

BOD - Policy 1 - Board Charter

Board Charter

In fulfilling its duties, the Headway Gippsland Incorporated (Headway) Board recognises that it governs according to Headway's Rules on behalf of, and at the discretion of, Headway's members and in the interests of Headway, taking into account the interests of Headway's stakeholders, in particular, people with Acquired Brain Injury (ABI) and disabilities who use, or might use, Headway's services.

Role

The Board is elected by the Members of Headway to ensure that Headway is effectively and consistently managed to deliver on its goals and Purposes. Headway is governed by the Board, except for those powers reserved to the members of Headway at general meetings. The Board has delegated the day-to-day management of the functions and service delivery of Headway to the Headway CEO. The Board will oversee strategic and business planning, monitor Headway's performance against the operational plan and review its management within a framework of agreed policies, strategic direction and legislative requirements.

Purposes

The purposes of Headway, as stated in our Rules are:

- To provide support, information and training for individuals, carer /family members and the general community.
- To provide information and referrals to appropriate service providers.
- To assist people with acquired brain injury in identifying their individual needs.
- To encourage community involvement.
- To ensure the financial stability of the organisation
- To support people with Acquired Brain Injury in learning social and independent living skills in order to enable them to expand their options within a community of their choice.

Responsibilities

In carrying out its responsibilities and exercising its powers, the Board at all times recognises its overriding responsibility to:

- Act honestly, fairly, carefully and in accordance with the law
- Pursue the purposes of Headway, as stated in Headway's Rules and use the resources of Headway economically, efficiently, effectively and in accordance with legal or other requirements that govern Associations in Victoria.

The Board is accountable to the members for the overall strategy, governance and performance of Headway. The role of the Board includes the following:

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Compliance & Risk Management

Headway has a board planning calendar which includes key dates, commitments, contracts and legislation listed in order to track our compliance with our obligations. This ensures that Headway is managed to meet requirements under the statutory, regulatory and policy framework including, but not limited to:

- The Associations Incorporation Reform Act 2012
- The Disability Act (Victoria) 2006
- The Occupational Health and Safety Act 2004
- Oversee risk management, including Occupational Health and Safety and quality systems
- Monitor regulatory and policy reporting and compliance
- Recommend auditors to the members
- Oversee the audit process and review reports
- Oversee and review the Risk Management Plan

Budgeting & Financial Reporting

- Oversee and approve the establishment, maintenance and operation of an appropriate financial framework
- Oversee the ongoing financial viability of Headway
- Oversee and approve Headway's investment strategy and investment portfolio
- Oversee the process of development and approval of the annual budget; monthly financial operating statements; cash flows and liquidity; capital expenditure; capital requirements and property management
- Review financial performance against goals and plan corrective actions where appropriate
- Ensure the financial resources of Headway are used efficiently and to achieve it's Purposes.

Strategy & Policy

- Set a clear long-term strategic direction for Headway
- Approve the annual Operational and Quality Improvement Plan(s)
- Consider and approve major decisions impacting Headway and its ability to fulfil it's Purposes.

Human Resources

- Appoint the CEO
- Monitor the CEO's performance based on an annual performance plan

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- Ensure the Nominations and Remuneration Committee annually review and approve the CEO's remuneration package
- Ensure the accurate preparation and submission of annual reports as required by government legislation, policy or through funding and services agreements
- Develop a succession plan for the CEO

Ensuring Effectiveness

- Regularly review and assess Board performance
- Plan for the succession of Board members in a manner that provides for the diversity and development of the overall Board's skills
- Headway will work to support the full participation of all Board members in Board activities in order for Directors to work in the best interests of Headway.

Legal Duties Of Board Members

Board members of Headway have a range of personal legal duties arising from legislation, the Rules and common law. If an individual member of the Board breaches these duties, they may face civil or criminal penalties.

Board members have the following FIVE legal duties:

1. Act in good faith and for proper purpose. This means act honestly and put the interests of the organisation above all else. It also means making decisions that are for the betterment of the entire organisation and its services, not based on your personal biases or needs.
2. Act with care and due diligence: that a reasonable person in that position would exercise. This means protection is afforded to Board members where they:
 - Make a business judgement in good faith and for a proper purpose;
 - Practically, the Business Judgement Rule means a Board member must be fully up-to-date with the organisation's activities and take an active role in decision-making. Board members need to:
 - Attend all, or the majority of Board meetings
 - Obtain sufficient information and advice about major activities or proposals put to the Board, before deciding whether to approve them – not just rubber-stamping recommendations of other Board members or the CEO.
 - Do not have a material personal interest in the subject (see conflict of interest);
 - Inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate, and rationally believe that the judgment is in the best interests of the organisation.
 - Understand the financial reports to ensure the organisation is not trading while insolvent or does not make decision that can lead to insolvency.

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3. Do not improperly use Board information or your position. All Board documentation and discussions are confidential. Collectively the Board decides how information will be communicated to others outside of the Board. You cannot use the information or your position to gain advantage or cause harm to the organisation.
4. Not gain in a personal way from being a Board member and avoid conflict of interest.
5. Avoid conflicts of interest means to understand when a Board member's duty to the organisation conflicts, or could conflict, with their duties, obligations or interests elsewhere. This is extended to families and friends and includes any involvement as a service user.

Board Member Expectations

The requirements for membership and Board size are set out in the Constitution. In addition to those requirements, the Board will seek to ensure that there is a balance of skills and experience.

It is expected that Board members will:

- Fulfil their legal duties.
- Fully participate in the business of the Board
- Attend all or most of the Board meetings so they can fulfil their legal duties
- Keep informed about developments within Headway and the wider disability services arena
- Be a positive ambassador and use your networks to build the profile of Headway
- Participate in Board performance reviews
- Embrace the Purposes, Vision and Mission of Headway
- Complete mandatory administration requirements within a one month period of joining the Board. This includes but is not limited to signing of relevant Board paperwork and obtaining NDIS worker screening.
- Respond to circular resolutions sent out for decisions between meetings (which are usually minor in nature) by the date outlined on the circular resolution. Regardless of the manner of voting, if any Director does not respond to the resolution, it cannot be passed despite potentially having a majority vote.

The Board will seek to ensure a balance of skills and experience which are set out in the Board and CEO Succession Planning Policy. Board members must have a desire to serve, including:

- Being passionate, interested and engaged
- Making the necessary time commitment for preparation, ad hoc meetings and service visits.

The attributes of Board members should include a mix of:

- Active participant and contributor

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- Advocate for the organisation and its public profile
- Advocate for the use of Headway's services
- Pro-active and collaborative input
- Diversity (age, gender, language and culture)
- Team player, able to see different points of view, good judgement
- Understanding and respecting the different roles of Board and management
- Understanding qualitative as well as quantitative measures of performance.

Chairperson's Role Description

The Chairperson has an overall responsibility for ensuring the Board's wellbeing and success and setting and maintaining a culture and processes that are positive, constructive and energetic.

The Chairperson will not solely and/or personally change any aspect of Board policy; supervise or direct the CEO or inhibit the free flow of information to the Board, necessary for sound governance. The Chairperson will never come between the Board and the proper exercise of its governance role, or between the Board and the CEO.

Duties & Responsibilities

The Chairperson will:

1. Ensure that the Board operates in ways that are consistent with Headway's policies and Rules;
2. Liaise with the CEO/ Minute taker regarding the preparation of the Board's Agenda, Papers and Minutes;
3. Chair the Board's Meetings efficiently and in accordance with the agreed agenda;
4. Manage Board level issues, discussions, conflicts and tensions, ensuring always that all Board members are treated even-handedly and fairly and that all Board members are encouraged and enabled to make a contribution to the Board's deliberations;
5. Assist the CEO in planning for, and conducting, the Annual General Meeting;
6. Prepare a Chairperson's Statement for Headway's Annual Report;
7. Assist in the induction of his or her successor as Chairperson, in normal circumstances;
8. Be the Board's Spokesperson to the members. (Note: This is different from the role of Company Spokesperson, a task undertaken by the CEO, exceptional circumstances aside);
9. Coordinate the process of appointment of the CEO;
10. Ensure the Nominations and Remuneration Committee undertake their role in conducting the CEO's annual performance and remuneration review, in accordance with the Terms of Reference, CEO's contract and aligned policies;

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- 11.** Ensure the Nominations and Remuneration Committee undertake their role to evaluate the Board's performance and continually refresh the Board's membership through recruitment of new Board members and assist in their induction;
- 12.** Assist with the management of any situation where one (or more) of Headways Board members has acted inappropriately, unethically or illegally;
- 13.** Ensure all sub-committees of the Board are effectively carrying out their role in accordance with Board responsibilities.
- 14.** Be available to meet on a regular basis, in person or by other means with the CEO in order to facilitate communication between the Board and Management.
- 15.** The Chairperson may delegate duties and responsibilities of the position as required from time to time but remains ultimately accountable for the overall role.