



YWCA Australia B004 Board Charter

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1. ABOUT THE COMPANY

YWCA's purpose is to be a strong, unified, national feminist organisation of women, young women and girls, working to achieve gender equality.

Our vision is that all women, young women and girls are safe and respected, with equal access to power, opportunity and resources.

The Company is part of the World YWCA movement which works for women's empowerment, leadership and rights in more than 120 countries.

1.1 Vision, Purpose and Values

The Company will continue to uphold our values as we deliver services across Australia's diverse social and geographic landscape. Our values are:

- **Feminism:** We're unapologetically feminist. Our feminism informs everything we do – empowering women to actively transform power structures and advocate for equality.
- **Inclusion:** We're intersectional and inclusive in our approach. We make sure that we're always respectful, and we're proud of the strength that comes through diversity. We're committed to Indigenous recognition and reconciliation.
- **Excellence:** Our education, advocacy and support services are evidence-based, and our impact is measured. We relentlessly pursue excellence in everything that we do.
- **Innovation:** We foster and encourage courageous ideas and bold leadership. We challenge ourselves to evolve and expand our impact across a broad range of gender equality issues.
- **Integrity:** Our reputation and trustworthiness ensures that we honestly, reliably and transparently deliver on our commitments to gender equality, support services and crisis support.

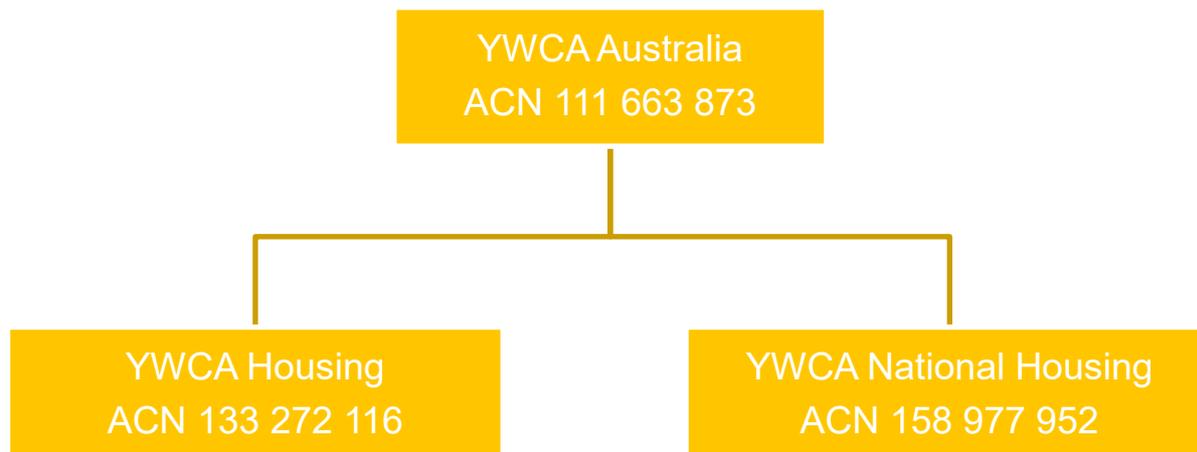
1.2 Corporate Structure

YWCA Australia (ACN 111 663 873) is a company limited by guarantee and a registered charity (the Company).

YWCA Australia is established to be a charity with the object to provide benevolent relief to people experiencing poverty, homelessness, violence or disadvantage, in particular women and children.

YWCA Australia has two 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 for each company are to provide affordable rental housing and accommodation to people on low incomes, to promote the relief of poverty, sickness or the needs of the aged by providing affordable rental housing to persons in housing need, in particular those people that identify as women, women headed households and those with children.

Unless stated otherwise or limited to a specific entity, this Charter applies to the Group.



1.3 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 corporate Group “Group Strategy”. To further assist in achieving the Group Strategy, the constitutions of YWCA Housing and YWCA National Housing allow the boards of these two subsidiaries to act in the best interests of YWCA Australia for all matters that are not regulated by Housing legislation. The constitutions recognise that in relation to any such regulated matters, the boards of YWCA Housing and YWCA National Housing will act in an independent and objective manner. More generally, where the interests of YWCA Australia, YWCA Housing and YWCA National Housing do not align, the affected boards will work together to ensure a mutual understanding of the matter and why a particular course of action is desired.

2. Review of Charter

This Charter will be reviewed annually or more frequently by the YWCA Australia board as required.

PART A – DEFINING ROLES

3. ROLE OF THE BOARD

3.1 Source of Authority in each company

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

3.2 The Roles of the Board and Management

The Board Governs

The board’s role is to monitor and govern its respective 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.

Management Manages

The board delegates certain authorities to the Chief Executive Officer (**CEO**) and, through the CEO, to management. 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.

4. BOARD COMPOSITION

4.1 Membership of the Board

The YWCA Australia 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 YWCA Australia policies on election and appointment of directors.

4.2 Skills Required on the 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). The Nominations Committee will apply this matrix when considering which nominees are approved or rejected to proceed to the election and/or appointment process.

4.3 Director Independence

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 People, Culture and Governance Committee will provide its guidance and advice to the YWCA Australia board on matters related to director independence as and when required by the YWCA Australia board.

4.4 Director On boarding and Induction

Prospective directors will be subject to suitable 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 each board.

New directors will be provided with a letter of appointment by the Company Secretary that outlines their duties and roles so that they can better understand what is required of them by each company.

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

5. ROLE OF INDIVIDUAL DIRECTORS

The directors, acting as the board of each company, share ultimate responsibility for the overall success of the Group and each of its constituent companies. Therefore, directors have an individual responsibility to ensure that the board is undertaking its role.

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

5.1 Appointed roles

- (i) 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.
- (ii) 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.
- (iii) 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).
- (iv) The Chair/President and Deputy Chair/Vice President of YWCA Australia will also hold those positions for YWCA Housing and YWCA National Housing.

5.2 Declaring Interests and Managing Conflicts

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

6. ROLE OF THE COMPANY SECRETARY

In accordance with section 204D of the Act, each 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.

7. ROLE OF THE CHIEF EXECUTIVE OFFICER

The board of YWCA Australia appoints a person to be the CEO and defines that person's powers and duties.

The CEO is responsible for the fulfilment of the Group's vision, purpose and business operating plans approved by the respective boards. The position reports to and is accountable solely to the YWCA Australia board.

PART B – BOARD RESPONSIBILITIES

The Board is responsible for:

- Strategy development and annual operating plan;
- CEO relationship;
- Monitoring organisational performance;
- Risk management;
- Compliance;
- Governance framework;
- Networking;
- Stakeholder communication; and
- Decision making.

8. STRATEGY DEVELOPMENT AND ANNUAL OPERATING PLAN

Each board is responsible for providing strategic direction through development, approval and periodic review of its strategic plan and to be involved in development of, the organisational strategy of its respective company. The overarching company strategy will be set for periods of three to five years with regular reviews. Recommendations from strategy development or review sessions will be presented for discussion and endorsement.

The CEO with the Executive Team will develop the Annual Operating Plan, which will align to the strategy, for each board to approve. The Annual Operating Plan will also include key performance indicators (“KPIs”) and financial reports.

9. THE BOARD AND THE CHIEF EXECUTIVE OFFICER

This section of the Charter applies to YWCA Australia only.

9.1 CEO Monitoring and Evaluation

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.

9.2 Relationship with CEO

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.

10. MONITORING ORGANISATIONAL PERFORMANCE

Each board is responsible for monitoring its respective company's performance including management's implementation of strategy, and the allocation of resources to achieve the business policies, strategies, objectives and budgets.

Effective performance measures should be easily verifiable from readily available data. With this principle in mind, the board monitors both financial and non-financial KPIs.

11. RISK MANAGEMENT

Each board is responsible for setting the risk culture within its respective company, including setting the risk appetite and agreeing the tolerance for risk. The YWCA Australia 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 throughout each company.

12. COMPLIANCE

Each board is responsible for overseeing, reviewing and ensuring the integrity and effectiveness of its respective company's compliance systems. As such, compliance is a quality control system that is part of a proactive risk management strategy.

Each board views compliance as an integral function and recognises that for the compliance system to succeed it must be championed by both the board and management.

13. GOVERNANCE FRAMEWORK

A key role of each board is to approve the governance framework, including the policies and procedures within which its respective company operates. Policies of a strategic nature or in regard to director responsibilities will be approved by each board while operating policies will be approved by the CEO. The CEO and Executive Team are responsible for implementing policies throughout each company.

13.1 Delegation of Authority

Each board is responsible for determining and approving the levels of authority to be given to the CEO in relation to operational expenditures, capital expenditures, contracts and the operation of banking and credit facilities, and authorising any further delegations of those authorities by the CEO to other positions within the respective company.

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.

All delegations are recorded in the Delegations of Authority Policy.

13.2 Sub-Committees

The following committees assist each board to fulfil its duties and responsibilities:

- (i) Finance, Audit and Risk Committee;
- (ii) Property, Assets Committee; and
- (iii) People, Culture and Governance 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 constitutions. The committee charters, delegations and composition of each committee are reviewed annually by each board.

14. NETWORKING

Developing business networks and working to promote the reputation of each company are important ways for directors to add value to each company and to the Group.

Directors are expected to act as ambassadors for the relevant company; and are expected to develop and maintain connections for the benefit of the relevant company. It is desirable for directors to network in at least one of the following domains:

- social or human services;
- government;
- tertiary institutions;
- other non-government agencies;
- funding/ philanthropy
- commercial business; or
- community sector.

All directors are expected to use their networks and depth of knowledge of the relevant company to actively promote that company and further its interests.

15. STAKEHOLDER COMMUNICATION

15.1 Protocol for Interaction with Internal Staff

Communication between directors and internal staff must go via the Chair on all matters, unless otherwise agreed

15.2 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 the Director, Communications after discussion with the Chair.

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

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.

15.3 Hospitality and Gifts

The Gifts and Benefits Policy provides guidance on the treatment of hospitality and gifts received and to be given.

16. DECISION-MAKING

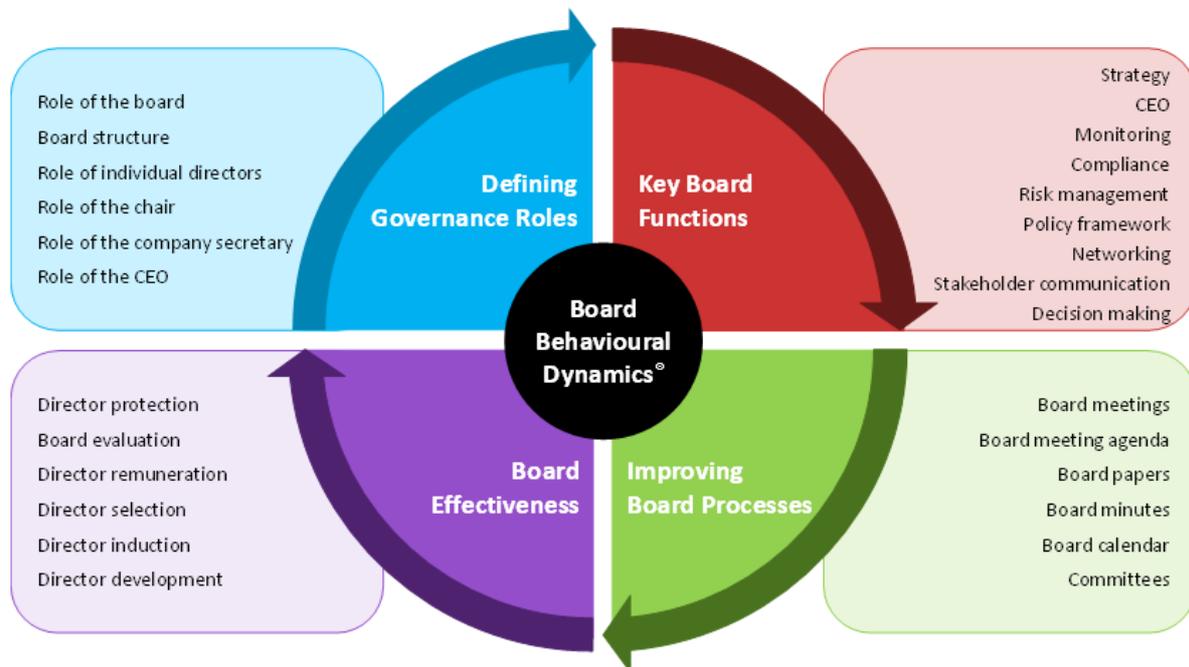
One of the functions of each board is to make decisions. The end product of any board discussion should be a resolution on the issue at hand; it is the Chair's role to facilitate the group decision-making process.

Once debate has finished and a decision is made, the board will present a uniform position outside the boardroom supporting the actions of the relevant company and the decisions of the board.

The CEO and other staff attend board meetings in the capacity of advisors only. All board decisions must be made by the directors exercising independence of mind.

PART C – EFFECTIVE GOVERNANCE

17. BOARD DYNAMICS



Source: G. Kiel, G. Nicholson, J.A. Tunny & J. Beck, 2012, *Directors at Work: A Practical Guide for Boards*, Thomson Reuters, Sydney.

18. DIRECTOR'S RIGHT TO RELY ON ADVICE

Under the common law, a director is entitled to rely on information or professional or expert advice if, among other matters, the reliance is made in good faith and after making an independent assessment of the information or advice, having regard to the director's knowledge of the organisation, the complexity of the structure and operations of the organisation.

18.1 Information Seeking Protocol

Directors will adhere to the following protocol when seeking information:

- email the Chair who may discuss it with the CEO or Company Secretary to determine associated costs and rationale, to request the required data, with advice to be provided back to the director within 14 days, subject to resourcing.
- if required, this will be taken to the board for formal determination

18.2 Access to Professional Advice

Directors are to exercise considered and independent judgment on the matters before them. To allow directors to discharge this expectation, a director may from time to time need to seek independent, expert opinion on matters before them, as approved by the relevant board.

18.3 Access to Board Papers

During their term directors have a right of access to board papers and a right to inspect documents held by the relevant company that are relevant to the affairs and governance of that company.

Former directors have the right to inspect books including financial records relating to their term for up to 7 years after they cease to be a director of the organisation, but only for the purposes of legal proceedings.

18.5 Insurance

The company arranges directors and officers insurance to cover all activities of each director and officer of the company. Directors will have access to the current insurance policy.

19. BOARD EVALUATION

Each board considers the evaluation of its own performance as fundamental to establishing a culture of performance and accountability throughout its company. Directors will participate in an annual review of individual performance and the board's effectiveness.

19.1 Meeting Evaluations

At the end of each board meeting, the directors are encouraged to briefly review the conduct of the meeting on the evaluation form or verbally.

20. DIRECTOR REIMBURSEMENT

20.1 Out of Pocket Expenses

Directors serve on the board of the relevant company on a voluntary basis and are not remunerated for that service.

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.

20.2. DIRECTOR PROFESSIONAL DEVELOPMENT

Directors will be provided with an annual allowance of \$1,000 (per financial year, non-accruable) towards professional development, as signed off by the Chair. On an annual basis the board shall determine whether the allowance will be spent on group professional development or individually.

PART D – BOARD PROCESSES

21. BOARD MEETINGS

21.1 Meetings

Board meetings will be held in suitable locations as agreed in advance by each board. The board meeting schedule for the rolling 12 months will be circulated to all directors and included in each board meeting pack.

Each 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.

At no time will YWCA Australia hold concurrent board meetings with the board of YWCA National Housing or YWCA Housing. Each board must hold separate board meetings.

21.2 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.

21.3 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.

22. DISCUSSION AND DECISIONS BY THE BOARD

22.1 Conduct and discussion at Meetings

Each company is committed to ensuring that the its board operates at all times within a safe environment for discussion and dialogue. It is essential that directors feel able to contribute their thoughts and views and that differences are resolved constructively and respectfully for all parties.

22.2 Out of Session Decision Making – Circulating Resolutions

Each constitution permits its 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.

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 – 1 year				
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