

PARENTS VICTORIA

Board Charter

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1. The Board

1.1 Board Responsibilities

On behalf of the stakeholders, especially the Members and clients, the Board is responsible for the stewardship and future well-being of Parents Victoria, a not-for-profit organisation.

The Board bears ultimate responsibility for the Parents Victoria achieving the purposes for which it exists. In providing leadership and strategic governance, the Board must:

- establish the organisation's mission, values, goals and objectives;
- identify and monitor the management of organisational risks;
- establish, monitor and review the strategic direction for Parents Victoria including review and approval of the strategic plans, annual budgets, financial objectives, significant capital allocations and expenditures and major initiatives;
- monitor Parents Victoria's performance against policies and other criteria that have been set by the Board;
- ensure there are adequate resources to realise Parents Victoria's mission, values, goals and objectives and that these are managed effectively through reliable financial systems;
- ensure the maintenance of Parents Victoria's status as a not-for-profit entity and registered charity;
- recruit and support the Executive Officer, and constructively monitor and assess their performance;
- determine the terms of employment and remuneration of the Executive Officer and Management Team;
- ensure that there are processes in place to identify, manage and monitor risks;
- ensure Parents Victoria's compliance with applicable laws and regulations, including ensuring its ability to meet its debts as they fall due;
- ensure there are mechanisms for consultation with key stakeholders, and continuing accountability to them; and
- ensure it is itself composed of persons who have the skills and qualities to effectively realise Parents Victoria's mission, values, goals and objectives.

1.2 Board membership

When serving as Board members, members' first duty and loyalty must be to Parents Victoria rather than to any constituency or nominating or appointing body.

Board members will be appointed to the Board in accordance with Parents Victoria's Constitution.

1.3 Board Appointments

The Board will:



- a. Ensure that there is an effective process for appointments to the Board to provide a mix of proficient Board members, each of whom is able to add value and to bring independent judgement to bear on the decision-making process. The process must include external advertising for Board appointments and appointed Board members would normally be expected to serve for at least two years.
- b. Assist Parents Victoria to make good appointments to the Board by ensuring that constituent bodies are fully conversant with the role, responsibilities, work programme and performance of the Board and its members.
- c. Provide a thorough orientation process for new Board members.

1.4 Board Conduct

Members of the Board and Committee members must perform their roles and responsibilities with honesty, integrity and respect. Recognising the different nature of their duties they must:

- Act in good faith (in the interests of Parents Victoria)
- Exercise their powers for a proper purpose
- Not obtain personal advantage or benefit
- Avoid conflicts of interests or duties
- Act honestly
- Act with reasonable care, skill and diligence
- Not make improper use of either their position on the Board or information gained from that role
- Not take unauthorised remuneration or other benefits
- Not exceed or abuse their powers

1.5 Governance philosophy and approach

The Board will govern Parents Victoria with an emphasis on:

- a. a future focus rather than a preoccupation with the present or past;
- b. strategic issues rather than administrative detail;
- c. pro-activity rather than reactivity;
- d. encouraging a diversity of opinions and views;
- e. the development and expression of a collective responsibility for all aspects of the Board's performance;
- f. continuing improvement in Board and individual Board member effectiveness; and
- g. the interests of Parents Victoria as a whole.

1.6 Strategic leadership

The Board will:

- a. Provide input that assists in identifying and understanding emerging trends and issues likely to affect the wellbeing of Parents Victoria, Members, stakeholders and clients.
- b. Review Parents Victoria's situation and agree the broad framework within which the strategic and business plans will be prepared each year.



- c. Establish, monitor and review the strategic direction for the organisation.
- d. Ensure the development of medium-term and annual business plans.
- e. Review and approve Parents Victoria's financial objectives, plans and actions, including significant capital allocations and expenditures.

1.7 Monitoring progress

The Board will monitor organisational performance against the strategic direction, including assessing operating results to evaluate whether the organisation is being properly managed.

1.8 Risk management

The Board will identify and evaluate the principal risks faced by Parents Victoria and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital developed with the resources of Parents Victoria and intrinsic to the value, or potential value, of Parents Victoria.

1.9 Direction of Board performance

The Board will:

- a. Select, monitor and, if necessary, replace the Executive Officer.
- b. Maintain an up to date framework for defining the Board's expectations of the Executive Officer's performance including the setting of a clear, annual performance agreement.
- c. Provide regular, honest and rigorous performance feedback to the Executive Officer on the achievement of such expectations.
- d. Ensure there are positive conditions for the motivation of the Executive Officer and ensure that there are adequate training systems and support mechanisms to support them in their role.

1.10 Compliance and integrity

The Board will:

- a. Ensure ethical behaviour and compliance with the Board's Code of Conduct & Ethics policy, State and Federal laws and regulations, audit and accounting principles and Parents Victoria's stated values and its governance documents.
- b. Ensure the integrity of Parents Victoria's internal control and management information systems so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times.

1.11 Monitoring and enhancing Board effectiveness

The Board will assess its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual Board members. To achieve this, an independent external review is to be undertaken on a triennial basis, with an internally coordinated survey to be undertaken in every other year.



1.12 Assurance of accountability

The Board will:

- a. Serve the legitimate collective interests of the present Members and stakeholders of Parents Victoria and account to them fully.
- b. Remain up to date in terms of Members' stakeholders' concerns, needs and aspirations.
- c. Report to an Annual Meeting of the Members on the performance of all Parents Victoria's entities and account for the Board's stewardship of that performance.
- d. Identify Parents Victoria's other internal and external stakeholders determining how Parents Victoria should relate to them and report to them on the performance of the organisation.

1.13 Record Keeping

Records should be kept in accordance with best practice, Australian Charities and Not-for-profits Commission (ACNC) Governance Principles and Recommendations and legislative requirements.

1.14 Dealing with governance breaches and complaints

The Board will develop and maintain a system for detecting, recording and dealing with governance breaches and complaints including those received from regulatory authorities.

All governance breaches will be recorded and fully investigated to determine their cause and to reduce the chance of recurrence. (In accordance with best practice and ACNC and Recommendations).

1.15 Other

The Board will perform such other functions as are prescribed by law or assigned to the Board under Parents Victoria's governing documents.

2. Conduct of Board Meetings

The Chair leads the Board in its performance of its roles and responsibilities, guides the Board members and the Executive Officer, and represents the Board to stakeholders.

The Chair in conjunction with the Executive Officer will establish the agenda for each Board meeting and will work with the Executive Officer to prepare for meetings of the Board.

The Board will ensure that reports and proposals for the Board are timely and contain the information and content required for the Board to perform its duties.

3. Board Member Independence

No Board member will be a member of the Management Team or have any commercial dealings with Parents Victoria.

- all Board members appointed by the Board are independent;



- the Chair of the Board is to be an independent Board member (i.e independent of the Management Team).

Further, should any of the below Committees be established:

- the Chair of the Audit & Risk Committee is to be an independent Board member, who is not Chair of the Board;
- the Audit & Risk Committee is to consist of a majority of independent Board members;
- the Chair of the Governance Committee is to be an independent Board member; and
- the Governance Committee is to consist of a majority of independent Board members.

All Board and committee members will be required to make an annual statement of their interests which may cause a conflict with Parents Victoria. Where a Board member becomes aware of a conflict of interest, that Board member must formally declare the conflict and participate in discussions and decisions about that matter only with the express approval of the Board.

A formal process is to be used for determining the independent status of a Board member based on consideration of whether the Board member or potential Board member:

- is employed, or has previously been employed in an executive capacity by Parents Victoria, 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 three years been a material professional adviser or a material consultant to Parents Victoria, or an employee materially associated with the service provided;
- is a material supplier of Parents Victoria, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
- has a material contractual relationship with Parents Victoria other than as a Board member.

The above process sets out key elements for consideration in relation to assessing independence, however the Board (with assistance from the Governance Committee, if one exists) has final determination on independence related issues with regard to the factors outlined above.

4. Board Committees

4.1 Attendance

Board members are expected to attend all Board and Committee Meetings. Members must notify the Board Chair or Committee Chair prior to the meeting if they are unable to attend a meeting.

4.2 Leave of absence

Board members must seek the Board's approval for a leave of absence. Board members must understand that failure to attend all meetings of the Board for a period of six (6) months without the prior consent of the Board automatically creates a vacancy on the Board as per the Constitution.

4.3 Circular Resolutions

The Board may pass a resolution without a Board meeting if all Board members entitled to vote sign a statement approving the resolution as set out.



Separate copies of a document may be signed in counterpart by Board members if the wording of the resolution is identical in each copy. The resolution is passed when the last Board member signs.

4.4 Resolution by Email

Board members may pass a circular resolution by email provided that each member approves the identical resolution.

Signatures are not required on a circular resolution by email. The resolution is passed when the last response is received.

4.5 Board Meetings – Teleconference

The Board can conduct meetings using any means of technology by which each Board member participating can hear and be heard. Such a Board meeting will be treated as held at the location at which the most Board members are present or, if Board members are located equally, at the Chair's location.

4.6 Strategic orientation

Board members should be future oriented, demonstrating vision and foresight. They are expected to think conceptually, taking a 'helicopter' or 'big picture' perspective. They should be able to synthesise and simplify complex information and ideas.

Their focus should be on strategic goals and policy implications rather than operational detail. They need to understand and focus on issues that are central to the success of Parents Victoria.

4.7 Financial literacy

Because the Board must monitor financial performance, Board members must be financially literate. They should be able to read financial statements for evaluating Parents Victoria's performance.

To achieve this, appropriate training and support will be provided by Parents Victoria. If something is not understood they are duty bound to question it until it is understood.

4.8 Sub Committees and Working Parties

The Board may establish sub committees and working parties to support it in its own work and assist it to carry out the Board's functions. Each sub committee and working party will have its own terms of reference which will be approved by the Board, and will have no delegated power other than that specifically provided to it by the Board. The performance of sub committees & working parties against their objectives will be assessed.



5. Governance Processes

5.1 Overarching Governance Process

The Board's job on behalf of its Members is to ensure Parents Victoria achieves its Mission and Strategic Goals and Objectives and, in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

5.2 Governance Policies

The Board is committed to governing through policies, enabling it to speak with one voice on critical issues and core values. The Board will carry out its governance responsibilities based on agreed policies.

5.3 Code of Conduct & Ethics

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority and acts in accordance with the Parents Victoria Code of Conduct & Ethics.

5.4 Conflict of Interest

The Board places great importance on making clear any existing or potential conflicts of interest for Board members. Conflicts of interest may occur:

- When a Board member, or their immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to Parents Victoria even where those dealings are of benefit to Parents Victoria.
 - When a Board member offers a professional service to Parents Victoria for remuneration.
 - When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.
 - Where a competing duty is also owed to a third person or organisation.
- a. Any business or personal matter which could lead directly or indirectly to a conflict of interest of a material nature involving a Board member and their role and relationship with Parents Victoria, must be promptly and fully disclosed and declared at a Board meeting and registered in the Register of Interest.
 - b. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
 - c. All conflicts of interest must be declared by the Board member concerned at the earliest time after the conflict is identified.
 - d. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
 - e. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the Board member concerned shall not vote on any resolution relating to that conflict or issue.
 - f. The Board member shall remain in the Board room during any related discussion only with Board approval.



- g. The Board will determine what records and other documentation relating to the matter will be available to the Board member.
- h. All such occurrences will be minuted.
- i. Individual Board members, aware of a real or potential conflict of interest of another Board member, have a responsibility to bring this to the notice of the Board.

5.6 Annual Agenda

To meet standards of good governance, the Board will follow a one-year agenda that;

- a. regularly reviews strategic achievements and relevant strategic issues;
- b. provides assurance that all relevant compliance requirements are addressed, and
- c. improves Board performance through education and continuous focus on its governance effectiveness.

The Board will develop an annual agenda setting out a framework for its year's work. Examples of recurring and once-off agenda items include:

- Scheduled review of the Board's stated results as indicated in the Board's strategic planning statements, e.g. via Executive Officer reports and presentations.
- Scheduled time for strategic planning.
- Scheduled assessment of organisational risk.
- Consultations with key stakeholders as appropriate.
- Governance education as appropriate e.g. sessions that facilitate a better understanding of the organisation's business.
- Other policy compliance.
- Board Effectiveness review.
- Executive Officer performance appraisal review meetings (setting up and reporting) and remuneration review.
- Preparation for or review of AGM matters.
- Meeting with the external auditor.
- Scheduled reporting by the Audit Committee or other Board committees.
- Specific Board discussion relating to projects currently underway, e.g. buildings, change programmes etc.
- All other matters that the Board can plan for.

5.7 Meeting Planning

All Board committee meetings are to be scheduled no less than three (3) weeks prior to each Board meeting.

- Agendas are to be prepared in consultation with the Committee Chairs, Executive Officer.
- Agendas of committee meetings are to be approved by the Committee Chair prior to circulation
- The minutes of committee meetings are to be approved by Committee Chair within one (1) week post meeting.
- Agendas for Board meetings are to be agreed with the Board Chair (with input from Executive Officer and Committee Chairs) two weeks prior to the Board meeting.
- All Board papers are to be made available no later than one (1) week prior to the Board meeting.



- Draft Board minutes are to be distributed no later than one (1) week after the Board meeting.
- Inclusion of additional items outside of these timeframes may only occur with the permission of the Board Chair or Committee Chairs.

5.8 Board Member Induction

The Board will provide to all new directors a thorough induction into the affairs of both the Board and Parents Victoria at large.

- a. All prospective directors will be provided with all relevant information.
- b. Prior to attendance at their first Board meeting, new directors will:
 - Receive a copy of the Board's resource handbook including Governance policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule, the annual agenda, details of all insurances held, last audited accounts and annual report and current financial statements; details of secured and unsecured borrowings; and minutes of the last three Board meetings.
 - Meet with the Chair for a governance familiarisation. This meeting may be held as a group session or with individuals.
 - Meet with the Executive Officer for an operational familiarisation.

5.9 Board Development

The Board has agreed to commit resources for:

- training and e-learning opportunities on governance and director issues; and
- Australian Institute of Company Directors membership for the Chair/Executive Officer

The Board's value-adding role requires that all directors must have access to professional development relevant to their duties as a Board member.

- a. The Board will make every reasonable effort to facilitate training for all directors and for the Board as a whole to maximise the value-adding contribution to the organisation.
- b. The Board will annually carry out a review of its performance.
- c. To assist it to fulfil its monitoring responsibilities the Board may engage outside assistance. This includes but is not limited to financial audit.
- d. All costs associated with effective governance will ensure the development of the highest standard of governance.

5.10 Solvency Declarations

The Board must formally review each Quarterly Finance Report and, and after due consideration and if there are sufficient grounds, pass a resolution to the effect that there are reasonable grounds to believe that Parents Victoria can pay its debts as and when they fall due.



5.11 Minutes of Board & Committee Meetings

Minutes of Board and Committee meetings must be approved at the next monthly meeting and be kept at Parents Victoria's storage and/or within Parents Victoria's secure online platform.

5.12 'In Camera' Meetings

Decisions made during *in camera* meetings and, where appropriate, the factors considered in determining to hold the Meeting *in camera* should be recorded in a separate set of minutes. In the absence of the Executive Support & Administration Officer from such a meeting, the chair of the meeting is responsible for ensuring that decisions, important factors and action items arising are minuted appropriately. It is in the best interest of the directors to maintain an appropriate record of the meeting should this information become necessary at a later date.

Minutes of an *in camera* Meeting should be circulated to those who participated in the Meeting and following their approval of the same the minutes should be kept confidential. In the interest of good corporate governance practice, the Executive Support & Administration Officer should maintain a separate list of *in camera* minutes.

At the start of each *in camera* meeting, the chair of the meeting must appoint a Board member to be responsible for recording the minutes of the meeting. Subsequently, the chair must ensure that minutes are provided to the Executive Support & Administration Officer for inclusion in the minute books as is required under the Act.

6. Board - Executive Officer Inter-relationship Policies

6.1 Delegation to the Executive Officer

The Board delegates to the Executive Officer responsibility for implementation of its strategic direction/strategic plan while complying with the Executive Officer Delegation policies.

- a. Only the Board acting as a body can instruct the Executive Officer. Typically, all instruction to the Executive Officer will be codified as policy.
- b. The Board will make clear Parents Victoria's strategic direction including performance indicators to be applied by the Board when reviewing the organisation's and the Executive Officer's performance.
- c. The Board will advise the Executive Officer in writing of any limitations it places upon the delegations to the Executive Officer.
- d. The Executive Officer is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation.
- e. Neither the Board nor individual Board members will 'instruct' staff in any matters relating to their work.
- f. The expert knowledge and experience of individual Board members is available to the Executive Officer, and to nominated staff where deemed appropriate and requested by the Executive Officer.

6.2 Board Chair and Executive Officer Relationship

The Board Chair shall provide the Executive Officer with regular opportunities to discuss ideas, check directions and act as a supportive sounding board for the Executive Officer.



A professional working relationship between the Board Chair and Executive Officer is essential. It is incumbent on both the Board Chair and Executive Officer to raise with each other in a professional and constructive manner any concerns they have about their relationship.

6.3 Executive Officer Authority

- a. Always with the proviso that the Executive Officer's decisions must be consistent with and not defeat the stated intent and the spirit of the Board's policies, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
- b. Acknowledging a Board member's right to have access to information necessary to meet their duty of care to the organisation, the Executive Officer may defer instructions or requests from individual Board members or from unofficial groups of Board members if, in their opinion, such requests or instructions are:
 - Inconsistent with the Board's policies;
 - are deemed to make unjustifiable intrusions into the Executive Officer's or other staff members' time; or
 - are an unjustifiable cost to the organisation.
- c. The Executive Officer must notify the Chair of the use of point b.

6.4 Executive Officer Performance Assessment

The Executive Officer's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Board determined strategic outcomes and compliance with Executive Officer Delegation policies. The Board will provide regular performance feedback to the Executive Officer.

- a. The Board's assessment of the Executive Officer's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.
- b. The standard applied to all facets of the performance assessment shall be that the Executive Officer has met or can demonstrate compliance with the intent or spirit of the Board policy/statement.
- c. The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
- d. The Board may use any one or more of the following three methods to gather information necessary to ensure Executive Officer compliance with Board policies and thus to determine its satisfaction with that person's performance:
 - Executive Officer reporting,
 - Advice from an independent, disinterested third party, or
 - Direct inspection by a Board approved Board member or group of Board members.
- e. If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the Executive Officer's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not the Executive Officer.



6.5 Privacy

The Board places a high emphasis on high quality ethical relationships with its members and stakeholders. The Executive Officer must not create or permit conditions or circumstances in which members' or stakeholders' rights, dignity or privacy is denied or treated lightly.

The Executive Officer must:

- a. not gather member information beyond that necessary for the provision of services or as required by law.
- b. protect against improper access to member information.
- c. provide a reasonable level of privacy for member interactions with Parents Victoria.
- d. ensure that there are systems to provide information to consumers (and their advocates) regarding the services including a process whereby a complaint or grievance can be pursued in respect of some aspect of their relationship with the organisation.