



Governance Charter 2008

(Current Version as at November 2007)
(Approved by Board of Barnardos Australia 27 November 2007)

BACKGROUND

Barnardos is a non-government, non-denominational welfare organisation run by an independent Board of Directors. Incorporated in Australia, Barnardos is a registered charity and a public company limited by guarantee.

Barnardos has been working with children and their families in Australia since 1883. The organisation works with children with the greatest needs - those in danger of physical, emotional and sexual abuse, or exposed to neglect and homelessness. To respond to clients' individual needs, Barnardos offers a variety of programs, some of which are delivered in Children's Family Centres and allow an integrated response. Other programs are located in areas of particular need.

From 1944, Barnardos began to care for children in Australia in increasing numbers. Homes were opened at Normanhurst and a small school was established in 1959 (until 1982) at Scone. In 1964 Barnardos opened a Children's Home in Canberra. This later became the Canberra Children's Family Centre. Between 1968 and 1978, a number of Homes opened and subsequently Barnardos established the first Children's Family Centre at Auburn. Penrith followed in 1990 and the South Coast in 1999.

Since that time, Centres have been initiated in Queanbeyan and small dispersed Centres established in the Far West of New South Wales.

Centres provide a range of programs focussing assistance on children who are vulnerable to loss of family and/or abuse and neglect.

Barnardos' work is directed by a three-year Corporate Plan with progress annually reviewed and an annual budget constructed to meet the Plan's objectives.

Barnardos' Vision

All children and young people will have caring families, in which they can grow safely and fulfil their potential. Families, children and young people will be valued and supported by quality services and engaged communities.

Barnardos' Mission

Barnardos builds relationships between children and young people in need and their families and community. We promote knowledge about effective policies and programs for children and young people, and contribute to community knowledge about their needs.

Barnardos' History

Barnardos Australia is part of an international family of services begun by Dr Thomas Barnardo in England in 1867. All share the view that:

“The company’s inspiration and values derive from the Christian faith. These values, enriched and shared by many people of other faiths and philosophies, provide the basis of the Company’s work with children and young people, their families and communities.”

INTRODUCTION TO THE BARNARDOS' GOVERNANCE CHARTER

Barnardos' corporate governance refers to the approach taken by Barnardos' Board in leading and directing the organization, the systems it uses and the procedures it follows.

This Charter determines arrangements for -

- Facilitating effective and appropriate interaction between the Board and management.
- Ensuring that primary stakeholders are identified and heard.
- Enabling the Board and management to fulfil their respective responsibilities by understanding the work of the agency and its place in the community.

The Charter provides a framework for Board decision-making. It delineates and differentiates the role of the Board, Board Committees, support groups and management.

This Charter is founded upon the following premises -

- The Board has a fundamental responsibility for the short, middle and long term future of the organization, in addition to its fiduciary duties and role in monitoring the agency's performance.
- The Board is independent in exercising its role, functions, responsibilities and accountability to members, consumers, donors, government and regulators and other stakeholders and is ultimately responsible to the members and clients of the agency in carrying out its governance role.

The Charter addresses -

- Processes of corporate governance
- The role of the Board in achieving Barnardos' objectives
- The role and structure of Management and its accountability to the Board
- The relationship between the Board and Management
- A Code of Conduct for Directors

The Charter should be read in conjunction with the Constitution of Barnardos Australia.

GOVERNANCE & ORGANISATION CHARTER

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THE ROLE OF THE BOARD

The Board is accountable to members and stakeholders for Barnardos' performance.

- It is responsible for the development of strategies and policies that shape Barnardos' future direction and service delivery.
- In addition to its legal and fiduciary responsibilities, the Board will oversight management and will provide a continuing independent and questioning review of the implementation of Board policies and strategies.
- The Board will give frank, independent and thoughtful advice on directions and will support the CEO and management generally in delivering Board strategy and in positioning Barnardos in its sector and in the community.
- The Board is an important link to the community and it will provide a forum for the expression of stakeholder opinion about Barnardos' services and program performance.
- The Board will conduct the above duties responsibly and in order to do this it will reflect in its membership a diversity of experience, qualifications and an understanding of diverse lifestyles and communities.

The Board's principal functions are -

- Maintaining and developing Barnardos' values and ensuring these values are reflected in organizational behaviour and practice.
- Developing and overseeing the implementation of corporate strategies.
- Overseeing the plans of management for Barnardos' financial, human resources, welfare programs and associated social and community programs.
- Developing and approving the three year Corporate Plan and updating that plan annually.
- Approving the annual budget.
- Approving all capital expenditure and contracts that are:
 - (a) In addition to these approved the budget
 - (b) Greater than the monetary limit given to Management for approval and
 - (c) Not funded by a government grant
- Ensuring Barnardos' risks are understood and managed appropriately.
- Ensuring Barnardos' compliance with legal and regulatory requirements.
- Ensuring the integrity of internal controls and financial management systems.
- Establishing and defining the terms of reference of Board standing committees.
- Establishing and defining the terms of reference of ad hoc committees and working parties.
- Appointing and approving the terms and conditions of appointment of the CEO.
- Annually reviewing management's performance and providing performance feedback to the CEO.
- Delegating such functions and authorities as it considers appropriate to the CEO.

- Ratifying the terms and conditions of appointment of senior executives.
- Participating in recruitment and development of the membership of Barnardos.
- Participating in Board development programs and Board performance reviews.
- Reviewing and reporting annually on the achievement of Barnardos' objectives and signing off on an annual report.
- As appropriate, taking a leadership role in the public debate on welfare issues.
- Developing and implementing succession planning for Barnardos' Board and Senior Executives.
- Provide special visitors to Barnardos' Centres.

The Board is responsible for -

- The financial operations and solvency of Barnardos
- The compliance with all laws to which Barnardos is subject
- Ensuring Barnardos practices and policies are consistent with Barnardos' values and the requirements of this charter
- Managing risk

THE ROLE OF INDIVIDUAL DIRECTORS (BARNARDOS)

The members of the Board are responsible for -

- Compliance with the Code of Conduct set out in this charter.
- Offering forthright advice in Board meetings and questioning, requesting information, raising issues and fully canvassing all aspects of any issue confronting the company.
- Making decisions according to their own insight and a well formed understanding of Barnardos' strategy and values.
- Outside the boardroom supporting Board decisions.
- Maintaining confidential information received as a member of the Board.
- Acknowledging that information received in a director's role remains the property of Barnardos and may not be disclosed unless the Board authorises disclosure or the law compels it.
- Exercising their responsibility as directors without directly participating in the day-to-day management of Barnardos. This includes avoiding any representations to or any agreements with third parties unless the Board expressly delegates authority to the member either individually or as a member of a committee.

Appointment of Chair -

Any two members may nominate a member for Chair. The ballot will be held at the Annual General Meeting. The Chair shall normally hold office until the third annual general meeting, but may be re-elected for one further term of three years.

The Chair is an independent non-executive director and should be appointed by the electors on a range of criteria, which should include governance/management experience, relevant qualifications and demonstrated leadership qualities.

Appointment of Office Bearers -

Office Bearers and other Directors shall be elected from among the members of the company and such Directors shall hold office until the third Annual General Meeting following their election. The Constitution provides for the election of two Deputy Chairs. Each may be elected for a second term.

THE ROLE OF THE CHAIR

The Chair -

- Provides leadership to, and promotes cohesiveness and effectiveness in the functioning of the Board.
- Encourages individual directors to make an effective contribution to discussion and decision making.
- Discharges a key role in developing and maintaining a productive relationship between the Board and the CEO.
- Leads a Board performance review every 3 years (mid term) which will include a confidential and structured Board discussion of its effectiveness in the previous years.

Chairs Functions -

The Chair's principal functions are -

- Develop and maintain a close working relationship with the CEO, the characteristics of which include open and comprehensive information sharing and constructive co-operation in working to Barnardos' objectives.
- Convey the Board's decisions clearly and effectively to Management.
- Regular review with the CEO and senior management, implementation of the organisations strategic plan and report on progress towards achieving planned outcomes.
- Offer counsel to the CEO where appropriate, consistent with Board plans and policies.
- Mediate and resolve any differences or issues that arise in the relationship between the Board and the CEO.

- Prioritise key issues to be dealt with by the Board at their meeting and in consultation with the CEO and Company Secretary, settle the Board meeting agenda.
- Chair Board meetings.
- Facilitate the smooth and effective running of Board meetings.
- Ensure the accuracy and comprehensiveness of Board meeting minutes.
- With the CEO, coordinate the activities of the Board standing and ad hoc committees and working parties.
- With the CEO build sound relationships with stakeholders.
- Communicate with stakeholders and seek feedback on Barnardos' public image and performance.
- Communicate stakeholders' opinions, issues and feedback on Barnardos' performance to the Board and through the Board to the CEO.
- Arrange and carry out the review of the CEO's performance on an annual basis.
- Coordinate succession plans for CEO and Senior Executives and Board members.
- Act as spokesman for the Board.
- Chair the Annual General Meeting.
- Review and support the consistent implementation of the Board Code of Conduct by Directors.

THE ROLE OF THE DEPUTY CHAIRS

- To chair Board Meetings in the absence of Chair.
- To provide support and assistance to the Chair in the role of the Chair.

BOARD MEMBERS' CODE OF CONDUCT

1 Purpose

The Board has developed this code to guide directors in exercising their responsibilities in the governance of Barnardos.

It is necessary that all directors must comply with legislation and with the Barnardos' constitution, they should familiarise themselves with these documents. In addition, directors should seek to direct the organization according to Barnardos' values, traditions and the principles expressed in Barnardos Constitution, Corporate Plan and Governance Charter.

The Code of Conduct is designed to promote a collegial Board, exercising the highest standards of governance while representing the best interests of Barnardos its clients and stakeholders.

2 The Board's Expectations of Directors

Directors should:

- Know and understand their legal obligations as Directors.
- Understand Barnardos' vision, goals, policies, programs, services and seek to understand the strengths, weaknesses and opportunities which confront the organization.
- Apply Barnardos' values in all Board interactions.
- Perform the duties of Director responsibly and to the best of their ability taking care to inform themselves on the issues before the Board at any time.
- Serve as organisational leaders and undertake special assignments wherever invited by the Board to do so.
- Seek complete and accurate information internally and from external sources on issues in debate on Board level.
- Be as fully informed as possible on policy trends in the family and children's welfare sector.
- Contribute constructively to discussion and reflection on issues before the Board.

3 Attend Meetings

Board members should

- Prepare for Board meetings, Committee meetings and assigned roles.
- Contribute to debate at Board level in a way which is consistent with individual and personal convictions.
- Support Board decisions and assessments where decisions are made at Board level.
- Maintain confidentiality about Board's discussion, speaking on behalf of the Board or Agency only when authorised to do so.
- Put forward agenda items for Board and Committee meetings when this is considered appropriate for advancing the interests of Barnardos.
- Protect, develop and uphold the vision and values of the agency and support the development and implementation of the Strategic Plan.
- Challenge, empower and support other directors in advancing the interests of the organisation.

4 Maintain Respectful Relationships with the Organisation

Board members should

- Comply with Barnardos' policies when visiting programs.
- Support the Chief Executive Officer in managing complex matters and external stakeholders and provide advice and assistance when appropriate.
- Relate respectfully to staff, never asking for any special privilege of service because of director's status.

5 Declare and Manage Conflicts of Interest

Board members should

- Advance the interests of Barnardos as a whole without promoting any individual or group interests.

- Carefully identify and manage any conflict of interest and disclose any possible conflict to the Chair as soon as possible after it is recognized.
- Leave any discussion or deliberation when the Board is to decide upon an issue on which a member has a potential or current conflict of interest.
- Avoid any private business dealing or personal service between a director or his/her business and the organization [Note clause 29(i) of the Memorandum & Articles of Association].
- Refuse employment by Barnardos Australia for self and not promote employment for family members or close associates. Family or associates can be considered but at arms length from a Director's influence and after discussing any potential conflict with the Chair.
- Annually disclose involvements with any organizations, with vendors, or any other associations that might produce a conflict of interest.
- Maintain respect for individuals but promote independence and objectivity in all discussions.

6 Develop Strategy and Policy

Board members should

- Review and contribute to the development and updating of the Corporate Plan.
- Monitor organizational results against planned outcomes on the Corporate Plan.
- Review and approve new program development, program closures, or major changes in agency strategy and policy.
- Ensure that effective policies exist on key agency-wide issues.
- Seek to understand the social and political environment around family and children's issues and consider this in contributing to Board decisions.

7 Contribute to Budgeting and Planning

Board members should

- Approve annual budgets, with a focus on their fit with Corporate Plan, risk management and fiduciary responsibilities of the organization.
- Review financial performance against budget and ensure decisions are made which support the financial future of the organisation.

8 Exercise Fiduciary Responsibilities

Board Directors should

- Review and contribute to discussion of the agency's financial statements and ensure the Board fulfills its fiduciary responsibilities.

9 Maintain Regulatory Compliance and Reporting

Board members should

- Through an Audit Committee, appoint auditors, oversee audit processes and receive reports.
- Ensure appropriate reporting takes place to government, major stakeholders and the general public.

- Ensure the organisation monitors the quality, appropriateness and performance of programs.
- Ensure that risks to children reporting requirements are properly complied with.

10 Contribute to Management Review

Board Directors should

- Ensure that corporate risk is managed, ensuring that children, families, employees and other people are not exposed to unreasonable risks to their health or safety arising from the conduct of the organisation.

11 Support Fundraising Activity

- Provide advice on fundraising and government funding opportunities.
- Represent the organization to business where there is opportunity for corporate funding or financial support.

12 Ensure Board Effectiveness

- Review and assess the Board's performance.
- Seek to maintain a balance of skills and experience on the Board to carry out its functions.

THE ROLE OF THE CHIEF EXECUTIVE OFFICER

The CEO -

- Provides leadership and operational management to Barnardos.
- Contributes on behalf of Barnardos to State based and Federal Australian welfare policy.
- Is responsible for the implementation of the policy and strategy approved by the Board.
- Is responsible to bring to fruition the aspirations and intentions of the stakeholders, consistent with Barnardos' values and Board strategy.
- Is responsible for ensuring a free and comprehensive flow of information between the Board and management.

Board CEO Relationship -

The relationship between the Board and the CEO is fundamentally important in assisting the Board to add value to Barnardos. The CEO reports on organization performance and is accountable to the Board for Barnardos' operational outcomes.

CEO Role -

- The CEO and the Board each have a responsibility to promptly and effectively address any issues, difficulties or tensions that arise in this relationship.

The CEO's principal functions are -

- Develop and maintain a close working relationship with the Board, the characteristics of which include open and comprehensive information sharing and constructive cooperation in working to Barnardos' objectives.
- Implement the policies and strategies approved by the Board.
- With the Chair and senior management, regularly review and report on progress towards Barnardos' objectives.
- In consultation with the Chair and Company Secretary, organise the Board meeting agenda.
- With the Chair, coordinate the activities of the Board standing and ad hoc committees and working parties.
- With the Chair, build sound relationships with stakeholders.
- Communicate with stakeholders and seek feedback on Barnardos' performance.
- Communicate stakeholders' opinions, issues and feedback on Barnardos' performance to the Chair and Board.
- Recommend to the Board the establishment of ad hoc. Committees and working parties from time to time as required.
- Review and prepare for approval by Board, an annual Risk Management Plan.review.
- Implement and review regularly the implementation of the Risk Management Plan, reporting on any issue which falls outside risk levels defined in the plan.
- Inform the Board of any current risk issues as they arise.
- Prepare an annual budget, identifying revenues and expenditure, financial targets, risks and outcomes, for Board approval.
- Regularly report on progress against budget.
- Prepare such other interim budgets as circumstances or the Board reasonably require.
- Prepare and annually update three year Corporate Plan, in collaboration with the Board, outlining objectives, strategies, action and results.
- Report to the Board monthly on operational outcomes, risk management issues, compliance with legal and regulatory requirements.
- Report proposals for capital or other expenditure and contracts [within the limits approved by the Board from time to time] to the Board for approval prior to outlay or execution respectively.
- Be responsible for the day-to-day control and management of Barnardos.
- Establish, maintain and regularly review appropriate and effective internal processes and controls, management information systems and accounting records.
- Prepare advice in respect to senior management team members' terms and conditions for Board approval.
- Report engagement of senior managers on appointment.
- Appoint and regularly review performance of senior management team members.
- Ensure an ethical and safe working environment.

- Prepare a draft Annual Report for the Board's review at the end of each financial year, covering financial and non-financial performance, key achievements, constraints in meeting targets and future directions.
- Approve financial and other industrial conditions for all budgeted positions, except those reporting to the CEO, which must be approved by the Board on the recommendation of the CEO.
- Sign agreements with third parties under Board delegations.
- Keep the Board informed of all of the activities of the company.
- Develop and maintain relations with the Barnardos family – Barnardos UK, Barnardos Ireland & Barnardos NZ.
- Work cooperatively as appropriate with other welfare agencies.
- Work appropriately with Government, consistently with Board strategy and values.

The Board delegates to the CEO authority to -

- Execute contracts approved by the Board on behalf of Barnardos and contracts for which Board approval is not required.
- Expend money provided for in any annual (or interim) budget approved by the Board.
- Expend money on capital or other expenditure approved by the Board.
- Apply for government grants and undertake spending as per grant conditions

The CEO is not authorised to pay the CEO any money, other than the CEO's agreed remuneration, unless the Board first approves the payment.

THE ROLE OF THE COMPANY SECRETARY

The company secretary is responsible for advising on and reviewing legal and regulatory compliance of the company and the smooth organisation of Board processes.

The company secretary's principal functions are to -

- Notify members of Board meetings at least 14 days before the Board and sub-committee meetings (except in the case of an extraordinary meeting, in which case lesser notice can be given)
- Maintain the seal register and report to each Board meeting setting out all uses of the company seal since the last meeting. This report will be included with the Board papers
- Deliver the Board meeting agenda and Board papers to Board members at least seven days prior to the Board meeting
- Take the minutes of Board and Board Committee meetings
- Maintain and archive Board meeting minutes and other records

- Ensure the requirements of the Australian Securities and Investment Commission are fully complied with

THE ROLE OF PUBLIC OFFICER

Ensure full compliance with requirements of the Australian Taxation Legislation.

BOARD APPOINTMENT & COMPOSITION

The Board's composition reflects -

- The Board's requirements for independence, transparency and flexibility
- A diversity of experience, qualification and representation
- High-level skills in areas relevant to Barnardos' objectives

Board Appointments -

The Governance Committee will match potential Board members to a required set of skills and experience profile determined by the Governance Committee and ratified by the Board. The Governance Committee will seek out and nominate suitable candidates for Board positions who –

- Are able to effectively represent the views of Barnardos' stakeholders
- Will bring to the Board enthusiasm, energy and dedication to Barnardos' objectives and values
- With the other members of the Board, bring the experience, qualifications and knowledge required for effective governance.

The Board will have up to 14 members plus up to 7 office bearers (possible 21 in total) or such other number as the Governance Committee recommends to the Board from time to time, subject to a minimum number of 12 in total.

The Board of Directors shall at all times consist of at least six (6) men and at least six (6) women members.

Terms of Office and Nomination

Appointments to the Board are for a term of three years.

Any two members of the company shall be at liberty to nominate any other member to serve as a Director. The ballot shall take place at the annual general meeting and any director thus elected shall hold office until the third annual general meeting following election.

The company may, by ordinary resolution of which special notice pursuant to Section 227 of the law has been given, remove any Office Bearer or Director before the expiration of his or her period of office and may, by an ordinary resolution, appoint another person in his or her stead; the person so appointed shall hold office only until the next following annual general meeting.

The letter of appointment given to each Board member will set out the terms of the appointment.

Board members may serve for up to three terms of three years. At the end of each term they may nominate for reappointment and the application will be considered along with any other nominations. Current Board Members as at August 2006 are entitled to serve an additional term after the completion of the existing term.

BOARD COMMITTEES

The Board will have two Standing Committees. Committees may be appointed by the Board on any other area which it sees fit -

- Audit Committee
- Governance Committee

From time to time the Board may establish Ad Hoc Committees or working parties for special purposes determined by the Board.

In all Ad Hoc committees and working parties, the Board will provide terms of reference and in the case of Ad Hoc committees, a timeframe for the committee to complete its work.

AUDIT COMMITTEE

Composition

Four Board Members

The Audit Committee will comprise at least four directors and will meet at least twice a year. The CEO and Senior Manager Administration/Company Secretary will normally be present ex officio. An initial in camera session of the meeting will be held, if considered desirable by the Chair of the Committee. The Committee will meet with the external auditors at least once a year.

Terms of Reference

The Audit Committee reviews the effectiveness of the internal financial controls and external audit program, ensures the internal controls and financial risk management structures are appropriate and review the draft annual financial reports. The Committee also reviews any significant recommendations, if any, of the internal and external auditors and any changes in accounting practices or policies.

The Audit Committee is responsible for -

- Reviewing financial corporate risk control.
- Reviewing internal financial controls.
- Reviewing the nomination of the external auditors.
- Receiving the report of the external auditor.
- Reviewing the declaration from the company secretary on compliance with statutory responsibilities.
- Reviewing insurance matters.
- Referring the annual financial reports and reviews to the Board for consideration and approval.
- Review investment policy on an annual basis and make recommendations to the Board where appropriate.

Accountability

To the Board

Reporting

To the Board

GOVERNANCE COMMITTEE

Composition

Four Board members

Terms of Reference

- Annually review the adequacy of this Charter and advise any amendment to the Board.
- Encourage membership of Association of Barnardos Australia.
- Develop principles to follow in recruitment of members of Association.
- Review the skills and experience needed for effective governance and report on this to the Board at least annually.
- Recommend members of Association to the Board of Barnardos.
- Devise criteria for Board membership.
- Identify specific individuals for nomination.
- Make recommendations to the Board for new directors and membership of Committee.

- Develop and oversee the implementation of induction programs for Board members.
- Plan for Board succession.
- With the Chair, manage performance review of the Board.
- Review terms of reference of Standing Committees every two years.
- Draft terms of reference for Ad Hoc committees appointed by the Board.

Accountability

To the Board

Reporting

To the Board

SPECIAL VISITORS

The visiting of Barnardos' programs by a Director of the Board on a regular basis is to both inform the Board in respect to development of Barnardos' programs and also to enhance the recognition of the Board and its role to Barnardos' staff. This role recognises that a co-operative working relationship between the Board and the works of the organisation is best enhanced by visibility of the Board in the programs. It also provides a further understanding of Barnardos' work from a different perspective than that provided by Senior Managers and the CEO.

Terms of Reference

1. Each of the major Centres/programs undertaken by Barnardos Australia should have appointed to it a Special Visitor.
2. Special Visitors will be appointed by the Board for three (3) years to enable them to provide a consistent relationship for staff.
3. The Special Visitor for each program should assume responsibility for understanding the program and for knowing the staff involved with it.
4. Special Visitors will prepare a written report to the Board following program visits addressing a standard set of issues as well as any other matters as they arise.
5. Without limiting the scope of the Special Visitor's function, each visitor should seek to establish such a relationship with staff as to enhance communication and it is anticipated should visit their programs approximately three or four times per year. Special Visitors may be invited as observers to be on the interview panel for senior staff selection.
6. Special Visitors should not make any decisions in respect to day-to-day matters of the organisation, procedures or techniques, or be involved in any matters of policy affecting other parts of the organisation. However, Special Visitors may raise special issues of management with the CEO, if and as they feel appropriate. In any event the Special Visitor must not interfere with the authority of the CEO.
7. Special Visitors will provide other Board members opportunities to visit their services, to introduce the work of Barnardos to other members of the Board.

Reporting

To the Board.

FUND RAISING GROUPS

The Board will encourage the maintenance and development of fund raising and/or resource groups.

BOARD MEETINGS

Principles

The principles applying to the conduct of Board meetings are -

- Agendas will be carefully prepared to reflect the important issues and governance challenges of the organisation.
- Board papers will be circulated well in advance of meetings (1 week minimum).
- Meetings will be conducted in ways that prompt frank and open discussion and decision making.
- The meetings will be held within the requirements of the Boards responsibilities and code of conduct.
- Resolutions will be recorded and dissent noted.
- Minutes will be accurate. Minutes will be taken in note form (recording devices will not be used). Resolutions will be accurately recorded. The fact of discussion and key points of that discussion will be noted. Dissent or any other particular points of discussion will be noted at the request of a Board member.
- Meeting will be held at least once a year in a regional centre of Barnardos.
- All Directors will have full access to the information available relating to a decision.
- Members will raise the need for independent and external professional advice when they believe this is required.

Meetings

The Chair and the CEO are primarily responsible for settling the agenda and Board papers and ensuring these are available to Board members at least one week prior to the meeting.

The minutes of the previous meeting will be confirmed as accurate or changes made at the following Board meeting.

The Board will meet at least ten times a year.

Any part of the beginning of the meeting the Board considers appropriate, will be held in camera.

Such Senior Management as the Board considers relevant will be invited to Board meetings.

If the agenda provides for a management presentation, the Board may invite those presenting to remain at the meeting ex officio after the presentation.

An extraordinary Board meeting may be convened when -

- The Board or Chair determine and/or
- A Director may at any time convene a meeting of directors
- At least one weeks notice to other Board members is given

Board Review

From time to time, the Board should hold part of its meeting in the absence of all management to consider any issues which relate to Directors, their performance i.e. or to Board performance.

AGENDAS

An agenda will be prepared for each Board and Committee meeting.

The agenda will be set by the relevant Chair, in consultation with the CEO and Company Secretary.

BOARD PAPERS

The CEO and the Company Secretary will prepare and deliver the Board papers to Board members before Board meetings allowing sufficient time for the issues to be considered. (Board papers must be given to Board members at least seven days before the Board meeting).

Board papers will be clearly marked, (eg. by using different coloured paper), as either information papers or decision papers and consistent with the Corporate Plan.

As a general rule, material requiring consideration or decision cannot be tabled at the Board meeting unless the Board unanimously resolves that the material may be tabled.

All decision papers will commence with the recommended resolution.

BOARD MEETING PROCEDURES

- Minutes will contain a brief review of the discussion plus the official resolution adopted by directors
- All Board decisions will be recorded by means of a formal resolution
- The draft resolution will be contained as the first item of each set of documentation sent out in the Board papers
- The Chair will read the precise resolution before the Board and ask for all in favour and all against. The exact wording will be recorded and whether the resolution was carried or defeated, but will not record the number of votes
- Directors who dissent may have their dissent noted in the minutes
- Minutes will be prepared in draft form by the Company Secretary and provided to the Chair for changes within two days of the meeting
- Once the minutes have been adopted by the Board as the second item of business, they cannot be amended
- The Secretary will maintain a complete set of Board papers at Barnardos' Head Office
- Information about Barnardos and its programs and procedures, and decisions of a policy nature will be recorded on the “confidential access” intranet site.

Board resolutions may be discussed with staff at the CEO's discretion unless the Board explicitly includes particular resolutions.

A Quorum of the Board or a Sub Committee will be 50% of members.

MAJOR CORRESPONDENCE

Major correspondence comprises any correspondence received by the Chair, the CEO, other senior officers of the company, or the Company Secretary about which Directors should be aware. Such correspondence may include, but is not limited to, any non-routine correspondence from –

- Any other Barnardos International Entity
- Australian Securities & Investment Commission
- Australian Taxation Office
- Australian Consumer Competition Commission
- Any other federal, state or local government body
- Any correspondence which impacts on the due diligence requirement of director
- Any correspondence threatening or taking legal action against the company

- Major correspondence will be included in the Board papers unless the Board determines otherwise or such correspondence is received within the seven days between the circulation of Board papers and the Board meeting, in which case it can be tabled at the meeting
- Major correspondence will normally be 'for noting', however any director can ask for any item of correspondence to be discussed

CEO'S REPORTS

The CEO will inform the Board of any matters which they CEO believes will be relevant to Board functioning, as well any matters related to the operation of Barnardos Australai.

The CEO is also responsible for informing the Board of any matters of risk management of which the CEO believes the Board would wish to be informed.

FINANCIAL REPORTING

Will be undertaken on all matters related to the operations of Barnardos Australia, in particular the Financial Reports will be reported by the Honorary Treasurer or Company Secretary to the Board at each meeting.

BOARD MEMBER INDUCTION, TRAINING & REVIEW

The Governance Committee will provide Board members with an induction program and information package on their appointment. This will cover -

The Information Package contains a copy of the Charter and comprehensive information about -

- Barnardos' history, mission, values and objectives
- Key stakeholders and their expectations
- The organisation structure & key contact particulars
- Board procedures and Committees
- Barnardos' current operating environment
- A synopsis of current strategic directions
- Information the 'special visitors' program

The Induction Program will be determined by the Governance Committee but will at least address

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- The Board member's responsibilities and the qualities required to be a successful director

- Details of relevant legal requirements including those arising under -
 - The Corporations Law
 - The Taxation Law
 - The NSW Ombudsman
 - The NSW Children’s Commissioner
 - The NSW Children’s Guardian
 - The ACT Commissioner for Children and Young People
 - Federal Government Grant Obligations
 - NSW Government Grant Obligations
 - ACT Government Grant Obligations
 - Obligations under the NSW and ACT Children’s Acts
 - Other relevant regulatory provisions

Appointment to the Board

Each Board member will receive a formal letter of appointment detailing -

- Terms & conditions of appointment
- Rights to access to information
- Insurance coverage
- Expectations of the Board

Annual Review

The Board reports its corporate governance practices and achievements in Barnardos’ Annual Review.

BOARD PERFORMANCE REVIEW

The Governance Committee is charged jointly with the Chair with the responsibility of monitoring and evaluating the performance of the Board and determining the extent to which the Board is effectively assisting Barnardos achieve its objectives. The Governance Committee in collaboration with the chair will conduct a Board self evaluation at least every three years addressing –

- The performance of the Board as a whole.
- The workload of the Board and the skills and experience it requires.

The Board's evaluation will consider -

- An appropriate mix of expertise - in areas such as finance, business strategy, government and technology.

- Information about organisational performance, Board functioning, Board knowledge, Board strategies, Government policies and technologies.
- Decision making – capacity to reach decisions on key issues; have them accepted and implemented.
- Motivation - active interest and engagement of Directors.
- Focus - preparation for meetings and prioritisation of issues.
- Attendance.
- The Governance Committee may recommend to the Board the engagement of professional assistance in conducting the evaluation and / or facilitating the review.

The findings of the Chair and Committee's review will be tabled at the first meeting of the Board after the evaluation takes place.

MANAGEMENT PERFORMANCE REVIEW

CEO EVALUATION

The Chair will coordinate performance review of the CEO annually utilising an approved review.

The Chair will report to the Board about the outcome of the review and will raise any remuneration issues arising from the review with recommendations to the Board.

RISK MANAGEMENT AND LIABILITY

The Board is responsible for ensuring sound risk management policy and conscientious application of that policy by management. The Board will ensure that -

- Barnardos has identified the principal strategic, operational and financial risks to which it is exposed.
- Systems are in place to monitor and manage the principal risks to which Barnardos is or may become exposed.
- Adequate reporting systems and internal controls are in place to monitor compliance.
- Policies are directed to ensuring Barnardos complies with law and conforms to the highest standards of ethical behaviour.

The CEO

- Is charged with implementing appropriate risk systems in the organisation. Aspects of this process may be delegated.
- Is charged with providing quarterly risk compliance statements from Senior Managers.
- The CEO's report will provide a comprehensive risk report annually to the Board and more frequently as necessary. The risk report will notify directors of any issue or concern.

LEGAL COMPLIANCE

The CEO is charged with implementing appropriate compliance systems within the organisation. Aspects of this process may be delegated.

The CEO will make an annual legal compliance report to the Board.

The compliance report will contain statements that Barnardos is meeting its requirements under relevant legal and regulatory provisions and that Barnardos is meeting the legal responsibility of directors. The CEO must notify directors immediately about any issues or concern, in respect to compliance.

Areas for coverage include -

- ASIC requirements
- Financial solvency
- Grant Conditions, Federal and State Government
- Occupational health and safety
- Environment
- Taxation requirements
- Trade practices
- Award/VEA requirements
- Ombudsman and other Federal and State requirements.
- Employment
- Insurance
- Privacy
- Commission for Children and Young People requirements
- Accreditation requirements

DELEGATION OF AUTHORITY

The following must be referred to the Board for approval –

- Budgets (including detailed background papers)
- Any proposed appointment of a senior manager reporting to the CEO, whether budgeted or not
- Any capital expenditure item (for a monetary amount in excess of the amount approved from time to time by the Board) not included in the approved budget
- Any proposal relating to the sale or acquisition of real property
- Any major change of policy in operations' marketing, personnel, financial and other compliance

Any proposed change in corporate strategy

- Any capital expenditure item (for a monetary amount in excess of the amount approved from time to time by the Board) not included in the approved budget, or in grant conditions, to a level of the Board's delegation
- The creation of any new staff position not included in the budget unless allowed for in new or enhanced grants from State or Federal Government
- Final details of any non-budgeted capital expenditure in excess of a monetary amount fixed from time to time by the Board or included in grant conditions
- Final details of any legally binding agreements for goods and services in excess of a monetary amount fixed from time to time by the Board or included in grant conditions, or allowed for in the budget

The following must be referred to the Governance Committee for approval -

- Consideration of potential members of the Company
- Consideration of potential members of the Board

"FLYING MINUTES":

Any urgent decision requiring Board or Committee approval can be dealt with by a "flying minute". For approval, all Board members (if Board approval is required), or all Committee members (if Committee approval is required) must sign the minute.

The minute must be entered in the minute book.

If not signed by all Board or Committee members as the case may be, the item is deferred to the next Board or Committee meeting.

DIRECTOR PROTECTION

INFORMATION SEEKING PROTOCOL

Board members will adhere to the following protocol when seeking information –

- Make a request of the CEO
- If the request for information is not dealt with to the satisfaction of the Board member, discuss the request with the Chair of the Board
- If the request for information is not dealt with to the satisfaction of the Board member, the Board member will write a letter to all Board members and CEO detailing the information required, purpose of the information and who the Board member intends to approach in order to obtain the information
- Approach the relevant company employee
- As a last resort, employ the provisions of S.289 (9) of the Corporations Law

ACCESS TO INFORMATION AND INSURANCE

- The company secretary will hold a complete set of Board papers for Board members to personally access, for a period of at least seven years
- Board members are entitled to access these papers on request, even if they have ceased to be directors, covering the period whilst they were directors
- All documents containing or seeking legal advice will clearly state that the legal advice is sought both in relation to the company and to the Board members in their personal capacity
- The company will maintain each Board member's D&O insurance for seven years from the date on which Board member ceased to Board member

RELATION WITH THE BARNARDOS FAMILY AND OTHER WELFARE ORGANISATIONS

Barnardos recognises the importance of its relationship to the other Barnardos' entities in other countries and will work cooperatively with them to enhance the recognition of Barnardos and recognition of the work undertaken.

When opportunity arises, Board members and staff will seek to enhance these relationships by visits to programs run by these other Barnardos' entities and to utilise knowledge gained in these settings for the work in Australia.

Barnardos seeks to work in partnership with Government and other Non-Government welfare agencies. This work is undertaken through joint consideration of welfare issues, advocacy in relation to client groups or individuals or collaboration in formal or informal ways.

Barnardos work is informed by research and the organisation seeks productive relationships with Universities and other research bodies.