

YMCA NSW Board Charter



1. Purpose and authority

1. This Board Charter (“Charter”) sets out the role, responsibilities, structure and processes of the Board of the Young Men’s Christian Association of Sydney (‘YMCA NSW’).
2. The Board’s authority is enabled by the Young Men’s Christian Association of Sydney Incorporation Act, 1906 as amended by the Young Men’s Christian Association of Sydney Incorporation (Amendment) Act, 1976 (“the Constitution”); and the Articles of the Young Men’s Christian Association of Sydney (“the Articles”).

2. Role and responsibilities

3. The role of the Board is to provide leadership and strategic guidance for YMCA NSW in addition to overseeing management’s implementation of strategic initiatives.
4. The Board will establish policies that focus on its fiduciary and legal responsibilities; community accountability; and Movement development responsibilities.
5. The Board will meet on a regular basis and is responsible for:
 - a) Contributing to and approving the strategic direction of YMCA NSW 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;
 - b) Approving YMCA NSW annual targets and financial statements and monitoring actual financial performance against forecast and financial objectives;
 - c) Ensuring that YMCA NSW complies with its legal obligations, including the requirements of any regulatory body;
 - d) Considering and approving the YMCA NSW Risk Management Policy and monitoring the effectiveness of risk management strategies by satisfying itself through appropriate reporting and oversight that appropriate internal control mechanisms are in place and are being implemented in accordance with regulatory requirements;
 - e) Maintaining an ongoing dialogue with relevant external authorities, where appropriate, to provide reasonable assurance of compliance with all regulatory requirements;
 - f) Considering the social, ethical and environmental impact of YMCA NSW activities, setting standards and monitoring compliance with relevant policies and practices;
 - g) Reviewing and approving Board and Committee recruitment;
 - h) Determining the terms of appointment of the Chief Executive Officer (CEO); determining the corporate goals and objectives relevant to the remuneration of the CEO; and evaluating the performance of the CEO in light of these objectives;
 - i) Approving the terms of appointment of the Executives who report to the CEO and any other person the Board determines; and monitoring the performance of Executives; and
 - j) Reviewing succession plans for the CEO and Executives;
6. The Board is charged with establishing delegations to both committees and the Executive.

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3. CEO Role and delegation to management

7. The CEO is an executive officer of the board, reports to the Board, and as such is appointed and dismissed by the board.
8. The CEO is responsible for the development and achievement of strategic objectives for YMCA NSW.
9. The CEO is responsible for the management of day to day operations subject to specified delegations of authority approved by the Board.
10. Any matters or transactions outside the delegations of authority must be referred to the appropriate Board or Committee for approval.
11. The People Strategy, Culture and Nominations Committee will maintain for the CEO role a current position description and succession plan.

4. Board size and composition

12. Directors and office bearers are elected and appointed under the terms of the Constitution.
13. No member of the CEO's family may serve on the Board during the period of the CEO's employment.
14. The CEO may not serve on the Board within two years of the cessation of their employment as CEO.
15. Directors will be engaged through a letter of appointment subject at both pre-selection and ongoing of a cleared Working with Children Check, National Police Check, fit and proper person check, and identity check.
16. Directors will be elected and appointed in accordance with the enabling documents, which allows the Board to appoint Directors to fill vacant positions, and for the election of Directors at an Annual General Meeting.
17. The Board is responsible for:
 - a) Identifying and evaluating possible future Directors to the Board;
 - b) Appointing Directors to fill casual vacancies on the Board;
 - c) Making recommendations for the appointment or removal of Directors; and
 - d) Approving policies for appointments to the Boards of entities controlled by YMCA NSW.
18. The size of the Board will be determined in accordance with Articles 18 and 19 of the Constitution, and will consist of not more than eighteen nor less than six voting members.
19. Collectively, the Board members should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of YMCA NSW.
20. The Board will determine and regularly review the composition of the Board having regard to the optimum number, skills and diversity of Directors, subject to any limits in the Constitution, to best increase the Board's effectiveness.
21. Director tenure will be no longer than three terms of three years. An exemption is provided to the incumbent chair, where an additional term of three years is allowed.

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5. Chairman

22. The Board will appoint one of its members to be the Chairman in accordance with the Constitution and the Chairman may delegate their authority if required but remains accountable for its use.
23. The Chairman represents the Board to the organisation and communicates the Board's position.
24. The Chairman must be independent and cannot have been the CEO of YMCA NSW at any time during the previous three years.
25. The Chairman is responsible for:
 - a) Facilitating the governance process;
 - b) Establishing Board meeting agendas in consultation with the CEO and Company Secretary;
 - c) Chairing Board meetings with all the commonly accepted powers of that position including providing clear strategic and leadership guidance and briefings;
 - d) Ensuring 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;
 - e) Undertaking, in conjunction with the CEO, appropriate public relations activities, and representing the Board to outside parties occasionally as required;
 - f) Being the spokesperson for YMCA NSW at the Annual General Meeting;
 - g) Being the primary point of contact between the Board and the CEO;
 - h) Representing the interests of the Board in any official capacity; and
 - i) Leading appropriate actions regarding crises.
26. References in the enabling documents to President and Vice President and their related authorities should be read as the same as Chairman and Vice-Chairman as relevant.

6. Company Secretary

27. The Company Secretary is an executive officer of the Board and all Directors will have direct access to the Company Secretary via the Chairman on all governance matters.
28. The Company Secretary is responsible for the co-ordination of all Board business, including agendas, board papers, minutes, and other governance administration.
29. The Company Secretary is responsible for:
 - a) Ensuring Board processes and procedures run efficiently and effectively;
 - b) Ensuring the integrity of Board documentation by maintaining and updating Board documentation as the Board agrees, determines or resolves matters;
 - c) Ensuring appropriate YMCA Association Membership tasks are undertaken regarding pre-selection and screening, admission, continuing membership, and cessation; and
 - d) Maintaining a rolling 12 month Board Calendar of Activities.

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7. Board Committees

30. The Board has established Committees to assist the Board in exercising its authority and due care, skill and diligence. The standing Board Committees are:
 - a) Risk, Audit and Finance Committee; and
 - b) People Strategy, Culture and Nominations Committee.
31. The Board may establish ad hoc Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.
32. The Board will determine the charters of standing and ad hoc Board Committees, which will set out the roles and responsibilities of each Committee.
33. The Board will determine the membership and composition of Board Committees, having regard to workload, skills and experience, and any regulatory requirements.
34. The Board has established a Chief Risk Officer role that reports to the CEO and the Board Chairman; and is responsible for managing and maintaining all risk management activities of YMCA NSW.

8. Board meetings

35. The Chairman is responsible, in consultation with the CEO and the Company Secretary, for the conduct of all Board meetings. This includes 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.
36. Executives will be invited to attend all Board meetings and are available to be contacted by Directors between meetings.
37. The Board may have in-camera sessions without executive management being present.
38. The Board collectively, and each Director individually, has the right to seek independent professional advice and external resources to achieve an objective view or verify any report made by the CEO.
39. The Board may undertake a direct inspection to monitor and assess compliance and will enquire into areas of poor performance.
40. Under Article 27 of the Constitution the Board meeting quorum is four.

9. Director independence and protection

41. The Board assesses independence of Directors upon appointment and annually through an attestation by each Director.
42. Any independent professional advice sought under paragraph 35 is subject to the approval of the Chairman, or in the Chairman's absence, the Board.
43. Board papers shall be held by the Company Secretary on behalf of each Director for a period of at least seven years.
44. Directors are entitled to access Board papers for the period when they were a Director on request, even if they have ceased to be a Director.

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45. YMCA NSW will arrange for each Director, a policy of Directors' and Officers' (D&O) insurance in a reasonable industry accepted form approved by the Board, and will cover the Director for seven years from the date at which they cease to be a Director.

10. Board and CEO performance

46. The Board, through its People Strategy, Culture and Nominations Committee, will maintain a regularly reviewed skills matrix which includes key competence areas such as YMCA NSW strategy, mission and not-for-profit development; behaviour; governance; industry; and technical.
47. The Board will conduct a self-assessment and review every two years.
48. The Board will conduct a Director assessment and review every two years.
49. The Board will conduct a CEO assessment and review annually.

11. Ethical standards

50. Board members are expected to observe 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 position or information;
 - c) Supporting and encouraging policies within YMCA NSW 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 YMCA NSW and developing business networks and connections for the benefit of YMCA NSW.

12. Conflicts of interest

51. Directors are expected to avoid any action, position or interest that conflicts with an interest of the YMCA NSW, or gives the appearance of a conflict.
52. A Director that has a material personal interest in a matter that relates to the affairs of the YMCA NSW must give the other Directors notice of such interest.
53. The Company Secretary will maintain a Conflict of Interest register of dealings and declarations by Directors and report them to the Board as necessary.

13. Review of Charter

54. This YMCA NSW Board Charter will be reviewed every two years or as required.

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14. Document change history

Version	Conducted by	Approved by	Date	Description of changes
1	Anna Nolan	BM 22.09.2015	22.09.2015	Final draft for Board approval
1.1	Cameron Lilburn	BM 22.09.2015	22.09.2015	Incorporating amendments from Board Meeting (see Minutes). New P6, P16, P26

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