairperson

In accordance with the Constitution, the Chairperson will be appointed by the relevant Commonwealth Minister on the recommendation of the Board.

The Chairperson must not be employed by the Commonwealth, or a State or Territory.

The Chairperson:

- (a) presides at Board meetings and annual general meetings (except when circumstances dictate otherwise) and is responsible for facilitating the effective contribution of all Directors and the efficient organisation and conduct of the Board;
- (b) determines the degree of formality required at each meeting;
- (c) ensures that the Board behaves in a manner consistent with the culture of the Company and the Directors' Code of Conduct and Ethics;
- (d) serves as the primary interface between the Board and the CEO and is responsible for promoting constructive and respectful relations between the Board and management;
- (e) is responsible for overseeing the nomination process for new directors and the appointment process for a CEO; and
- (f) is the prime spokesperson on behalf of the Board for the Company, including at the AGM and reporting performance and outcomes.

14. Company Secretary

The Board must appoint a Company Secretary to hold office on terms and conditions as determined by the Board.

15. Chief Executive Officer

From time to time the Board will appoint a Chief Executive Officer on terms agreed by the Board.

The CEO will have responsibility for the day to day management of the Company and will exercise this responsibility in accordance with authorisations and delegations as may be determined by the Board from time to time, and in accordance with the culture and values of the Company.

The CEO is not a member of the Board but will attend meetings of the Board except where the Directors request otherwise.

16. Board Meetings

Board meetings shall be conducted in accordance with the Constitution for the purposes as set out in 5 above.

16.1 Schedule of Meetings

In December each year, the Board will approve a schedule of meetings for the following year and this will be provided to all Directors and Alternate Directors.

The schedule will set out the annual work plan for the Board, and any committees, including recurring governance matters such as approval of budgets, a board strategy session, approval of financial statements, CEO performance and remuneration review.

Special meetings may be convened by the Chair or otherwise in accordance with the Constitution.

16.2 Attendance at Meetings

Directors are required to attend Board meetings regularly.

The Constitution provides that a Commonwealth Appointed Director or a State Appointed Director may appoint a person to act as Alternate Director for a meeting or specified period (normally not exceeding two consecutive meetings).

Notwithstanding the provisions in the Constitution, the Board is of the view that Appointed Directors should make every effort to attend Board meetings and that the appointment of Alternate Directors should be discouraged. This is in the interests of building an effective Board and mutual understanding and trust between Directors.

Directors must seek leave of absence from the Board if they are unable to attend Board meetings over a period of 6 consecutive months.

16.3 Quorum

The quorum for a Board meeting is a majority of Directors present at the meeting but must include at least 1 Director who is a Commonwealth Appointed Director or a State or Territory Appointed Director.

No question will be decided by the Board without a quorum.

16.4 Agenda

The notice of meeting is in the form of the agenda and papers for each meeting. The agenda will indicate the time, date and place of the meeting and will be sent to Directors and Alternate Director as appointed, at least seven clear days before the meeting.

Inadvertent failure to notify a Director or Alternate Director of a meeting, or to issue the notice of meeting by the deadline specified above, will not render the meeting invalid.

16.5 Submission of Items for the Agenda

Items of business for inclusion on the agenda may be submitted by any Director. To be accepted for inclusion on the agenda, items of business must concern matters which are within the jurisdiction of the Board, and be approved by the Chairperson.

Except at the discretion of the Chairperson, items for approval must be circulated in advance of the meeting. Such items will be accompanied by clear recommendations for decision or action as appropriate.

16.6 Passing of Resolutions

Resolutions of the Board will be determined as set out in the Constitution. Each Director has one vote. The Chairperson has a casting vote in addition to any vote he or she has as a Director, to be used at his or her discretion.

Normally, and on the assumption that agenda items for approval are submitted with clear recommendations for decision or action, where voting is required, this will be by a simple show of hands.

A Director who wishes to abstain from or dissent from a recommendation before the Board may ask to have this recorded in the minutes.

16.7 Technology Meeting of Agenda

The Constitution provides that Board meetings may be held by telephone or, if consented by all Directors, other technology, and sets out the provisions which apply in such cases.

16.8 Minutes

Minutes will record:

- the nature of the meeting, whether regular, special or adjourned;
- the date, time and place of meeting;
- the name of the person presiding at the meeting, names of those present, names of those who have tendered an apology, and names of any observers;
- a brief summary of the business conducted at the meeting, including major points made in discussion and all decisions made.

17. Stakeholder Engagement

The Board will develop a plan for ongoing stakeholder engagement, including engagement with members.

The plan will facilitate:

- (a) the exercise by members of their rights as members;
- (b) consultation with stakeholders about the strategic direction and research agenda of the Company;
- (c) the establishment of regular channels with stakeholders about the strategic direction and research agenda of the Company, including the dissemination of research and its translation into service delivery; and
- (d) transparent communication to stakeholders about the activities of the Company.

18. Board Performance

18.1 Induction

The Board will ensure that all Directors are provided with an Induction Pack to facilitate their understanding of the Company and their role as Directors.

The Induction Pack will include as a minimum, the Constitution, Board Charter, schedule of meetings, register of interests, any strategic or operational plans as developed from time to time, and information about other members.

In addition, all new Directors will be provided with a briefing about the Company and the operation of the Board by the Chair and CEO or Company Secretary.

18.2 Annual Evaluation

The Board will conduct an annual evaluation of its performance in accordance with procedures to be adopted from time to time.

The evaluation will include a review of the Board Charter and all committee charters a review of the composition and skills mix of the Board, and an assessment of the effectiveness of the Board's operation, including the extent to which it is compliant with the provisions of this Charter, the Code of Conduct of Directors, and the culture and values of the Company.

Code of Conduct and Ethics for Directors

The Code of Conduct and Ethics applies to all Directors, however appointed, including Alternate Directors. An Alternate Director, when acting as a Director, is responsible to the Company as if he or she were a Director and is not to be taken as the agent of the Director by whom he or she was appointed.

The code sets out the ethical and behavioural standards expected of all Directors of the Company as follows:

- a Director must act honestly, in good faith and in the best interests of the Company as a whole;
- a Director has a duty to use care and diligence in fulfilling their functions and exercising the powers attached to that office;
- a Director shall keep themselves informed of and comply with all relevant ACNC governance standards;
- a Director must use the powers of office for a proper purpose, in the best interests of the Company as a whole;
- a Director must recognise that the primary responsibility is to the Company as a whole, but should, where appropriate, have regard for the interests of all stakeholders of the Company;
- a Director must not take improper use of information acquired as a Director of the Company;
- a Director must not take improper advantage of the position of Director;
- a Director should properly manage any conflict with the interests of the Company in accordance with the Constitution;
- a Director has an obligation to be independent in judgement and actions, and must take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- confidential information received by a Director in the course of the exercise of directorial duties remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorized by the Board, or is required by law;
- a Director should not engage in conduct likely to discredit the Company or be detrimental to the interests of the Company; and
- a Director 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.