



AUSTRALIAN
WAR WIDOWS NSW LTD

BOARD CHARTER

The Board is responsible for the governance of Australian War Widows NSW Limited (**AWW NSW**). This Board Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Board of AWWNSW.

This Charter must be read in conjunction with the AWWNSW Director's Code of Conduct.

ROLE AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for reviewing and approving AWWNSW's strategic direction and for providing effective oversight of AWWNSW's management.

The Board must monitor AWWNSW's compliance with its Constitution and with all applicable legal and regulatory requirements.

In addition to matters required by law to be approved by the Board and to matters reserved to the Board in AWWNSW's Constitution, the Board has the following specific responsibilities:

Strategy

The Board is responsible for:

- reviewing and approving AWWNSW's strategic direction, its business plans and budget and significant strategic initiatives and plans;
- reviewing and approving performance objectives consistent with the strategy; and
- monitoring implementation of plans to give effect to the strategy.

Governance and oversight of management

The Board is responsible for:

- the appointment and, if appropriate, removal of the CEO and Company Secretary;
- approving succession plans for the CEO and other key management roles;
- approving performance objectives for the CEO and the Management Team and monitoring performance against those objectives;
- approving AWWNSW's remuneration framework, policies and procedures on the recommendation of the Nomination and Remuneration Committee;
- reviewing and approving material policies of AWWNSW wide or general application;
- overseeing AWWNSW's corporate governance framework;
- satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board; and

- providing advice and counsel to management and challenging and holding management to account.

Members of AWWNSW

The Board is responsible for:

- approving applications for membership of AWWNSW;
- providing reports to members in accordance with the requirements of the *Corporations Act* and other relevant law; and
- providing resolutions and accompanying information for consideration at meetings of members.

Other stakeholders

The Board is responsible for approving and monitoring implementation of policies governing AWWNSW's relationship with key stakeholders including the NSW and Commonwealth Governments; Government agencies, emergency service organisations and the communities in which AWWNSW operates.

Culture and ethical responsibility

The Board is responsible for:

- approving, maintaining and monitoring compliance with the Code of Conduct;
- monitoring AWWNSW's culture, reputation and ethical standards;
- promoting ethical and responsible decision-making; and
- approving and monitoring compliance with AWWNSW's:
 - Whistle blower Policy; and
 - Anti Bribery, Corruption and Fraud Policy.

Oversight of financial and operational management

The Board is responsible for:

- approving AWWNSW's:
 - annual accounts and reports, including the Director's Report;
 - annual operating and capital budgets and any material changes to those budgets; and
 - material capital expenditure, material acquisitions and divestitures and material commitments that are in excess of limits delegated to the CEO by the Board; and
- monitoring AWWNSW's:
 - financial performance on an ongoing basis; and
 - the effectiveness of its accounting and financial management systems, including the external audit process.

Auditors

The Board is responsible for:

- making recommendations to members for the appointment and removal of external Auditors; and
- selecting and appointing external Auditors on an interim basis if a vacancy occurs in the office of Auditor.

Compliance and risk management

The Board is responsible for:

- Approving, and monitoring the adequacy of, AWWNSW's risk management framework and determining its risk appetite.
- Overseeing and monitoring the effectiveness of AWWNSW's:
 - work, health and safety systems;
 - control and accountability systems, including reporting under those systems;
 - systems for identifying, assessing, monitoring and managing material risk.
 - systems of internal compliance, risk management and control;
 - systems of legal compliance that govern its operations; and
 - the Code of Conduct, Service Standards and Policies.
- Ensuring compliance with work, health and safety, employment and environmental policies and with all applicable laws.

ROLES AND RESPONSIBILITIES OF CHAIR, CEO AND COMPANY SECRETARY

Chair

The Chair is responsible for:

- chairing Board meetings and meetings of members;
- managing the efficient organisation and conduct of the Board's function;
- facilitating effective contribution by all Directors;
- monitoring Board performance;
- promoting constructive relations between Board members and between the Board and management;
- reviewing corporate governance matters with the Company Secretary; and
- maintaining a regular dialogue with the CEO and facilitating communication between the Board and management.

Chief Executive Officer

The Board appoints the Chief Executive Officer (**CEO**).

The CEO manages AWWNSW in accordance with the strategic plans, business plans and policies approved by the Board.

The CEO leads AWWNSW's Management Team and is accountable to the Board for AWWNSW's overall management and performance.

Specific limits on the authority delegated to the CEO are set out in the *Delegations Policy* approved by the Board.

The CEO has authority to subdelegate to the Management Team subject to the Delegation Policy approved by the Board.

Company Secretary

The Company Secretary acts as secretary of the Board and attends meetings of the Board and is accountable to the Board through the Chair.

The Company Secretary is responsible for:

- organising Board meetings and Director attendance;
- monitoring compliance with Board policies and procedures;
- coordinating the completion and dispatch of the Board agenda and briefing materials;
- preparing minutes of meetings and resolutions of the Board for the Chair's approval and circulation;
- circulating minutes from Committee meetings to the Board;
- ensuring AWWNSW compliance with requirements imposed on it under the law and lodging all returns and notices with the ACNC and ASIC.

BOARD COMMITTEES

The Board may delegate any of its responsibilities or functions, other than those which by law must be dealt with by the Board, to a Committee or Committees.

Standing Committees will adopt charters setting out their authority, responsibilities, membership and operation.

There are currently two standing Committees:

- Finance Audit & Risk Committee; and
- Investment Advisory Committee.

The Board may establish other Committees from time to time to consider other matters of special importance. The Committees must report to the Board as required.

Minutes of Committee meetings must be prepared and circulated to all Directors.

All Directors are entitled to attend Committee meetings as observers and to receive Committee papers.

BOARD PROCESSES

All Board meetings will be conducted in accordance with AWW NSW's Constitution and the *Corporations Act*.

The Board must meet formally at least four times each year and will also meet whenever necessary to deal with urgent matters which might arise between scheduled meetings.

Part of each scheduled meeting may be set aside to allow the Directors to meet in private session (with only the Directors present).

Directors have a duty to question and to raise any issues of concern to them.

At Board meetings, matters must be debated openly and constructively amongst the Directors.

Directors must be committed to collective decision making and shall endeavour to arrive at a consensus decision on all matters requiring Board approval.

Where a consensus decision is unable to be made, the decision of the Board will be determined by a majority of votes of the Directors present at the meeting and voting.

Each Director has one vote and, in the case of an equality of votes, the Chairperson of a Directors' meeting has a casting vote in addition to his or her deliberative vote.

Directors must keep Board discussions and resolutions confidential, except where they are required by law to be disclosed.

Directors are expected to attend, to be adequately prepared for, and to participate in each Board meeting.

The Board may invite:

- members of staff may attend Board meetings address specific issues; and
- external advisers where necessary or desirable.

The Board may conduct meetings, in person, via telephone or videoconference.

All Directors will have unfettered access to any AWWNSW records and information they consider necessary to fulfil their responsibilities.

Directors will receive regular detailed financial and operational reports and may request management to provide elaboration or explanation of those reports at any time.

The Board will undertake a formal process to review its performance and that of its Committees on an annual basis.

Quorum

Unless otherwise determined by the Board, a quorum for a Board meeting is six directors, one of whom must be a non-member director.

Review and publication of Charter

The Board is responsible for reviewing this Charter every two years and may be amended by resolution of the Board.

The Charter must be published on AWWNSW's website.

Adopted by the Board

25 November 2022

Chair of the Board

T. Hobson.