



Board Charter

ABN 28 067 150 010

Adopted by the Board on 8 June 2020

We believe in the power of inspired young people

1. Introduction

The Board of the Y has adopted this Board Charter to outline the manner in which its powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws.

The Board's authority is enabled by the *Young Men's Christian Association of Sydney Incorporation Act 1906* (NSW) as amended by the *Young Men's Christian Association of Sydney Incorporation (Amendment) Act 1976* (NSW) (the **Constitution**), and the Articles of the Young Men's Christian Association of Sydney (the **Articles**).

This Charter includes an overview of:

- a) Board composition and process; and
- b) the relationship and interaction between the Board, Board Committees and management.

2. Board composition

2.1. Board composition and size

- a) The Board, together with the People and Culture Committee, determines and regularly reviews the composition of the Board, having regard to the optimum number, skills and diversity of Directors and subject to the terms of the Y's Articles.
- b) Collectively, the Board members should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of the Y.
- c) The size of the Board will be determined in accordance with the Articles.
- d) The Board is responsible for identifying and evaluating possible future Directors, appointing Directors to fill casual vacancies, making recommendations for the election or removal of Directors and approving policies for appointment to the Boards entities controlled by the Y.
- e) No member of the Chief Executive Officer's (CEO) family may serve on the Board during the period of the CEO's employment.
- f) The CEO may not serve on the Board within three years of the cessation of their employment as CEO.
- g) Directors will be engaged through a letter of appointment, subject to a cleared Working with Children Check, National Police Check, fit and proper person check, and identity check.
- h) Directors will be elected and appointed in accordance with the Constitution and Articles.

2.2. Director independence and tenure

- a) The Board assesses independence of Directors upon appointment and annually through an attestation by each Director.
- b) The Board only considers a Director to be independent where he or she is free of any interest, position, or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of the Y as a whole.

- c) Director tenure will be no longer than three terms of three years. An exemption is provided to the incumbent Chairman, where an additional term of three years is allowed.

3. Board role and responsibilities

3.1. Board role

The Board's role is to:

- a) provide leadership and strategic guidance for the Y in addition to overseeing management's implementation of strategic initiatives;
- b) protect and optimise the Y's performance in accordance with any duties and obligations imposed on the Board by law and the Y's Constitution and Articles and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- c) set, review and monitor compliance with the Y's values and governance framework (including establishing and observing high ethical standards, demonstrating leadership and overseeing the creation of policies that address fiduciary and legal responsibilities and community accountability); and
- d) contribute to and approve the strategic direction of the Y and significant organisational strategic initiatives with an emphasis on outward vision and strategic leadership, encouragement of diversity in viewpoints, collective rather than individual decisions, and safeguarding children and young people.

3.2. Board responsibilities

The responsibilities of the Board include:

- a) contributing to and approving management development of corporate strategy, including defining the Y's purpose, setting strategic objectives and approving operating budgets;
- b) monitoring corporate performance and management's implementation of the Y's strategy and promotion of the Y's values;
- c) approving the Y's values and Code of Conduct, and monitoring corporate culture;
- d) setting and reviewing the Y's governance policies;
- e) overseeing the Y's compliance with its legal obligations, including the requirements of any regulatory body;
- f) maintaining an ongoing dialogue with relevant external bodies, where appropriate, to provide reasonable assurance of compliance with all regulatory requirements;
- g) considering the social, ethical and environmental impact of the Y's activities, setting standards and monitoring compliance with relevant policies and practices;
- h) considering and approving the Risk Management Policy;
- i) monitoring systems of risk management, internal control and legal compliance. This includes reviewing procedures to identify the main financial and non-financial risks associated with the Y's businesses and the implementation of appropriate systems to manage these risks;
- j) approving major capital expenditure, acquisitions and divestitures;
- k) monitoring and reviewing management processes aimed at overseeing the integrity of financial and other reporting;

- l) approving the Y's annual targets and financial statements and monitoring actual performance against objectives;
- m) selecting, appointing and determining the remuneration of, and reviewing succession plans for, the CEO;
- n) annually reviewing the performance of the CEO, including against the corporate goals and objectives determined by the Board from time to time;
- o) approving the terms of appointment of, and reviewing succession plans for, management who report to the CEO and any other person the Board determines, and monitoring the performance of management;
- p) approving measurable objectives for achieving gender diversity in the composition of the Board, management and across the Y;
- q) satisfying itself that the Y's remuneration framework is aligned with the Y's purpose, values, strategic objectives and risk appetite;
- r) evaluating, every two years, the performance of the Board, its Committees and individual Directors;
- s) performing such other functions as are prescribed by law or nominated by the Board from time to time.

3.3. Director responsibilities

Directors will act at all times with honesty and integrity and will demonstrate the highest standards of ethical behaviour by:

- a) acting with good faith, care, skill and diligence, especially with regard to the pursuit of the protection of children and young people;
- b) not misusing their position or information obtained by reason of their position as Director;
- c) supporting and encouraging policies within the Y which require Directors and employees to observe high standards of personal integrity and display honesty in their dealings;
- d) discussing issues deliberately, systematically, objectively and openly;
- e) providing informed, accurate, and timely information and decisions; and
- f) acting as ambassadors to promote the reputation of the Y and developing business networks and connections for the benefit of the Y.
- g) Directors will be expected to participate in all induction and orientation programs and any continuing education or training arranged for them.
- h) Directors are expected to avoid any action, position or interest that conflicts with an interest of the Y, or gives the appearance of a conflict.
- i) A Director that has a material personal interest in a matter that relates to the affairs of the Y must give the other Directors notice of such interest.

4. Delegation of duties and powers

4.1. Delegation to Committees

- a) The Board from time to time establishes Committees to streamline the discharge of its responsibilities and appoints members to those Committees.
- b) The Board adopts a formal charter for each standing Committee setting out the matters relevant to the composition, responsibilities and administration of the Committee.
- c) The permanent standing Committees of the Board are the Risk, Audit and Finance Committee, and the People and Culture Committee.
- d) The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis.

4.2. Delegation to management

- a) While the Board retains ultimate responsibility for the strategy and performance of the Y, the day-to-day operation of the Y is conducted by, or under the supervision of, the CEO as directed by the Board.
- b) The Board approves strategic objectives for the CEO to work towards and, jointly with the CEO, develops the duties and responsibilities of the CEO.
- c) The management team (being the CEO and other personnel to whom the management function is properly delegated by the CEO):
 - i. is responsible for implementing strategic objectives, plans and budgets approved by the Board; and
 - ii. is accountable to the Board for matters within its delegated authority and for complying with any limits on that authority, including complying with the law and the Y policies.
- d) Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.
- e) The Board is responsible for satisfying itself that the Board reporting framework is appropriate. Directors are entitled to request additional information at any time when they consider it appropriate.
- f) The Board will regularly monitor the performance of the CEO and Executives and where required, provide feedback to and challenge the CEO and Executives.

5. Specific roles

5.1. Meetings

- a) The Board will meet regularly and Directors will use all reasonable endeavours to attend Board meetings in person.
- b) Executives will be invited to attend all Board meetings and are available to be contacted by Directors between meetings.
- c) The Board may have in-camera sessions without executive management being present.
- d) The Y's Articles govern the regulation of Board meetings and proceedings. Further information on meeting administration is set out at Attachment 1.

5.2. The Chairman

- a) The Board will appoint one of its members to be Chairman. The Chairman may delegate his or her responsibilities if required and as appropriate from time to time.
- b) The Chairman must be independent and cannot have been the CEO of the Y at any time during the previous three years.
- c) The Chairman represents the Board to the organisation and communicates the Board's position.
- d) The Chairman is responsible for:
- e) Establishing Board meeting agendas in consultation with the CEO and Company Secretary, and being satisfied that the agendas are comprehensive, that all agenda items are appropriate and that recommendations fit within the broad strategic direction set by the Board;
- f) Chairing Board meetings with all the commonly accepted powers of that position including providing clear strategic and leadership guidance and briefings;
- g) Overseeing the effectiveness of Board meetings including the careful consideration of matters that are relevant; Directors are given the opportunity to effectively contribute; and clear decisions are made and resolutions recorded;
- h) Undertaking, in conjunction with the CEO, appropriate public relations activities, and representing the Board to outside parties occasionally as required;
- i) Being the spokesperson for the Y at the Annual General Meeting;
- j) Representing the interests of the Board in any official capacity; and
- k) References in the Constitution and Articles to President and Vice President and their related authorities should be read as the same as Chairman and Vice-Chairman as relevant.

5.3. The Company Secretary

The Board will appoint at least one Company Secretary, who will be an executive officer of the Board.

- a) All Directors will have direct access to the Company Secretary via the Chairman on all governance matters.
- b) The Company Secretary is responsible for:
- c) coordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies, and all statutory and other filings;
 - i. overseeing the efficient and effective running of Board processes and procedure;
 - ii. overseeing the integrity of Board documentation by maintaining and updating Board documentation as the Board agrees, determines or resolves matters;
 - iii. holding board papers for a period of at least seven years;
 - iv. overseeing appropriate YMCA Association Membership tasks are undertaken regarding pre-selection and screening, admission, continuing membership, and cessation;
 - v. maintaining a Conflict of Interest register of dealings and declarations by Directors and report them to the Board as necessary; and
 - vi. maintaining a rolling 12 month Board Calendar of Activities.
- d) The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Attachment 1

Administrative matters and procedures

Meetings

The Board will meet as often as the directors deem necessary in order to fulfil their role, but not less than six times per calendar years and no further than three months apart. Directors may attend meetings by video or teleconference.

If the Chairman is unable to attend the meeting, the Chairman will appoint a Deputy Chair that will act as Chairman for the purposes of that meeting, unless otherwise specified.

The quorum is as stated in the Constitution and Articles from time to time. All decisions will be decided by a majority of votes cast.

Secretary

The Company Secretary, or his or her delegate, must attend all meetings as minute secretary.

Convening and notice of meeting

Any director may, and the Company Secretary must upon request from any director, convene a meeting of the Board. Notice will be given to every director of every meeting of the Board. However, there is no minimum notice period and acknowledgement of receipt of notice by all directors is not required before the meeting may be validly held.

Independent advice

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairman, or, in the Chairman's absence, the Board, such approval not to be unreasonably withheld. In particular, directors may seek the advice of the Y's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Board or the responsibilities of the Board.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Board must be entered into a minute book maintained for that purpose and be available for inspection by any director.

This Charter is to be reviewed by the Board every two years or as required.

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<i>Saved</i>	9-06-2020	<i>Version author</i>	Simone Ingersoll	<i>Distribution</i>	Members; Board and Executive
<i>Version</i>	1	<i>Version status</i>	Approved via Circular Approval 08-06-2020		