

3Bridges Community Limited

Board Charter

Purpose of Charter

The Board Charter sets out the role, composition and responsibilities of the Board Members (“the Board”) of 3Bridges Community Limited (“3BC”). The conduct of the Board is governed by the Constitution of 3Bridges Community and the Board Governance policies document, copies of which are located at www.3bridges.org.au. The Board’s conduct is also governed by the *Corporations Act 2001*.

The Board is required to ensure good governance. Governance is about:

- accepting responsibility for all aspects of the organization;
- guarding the organisations vision, mission, values and assets;
- protecting the integrity of the organization;
- ensuring the organisation is moving forward in a current strategic direction; and,
- ensuring the organisation has energy and long-term well-being.

A number of operational matters relating to the Board, such as number of meetings per year, notification of interests, and election of Board Members are governed by the Constitution and are not reproduced here.

Overview

The Board recognises that it is ultimately responsible for the operation and administration of 3BC and for the delegation of various authorities to the Chief Executive Officer and Management Team, whose performances and actions are monitored regularly by the Board. The Board is conscious of its obligations and accountability to members as well as other stakeholder, regulatory and ethical expectations.

The Board is committed to the Vision, Purpose and Values of 3BC.

Our Vision

People living in connected and enriched communities.

Our Purpose

Building a sustainable and responsive organisation to support communities and enrich people’s lives.

Our Values

‘VOICE’

VIBRANT by being energetic and engaging.

OPENNESS by being welcoming, honest and transparent.

INNOVATION in driving new ideas, opportunities to build a better community.

COLLABORATION by embracing new ideas, teamwork and partnerships.

EXCELLENCE through being recognised as leaders in the community.

1. Purpose of the Board

1.1. The Board has two broad purposes; compliance and performance.

1.1.1 **COMPLIANCE: conform with or exceed all legal requirements** Legal

- Monitor constitution
- Comply with Board Members' responsibilities
- Comply with laws
- Monitor insurance requirements

Accountability

- Monitor and audit financials
- Appoint external auditors
- Monitor and/or instigate compliance audits

1.1.2 **PERFORMANCE: assist the organisation to perform to its best potential**¹ Strategy and Policy

- Approve vision/mission and ensure it is embedded into the organisation's operations
- Approve strategic plan and policies and monitor regularly

Accountability

- Overall performance of the organisation
- Board evaluation, succession planning
- Report outcomes to stakeholders
- Appoint, and monitor the performance of the CEO against agreed performance indicators.
- Guide and advise the CEO

Public Relations

- Represent 3BC in the public arena and participate in its public and promotional activities
- Keep stakeholders informed
- Project a strong and positive image
- Promote the vision
- Facilitate cohesion
- Protect the interests of stakeholders
- Speak with one voice regarding Board decisions

¹. Refer to Policies BG4 - Governance and BG6 - Board Code of Conduct.

Risk Management

- Ensure up-to-date and effective risk identification and management strategy
- Monitor critical risks

- 1.2. The Board, while meeting its responsibilities, is mindful of the organisations mission and the objects of the organisation as embodied in its Constitution.
- 1.3. The Board has delegated authority for the operations and administration of the organisation to the CEO. Retained and delegated authorities are outlined in the 3BC's Delegation and Decision Matrix
- 1.4. The Board has no operational involvement in the conduct of organisations day-to-day business activities and delivery of services. Its role is confined to setting and reviewing strategic goals, policies and practices.

2. Membership and Term²

- 2.1. The Constitution provides for a minimum of five members and a maximum of ten. The Board consists only of non-executive independent individuals. No member of the Board may be a member of the paid staff of the organisation.
- 2.2. Board members are free from any interest and any business or other relationship which could, or could reasonably be perceived to; materially interfere with the Board member's ability to act in the best interests of the organisation.
- 2.3. Members who are volunteering for 3BC must resign from their former volunteering role once they are elected to the Board.
- 2.4. Membership of the Board shall be disclosed in the annual report.
- 2.5. The Board will plan for Board and Executive succession.

². Refer to 3Bridges Community Inc. Constitution, Policy BG1 - Membership, BG9 - Board Recruitment, BG11 - Board Succession

3. Board/Chief Executive Officer (CEO) relationship

- 3.1 The roles of the Chairperson and CEO are strictly separated.
 - 3.1.1 The CEO is responsible for:
 - achieving performance targets and budgets;
 - policy direction of the operations of the organization;
 - the efficient and effective operation of the organization; and,
 - bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.
- 3.2 The CEO is not a member of the Board.

4. Role of the Chairperson

- 4.1 The Chairperson is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's functions and for the briefing of all directors in relation to issues arising at Board Meetings.
 - 4.1.1 The Chairperson's duties also include:
 - promoting constructive and respectful relationships between Board members and between Board and management;
 - to act as the primary counsellor for the Chief Executive Officer;
 - provide effective communication with fellow members of the Board; and,
 - conduct the Board meetings in a time efficient manner.

5. Role of the Company Secretary

5.1 The Company Secretary's tasks on behalf of the Board are:

- to exercise their powers and discharge their duties with care and diligence;
- to exercise their powers and discharge their duties in good faith and for a proper purpose;
- not to improperly use their position to gain an advantage for themselves or someone else, or to cause detriment to the Company;
- not to improperly use information obtained by virtue of their position;
- to maintain a registered office;
- to manage board processes consisting of (but not limited to) board and committee papers, the circulation of agendas, minutes, discussions papers, proposals for the board and its committees;
- ensuring members and directors meetings are properly called and held. It is to be noted a Company Secretary cannot call a meeting without authority (e.g. a delegation or instruction from the Board);
- ensuring the necessary registers are established and properly maintained and ensuring the company's financial records are maintained, and reports in accordance with the requirements of the relevant legislation;
- ensuring records of members and directors meetings are kept in compliance with the *Act* and the organisations constitution, noting the Company Secretary cannot do this without authority; and,
- to notify ASIC of, any change in address within twenty eight (28) days; a change to the principal place of business; and financial reports.

6. Board Culture³

6.1 The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following is used to provide evidence of how the Board will demonstrate an engaged culture [taken from *Increasing Director Performance (Company Director, Vol 20 No 8 2004)*]:

6.1.1 Agendas

- The agendas of the Board limit presentation time and maximise discussion time.
- There are lots of opportunities for informal interactions among Board members.

6.1.2 Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions. Members spend appropriate time on important issues.

6.1.3 Beliefs

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

6.1.4 Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organisation.
- The Board is responsible for maintaining the organisations stature in the sector.
- Board members respect each other.

³ Refer to Policy BG5: Board Ethics and BG6: Board Code of Conduct

7. Reporting

- 7.1 Proceedings of all meetings are minuted and signed by the Chairperson or the Chairman of the meeting.
- 7.2 Minutes of all Board meetings are circulated to Board members and approved by the Board at the subsequent meeting.
- 7.3 Resolutions are first put to the Board in draft form (as a “Board Paper”) and, once passed, are recorded in a Resolutions Register.

⁴ Refer to Policy BG8: Board Meetings

8. Board Committees (Refer Committee Charters)

The Board has established the following Sub-Committees with delegated powers:-

- Finance and Audit Committee;
- HR and Change Committee; and,
- Governance and Risk Committee.

The Chairperson, while attending the Board Sub-Committees ex officio, cannot assume the role of Chair of these Sub-Committees; this position must be held by another Board member.

9. Individual Board Member Professional Development

9.1 To ensure Board members can fulfil their obligations and to continually improve the performance of the Board, all Board members are encouraged to undergo continual professional development during the term of their appointment. Professional development may relate to a particular subject area, Committee membership, or key developments in the Company’s market or operations.

9.2 Board members may develop a professional development plan in consultation with the Chairperson.

10. Review of Charter

10.1 The Board will review this Charter biannually to ensure it remains consistent with the Board’s objectives and responsibilities.

11. Publication of the Charter

11.1 Key features of the Charter are to be outlined in the organisation Annual Report.

11.2 A copy of the Charter is available at www.3bridges.org.au