

## Organisational Governance Policy

### 1. Policy

#### Introduction

Uniting (Victoria and Tasmania) Limited is the community services entity of the Uniting Church Synod of Victoria and Tasmania, established in 2016 through the refounding of 22 community service agencies of the Uniting Church, the Share Appeal and Synod led early childhood services. The Uniting values; 'imaginative', 'bold', 'respectful', and 'compassionate' underpin our work and shape the nature of our relationships with consumers and other stakeholders.

Uniting's purpose statement commits the organisation to 'inspire people, enliven communities and confront injustice' – an aspiration which requires representatives to enact the Uniting values in line with the ethos of the Uniting Church. These values are supported by the Code of Conduct which provides clear guidance on the standards of behaviour and practice that are expected from all Uniting representatives.

### 2. Purpose

This Policy sets out the principles to be enacted by the Board of Uniting and their delegated representatives in effecting best practice organisational governance. The Board will ensure, consistent with the Uniting Constitution, that Uniting achieves its vision, strategic goals and objectives and, in doing so, will meet all the legal and ethical responsibilities and requirements accompanying 'best practice' corporate governance.

Audience	Board, committees and sub committees, permanent and casual employees, volunteer carers, other volunteers, contractors, sub-contractors, agency staff providing care in Uniting facilities or on behalf of Uniting, students completing practical work or other placements and any other person acting for or on behalf of Uniting.
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### 3. Protocol

The Board will exercise its authority according to rules, structures, processes and systems in order that:

- strategic objectives are set and achieved
- risk is identified, assessed, monitored and managed
- performance and innovation are optimised to realise community benefit and improved client or consumer outcomes.
- it remains an integral part of the life of the Uniting Church

From the Principles set out below, frameworks, policies, procedures, operations, support services and practice will outline the actions and standards to instruct and guide the organisation.

## **Principles**

### ***Principle 1***

#### **Purpose and strategy: The organisation has a clear purpose and a strategy which aligns its activities to its purpose**

- The organisation's purpose is clear, recorded in its governing documents, being the Constitution and the Relationship Agreement and understood by the board
- The board approves a strategy to carry out the organisation's purpose
- Decisions by the board further the organisation's purpose and strategy
- The board regularly devotes time to consider strategy
- The board periodically reviews the purpose and strategy

### ***Principle 2***

#### **Roles and responsibilities: There is clarity about the roles, responsibilities and relationships of the board**

- Directors' roles are clear and understood by the board
- Directors understand and meet their duties under the law
- Directors meet any eligibility requirements relevant to their position
- Delegations of the board's authority are recorded and periodically reviewed
- The role of the board is clearly delineated from the role of management

### ***Principle 3***

#### **Board composition: The board's structure and composition enable it to fulfil its role effectively**

- Directors are appointed based on merit, through a transparent process, and in alignment with the purpose and strategy
- Tenure of directors is limited to encourage renewal and staggered to retain corporate knowledge
- The board reflects a mix of personal attributes which enable it to fulfil its role effectively
- The board assesses and records its members' skills and experience, and this is disclosed to stakeholders
- The board undertakes succession planning to address current and future skills needs in alignment with the purpose and the strategy

### ***Principle 4***

#### **Board effectiveness: The board is run effectively and its performance is periodically evaluated**

- Board meetings are chaired effectively and provide opportunity for all directors to contribute
- Directors seek and are provided with the information they need to fulfil their responsibilities
- Directors are appropriately inducted and undertake ongoing education to fulfil their responsibilities
- The board's performance, as well as the performance of its chair and other directors, is periodically evaluated
- The relationship between the board and management is effective

### ***Principle 5***

#### **Risk management: Board decision making is informed by an understanding of risk and how it is managed**

- The board oversees a risk management framework that aligns to the purpose and strategy
- Directors seek and are provided with information about risk and how it is managed
- The board periodically reviews the risk management framework

### ***Principle 6***

#### **Performance: The organisation uses its resources appropriately and evaluates its performance**

- The board oversees appropriate use of the organisation's resources
- The board approves an annual budget for the organisation
- The board receives and considers measures which evaluate performance against the strategy
- The board oversees the performance of the CEO
- The board monitors the solvency of the organisation

### ***Principle 7***

#### **Accountability and transparency: The board demonstrates accountability by providing information to stakeholders about the organisation and its performance**

- The organisation’s governing documents and policies relevant to its governance are available to stakeholders
- The board oversees appropriate reporting to stakeholders about the organisation’s performance and financial position
- Transactions between related parties, if any, are disclosed to stakeholders
- Directors’ remuneration and other benefits, if any, are disclosed to stakeholders
- Members have the opportunity to ask questions about how the organisation is run and to hold the board to account for their decisions

### ***Principle 8***

#### **Stakeholder engagement: There is meaningful engagement of stakeholders and their interests are understood and considered by the board**

- The board understands who the organisation’s stakeholders are, their needs and their expectations
- The board understands and oversees Uniting’s relationship with The Uniting Church in Victoria and Tasmania across all levels (Synod, Presbyteries, Congregations and Institutions) and the relationships with other National Uniting Church bodies and Uniting Church Institutions from other Synods
- The board oversees a framework for the meaningful engagement of stakeholders
- Stakeholders are considered in relevant board decision making
- There is a process for gathering and responding to complaints and feedback from stakeholders
- The board oversees a framework for how the organisation works with and protects vulnerable people

### ***Principle 9***

#### **Conduct and compliance: The expectations of behaviour for the people involved in the organisation are clear and understood**

- The board articulates its expectations of conduct, and the consequences for misconduct, for the people involved with the organisation
- The board oversees compliance with relevant laws, regulations and internal policies
- Conflicts of interest are identified, disclosed and managed
- There is a process for investigating misconduct and relevant instances are brought to the attention of the board

### ***Principle 10***

#### **Culture: The board models and works to instil a culture that supports the organisation’s purpose and strategy**

- The board defines and models a desired culture that aligns to the purpose and strategy
- The board oversees a strategy to develop and maintain the desired culture
- The board oversees mechanisms to monitor and evaluate organisational culture
- The organisation’s values are clear, periodically reviewed and communicated to stakeholders
- The board oversees a framework for the reward and recognition of workers

#### Responsibility

- The Board (or the delegated Board Committee) is responsible for approving this policy, any changes to it and overseeing compliance with this policy
- Management are responsible for ensuring that policies are operating effectively and being adhered to
- In the first quarter of each financial year management will report to the Board regarding adherence to approved policies and any required improvement plans

#### 4. Definitions

Term	Meaning
Compliance	Conforming to a rule, such as a specification, policy, standard or law. Regulatory compliance describes the goal that organisations aspire to achieve in their efforts to ensure that they are aware of and take steps to comply with relevant laws, polices, and regulations.
Ethical	Being in accordance with the rules or standards for right conduct or practice, especially the standards of a profession or the delivery of a service.
Governance	Governance has been defined to refer to decision making structures and processes that are designed to ensure accountability, transparency, responsiveness, rule of law, stability, equity and inclusiveness, empowerment, and broad-based participation.
Principles	Fundamental statements foundation for a system of operation, belief or behaviour.
Regulations	A rule endorsed by government where there is an expectation of compliance
Reputation	The beliefs or opinions that are generally held about someone or something.
Risk	A situation exposing an individual, individuals or organisation to danger, harm or loss.

#### 5. Related Legislation/Regulations

Privacy Act 1988 (Cth)  
 Corporations Act 2001 (Cth)  
 Fair Work Act 2009 (Cth)  
 Equal Opportunities Act 2010 (Vic)  
 Anti-Discrimination Act 1998 (Tas)  
 Disability Act 2006 (Vic)  
 Disability Services Act 2011 (Tas)  
 NDIS Quality & Safeguarding Framework  
 NDIS Practice Standards and Rules 2018  
 Aged Care Quality Standards  
 National standards for mental health services 2010  
 Children’s Services amendment Act 2019 (Vic)  
 Children’s Services Regulations 2020 (Vic)  
 The Child Care Act 2001 (Tas)  
 Education and Care Services National Law Act 2010  
 Education and Care Services National Regulations 2011: Regulation 168(2)(l)  
 QIC Health and Community Services Standards 7th Edition

#### 6. Related Documents

Code of Conduct  
 Quality and Compliance Policy

Delegations of Authority Policy  
 People and Culture Policy  
 Child Safety Policy  
 Feedback Policy  
 Privacy Policy  
 Risk Management Policy  
 Early Learning Complaints and Grievances Policy  
 Early Learning Privacy and Confidentiality Policy  
 ACECQA National Quality Framework  
[Early Learning Organisation Structure](#)  
 Justice Connect: <http://www.justiceconnect.org.au/>  
 Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au)

## 7. Appendices

### Appendix 1 Board Charter

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## 1 Introduction

This Board Charter provides an overview of the Board's governance obligations. It should be considered in conjunction with the Corporations Act, the ACNC Act, other relevant legislation, the Constitution and any supporting policies.

It is expected that Directors will comply with this Charter and any subsequent amendments.

## 2 Definitions

For the purposes of this Charter:

- *ACNC* means the Australian Charities and Not-for-Profits Commission or any substitute or replacement government agency having responsibility for the tax or charitable status of Uniting.
- *ACNC Act* means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- *ASIC* means the Australian Securities and Investments Commission.
- *ATO* means the Australian Taxation Office.
- *Board* means the board of Directors of Uniting.
- *Board member* means a Director of Uniting.
- *CEO* means the Chief Executive Officer of Uniting (if one has been appointed).
- *Chair* means the chair of the Board.
- *Charter* means this Board charter, including any attached schedules or annexure.
- *Church* means the Uniting Church in Australia.
- *Code of Conduct* means the behaviour and expectations set out at section 5.2, which outlines the expected ethical and behavioural aspects of Officers and employees of Uniting.
- *Company* means Uniting (Victoria and Tasmania) Limited, ACN 098 317 125.
- *Constitution* means the constitution, or any other constituent documents governing the operations of Uniting.
- *Corporations Act* means the *Corporations Act 2001* (Cth).
- *Director* means a director of Uniting.
- *Officer* has the meaning given to that term by section 9 of the Corporations Act and includes Directors, the Secretary and all persons who make or participate in making decisions affecting Uniting (including members and employees) or who have the capacity to significantly affect those decisions or Uniting's financial standing.
- *Secretary* means a secretary of Uniting.
- *Synod* means the Synod of the Church in Victoria and Tasmania or its Standing Committee or its duly authorised sub-committees or officers when acting on behalf of the Synod between meetings of the Synod.
- *Uniting* means Uniting (Victoria and Tasmania) Limited

### **3 Scope of Board Charter**

#### **3.1 Purpose**

This Charter and any supporting policies form the basis for the governance framework for Uniting.

The aim of this Charter is to:

- assist Directors to understand their obligations, the Board's policies and obligations, and those of Uniting;
- provide surety and consistency to facilitate reliability and confidence in the Board's operations;
- ensure the Board has policies and procedures in place to enable it to operate effectively and efficiently in managing Uniting; and
- enable the Board to effectively manage its operations and interactions with regulators and auditors.

#### **3.2 Interaction with Constitution**

This Charter is intended to operate in conjunction with the Constitution and the Relationship Agreement, and has been made pursuant to the Board's powers to regulate its affairs under the Constitution.

The Charter must at all times be read subject to the Constitution.

In the event of any discrepancy or ambiguity arising concerning the interpretation or application of any provision, the Constitution's interpretation or application will take priority.

Any provision in this Charter that is impacted by any amendment to the Constitution must be read as if amended along with the Constitution, and the appropriate changes must be effected by the Board at its earliest opportunity.

Subsequent to the adoption of the Constitution by the Members, the Synod has approved delegations specific to sections 3.3.1(d) disposal of assets and (f) capital expenditure of \$10million.

#### **3.3 The Church**

Uniting is a community service Institution of the Synod.

Subject to law and subject to complying with the conditions attaching to its taxation endorsements and registrations under the ACNC Act, Uniting is in a subsidiary relationship with Synod and shall adhere to any applicable regulations, standards or policies of the Church and the Synod.

Uniting must obtain the prior written consent of the Synod in relation to certain matters; these are set out in the Constitution.

Uniting and the Church have also entered into a Relationship Agreement (23 December 2016) that sets out the nature of the relationship, reporting requirements and other matters.

#### **3.4 Policies**

Subject to the Constitution and law, the Board may develop and implement policies concerning any aspect of the operation of Uniting.

Where this Charter and a policy deals with the same subject matter, the policy will prevail.

The Board must make all relevant policies available to all Directors upon induction and upon request.

## **4 The Board**

### **4.1 Directors**

Directors must be appointed in accordance with the Constitution, the Corporations Act and the ACNC Act. Directors must only be appointed if Uniting has received their prior written consent.

### **4.2 Chair**

The Board must elect a Director to be the Chair of the Board.

The Chair of the Board must provide leadership to the Board, ensure the Board's progress is consistent with Uniting's strategic plan and that its actions are consistent with Company policy, ensure compliance with any Code of Conduct, and preside over Board meetings in accordance with clause 6.2.

### **4.3 Function and purpose**

The Board is responsible for:

- ensuring effective governance of Uniting;
- providing leadership to Uniting to protect and further the pursuit of its charitable and benevolent purposes;
- determining the Uniting's purpose, vision, priorities and strategic direction, and the activities to be undertaken to achieve these;
- determining Level 1 organisational policies to ensure the effective operation and management of Uniting; and
- ensuring Uniting complies with all relevant legislation, and all compliance obligations.

### **4.4 Committees**

The Board may, in accordance with the Constitution and any regulations, form committees to assist the Board, and may define their functions and terms of reference, and delegate any of their powers permitted under the Constitution and any delegation policy to those committees to achieve those functions.

The Board may dissolve any such committee, and may revoke any delegation.

A committee exercising the delegated power of the Board must act within the terms of reference imposed by the Board and all delegation limitations. Any Director may elect to attend a meeting of a Committee, subject to reasonable prior advice being provided to the Committee Chair. All Committee papers will be available on the Board portal to all Directors.

The Committees established at the time this Charter was last reviewed are:

- 4.4.1** Governance and Key Relationships Committee;
- 4.4.2** Finance, Investment & Property Committee;
- 4.4.3** Audit & Risk Management Committee;
- 4.4.4** Quality & Clinical Governance Committee; and
- 4.4.5** Disability and Mental Health Committee

### **4.5 Responsibilities**

The Board must:

- 4.5.1** act consistently with any business or strategic plan or other document approved by the Board and relevant to the operations of Uniting;
- 4.5.2** establish, enforce and update as necessary:



- an appropriate Code of Conduct for Directors, employees and members of Uniting;
- appropriate procedures for assessing and dealing with the performance of the Directors and the Board generally;
- appropriate procedures for dealing with conflicts of interests;
- appropriate procedures for the conduct of meetings (whether Board meetings or general meetings of Uniting – refer Section 6 below); and
- appropriate procedures and internal controls to prevent the misuse of Uniting’s property or finances;

**4.5.3** ensure adequate and appropriate records are kept on matters such as financial records, meetings and delegations;

**4.5.4** ensure only qualified and experienced employees are appointed to Uniting and in appropriate roles for those qualification and experience; and

**4.5.5** ensure compliance with the powers reserved to the Synod, as set out in the Constitution at section 3.3 Approvals.

#### **4.6 Strategic and business planning**

The Board is responsible for the strategic planning of Uniting, to determine the manner in which Uniting is to progress, and to set reference terms for the development of policies and initiatives.

The Board must engage in strategic planning by establishing, implementing and updating:

- a strategic plan, setting out Uniting’s goals and objectives;
- a business plan, setting out Uniting’s operational activities; and
- an annual budget, setting out Uniting’s proposed expenditure.

The strategic plan and the business plan must be regularly reviewed and the business plan updated (at least annually) to determine alignment with the then current progress of Uniting. The annual budget must be updated as necessary.

#### **4.7 Risk Management**

The Board must oversee the risk management of Uniting and must establish, enforce and update as necessary appropriate procedures for identifying, assessing and dealing with risk (including interventions and investigations where necessary). In this context, risk management involves protecting Uniting from potential events having a negative impact on its objectives.

Directors must consider all relevant risks when making decisions.

Directors must each assure themselves that adequate risk management procedures are implemented by Uniting, including by:

- understanding the risk management process and levels of acceptable risk;
- receiving and reviewing regular reports on Uniting’s risk management procedures;
- reviewing the minutes of Uniting’s risk committees (if any) to ensure risks are identified and appropriately managed; and
- ensuring the periodic review of Uniting’s risk management practices by external auditors.

## **4.8 Relationships**

### **4.8.1 Chief Executive Officer**

The Board may appoint a CEO, who is a Uniting employee and by virtue of their role an Executive Director. The Board must decide the terms of the CEO's appointment.

The Board is responsible for the CEO's performance, and must maintain appropriate oversight over the CEO's activities.

The CEO will at all times be subject to and will act in accordance with any Board directions.

The Board may delegate exclusively or non-exclusively to the CEO any of its powers or functions (not being duties imposed on the Board as Directors by the Corporations Act or the general law) in accordance with the Company's delegation policy, or if this does not exist, as the Board thinks fit.

The CEO must:

- effectively perform any role within its job description, or any task delegated by the Board;
- maintain oversight and/or direct involvement (as necessary) in all aspects of the Company's operations;
- maintain communication with the Board as necessary, including escalating for the Board's consideration any matter required to be escalated;
- provide accurate and timely information and reports to the Board, to enable the Board to perform its role effectively;
- generally support the Board in its role; and
- attend each Board meeting, saving that where directed by the Board, withdraw from a Board meeting for the period directed.

### **4.8.2 Secretary**

The Board must appoint a Secretary.

A secretary must be appointed in accordance with the Constitution, the Corporations Act and the ACNC Act. A Secretary must only be appointed if Uniting has received their prior written consent. The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board sees fit.

The Secretary undertakes duties as set out in the Corporations Act and the ACNC Act and as assigned by the Board from time to time.

The Board may dismiss a Secretary and make a new appointment.

### **4.8.3 Synod**

Uniting is in a subsidiary relationship with Synod and as such will comply with any applicable Regulations, standards or policies of the Church and the Synod.

## **4.9 Director induction**

The Board must establish and implement an effective and thorough orientation process and manual for new Directors and in an appropriately modified way for co-opted committee members.

The induction must ensure new Directors are provided with or have access to all relevant information and are familiarised with all relevant areas of Uniting, to enable the new

Directors to perform their roles.

Director induction must include a comprehensive guide of matters and topics to be discussed with, and materials to be supplied to the new Director, including information on:

- rights, duties and responsibilities;
- expectations of and from the Director;
- acting in the best interests of Uniting;
- managing conflicts of interest; and
- an induction program.

#### **4.10 Professional development**

The Board will review in February each year its priorities for professional development for the year ahead. The Governance Committee will ensure continuous education and professional development programs are made available to Directors as and when necessary.

A pool of funds for individual Director professional development, equal to ten (10) percent of Director remuneration, will be budgeted for annually. Access to the funds is via application to the Chair. Any application from the Chair to access the funds will be directed to the Governance and Key Relationship Committee.

#### **4.11 Board Performance Review**

The Board must, at least annually, assess its performance both collectively and as individual Directors.

This may be conducted through:

- self assessment;
- peer assessment; and/or
- interviews conducted by an external facilitator or the Chair.

All matters relating to a Director's assessment are confidential and must only be discussed between the Chair and the Director involved. Director assessments must not be presented to other Directors unless consent to do so has been provided by the Director concerned, or unless the assessment is de-identified and presented in an aggregate form.

Every 3 years the Board must seek external input on an assessment of its progress and development.

#### **4.12 Board remuneration**

Remuneration for Uniting Board members and Board Committee Chairs recognises the considerable professional skill, knowledge and commitment required for board and committee business (including preparation time, meeting attendance, correspondence, research and consultation with management) plus other duties such as representation at public events.

Remuneration for Board and Committee members must be transparent, fair and equitable and satisfy the following considerations:

- Appropriate for the agency size and complexity.
- Sufficiently competitive to enable the attraction and retention of highly skilled and committed directors as members of a professional board.
- Be within the financial capacity of the agency to support.
- Able to be administered and paid efficiently and accurately.

The Board policy in this regard is an Attachment to the Organisational Governance Policy. The policy sets out how Board members and Board Committee Chairs are remunerated in the cap determined by Synod and a procedure for the authorisation of these payments.

It also includes reimbursement procedures, access to corporate credit cards and reimbursement of costs for co-opted committee members who are not board directors.

## **5 Board members**

### **5.1 Duties of Individual Directors**

Each Director is obliged to carry out their function in accordance with the duty to:

- 5.1.1** take reasonable care and diligence in the performance of their office;
- 5.1.2** make decisions as a Board:
  - (a) in good faith and for a proper purpose;
  - (b) without a material interest in the subject matter of that decision;
  - (c) having informed himself or herself about the subject matter of the decision to the extent reasonably believed to be appropriate; and
  - (d) rationally believing that the decision is in the best interests of the Company;
- 5.1.3** act in good faith and act honestly in the best interests of Uniting with the level of skill and care expected of a director of a leading charitable not-for-profit organisation;
- 5.1.4** not improperly use their position (or information they have been privileged to know because of that position) to gain an advantage for themselves or someone else, or to cause detriment to Uniting;
- 5.1.5** owe a primary fiduciary duty to Uniting;
- 5.1.6** maintain the confidentiality of Uniting matters and Board deliberations, unless the Board permits disclosure;
- 5.1.7** not place themselves in a position where their duty to Uniting conflicts with some other duty or where they have a conflict of interest; and
- 5.1.8** prevent Uniting from incurring a debt when the Company is insolvent or from becoming insolvent by incurring that debt.

Breach of these duties may lead to the sanctioning of the Director by the Company, which may include suspension or dismissal.

A breach of a Director's duties may also result in the imposition of civil penalties by the ASIC. Any reckless or intentional dishonesty may result in criminal offences.

Former Directors retain obligations to Uniting after resigning their positions, including (but not limited to) obligations of confidentiality.

### **5.2 Conduct**

Directors are required to comply with the Board approved organisational Code of Conduct.

### **5.3 Conflicts of interest**

Directors are required to comply with the Uniting Conflicts of Interest policy.

### **5.4 Gifts, benefits and hospitality**

Directors are required to comply with the Uniting gifts, benefits and hospitality policy.

## **5.5 Confidentiality**

Confidential information which is presented or made available to the Board, whether personal or sensitive information or information which is commercial in confidence, must be kept confidential by the Directors unless disclosure has been specifically authorised or consented to, and managed in accordance with all applicable laws.

Directors must take reasonable measures to keep all confidential information safe and secure (whether in electronic or hard copy formats) and may be required to sign a Deed of Confidentiality.

## **5.6 Removal and disciplining of Directors**

Unacceptable conduct may lead to suspension or dismissal under the Constitution, the Corporations Act or the ACNC Act.

## **5.7 Indemnity, immunities and insurance**

Uniting may pay premiums for indemnity and insurance cover for its Directors in this capacity, to the fullest extent permitted by law.

The provisions of this clause are reflected in the Director's and Officer's Deeds of Indemnity and Access, a template copy of which is attached to this document.

## **5.8 Access to Information**

A Director has a right of access to all Company information necessary to allow that Director to discharge their duties.

Other than for the purpose of a legal proceeding, documents must only be accessed as necessary and for the purposes of Uniting and not for the Director personally (such access may constitute a breach of the duty to not misuse Company information or the Director's position).

The Board may grant a former Director access to any Board or Company papers developed during the term of office of the former Director; however, the Board may impose whatever conditions they deem reasonable on such access.

Procedures for accessing information may be detailed in a Board policy and are reflected in the Director's and Officer's Deeds of Indemnity, Insurance and Access.

## **5.9 Relationship with staff**

In the normal course of their duties Directors and senior staff will meet and exchange information and, through committees of the Board and where delegated, take decisions on behalf of Uniting. Such interaction is important to enable Uniting to fulfil its purposes and does not contradict or supplant the accountability of staff to the CEO.

Where Directors become aware of staffing issues which may require attention every effort should be made by the Director to direct the matter to the usual complaints and grievance procedure of Uniting. Where this is not possible the Director should brief the Chair who will determine how the CEO is to be briefed.

# **6 Board Procedure**

## **6.1 Meetings**

The Board will adopt the principles of formation of community and consensus as outlined in the *Uniting Church in Australia Manual for Meetings*.

### **6.1.1 Frequency**

The Board must meet regularly enough to appropriately govern Uniting, and in any event no less than 6 times per year.

### **6.1.2 Notice**

A schedule of Board meetings must be prepared and agreed upon in advance setting out the dates for each of the Board meetings, committee meetings (if any) and other relevant meetings for the subsequent year. This schedule must be updated as required, and each update must be circulated to all Directors.

**6.1.3 Attendance**

Directors are expected to attend Board meetings. Absences must be communicated beforehand to the Chair.

A failure to meet the expected attendance requirements prescribed by the Constitution may result in a Director being removed from office.

**6.1.4 Quorum**

A quorum will be as per the Constitution.

If a quorum is not present, matters on the agenda for the Board meeting may be discussed, however, resolutions on those matters may not be taken until a quorum is present.

**6.1.5 In-Camera Sessions**

The Board Chair may at their discretion and any stage in a meeting ask all those present who are not Directors to leave the meeting. Directors may by prior request to the Chair seek to have part or all of a Board meeting held in-camera.

The Executive Director will absent them self from Board meetings when matters relating to their employment or performance are being discussed or where it is a consequence of our conflict of interest policy.

**6.1.6 Confidential Board Minutes**

Minutes of in-camera Board meetings are generally not necessary as decisions are typically made and recorded following the in-camera session (i.e. the Board will go in-camera to deliberate a matter and then come out of in-camera to record its decision).

Exceptions to this practice will apply in circumstances where the Board deems it necessary to withhold access to records of deliberations and/or decisions from management and staff. In this situation, a confidential minute will be created.

Confidential minutes are stored in Diligent separately from other records and access restricted to Directors and the Company Secretary.

These minutes are approved at an in-camera session at the next regularly scheduled Board meeting.

**6.1.7 Retention of Board papers**

Upon conclusion of appointment a Director will have access to papers pertaining to their term as a director via the Board Chair or CEO. Retiring Directors must provide written confirmation that they have destroyed all hard copy papers and deleted all soft copies.

**6.2 Role of the Chair**

In chairing Board meetings, the Chair must ensure that:

- Board meetings are properly planned, that notice and Board papers are disseminated in a timely manner, that Board deliberations are confined to agenda items, and that minutes are kept which accurately reflect the Board

deliberations and resolutions;

- Board decisions are properly made and recorded, and that all Board decisions are communicated and understood by the Directors;
- all Directors are treated evenly and fairly, and are able to contribute to Board discussion;
- the Board develops and continues to develop processes and systems improving the Board's and Uniting's effectiveness;
- succession planning for Board members and Officers is conducted in a smooth and proper fashion; and
- performance assessments of the Board are carried out on an annual basis.

The Chair has no authority to change or override any Board decision. Where permitted under the Constitution the Chair may cast a deciding vote.

### **6.3 Public Comment**

Subject to the determinations of the Board, the Chair and the CEO or their delegates represent Uniting externally and may make public comments on behalf of the Board and Uniting. The Chair and the CEO must ensure Uniting responds in a timely and appropriate fashion to media requests.

Directors will refrain from making comments in public or in circumstances where they will be reconveyed or become public comments, without the approval of the Chair or the CEO.

Public comments include comments made for or on behalf of Uniting or the Board:

- to the media or the community at large;
- made on any form of visual or audio recording (including radio or television);
- made to print media (newspapers, magazines, journals or on the internet);
- presentations (conferences and seminars);
- written comments (letters, memos or email); and
- spoken messages made during social or official engagements.

In determining whether they are making a public comment, Directors should assume comments made on a personal basis will be interpreted as being made on behalf of Uniting.

Regardless of any of the above, Directors must not make any public statements that directly or indirectly criticise or contradict the Chair, the Board or the CEO (or may be perceived as doing so) regardless of the capacity in which these statements are made.

Where a Director considers Uniting should be issuing a public comment, they should contact the Chair. Where a Director is approached for public comment, they should direct the question to the Chair.

Directors must make the Chair aware of any unauthorised public comment either before it is broadcast or disseminated or as soon as possible afterward.

### **6.4 Voting**

If a motion is passed by the Board, it becomes a resolution which must be recorded in the minutes to the meeting.

## **7 Delegation**

The Board may delegate its powers, duties and responsibilities to Officers or employees of Uniting as required, subject to section 7.1 below.

### **7.1 Matters reserved for the Board**

It is critical for the Board to perform certain tasks, and therefore these cannot be delegated. Matters reserved for the Board's exclusive consideration include:

- determining the strategic direction of Uniting and the manner of activities required of Uniting to meet this direction;
- establishing, amending and enforcing (Level 1) policies, priorities and strategies of Uniting, including this Charter;
- establishing, amending and enforcing corporate governance principles including the Code of Conduct;
- subject to the Constitution, approval of financial records, including approval for capital expenditure exceeding the amount prescribed in the Chart of Delegations (per item or in aggregate); and
- Board performance assessments.

### **7.2 Communication from management**

The Board must implement Uniting policies and practices, and must enforce and update them as necessary to ensure Uniting is competently run and that the following are expressly and expeditiously communicated to the Board:

- matters likely to attract publicity for (whether beneficial or adverse) or cause damage to (whether to Uniting's finances or reputation) Uniting or its members;
- serious issues arising within Uniting (whether relating to individuals or the organisation), including any nuisance or criminal activity, or any strategic misalignment or misdirection; and
- any breach or potential or anticipated breach of any obligation of Uniting.

## **8 Dispute resolution**

All complaints involving Uniting should be dealt with in-house at first instance. All Directors must not, and must use reasonable efforts to ensure employees do not, make any public comment about any disputes involving Uniting.

All disputes involving Officers or employees of Uniting are confidential, and any complaint must be treated as such.

Complaints, claims and grievances concerning an Officer or employee must be raised at first instance by the complainant in accordance with a relevant policy, to attempt to resolve the dispute. If the issue is not adequately resolved, it should be raised and discussed by the complainant with the Chair, who must then determine and implement the appropriate course of action.

If the complaint involves the Chair and is unable to be resolved by discussion between the parties, the complainant may approach any other Director who must take it to the Board to determine and implement the appropriate course of action.

A Chair or a Director asked to deal with a dispute must not act as mediator between the parties involved but must engage an external mediator to resolve the dispute.

## **9 Reviewing this Charter**

The Charter must be reviewed by the Board on a regular basis, and at least once per year, to ensure its alignment with and relevance to Uniting. The Charter must be reviewed earlier if any of the following occurs:

- a significant change occurs within the structure or operation of Uniting;
- the roles and responsibilities of the Directors change (for any reason); or



- significant non-compliance has been detected.

## **10 Related Documents**

This policy should be considered in conjunction with the other governance instruments and policies and protocols of Uniting, including:

- Asset Management Policy
- Marketing Brand and Communications Policy
- Code of Conduct
- Quality and Compliance Policy
- Delegations of Authority Policy
- Duty of Care Protocol
- Feedback Policy
- Financial Code of Practice Policy
- Fraud Framework
- Fundraising, Bequest and Restricted Funds Reserve Policy
- Inclusion, Diversity and Equity Policy
- Investment Policy
- People and Culture Policy
- Open Disclosure Protocol
- Public Interest Disclosure Protocol
- Whistleblower Policy
- Risk Management Policy
- Conflict of Interest Policy
- Gifts, Benefits and Hospitality Policy

## Appendix 2 Board Remuneration Policy Approved 5 December 2018

Policy Name	Uniting(VicTas) Board Member and Committee Chair Remuneration and Co-optee reimbursement
Date Authorised	5 July 2016 - Synod Standing Committee 14 December 2016 - Board Governance Committee 8 February 2017 – Board 5 December 2018 - Board
Review Date	July 2019
Authority	Board
Responsible Role	Company Secretary

### 1 Purpose

- 1.1** Remuneration for Uniting (VicTas) (“the agency”) Board members and Board Committee Chairs recognises the considerable professional skill, knowledge and commitment required for board and committee business (including preparation time, meeting attendance, correspondence, research and consultation with management) plus other duties such as representation at public events.
- 1.2** This policy sets out how Board members and Board Committee Chairs are remunerated and a procedure for the authorisation of these payments. It also includes reimbursement procedures, access to corporate credit cards and reimbursement of costs for co-opted committee members who are not board directors.

### 2 Objectives

- 2.1** Remuneration for Board and Committee members must be transparent, fair and equitable and satisfy the following considerations:
- Appropriate for the agency size and complexity.
  - Sufficiently competitive to enable the attraction and retention of highly skilled and committed directors as members of a professional board.
  - Be within the financial capacity of the agency to support.
  - Able to be administered and paid efficiently and accurately.

### 3 Scope

#### Eligibility

- 3.1** This policy applies to the Board Chair and Directors and co-opted Committee members
- 3.2** Payments will not be made available for proxies to attend Board or Committee meetings or to undertake other Board or Committee related duties.
- 3.3** Payments will not be made for general membership of Board committees as this is considered a general obligation of a Board director.
- 3.4** Ordained roles and recognised Placements, roles where stipends are received, and existing Synod and / or agency employees are excluded from receiving individual

remuneration under this policy.

- 3.5** Where an individual is ordained, but retired from active Placement, and/or not in receipt of any other stipend, they are eligible for remuneration but it must be capped at the upper limit of current Placement and other allowances (currently \$55,000 per annum).

## **4 Guidelines**

### **Remuneration**

- 4.1** Remuneration recognises attendance at all formally convened Board and Committee meetings by the Board or Committee as well as associated preparatory work, management consultation, and event representation.

- 4.2** Remuneration rates (effective 1 July 2019) for new and continuing Directors, approved by the Uniting Board on 7 August 2019:

1. Chairperson	\$43,919
2. Deputy Chairperson (as appointed)	\$29,664
3. Non-Executive director	\$23,566
4. Supplement for Chairperson of a Board Committee	\$2,142
5. Supplement for Director acting as a Chairperson of a Committee (4.4)	\$2,142
6. Co-oped members of Board Committees	\$3,000

Rates include provision for superannuation and reflect a per annum amount.

- 4.3** Remuneration will be paid at the rate stipulated in 4.2 subject to:

- Eligibility requirements outlined above (3.1 to 3.5)
- Nominated payment option (4.3.1)
- Minimum attendance requirements (4.3.2 to 4.3.5)

**4.3.1** Eligible directors may choose to waive payments, direct payments as charitable donations to a Uniting (VicTas) approved charity, or direct payments to their employer. The detail of these options is in section 6: Procedure. A preferred option should be nominated at the time of Director appointment, and can be changed once per annum.

**4.3.2** It is expected that an individual director will attend a minimum of 75 per cent of Board meetings in a 12 month period, and 75 per cent of all allocated committee meetings.

**4.3.3** Where illness or other commitments need to be accommodated, and result is less than 75 per cent attendance, payment amounts are determined by discretion of the Governance Committee.

**4.3.4** All absences should be notified in advance to the Board Chair and Company Secretary, so that they can be logged.

**4.3.5** A directorship will be considered as ceased in line with section 7.9.3 of the Constitution, and any remuneration balance will be calculated on a pro-rata basis.

- 4.4 Where a non-executive director acts, in place of a formally appointed Committee Chair for two or more consecutive meetings, they will become eligible for the supplementary payment (pro-rata).
- 4.5 Where a Board or Committee Chair serves for part of a year, payments will be made on a pro-rata basis.
- 4.6 Increases to these fees by the Uniting (VicTas) Board are permitted up to a cap of \$300,000 per annum in the aggregate as specified in clause 3.3.1(g) of Uniting (VicTas) Constitution. An annual CPI increase will be reviewed by the Governance Committee annually as part of the budget development process and approved by the Board when the budget is adopted

### **Reimbursement**

- 4.7 In addition to any remuneration amount paid, Board and Committee members are entitled to reimbursement for all travel, accommodation and other expenses reasonably incurred in attending Board and Committee meetings, provided such expenses have been approved by the Company Secretary in advance of Board or Committee meetings, and are claimed by the individual. Alternatively, Board or Committee members may have their travel arranged and paid directly by Uniting (VicTas).
- 4.8 Except under extraordinary circumstances, only economy class flights and standard accommodation for the Board or Committee member will be authorised, taking into account operational requirements including time of travel, meeting times and distance from the accommodation to the meeting/event venue.
- 4.9 Payments for accommodation and travel expenses will only be made on the presentation of a tax invoice or receipt to Uniting (VicTas) or any other supporting documentation requested by Uniting (VicTas). Payment will only be to the amount of the actual cost.

### **Corporate Credit Card**

- 4.10 Where a director resides outside of Victoria, a corporate credit card facility may be made available for use on business related expenditure, subject to approval pursuant to clauses 4.7 to 4.9, and procedural compliance as set out in 6.3.

## **5 Responsibilities**

### **Company Secretary**

- 5.1 The Company Secretary will authorise payment of Board and Committee members' remuneration and reimbursement of expenses in accordance with this policy (as amended from time to time).
- 5.2 Board Directors and Committee Chairs become eligible for remuneration on appointment. The Company Secretary will ensure Members are provided with a copy of this policy.
- 5.3 The Company Secretary will maintain an accurate register of Board directors, committee representation, and attendance.

### **Board and Sub-Committee Members**

- 5.4 Board and Committee members are required to keep accurate records of travel,

accommodation and other expenses reasonably incurred to attend committee meetings in the execution of their duties, and for all receipts to be presented to Uniting (VicTas) prior to any payment being made.

## **6 Procedure**

### **6.1 Remuneration**

Board directors may choose from the following payment options for remuneration:

#### **6.1.1 Non-payment**

Members may waive payment for their Board role. Reasonable expenses will still be reimbursed (see 6.2).

#### **6.1.2 Payment to Board Directors' Employer**

This option requires a Director's designated employer to submit a quarterly invoice for remuneration, travel, accommodation and other expenses together with supporting documentation to Uniting (VicTas) in accordance with this policy. Uniting (VicTas) will pay remuneration to the Board and Committee Member's employer within fourteen (14) days of receipt of invoice.

#### **6.1.3 Payment direct to a Board Director**

Payment direct to a Director can be made by a) adding an individual to the agency payroll, with remuneration paid as salary, or b) paying an invoice provided by the Director's business (including registration as a sole trader).

##### *6.1.4.1 Payroll requirements*

Board members who elect to be remunerated as employees for tax purposes are paid through Uniting's payroll system with Income Tax being withheld from payments and remitted to the Australian Taxation Office (ATO). Payments will be made quarterly in arrears.

To be established on the payroll system, a member must complete and provide:

- a) an Employee Tax file Number Declaration Form
- b) an Employee Details Form
- c) a Superannuation Standard Choice Form including evidence of fund membership and a statement of compliance from the nominated fund
- d) proof of identity such as a copy of driver's licence, passport or marriage certificate.

Note: Uniting (VicTas) must be promptly informed of any changes to a member's employee details information.

A PAYG Payment Summary is issued by Uniting (VicTas) on an annual basis for taxation purposes.

##### *6.1.4.1 Superannuation*

Board director remuneration amounts listed at 4.2 above represent payment for service and include the Employer Superannuation Guarantee Charge (SGC).

SGC contributions will be paid to an individual's nominated superannuation fund, providing the conditions of the nominated fund do not contravene the conditions of Uniting (VicTas) default superannuation fund.

Where the conditions of the nominated fund contravene Uniting (VicTas)'s ability to make lawful payment, the individual will be asked to nominate an alternate fund or to join Uniting (VicTas)'s default fund.

#### *6.1.4.1 Salary Sacrifice*

Board members who elect to be paid via payroll have the opportunity to enter into salary sacrifice arrangements for purposes of contributing to superannuation subject to the terms and conditions offered by Uniting (VicTas). Board and Committee members are to make such arrangements through Uniting (VicTas)'s salary packaging provider.

#### *6.1.4.1 Payment by invoice direct to member's business*

This option requires a Director to have an ABN and to submit a quarterly invoice for remuneration (including GST if applicable), travel, accommodation and other expenses together with supporting documentation to Uniting (VicTas). Uniting (VicTas) will pay to the nominated account within fourteen (14) days of receipt of invoice.

## **6.2 Reimbursement**

Board and Committee members (including co-opted non-director members) can be reimbursed for reasonable expenses they paid while carrying out their duties. All claims for reimbursement must be submitted using Uniting (VicTas) Reimbursement Claim form (**Refer Attachment 1**) and must include all supporting documentation. Reimbursement will be processed on Company Secretary approval.

## **6.3 Corporate Credit Cards**

Each corporate credit card will have a credit limit and spending must be within the approved limit.

### **6.3.1** Authorised use

Corporate credit cards are authorised strictly for Board and Committee business related expenditure for costs such as:

- Accommodation
- Travel costs
- Training courses/seminars approved by the Board

### **6.3.2** Inappropriate use

Credit cards must not be used for any of the following:

- Cash advances
- Hospitality
- ANY personal expenditure
- Capital purchases

Failure to comply with these guidelines may result in credit card cancellation.

- 6.3.3** All credit cards must be reconciled monthly and contain supporting substantiation for costs incurred.

## **7 Policy Authorisation and Review**

This policy is subject to annual review. The fee structure will be reviewed in three years in the light of the organisation's establishment period, capacity to pay, and any other factors relevant at the time.

## **8 Further Information**

Definition: Board and Committee members exclude proxies that may be appointed to represent members of a Committee at meetings or in any other capacity.

**BOARD & COMMITTEE EXPENSES CLAIM FORM (Attachment 1)**

**NAME:** \_\_\_\_\_

**DATE:** / /

**PURPOSE/MEETING:** \_\_\_\_\_

**BANKING DETAILS:**

*If not previously provided*

Account Name: \_\_\_\_\_

Bank: \_\_\_\_\_

BSB No.: \_\_\_\_\_

Account No.: \_\_\_\_\_

DETAILS OF EXPENDITURE	Cost Centre	Account	GST \$	Amount \$	Receipt attached?
TOTAL AMOUNT OF REIMBURSEMENT \$					

**Declaration:**

I, \_\_\_\_\_ declare that the above expenses were incurred by me in carrying out my duties with Uniting (Victoria and Tasmania) Limited.

Signed: \_\_\_\_\_

Approved: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

<b>OFFICE USE ONLY</b>	
Date Claim Processed: //	Initial :



<b>Revision Record</b>			
Version	Date	Document Writer	Revision Description
1.0	16/05/2017	Project Manager	First draft
1.1	18/05/2017	Project Manager	Incorporation of CEO feedback
1.2	29/05/2017	Project Manager	Transfer to new template
1.3	29/05/2017	Project Manager	Incorporation of additional CEO feedback
2.0	29/05/2017	Project Manager	Final
3.0	09/04/2018	Manager Policy and Professional Practice	Appendices added as requested by CEO
3.1	19/11/2018	CEO	Review by Governance Committee
4.0	05/12/2018	CEO	Approved by Board `
4.1	20/05/2019	CEO	Reviewed by Governance and Key Relationships Committee
4.2	26/06/2019	CEO	Review following feedback for Board approval
5.0	03/07/2019	CEO	Approved by Board
6.0	04/12/2019	Company Secretary	Reviewed to include confidential minutes and approved by Board. 20/08/20 Updated related legislation/regulations and documents.