



Board of Governance Charter

ROLE OF THE BOARD OF GOVERNANCE

The role of the Board of Governance is to set the strategic direction and to provide leadership and guidance for the organisation to deliver on its strategic initiatives, through strong governance and agile decision making.

KEY RESPONSIBILITIES OF THE BOARD OF GOVERNANCE

- ensure that Hampton Park Community House complies with its Constitution, values, vision and mission.
- identify the strategic priorities and direction for Hampton Park Community House and approve achievable strategic plans.
- ensure that Hampton Park Community House complies with all relevant laws, regulations, and regulatory requirements.
- ensure Hampton Park Community House meets its contractual and statutory obligations.
- approve an annual budget and monitor financial performance to ensure solvency and
- financial health
- identify the roles and functions of any sub-committees, office bearers or Board members, the Executive Officer, other staff, and personnel.
- manage risk by overseeing a risk management framework.
- plan for the succession of the Board of governance and Executive Officer
- ensure delegations of authority are clearly defined and documented.
- recruit, supervise and evaluate the performance of the Executive Officer
- review and manage the Board of governance's own effectiveness in performing its role.
- identify and manage conflicts that may arise within Hampton Park Community House or between it and others
- to promote within Hampton Park Community House a culture of participation, support, development, and wellness ensure that the organisation assesses its social, ethical and environmental impact.

DUTIES OF BOARD OF GOVERNANCE MEMBERS

The Board members are to manage and to have oversight of management of the business of Hampton Park Community House and may exercise all the powers of Hampton Park Community House that are not, by the Act or by the Constitution, required to be exercised by the Hampton Park Community House in general meeting.





In accepting their positions, the Board members undertake to provide sound governance and effective leadership to Hampton Park Community House. Board members commit themselves to ethical, professional and lawful conduct, including proper use of authority and appropriate behaviours.

Board members are required to be familiar and comply with the duties to which they are subject under the Legislation and otherwise at law, including the duty to act in good faith and in the best interests of Hampton Park Community House.

ROLE AND DELEGATION TO MANAGEMENT

The Board of governance has delegated to the Executive Officer (EO) the responsibility for the development of the operational plan and the implementation and achievement of the planned targets for Hampton Park Community House as set out in the Strategic Plan.

Management of day-to-day operations is undertaken by the EO, subject to specified delegations of authority approved by the Board of governance.

Any matters or transactions outside the delegations of authority must be referred to the Board of governance or Board of governance Executive committee (as applicable) for approval.

DECISION MAKING

Board members should bring an independent judgement to bear on Board of Governance 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 Hampton Park Community House.

Board members cast their vote on any resolution according to their own judgement. Outside the Board of governance room, Board members are required to support the letter and spirit of Board of Governance decisions.

INDEPENDENT ADVICE

Board members, with the agreement of the Chair, may seek independent advice at the reasonable expense of the Company on any matter before the Board of governance for consideration.

CONFIDENTIALITY

Board members will keep confidential Board of governance discussions, deliberations and decisions which are not publicly known. Confidential information received by Board members in the course of the exercise of their duties remains the property of Hampton Park Community House unless that disclosure has been authorised or is required by law.

Board members will not reveal to any other person any confidential information about the business of Hampton Park Community House; employees or volunteers and clients and the Board members understand that this obligation is subject to legal obligation to disclose information and this obligation applies both while they are a Board member and after they cease to be a Board of Governance member.





CODE OF CONDUCT

Board members will comply with the Board of governance Code of Conduct and are expected to act ethically at all times whilst undertaking their duties.

BUSINESS OF THE BOARD OF GOVERNANCE

The Board of governance are to adhere to the Board of governance Code of Conduct as it relates to public statements and social media comment. Board members are not to engage in social media comment about the business of Hampton Park Community House or with the media in general without the specific approval of the Chair.

CONFLICT OF INTEREST

Board members are obliged to comply with the Association's Conflict of Interest 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 Hampton Park Community House. Board members will undertake to advise the Association's Secretary in writing if a conflict or potential conflict of interest arises in the future and to stand down in any decision-making process in which they may be compromised.

Board members will:

- Act impartially and without prejudice
- Declare any potential or actual conflict of interest
- Not accept gifts or benefits that would influence a decision.

EXPECTATIONS OF BOARD OF GOVERNANCE MEMBERS

Board members are expected to make an adequate time commitment to attend Board meetings as scheduled by the Chair in consultation with Board members. Meetings can be attended in person or via remote access such as video or telephone conferencing.

It is expected that Board members attend at least 3 consecutive meetings of the Board members or at least 4 meetings over a period of 365 days. Board members are expected to apply for a leave of absence when they are unable to attend 4 meetings within a given year.

There is an expectation that Board members attend annual strategic planning days and business development workshops.

BOARD OF GOVERNANCE SIZE AND COMPOSITION

The size of the Board of governance will be determined in accordance with the Associations Constitution and Policies.





Collectively Board of governance Board members should have a broad range of skills, experience and knowledge necessary to guide the business of the Association. Members should also reflect the diversity of this community including, age, gender and other.

The Board of governance will determine and regularly review the composition of the Board of governance having regard to the mix of skills, experience and diversity of individual Board members and duration of the terms served by Board Members.

INDUCTION AND TRAINING AND DEVELOPMENT

New Board members will undertake an induction program to familiarise themselves with the Associations activities.

Board members are encouraged to undertake continuous education and professional development relevant to their role as Board members, including mandatory annual Child Safety training.

CHAIR

The Board of governance will appoint one of its members to be the Chair in accordance with the Associations Constitution.

If the Chair is absent from a meeting the Board members present must select one of the members present to act as Chair.

The Chair's role is to facilitate the effective contribution of all Board members and to promote constructive and respectful relations between Board members and between the Board of governance and management.

In particular the Chair:

- Provides leadership to the Board of governance enabling efficient organisation and conduct of the Board of governance processes.
- Manages the relationship between the EO and the Board of Governance
- Oversees the Board of Governance agenda and provision to Board members of timely, relevant information to assist them to be effective members who fully participate in Board of governance activities.
- Manages the business of the Board of Governance by presiding over meetings, resolving differences between Board members and seeing that decisions are reached promptly.
- Managing Board of governance interactions to be effective, open, focused, constructive, collegiate and respectful.
- Encourages debate amongst Board members;
- Guides and promotes on-going effectiveness and development of the Board of Governance and
- individual members;





- Monitors Board of Governance performance;
- Meeting with individual Board members (at least annually) as part of the performance valuation process;
- Meeting with the EO on a regular basis to review the EO's performance against key performance indicators approved by the Board of Governance.
- Ensuring that there is a process for the induction of new Board of Governance members.
- Ensuring that the Board of Governance allocates time each year for strategic planning and development and that strategy alignment is considered as a factor in every Board of Governance decision.

SECRETARY

The Board of Governance will appoint at least one Secretary. Appointment and removal of a

Secretary will be subject to Board of governance approval. All Board members shall have direct access to the Secretary.

The Secretary's role includes:

- Ensuring compliance requirements of the Board of Governance are met including regulatory fillings to relevant statutory and regulatory bodies including but not limited to ASIC (Australian Securities and Investment Commission) and ACNC (Australian Charities and Not-For-Profits Commission).
- Working with the Chair and EO to maintain and deliver best practice governance.
- Obtaining legal advice at the request of the Board of Governance.
- Providing advice and guidance to the Board of Governance on Governance matters.
- Authorise and sign contracts and leases when required in accordance with the Association's delegation's matrix.

BOARD OF GOVERNANCE SUB-COMMITTEES

The Board of Governance appoints Board Committees to assist the Board of Governance in particular areas but the Board of Governance cannot delegate its responsibilities. The Board of Governance will appoint the sub-committee Chair and Committee members based on individual skills, insights and expertise. The Chair of a Board of Governance sub-committee will report any matters of substance to the next Board of governance meeting. A copy of all sub-committee minutes will be provided to the Board of Governance for discussion and noting.

The Board of Governance currently has an Executive Committee, Governance & Policy Committee, Finance & Fundraising Committee, and a Risk & Emergency Management Committee whose role is to provide advice and assistance to the Board of Governance in relation to financial management, governance matters and managing risk.

Each committee has its own Terms of Reference which is to be reviewed at regular intervals and amended by resolution of the Board of Governance.





REVIEW OF BOARD OF GOVERNANCE EFFECTIVENESS

Every two years Board members will participate in a review of the Board of governance's effectiveness in carrying out its responsibilities, the performance reviews may include:

A collective review of effectiveness undertaken by the Board of Governance;

Individual performance reviews for Board members; (if appropriate)

Opportunities for Board members to give private feedback to the Chair on Board of Governance effectiveness.

or

Such other review mechanisms as the Board of governance decides.

The Chair, in consultation with the Board of Governance will consider whether or not an external facilitator is engaged to facilitate the annual Board of governance reviews.

CHARTER REVIEW

The Board of Governance Charter will be reviewed by the Board of governance every two years or as required. Any modifications to or replacements of this Charter must be approved by the Board of Governance.

DOCUMENT CHANGE HISTORY

Version number	Conducted by	Approved by	Date	Description of changes
1	Executive Committee	Board of Governance	05-2024	Endorsement of draft

