

## **Good Governance Charter:**

### **The Role of the Board**

The Board is responsible to ensure that **UnitingCare** Geelong achieves its Purpose, Strategic Goals and Objectives and, in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance on behalf of its members, staff and wider community.

The Board charts the direction of **UnitingCare** Geelong, develops and monitors governance levels policies, sets management performance expectations and monitors organisational performance against these.

A critical role of the Board is to ensure the long-term success of **UnitingCare** Geelong. To achieve this the Board will be constructively engaged with management to ensure the appropriate development, implementation and modification of the strategic direction.

The Board is also responsible for its own performance.

### **Board Meetings**

The Board normally meets monthly on the 4<sup>th</sup> Tuesday of the month or on any other occasion to deal with any specific matters.

The scheduled meetings also include quarterly strategic monitoring and review, a one to two day annual strategic review and planning meeting and an annual management resource review.

### **Composition of the Board**

The membership of the Board is drawn from all sections of the community. Members are selected to the Board at the Annual Report Meeting.

The composition of the Board is:

- a Chairperson;
- a Vice Chairperson;
- a Treasurer;
- a Secretary; and
- up to 6 other members.

### **Criteria for Membership of Board**

Must be in accordance with **UnitingCare** Geelong Mission and Constitution.

Board members should have a diversity of experience and skills.

Diversity of philosophies and backgrounds are also sought, recognizing that Board members support the over-arching values and philosophies of the organisation. Board members must have a commitment to personal integrity and good governance ethics.

The Boards judgments come from the combined good judgment of individual members. Individual members must exercise sound judgment based on their own experience and knowledge.

### **Review of the Board's Performance**

The Board regularly reviews its composition and evaluates its performance annually. The review covers a wide range of issues including its role, policies and processes, its relationship with management and the contribution made to **UnitingCare** Geelong.

### **Board Member Education**

An orientation program is arranged for new members to meet the senior management team and gain an understanding of the types of activities undertaken by **UnitingCare Geelong**. Assistance is also provided to Board Members to enable them to update their knowledge and skills.

### **Board Committees**

The Board carries out certain duties by delegation to Board Committees, which meet regularly and make recommendation to the Board. Membership is determined by interest and expertise. These committees include:

#### **Financial/Legal and asset management**

Provides advice to the Board on all financial matters including:

Reviewing the detailed financial position of the organisation and recommending adoption of the financial statement.

Monitor and evaluate the system of internal controls, risk assessment and management.

Reviewing the audited financial statements prior to submission to the Board.

#### **Human Resources**

Provides advice and make recommendations to the Board on human resource and industrial relations issues of the organisation, Board assessment and improvement processes.

#### **Planning and Marketing**

Provides advice and make recommendations to the Board on strategic direction, including developing and supporting business development, local program partnerships opportunities, marketing

and profile raising to assist in diversify the funding base.

### **Conflict of Interest**

The Board has in place a policy and procedures in place for the disclosure and resolution of any matter that may give rise to a conflict of interest between a Board Member and **UnitingCare Geelong**.

### **Risk Management and Controls**

The Board is responsible to ensure that adequate measures are in place to manage risk. This includes ensuring the regular monitoring and review of risks that are determined to require being managed. In addition the Board monitors performance against pre-determined measures, and periodically reviews the measures.

### **Ethical Standards**

**UnitingCare Geelong** conducts its business with the highest standards of personal and business integrity. A Code of Ethics and Proper Practice policy outlines the standards of personal and business behaviour that Board Members observe.

### **Board Committees**

All members are provided with regular information about the organisation through the annual report and quarterly newsletters.

The wider community is also invited to be volunteer and have access to similar information including: Invitations to the Annual Report Meeting are sent to all members, funding bodies and key stakeholders in the wider community.