



BOARD CHARTER

Effective Date

July 2020

This charter applies to:

All members of the Board of Guide Dogs Victoria

1. Purpose

A key element of corporate governance at Guide Dogs Victoria is the Board. The purpose of the Board Charter is to set out the role, responsibilities, tenure and operations of the Board.

2. Guide Dogs Victoria's functions and powers

Guide Dogs Victoria is a Company Limited by Guarantee and has the functions, powers and duties conferred on it by the Guide Dogs Victoria Constitution.

3. Members of the Board

- All individuals appointed to the board of Guide Dogs Victoria hold non executive board positions
- Members of the Board do not receive remuneration for their services
- Reasonable out of pocket expenses incurred by any Member of the Board in attending to the affairs of the Board or of Guide Dogs Victoria will be reimbursed
- Within two months of becoming a member of the board, a police check and working with children check must be undertaken with a satisfactory outcome. A police check is required to be undertaken every three years and a working with children check is required to be renewed every 5 years.

4. Tenure of Members of the Board

- A minimum of 3 Members of the Board and a maximum of 11 Members of the Board may hold office for a term of up to 3 years, commencing from the conclusion of the Annual General Meeting at which they are duly elected. Terms of office are staggered

so that one third or the nearest multiple to one third of the Board will retire by rotation each year

- In the event of a position on the Board becoming vacant before the expiry of the term of office of the Member concerned, the Board may elect a Member to fill that casual vacancy on the Board to serve the remainder of the term of office of the Member concerned. When filling that vacancy, the Board needs to ensure that the membership of the board is properly balanced in terms of skills and other issues of balance
- The maximum period a Guide Dogs Victoria member should act as a Member of the Board is 9 years, unless varied for a particular director by the directors.
- The Board is required, as soon as possible after the Annual General Meeting, to elect annually from among its members a Chair, Vice Chair and Chair of the Audit and Risk Management Committee
- Based on better practice, the maximum period a Member of the Board can hold each position of Chair, Vice Chair and Chair of the Audit and Risk Management Committee is 6 years.

5. Role of the Board

The role of the Board is to represent the members and to promote and protect Guide Dogs Victoria by:

- Overseeing, guiding and monitoring its business and affairs using due care and diligence to ensure its long term reputation and viability is sustained, and its vision is achieved.
- Acting in good faith, with honesty and integrity, and in the best interests of its members, clients, staff, volunteers and other stakeholders.
- Committing to better practice standards of governance.

6. Board Responsibilities

The responsibilities of the Board of Guide Dogs Victoria include:

Strategy

- Agree the broad strategy, objectives and performance targets for Guide Dogs Victoria
- Oversee and monitor the preparation of, and approve the strategic plan, business plan and annual budget, and key policies and procedures



- Monitor the delivery of the strategic plan, annual business plan and annual budget, and monitor the operating and financial performance
- Facilitate and monitor the preparation of, and approve the annual report
- Approve decisions relating to strategic initiatives, such as internal restructures, significant acquisitions and disposals, key revenue initiatives and major items of operating and capital expenditure

Risk Management

- Integrate risk management into Guide Dogs Victoria's strategic planning process
- Monitor and review the effectiveness and currency of internal financial and operational risk management, compliance and reporting systems, ensuring that risks to Guide Dogs Victoria's services, fundraising and assets are identified, assessed, prioritised and managed
- Evaluate whether management is setting the appropriate "control culture" by communicating the importance of internal control and management of risk
- Determine who should be entitled to sign or endorse documents on Guide Dogs Victoria's behalf

Governance

- Appoint the Chief Executive Officer and establish appropriate terms and conditions
- Evaluate their performance through the establishment of performance measures and the monitoring of their performance
- Appoint the Company Secretary
- Monitor the management of Guide Dogs Victoria by the Chief Executive Officer to ensure that it is operating efficiently and effectively, has a culture of compliance and better practice business performance in areas of marketing and fundraising, client and guide dog services, financial, human resource (including staff and volunteers), risk and asset management
- Establish and monitor governance arrangements for Guide Dogs Victoria, including reporting systems to meet the information needs of regulatory bodies, its members and the Board



- Foster a culture in accordance with set values and key organisational behaviours that uphold these values
- Apply the Guide Dogs Victoria Members of the Board's Code of Conduct
- Evaluate the performance of the Board
- Make such by-laws, rules and regulations as, in the opinion of the Board, are necessary for the proper control and administration of the affairs of Guide Dogs Victoria and its members
- Act in accordance with the Constitution
- Appoint, reappoint and replace the external auditor, and internal auditor if appropriate.

7. Responsibilities of the Board

The role of the Board is to represent the members and to promote and protect Guide Dogs Victoria by:

- Each Member of the Board, in conducting the business of the Board, must comply with:
 - The spirit, as well as the letter, of the Guide Dogs Victoria Members of the Board's Code of Conduct
 - All relevant laws, Guide Dog Victoria charters and policies in force from time to time including , but not limited to, this Charter and Board Committee Charters
- The Board's responsibilities are collective and, once decisions are made, Members of the Board must not publicly advocate policies contrary to established Board decisions
- Members of the Board are required to inform the Board of any conflicts or potential conflicts of interest they may have in relation to particular items of business
- Members of the Board are entitled to ask management for whatever information they believe is necessary to enable them to discharge their responsibilities. Requests for information will be made to the Chief Executive Officer
- Members of the Board have a right to obtain independent professional advice at Guide Dogs Victoria's expense. Approval must be obtained from the Chair before seeking such advice



- Members of the Board are encouraged to attend Guide Dogs Victoria functions relating to fundraising, our clients and our volunteers.

8. Meetings of the Members of the Board

The role of the Board is to represent the members and to promote and protect Guide Dogs Victoria by:

- Regular meetings will occur and at least 6 meetings per year should be held
- The Chair or, in his or her absence, the Vice Chair or in the absence of both of these individuals, a Member of the Board elected by the Members present at the meeting, must preside at a meeting of the Board
- Members are expected to be present for at least 75% of the meetings of the Board
- Members of the Board may participate in a particular Board meeting by telephone, or any other means of electronic or instantaneous communication, and will be deemed to be present at the Board meeting
- The appointment of proxies to attend meetings is not permitted
- A quorum consist of, a majority of directors
- A question arising at a meeting of the Board is determined by a majority of the Members present and voting on the question
- Where the votes on a proposed resolution are equal:
 - (1) The chairperson of the meeting does not have a second or casting vote; and
 - (2) The proposed resolution is taken as lost.
- Members of the Board have a commitment to come to meetings well prepared having read and analysed Board papers prior to attending meetings
- Board resolutions should be clear and concise, and similarly recorded in the minutes of the meetings
- Minutes must be kept of each meeting of the Board and they must accurately reflect the Board's decisions
- Minutes of past meetings must be confirmed by the Board and signed as a true record by the person presiding at the meeting

- The Chair may devote time in the agenda of a meeting of the Board for the purpose of confidential open discussion with Members of the Board
- The Chair may at any time (and must, if requested by at least 2 Members of the Board) call a special meeting of the Board. At least 2 days' notice of the special meeting must be given and the meeting must deal only with business stated in the notice of the special meeting
- A meeting evaluation should be discussed by the Members of the Board immediately prior the conclusion of each Board meeting.

9. Board Committees

- Board Committees will be established covering the key areas of the Guide Dogs Victoria's business
- Each Committee will develop a charter for approval by the Board
- Committees are responsible for considering detailed issues and making recommendations to the Board
- Members of the Board assigned to particular Committees will ensure regular attendance at Committee meetings
- There is a standing invitation for Members of the Board to attend any Committee meeting
- Guide Dogs Victoria members with relevant skills can be co-opted onto Committees where there are skill gaps.
- Minutes of Committee meetings must be kept and tabled at Board meetings.

10. Chair's Responsibilities

- Develop the Board as a cohesive and effective team
- Assist Members of the Board understand their role, responsibilities and accountability
- Arrange for the proper induction of new Members of the Board and members of Guide Dogs Victoria co-opted onto Board Committees

- Set the agenda (following consultation with Members of the Board and the Chief Executive Officer) and ensure key issues are discussed and there are no potential conflicts of interest or duty
- Ensure interactive participation by all Members of the Board
- Arrange for adequate support for Members of the Board
- Represent the Board to external parties and at Guide Dogs Victoria functions (if the Chair is unable to attend, this responsibility can be assigned, depending on availability, to the Vice Chair or another Member of the Board)
- Establish an effective and constructive working relationship with the Chief Executive Officer
- Act as the key liaison point between the Board and the Chief Executive Officer and Guide Dogs Victoria's senior management
- Actively encourage a strong relationship between the Board Committees and the Board
- Chair the Annual General Meeting of Guide Dogs Victoria.

11. Management Interface with the Board

- The Chief Executive Officer will be present at all meetings of the Board except those meetings that are held in camera.
- Senior management staff will routinely be present at Board meetings
- Reports will be in writing to the Board and will be included in Board papers to be circulated at least 1 week prior to Board meetings
- Reports to the Board will focus on implementing strategies and monitoring performance against the various plans and budgets (highlighting variances and reasons for the variances). The reports will highlight problem areas, actions being undertaken or planned supported by the various options considered to address the problems being encountered.
- Reports to the Board on initiatives will be supported by cost benefit analysis
- The Chief Executive Officer will inform the Board about related developments in Government policy and across the sector



- Management will ensure that information presented to the board is concise, accurate, timely and current, especially relating to critical information and where performance is below established targets
- Matters raised at Board meetings will be addressed by Management in a timely manner
- Management will ensure that stakeholders, including staff, are informed of Board decisions
- The Chair and the chairs of the various board committees will represent the Board in liaising with Management.

12. Dealing with the Media

Media comment will be made by the Chief Executive Officer in respect of operational issues and by the Chief Executive Officer or the Chair in respect of corporate issues.

13. Three Yearly Review of the Board Charter

This Charter should be reviewed by the Members of the Board at least once every three financial year.