

Camcare Board Charter

1 Purpose of Charter

This Charter sets out the Board's terms of reference and provides an explanation of the Board's approach to the following key governance matters:

- Camcare's Constitution
- Purpose of the Board
- Role and Responsibilities of the Board
- Board composition
- Responsibilities and Duties
- Board Committees
- Reporting
- Review of the Board Charter
- Publication of the Board Charter

2 Constitution (Rules of Association)

The Constitution is Camcare's key governance document. It comprises a Purpose Statement and Rules which comply with the *Associations Incorporation Reform Act 2012 (Vic)* (**the Act**). A copy of the Constitution is to be made available on Camcare's website.

The Board ensures that Camcare and individual Board Members comply with the provisions of the Constitution.

3 Purpose of the Board

The purpose of the Board is to:

- promote and protect the interests and objectives of Camcare
- ensure that Camcare has in place an appropriate corporate governance framework, which includes accountability and control systems.

In carrying out their responsibilities and exercising their powers, Board Members will ensure they act honestly, fairly and diligently, in accordance with the law in serving the interests of Camcare and, where appropriate, the reasonable expectations of Camcare's stakeholders.

4 Role of the Board

The role of the Board includes:

- setting the strategic direction for Camcare;
- determining Camcare's values and vision; and
- establishing and promoting high ethical standards within Camcare.

The key responsibilities of the Board in carrying out its role are divided into three categories, being accountability, risk management and compliance as listed below.

4.1 Accountability

- To monitor the overall performance of Camcare and its Senior Management
- To approve any new governance policies and monitor compliance with Camcare's existing governance policies
- To approve and monitor Camcare's financial position, financial performance and cash flows (including both the annual operational and capital budgets, annual reports and periodic financial reports)
- To evaluate the effectiveness of the Board and to ensure succession planning
- To report key outcomes to stakeholders
- To appoint, remove and review the performance of the Chief Executive officer (CEO)
- To oversee external audits

4.2 Risk management

- To ensure up-to-date and effective risk assessment frameworks and risk management strategies are in place
- To ensure critical risks are appropriately managed
- To ensure that Camcare has appropriate insurance

4.3 Compliance

- To review Camcare's compliance with the Constitution
- To comply with Board Members' responsibilities
- To ensure Camcare complies with all legal and regulatory requirements, ethical standards and external commitments
- To ensure Camcare complies with its contractual obligations under its funding agreements

5 Board Composition

The composition of the Board is governed by Camcare's Constitution. The Board must have a minimum of 6 and a maximum of 11 members.

5.1 Tenure

A Board Member is elected at an Annual General Meeting (**AGM**) and is appointed for a fixed term of three years. A Member of the Board may be re-elected but must not serve on the Board for more than nine years.

The Officers of the Board are the:

- President
- Vice President
- Treasurer
- Board Secretary

An Officer of the Board is elected by the Board and holds office from the time he or she is elected until the conclusion of the third AGM following his or her election. An Officer of the Board must be a Member of the Board.

The Act Secretary is also an Officer, but does not have to be a Member of the Board. The CEO is the Act Secretary and also attends meetings of the Board in an ex officio capacity.

The role and functions of an Officer is governed by the Constitution.

6 Responsibilities and Duties

6.1 Board Members

In discharging his or her duties, each Board Member must:

- act in good faith in the best interests of Camcare and for a proper purpose;
- act with reasonable care and skill (including the prevention of insolvent trading);
- not improperly use his or her position in Camcare, or information acquired by virtue of holding that position;
- disclose and manage conflicts of interest, having regard to Camcare's Conflict of Interest Policy;
- commit the time necessary to discharge effectively his or her role as a Board Member, including preparing for and attending Board meetings in accordance with the Constitution; and
- actively contribute to the performance of the Board, including through participation in the Board Committees and other activities of the Board.

A Board Member may work as a volunteer in Camcare's day to day operations on the same terms and conditions as apply to a volunteer who is not a Board Member.

6.2 President

The President is the chair of the Board.

The President's principal role is to provide leadership to the Board and to Camcare, and to ensure that the Board effectively discharges its responsibilities.

The President is responsible for:

- the efficient organisation and conduct of the Board's function and meetings;
- facilitating the effective contribution of all Board Members;
- ensuring that the Board receives the information it requires for informed decision making;
- promoting constructive and respectful relations between Board Members and between the Board and Management;
- committing the time necessary to discharge effectively his or her role as President;
- scheduling regular and effective evaluations of the Board's performance;
- maintaining ongoing communication with the CEO and Senior Management.
- serving as a conduit between the Board and Senior Management;
- presiding over the AGM.

6.3 Vice President

The Vice President's role is to support the President in carrying out his or her responsibilities and perform the responsibilities of the President in the President's absence.

The Board may choose to assign other key responsibilities of the Board to the Vice President.

6.4 Treasurer

The Treasurer is responsible for:

- ensuring Camcare has in place effective systems and controls which ensure that all transactions are recorded and which enable financial information to be reported to stakeholders;
- overseeing the preparation of the annual budget and recommending its approval to the Board;
- providing a monthly report to the Board reporting on Camcare's financial position as at the end of the previous month, based on the management accounts;
- overseeing the preparation of the annual financial accounts;

- overseeing the external audit; and
- chairing the Board's Finance, Audit and Risk Management Committee.

6.5 Board Secretary

The Board Secretary is responsible for:

- ensuring that all correspondence of the Board is attended to; and
- taking the minutes of Board meeting in the absence of the usual minute-taker.

6.6 Act Secretary

The Act Secretary is responsible for:

- ensuring that meetings of the Board are organised and conform to the requirements set out in the Constitution, including the accurate taking of minutes;
- maintaining the Register of Members;
- keeping custody of the common seal of Camcare and, except for the financial records, all books, documents and securities of Camcare;
- provide members with access to the register of members, the minutes of general meetings and other books and documents;
- perform any other duty or function imposed on the Act Secretary by the Constitution; and
- notifying the Registrar, as required by the Act, of his or her appointment as the Act Secretary within 14 days after the appointment.

The CEO performs the role of the Act Secretary and ensures that the responsibilities of the Act Secretary as set out in the Act are met, including lodging an annual statement with Consumer Affairs Victoria.

6.7 Chief Executive Officer (CEO)

The CEO, together with the Senior Management team is accountable to the Board for the overall management and performance of Camcare.

The CEO is responsible for the day-to-day management of Camcare with all powers, discretions and delegations authorised, from time to time, by the Board.

The CEO must have a formal employment agreement describing his or her term of office, duties, rights and responsibilities and entitlements on termination.

The Board must ensure that formal arrangements are set up for the supervision, support, appraisal and professional development of the CEO. These arrangements are to be overseen by the President, with the support of a

small committee of the Board established specifically for this purpose an/or an external consultant.

The Board is responsible for regularly reviewing and ensuring that all necessary and appropriate delegations are in place to enable the CEO and the management team to meet this responsibility.

If required, the Board should seek independent professional advice in relation to the CEO's employment.

The remuneration package of the CEO must be ratified by the Board. The remuneration package should:

- be adequate to attract and retain a high quality person; and
- to the extent that any part of the CEO's remuneration package is linked to performance, the Board must set measurable performance targets against which to evaluate the CEO's performance.

6.8 Relationship between the Board and Management

The Board is ultimately responsible for the performance of Camcare.

The Board has retained its authority to make decisions on matters specified in this Charter, and save for those matters and CEO operational limits determined from time to time by the Board, it delegates authority for all other matters to the CEO.

The Board maintains its independence from the CEO and management through a number of measures, including:

- appointing an independent President of the Board;
- maintaining a majority of independent non-executive Board Members;
- identifying and defining the respective roles of management and the Board and the exercise of independent thinking in decision-making.

The CEO is not a Board Member but is expected to attend Board meetings.

The CEO is accountable to the Board for the exercise of the delegated authority and, with the support of Senior Management, is to demonstrate progress to fulfil this responsibility through the provision of reports, briefings and presentations on a regular basis.

The CEO is expected to provide regular reports to the Board that accurately convey organisational performance.

Board papers on matters for decision by the Board should normally conform to the Board's requirements, as determined from time to time.

Board Members may communicate directly with Camcare's Senior Management as required to fulfil their responsibilities, provided this is done in consultation with the CEO or the President as appropriate.

7 Board Committees

The Board may establish Board Committees and Working Groups to assist it in carrying out its work. Board Committees provide an opportunity to examine issues in greater detail than what is possible during Board meetings. The purpose of each Committee is to undertake activities defined in its terms of reference.

7.1 Committees of the Board

The Committees of the Board are:

- the Finance, Audit and Risk Management Committee (**FARM**);
- the Marketing, Fund Raising and Public Relations Committee; and
- the Compliance and Policy Review Committee.

The Board has also appointed the Innovation Working Group (**IWG**).

7.2 Governance

In carrying out its work, each Committee will have access to appropriate resources (e.g. opinions of Senior Management and, where necessary, independent advice).

Each Committee reports to the Board on the outcome of its work and, where appropriate, makes recommendations to the Board.

Minutes of each Committee and Working Group meeting will be prepared and circulated to all Board Members.

The Committee Chairperson will provide written and verbal reports to the Board of key recommendations and discussions of the Committee which they chair.

Each Committee is comprised of Board Members who are best suited to effectively participate in achieving the objectives of the Committee. The specific membership requirements of each Committee are set out in its terms of reference. The Board reviews and approves the terms of reference of each Committee on an annual basis.

8 Training of Board Members

All new Board Members must participate in an induction session with the President and the CEO.

All new Board Members will receive a copy of the Board Induction Manual.

All new Board Members will be issued with log-in details to Camcare's electronic database which includes the Board Induction Manual and other Board documents, including the policies for which the Board is responsible for.

All Board Members must complete a minimum of eight hours of corporate governance training in each financial year. A record of each Board Member's attendance at qualifying training sessions will be kept by the CEO's executive assistant.

The President of the Board will, in consultation with the Board Member(s), determine what training he or she considers is necessary for each individual Board Member to enable that Board Member to effectively carry out his or her responsibilities. This will include the collective needs of the Board and the needs of the individual Board Member.

9 Reporting

Proceedings of all Board meetings are minuted by the Board Secretary, the Act Secretary or his or her delegate.

Minutes of all Board meetings are circulated to Board Members and approved by the Board at the subsequent meeting.

The Minutes include a list of actions arising from the meeting.

10 Review of the Charter

The Board will review this Charter annually to ensure it remains consistent with the Board's role and responsibilities.

11 Publication of the Charter

A copy of the Charter will be available on Camcare's website.