



Board of Management Charter

Approved/effective date	151020
Due for review	151023

1. Purpose of Charter

This Charter sets out the role, composition and responsibilities of the Board of Management of Torquay Community House (TCH).

The conduct of the Committee is also governed by the Rules of Torquay Community House, a copy of which is located at [TCH Rules of Association](#)

A number of operational matters relating to the Committee such as number of meetings per year, notification of interests, and election of Committee members are governed by the Rules of Association and are not reproduced here.

2. Purpose of the Board of Management

The Board has two broad purposes, compliance and performance:

Compliance: conform with or exceed all legal requirements

Legal

- monitor the Rules of TCH
- comply with committee members' responsibilities
- comply with laws
- monitor insurance requirements

Accountability

- monitor financials
- compliance audits

Performance: assist the organisation to perform to its best potential

Strategy and policy

- ensure that community development principles and approaches are embedded in all aspects of the organisation's planning, evaluation and operations.
- approve Vision/mission and ensure it is reflected in the organisation's operations
- approve strategic plan and policies and monitor regularly

Accountability

- overall performance of the organisation
- committee evaluation, succession planning
- report outcomes to stakeholders
- manage Co Ordinator/Manager

Public Relations

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding committee decisions

Risk management

- ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

The Committee, while meeting its responsibilities, is mindful of the organisation's mission and the objects of the organisation as embodied in its Rules of Association.

3. Roles and Responsibilities

The Board has delegated authority for the operations and administration of the organisation to the Co Ordinator/Manager

14 Price St Torquay VIC 3228
03 5261 2583 www.torquaycommunityhouse.org.au
ABN 54 044 843 552

The functions of the Board are to:

Provide effective leadership and collaborate with the staff in:

- articulating the organisation's values, vision, mission and strategies
- developing strategic (direction) plans and ordering strategic priorities
- maintaining open lines of communication and circulating through the organisation and with external stakeholders the values, vision, mission and strategies
- developing and maintaining an organisation structure to support the achievement of agreed strategic objectives

Monitor the performance of the Co Ordinator/Manager against agreed performance indicators

Review and agree the business (action) plans and annual budget proposed by the management team

Monitor the achievement of the strategic and business plans and annual budget outcomes

Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities

Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged

Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for Board members to attend courses, seminars and participate in development programs as the Board judges appropriate

Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements

Ensure that all significant risks are adequately considered and accounted for by the management team.

Ensure that organization has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy.

4. Membership and Term

The Rules provide for a maximum of eleven board members and a minimum of seven board members (so that a quorum can be formed to transact business at meetings).

No member of the Board may be a member of the paid staff of the organisation. The Coordinator/Manager attends board meetings in an ex officio capacity.

Board members must declare any conflict of interest including any business or other relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the organisation.

Membership of the Board shall be disclosed in the annual report including any conflict of interest.

According to the Rules, each board member must be re-elected by the membership after 12 months on the Board.

5. Board and Co Ordinator/Manager Relationship

The roles of the Chairperson and Co Ordinator/Manager are strictly separated.

The Co Ordinator/Manager is responsible for:

- policy direction of the operations of the organization including implementation of endorsed strategic plan, policies and procedures
- the efficient and effective operation of the organisation
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The Co Ordinator/Manager is not a member of the Board.

6. Board Culture

The Board actively seeks to have an engaged culture which is characterised by openness and a willingness to challenge. The following checklist is used to provide evidence of an engaged culture:

Agendas

- The agendas of the Board limit presentation time and maximise discussion time.
- There are lots of opportunities for informal interactions among Board members.

Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.

- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- the Board is responsible for maintaining the organisation's stature in the community.
- Board members respect each other.

7. Reporting

Proceedings of all meetings are minuted and signed by the chairperson of the meeting.

Minutes of all Board meetings are circulated to members and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a Board Paper) and, once passed, are recorded in the minutes.

8. Review of Charter

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

9. Publication of the Charter

Key features of the charter are to be outlined in the organisation Annual Report.

A copy of the charter is available at

<http://www.torquaycommunityhouse.org.au/torquay-community-house-policies>