



alannah & madeline  
foundation

The Alannah and Madeline Foundation Limited  
(ACN 090 752 800)

as Trustee of

The Alannah & Madeline Foundation  
(ABN 96 514 115 810)

Board Charter

February 2022



## 1. Purpose

This Charter sets out the role and responsibility of the Board of the Alannah & Madeline Foundation (the Foundation) and the way the Board exercises and discharges its role and responsibilities.

The Charter supports the ACNC requirements, applicable laws and the Constitution, and has been adopted by the Board to enable good corporate governance for the Foundation.

The Board will review the Charter every three [3] years so it remains current and relevant. Unless otherwise stated, terms used in the Charter have the meaning ascribed to them in the Constitution. If there are any inconsistencies, the Foundation's Constitution prevails to the extent of any inconsistency.

All Directors must read the Charter and should familiarise themselves with the Constitution.

In performing its role, the guiding principle of everything the Board does is to support and enable the vision and purpose of the Foundation – where all children are safe, inspired and have the freedom to flourish and where the Foundation champions and strengthens their rights through participation and practice in the communities where they live, learn and play.

## 2. Governance Roles

### 2.1 Role of the Board

The Board's core value and responsibilities are to focus on:

- impact aligned to purpose, drawing on Directors' experience and knowledge to increase the Foundation's program / product outcomes and achieve desired positive impact.
- governance, legal and regulatory obligations: to ensure compliance with governance, legal and regulatory requirements and to ensure the Foundation has well managed programs, innovation and risk management.
- organisational performance and sustainability: to determine the Foundation's strategic direction and plan and review its appropriateness and achievement. Oversee and evaluate the Foundation's policies and performance. Appoint and, if necessary, remove the Chief Executive Officer.
- commercial and Government networks: to use commercial and political networks to advance the advocacy and fundraising objectives of the Foundation.

The Board monitors the management and performance of the organisation through the following key functions:

#### 2.1.1 Strategy

- a. Reviewing and approving the strategic plan for the Foundation.
- b. Regularly overseeing performance to confirm the Foundation is being appropriately managed and that its performance is aligned with the strategic plan.

#### 2.1.2 Governance

- a. Assessing whether an appropriate culture and management framework is in place that enables the Foundation to comply with the law and relevant regulations; conform with the highest standards of behaviour; and provide a safe and unbiased workplace.
- b. Checking that compliance with policies and procedures is properly monitored.



- c. Adopting clearly defined delegations of authority from the Board to the Chief Executive Officer (which may, in turn, be delegated), and from the Board to its Committees.
- d. Establishing and maintaining an appropriate structure of Board Committees to enhance the Board's capacity to fulfil its responsibilities.
- e. Confirming that Directors are properly inducted and that all Directors are provided with ongoing access to the company's operations, management and information.
- f. Reviewing the Board's own processes and effectiveness.
- g. Considering the perspectives and experiences of various stakeholders.

### 2.1.3 Finance

- a. Approving an annual operating budget and sources of funding and monitoring results on a regular basis.
- b. Confirming that the Foundation's financial position is sustainable and that it is able to meet its debts and other obligations when they are due, and that the Foundation has sufficient financial resources to achieve its strategic plan.
- c. Overseeing the integrity of the Foundation's accounting and reporting systems.
- d. Determining that satisfactory arrangements are in place for auditing the company's financial affairs, and that the scope of the external audit is adequate.
- e. Assessing the performance and independence of the external auditors.

### 2.1.4 People and Culture

- a. Selecting and appointing the Chief Executive Officer, setting an appropriate remuneration package, agreeing appropriate performance indicators, and evaluating the performance of the Chief Executive Officer.
- b. Overseeing appropriate succession plans for the Chief Executive Officer and key managers.
- c. Approving the remuneration policy for the organisation.

### 2.1.5 Operations

- a. Approving an annual plan and budget and monitoring results against plan.
- b. Determining that the Foundation has in place accurate and reliable reporting systems, internal controls (both operational and financial) and compliance activities.
- c. Confirming that systems are in place to identify, manage and mitigate significant risks.
- d. Developing and reviewing policies and procedures to ensure the Foundation is transparent and accountable to its beneficiaries, the community and other stakeholders.

### 2.1.6 Reputation and External Relationships

- a. Ensuring the reputation of the Foundation and subsidiaries is enhanced and well recognised externally and with key stakeholders.



- b. Ensuring key relationships (eg: partnerships, sponsorships, foundation advocates, key contracted parties etc) are appropriate and align to the Foundations purpose, values and impact.

## 2.2 Role of the Chair

The Chair is appointed by the Board. The Chair must be an independent Director and cannot have been the Chief Executive Officer of the Foundation at any time during the previous three years.

The role includes:

- 2.2.1 Developing the annual Board agenda and work plan for approval of the Board and working with the Chief Executive Officer to determine the agenda for Board meetings.
- 2.2.2 Presiding over Board meetings, fostering a positive boardroom dynamic, enabling open and robust debate of key issues.
- 2.2.3 Ensuring that the Board receives the information it requires for informed decision-making.
- 2.2.4 Maintaining ongoing communication with the Chief Executive Officer, supporting effective engagement between the Board and management.
- 2.2.5 Maintaining liaison with major stakeholders, reporting feedback and insights gained to the Board.
- 2.2.6 Facilitating a performance evaluation process for the Board, Committees and individual Directors.
- 2.2.7 Overseeing the search for, and appointment of, new directors.
- 2.2.8 Acting as spokesperson on Board policy matters.
- 2.2.9 Coordinating the appointment of the Chief Executive Officer, conducting the Chief Executive Officer's annual performance and remuneration review, and setting the Chief Executive Officer's objectives for the forthcoming year.

## 2.3 Role of the Secretary

The Board will appoint a Secretary who is accountable to the Board. The Secretary is responsible for carrying out the administrative functions of the Board, coordinating all Board business and assisting compliance.

The role of the Secretary includes:

- 2.3.1 Preparing, compiling and distributing agendas and Board papers.
- 2.3.2 Maintaining minutes of Board meetings and Board committee meetings and following-up on action items.
- 2.3.3 Maintaining member registers or other registers as required.
- 2.3.4 Communicating with regulatory bodies and fulfilling all statutory, financial and other necessary filing.
- 2.3.5 Checking compliance with legislation and reporting requirements, as applicable.
- 2.3.6 Undertaking any other roles clearly delegated to the Secretary by the Board.



## 2.4 Role of the Chief Executive Officer

The Chief Executive Officer leads the Foundation and is ultimately responsible and accountable to the Board for its operational management.

2.4.1 The Chief Executive Officer, together with the senior management team, is accountable to the Board for the overall management and performance of the Foundation.

2.4.2 The Chief Executive Officer manages the organisation in accordance with the strategy, business plans, policies and delegations approved by the Board.

2.4.3 The Chief Executive Officer's performance is annually evaluated against the achievement of agreed goals, targets and performance indicators.

## 3. Membership

3.1 The Board will have a minimum of six [6] and a maximum of fourteen [14] members, all of whom will be independent, non-executive directors.

3.2 The Board will have the power to appoint and remove directors and will maintain an appropriate balance of skills, experience, expertise and diversity.

3.3 Directors will serve terms of three [3] years. Board members will serve a maximum of three [3] terms unless the Board determines otherwise.

## 4. Board Processes

### 4.1 Appointment of Directors

Directors should possess a broad range of skills, expertise and experience and come from a diverse range of backgrounds. The Board is cognisant of the need for diversity, including a balance of experience, age, gender, culture and geography, and has in place a skills, experience and diversity matrix which it will review annually, in conjunction with a Board succession plan.

### 4.2 Board Committees

In accordance with the Constitution, the Directors may delegate any of their powers to one or more committees, but the Board ultimately remains accountable.

A committee must exercise its delegated powers in accordance with any directions given by the Board. The following are the current Board committees:

- Governance Committee
- Finance, Audit, Risk and Business Committee
- Dolly's Dream Advisory Board.

### 4.3 Seeking Professional Advice

Directors have the right to seek paid professional advice, subject to the approval of the Chair.

### 4.4 Accountability to the Community

Transparency and accountability to the community is consistent with maintaining good governance and effective operations and advances the purposes of the Foundation.



## 4.5 Meetings

- 4.5.1 No later than the third quarter of each year, the Foundation will publish a schedule of the following year's meetings. All meetings will be held to allow both in person attendance, at the Foundation's office, and digitally through a video conference facility.
- 4.5.2 Board members are responsible for managing their own travel arrangements, unless otherwise agreed, and are eligible for reimbursement in accordance with the Foundation's Expense Policy.
- 4.5.3 All Board members must renew their disclosure of conflicts of interest before the first Board meeting of each calendar year.
- 4.5.4 Board papers will be distributed no later than four working days before each meeting.
- 4.5.5 A quorum for Board meetings will be a third of current Board members.

## 5. Commitment of Directors

In addition to the legal directors' duties and obligations, the Foundation directors are expected to act responsibly and diligently to:

- 5.1 make decisions in the interests of the Foundation as a whole.
- 5.2 adhere to all policies of the Foundation.
- 5.3 use all reasonable endeavours to attend every Board meeting and participate in any induction, Board programs and any professional learning.
- 5.4 participate in the activities and engage with staff of the Foundation and willingly act as an ambassador for the Foundation and an adviser to management where and if requested and appropriate.
- 5.5 be well informed on all matters relevant to effective conduct of the role of director of the Foundation, including but not limited to: the strategic and business plans, the company's activities, finances and financial management procedures, and all matters to be discussed by the Board.
- 5.6 treat all Board meetings and Board discussions as confidential and not share Board papers or Board discussions outside of the Board, without the Board's permission.
- 5.7 immediately raise any concerns with the Chair of the Board on any matter, including any behaviours that may be inconsistent with the purposes of the Foundation, the Charter, any duties of the directors or any policy.
- 5.8 always act in a manner which promotes the public reputation and integrity of the Foundation, its purpose and its work.
- 5.9 take all reasonable steps to avoid an actual, potential or perceived conflict of interest with the Foundation.

## 6. Board Review

The Board will periodically consider the following to enable effective Board operations and function:

- a. the size and composition of the Board
- b. the Board succession plan
- c. the necessary and desirable competencies and skills of the Directors



- d. the number and type of Board Committees, their size and composition
- e. any amendments required to this Board Charter.

Board is committed to evaluating and improving its own performance. The Chair will seek the views of individual Directors on the Board's performance, the performance of Directors and of Board Committees. The Chair will present the findings to the Board with a view to determining what action, if any, would improve Board performance.

If the Chair has reasonable grounds for believing that a Director is not meeting the expectations of the Board, the Chair may refer the matter to the Governance Committee for review and consideration of actions that can include requesting the tendering of a resignation. If that Director is a member of the Governance Committee, the Chair will co-opt another Director to participate in the review in place of the Director who is the subject of the review.

If a Director is charged with a criminal offence or, through their behaviour, brings the organisation into disrepute, the Chair may request that the Director take a leave of absence until the matter is resolved.