

Board Charter

1. Introduction

1.1 This Charter sets out the role, responsibilities, structure and operation of the UnitingCare Board (**Board**), which sits in its capacity as the governing body of each of:

- UnitingCare Queensland (an unincorporated institution),
- UnitingCare Queensland Limited, and
- UCQ Limited, (collectively **UnitingCare**) and the UnitingCare Board Committees.

1.2 The purpose of UnitingCare emerges from the stated purpose of Jesus Christ that people may “have life in all its fullness” (John 10:10). UnitingCare’s role is to be an agent of God’s healing power to the whole person, and not just for an individual ailment or disability, enabling each individual to play their important role in God’s plan for the human family.

1.3 Formed by the Uniting Church in Australia Queensland Synod (**Queensland Synod**) in the furtherance of the mission of the church.

1.4 The provisions of this Charter are derived from the Queensland Synod By-laws, (including the UnitingCare By-laws at Q4.2 and Q4.3) and the respective Constitutions of each of UnitingCare Queensland (an unincorporated institution established by the Queensland Synod), UnitingCare Queensland Limited and UCQ Limited to promote high standards of corporate governance.

The provisions of this Charter are not intended to be a complete summary of the requirements of those governing documents, and the governing documents prevail to the extent of any inconsistency with this Charter.

1.5 UnitingCare acknowledges the sovereignty of Aboriginal and Torres Strait Islander peoples, as the First Peoples and Custodians of the lands, waters, seas and skies of this country on which we work, serve and live. UnitingCare acknowledges Elders past, present and emerging, for their continued care for Country, traditional knowledge keeping, storytelling, bravery and welcoming.

UnitingCare’s approach to reconciliation is informed by the Covenant between Uniting Church in Australia and the Uniting Aboriginal and Islander Christian Congress.

In seeking reconciliation, we affirm and encourage greater appreciation of culture, unity in practice, and justice represented through truth-telling and actions.

2. Role of the Board

2.1 The UnitingCare Board derives its authority from the Queensland Synod By-laws (including the specific UnitingCare By-laws within them) and the Constitutions of each of UnitingCare Queensland (an unincorporated institution), UnitingCare Queensland Limited and UCQ Limited.

The Board is responsible for the governance, direction and control of UnitingCare in accordance with the requirements of these governing documents and the Uniting Church in Australia Basis of Union, Constitution & Regulations.

2.2 The primary role of the Board is to set the objectives, strategies and policies for UnitingCare and to ensure that its management demonstrates proper, efficient stewardship and commercial practices which are in keeping with the mission and purpose of UnitingCare in accordance with its governing documents, applicable laws, and the Australian Charities and Not-for-profits Commission (**ACNC**) Governance Standards.

2.3 This is achieved by:

- setting and overseeing UnitingCare’s strategic direction;
- discerning and interpreting the relationship of the mission of the Uniting Church to community needs, service provision and community development;
- selecting and appointing the Chief Executive Officer, as endorsed by the Queensland Synod Standing Committee, and monitoring their performance;
- overseeing and monitoring a culture of quality, safety, wellbeing and continuous improvement is in place for UnitingCare’s people (including employees, volunteers, contractors and

the people we serve), members of the public and the environment;

- overseeing and monitoring frameworks are in place which support safeguarding, safety and wellbeing, and the human rights and dignity of the people we serve, and ensure their voices are heard in respect of services provided;
- overseeing and monitoring that an appropriate safety, health and environment policy framework is in place to support safe workplace practices and to minimise the impact of UnitingCare's operational activities on the built and natural environments;
- informing and monitoring Board level policy positions as defined in the UnitingCare Policy Management Framework;
- monitoring financial outcomes and the integrity of reporting, and approving annual budgets;
- approving decisions affecting UnitingCare capital, including approval of major new business initiatives, subject to the matters reserved for decision by the Queensland Synod;
- maintaining accountability to the Queensland Synod Standing Committee by producing Annual Statements of Missional Intent, routinely reporting on business and operational performance, missional impact, and notifying of significant business activities;
- ensuring compliance with regulatory requirements, including the Australian Charities and Not-for-profits Commission Governance Standards, and UnitingCare policies;
- ensuring proper accounting, and financial and non-financial risk management and oversight; and
- leading and overseeing UnitingCare's fundraising and philanthropy strategy to secure sustainable funding to support mission, impact and growth.

Certain matters are reserved for approval by the Queensland Synod under relevant governing documents, including the appointment and removal of Board Members, endorsement of the appointment of the Chief Executive Officer, approval of

the auditor, removal of the auditor, the revocation, amendment or replacement of the UnitingCare By-laws (as part of the Queensland Synod By-laws) or the Constitution of UnitingCare Queensland Limited.

3. Board Composition and Structure

3.1 Board Members are appointed by the Queensland Synod Standing Committee on the recommendation of the UnitingCare Board, with selection complimenting the existing skills of the Board and to further the organisation's strategic and mission objectives. A Queensland Synod Standing Committee approved Recruitment Panel may be appointed to assist with the selection process.

3.2 The Board consists of:

- the Queensland Synod Moderator (ex officio);
- the Queensland Synod General Secretary (ex officio);
- if determined by the Synod Standing Committee, the Chief Executive Officer; and
- not more than ten other Board Members.
- The required minimum number of Board Members is at least eight and not more than 12, or 13 where the Chief Executive Officer is a member of the Board.

3.3 The Chair is appointed by Queensland Synod Standing Committee, in consultation with the UnitingCare Board. The Chair is an ex officio member of the Queensland Synod Standing Committee and must be a member of the Uniting Church in Australia.

3.4 The Deputy Chair, where appointed, is appointed by the UnitingCare Board from amongst the Board Members by ordinary resolution.

3.5 The Queensland Synod Moderator is appointed to the Board on an ex officio basis under the Constitutions of each UnitingCare entity.

3.6 The Queensland Synod General Secretary is appointed to the Board on an ex officio basis under the Constitutions of each UnitingCare entity.

4. Terms of Appointment

- 4.1 Board Members hold office for terms of up to three years and are eligible to be appointed for up to three terms. Board Members are reappointed by the Queensland Synod Standing Committee on the recommendation of the UnitingCare Board and the Queensland Synod Standing Committee approved Recruitment Panel where established.

5. Board Member Independence

- 5.1 The Board will regularly monitor the independence of each Board Member and the Board generally to ensure continued exercise of unfettered and independent judgement. Specifically:
- the Board will ensure that a Board Member does not have any interest that derogates from carrying out the role intended with diligence and care; and
 - the Board will establish and routinely monitor a formal register of Board Members' interests to ensure that actual, potential or perceived conflicts can be identified and managed.
- 5.2 A Board Member will be considered independent if they have no business or other relationship which could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

6. Board Members

- 6.1 In discharging individual duties, Board Members must:
- act with honesty and integrity at all times and observe the highest standards of ethical behaviour consistent with society, customer and community expectations and the UnitingCare Mission and Values;
 - carry out their duties in accordance with legal and regulatory requirements, including under the Corporations Act 2001 (Cth) and the UnitingCare's mission, purposes, Code of Conduct, values, mission framework and practices, corporate governance framework, and policies;
 - avoid or manage any action, position or interest that would conflict with an interest of UnitingCare. A Board Member

who has a material personal interest in a matter that relates to the affairs of UnitingCare must give the Board notice of such interest;

- commit the necessary time to effectively discharge their duties; and
- on appointment, complete prescribed probity checks, including a national police check, obtain a Blue Card, NDIS Worker Screening check, other requirements of key personnel applicable to UnitingCare's regulated services, and completion of an ACNC declaration. Board Members are required to participate in education and orientation programs both on induction and on an ongoing basis. Board Members must also participate in Uniting Church spiritual engagement programs which are aligned to the purpose of the Church.

7. Board Remuneration

- 7.1 Board Members are remunerated in accordance with the Queensland Synod Remuneration and Nomination Committee approved policy. The remuneration of Board Members is disclosed annually in the UnitingCare Annual Report.

8. Board Committees

- 8.1 The Board establishes Committees to streamline the discharge of its responsibilities and to support the Board in matters subject to intense review.

The Board currently operates with four Committees:

- Audit, Risk and Compliance Committee;
- Governance, People and Culture Committee;
- Finance and Investment Committee; and
- Quality and Care Governance Committee.

- 8.2 Board Members are expected to be appointed to at least two Committees. Each Committee adopts formal terms of reference setting out the matters relevant to the composition, responsibilities and administration of the Committee.

- 8.3 Except as stated in the relevant Committee terms of reference, or as otherwise stated by the Board, Board Committees have limited delegated authority from the Board and exist

to advise and make recommendations to the Board on issues within the purview of the Committee. The Committees do not diminish the responsibilities of the Board as a whole. Minutes will be taken for each Committee meeting and will be included within subsequent Board papers. Board Members have access to the papers of each Committee.

- 8.4 The Board reviews the Committee terms of reference and membership periodically to ensure they remain consistent with the Board's objectives and responsibilities.
- 8.5 The Board may appoint external independent members to Committees. External Committee Members will hold office for terms of up to two years and are eligible to be appointed for up to three terms.

9. Board Process

- 9.1 All Board meetings are conducted in accordance with the UnitingCare Queensland Limited Constitution. The Board meets formally at least six times per annum, with additional Board strategy days and site visits.
- 9.2 In addition, the Board and its Committees will 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 Board or Committee Members to meet in closed session without management.
- 9.3 The Chair may at any time convene a meeting and is required to convene a meeting when requested by at least three Board Members.
- 9.4 Board Members will discuss, debate, challenge and critique key strategy and UnitingCare issues at Board meetings. The required minimum number of Board Members that constitute a quorum is half of the Board Members. A question or decision must be decided by a majority vote of the Board Members present. The Chair presiding does not have a second or casting vote.
- 9.5 Board Members must keep Board discussions and resolutions confidential, except where they are required by law to be disclosed.

9.6 Board Members are expected to attend, to be adequately prepared for, and to participate in each Board meeting. In making a business decision in respect of a matter relevant to UnitingCare, Board Members are expected to make themselves informed about the subject to the extent they reasonably believe as appropriate and in the best interests of UnitingCare.

9.7 Management may attend Board meetings at the Board's request to provide information within their areas of responsibility. The Board may invite external advisers to attend Board meetings where necessary or desirable.

9.8 The Board may conduct meetings by telephone or videoconference or by any other means of communication with the agreement of all Board Members.

9.9 The Board will undertake an assessment of its performance on an annual basis. A performance assessment will be undertaken by an independent external party at least every three years.

9.10 Circular resolutions outside of meetings are taken to have been passed when the required number of Board Members have confirmed agreement.

10. Role of Chair

10.1 The Chair is responsible for leadership of the Board and for the efficient functioning and proper process of the Board. The Chair's responsibilities include:

- providing leadership to the Board and chairing Board meetings;
- ensuring the efficient organisation and conduct of the Board;
- promoting an environment of trust, respect and openness to ensure consultative and constructive relationships between Board and Management; and
- ensuring that any matter required to be referred to the Queensland Synod is so referred, and any decisions of the Queensland Synod are conveyed as appropriate to the Board and Management.

10.2 The Chair presides at all meetings at which the Chair is present. The Deputy Chair

presides when the Chair is unavailable for any reason. If the Chair and Deputy Chair are not present at a meeting, the Board Members present will appoint one of the Board Members present to preside.

11. Role of Chief Executive Officer and Management

11.1 The Board may delegate any of its powers that are exercisable to the Chief Executive Officer, who may delegate to other employees of UnitingCare under the Board approved delegated authorities. The authority delegated to the Chief Executive Officer must fall within the limits of the delegated authorities approved by the Board and the Queensland Synod.

11.2 The Board has delegated to the Chief Executive Officer responsibility for implementing UnitingCare's strategic priorities and for managing day-to-day operations. Specific responsibilities delegated to Management are set out in the position descriptions relating to all senior management positions, and in UnitingCare's approved Delegations of Authority Framework and Queensland Synod approved Authorities.

11.3 The Chief Executive Officer is accountable to the Board for the exercise of authority delegated to Management. The Chief Executive Officer and senior management will report to the Board on the exercise of these powers as required by Board.

12. Role of Company Secretary

12.1 The Company Secretary acts as secretary of the Board, attending all meetings of the Board as required. The Company Secretary fulfils other management responsibilities in addition to Board secretarial duties. The formal reporting line of the Company Secretary is to the Chief Executive Officer. For any matter relevant to the Board Secretary requirements or conduct of the Board, the Company Secretary has an indirect reporting line, and is accountable, to the Chair of the Board.

12.2 The Company Secretary is accountable to the Chair of the Board on all governance matters and all matters to do with the proper functioning of the Board. The Company Secretary is responsible for:

- organising Board meetings and Board Member attendances;
- monitoring compliance with Board policies and procedures;
- coordinating the completion and distribution of the Board agenda and briefing materials;
- preparing minutes and actions of the Board and taking these to the Chair for approval;
- organising and facilitating the induction and professional development of Board Members; and
- being a point of reference for dealings between the Board and Management.

13. Board Relationship with Management

13.1 Management must supply sufficient and timely information to the Board to allow it to discharge its duties effectively. The Board must independently assess the information provided by Management and review key elements of the operations of UnitingCare.

13.2 A key function of the Board is to monitor the performance of Management according to the strategies and objectives decided by the Board. In addition to regular attendance by senior management at Board meetings, Board Members may seek briefings from senior management on specific matters in accordance with the annual Board agenda, and as otherwise required. The Chief Executive Officer, Chief Financial Officer, Group Executive Governance and Director of Mission routinely attend Board and Committee meetings. All other members of the executive leadership team may attend Board and Committee meetings as invited and as relevant to their portfolios.

13.3 The Board retains the ultimate legal responsibility for the exercise of powers delegated to senior management. In particular, the Board is responsible for ensuring that powers and functions are in each case delegated in a responsible and appropriate manner, and that the exercise of these powers, as well as any reports and information provided by management, are independently assessed by the Board.

14. Board and Management Interface

14.1 In recognition of the need to support the efficient operations of the Board and Committees, Board Members have direct

contact with the Group Executives on strategic or Committee-relevant operational matters as appropriate. The accountable Group Executive will brief the Chief Executive Officer on these matters.

Charter will be accessible through the UnitingCare website.

14.2 Access to senior management below a Group Executive level related to UnitingCare matters will be through the Chair or Chief Executive Officer on an ad-hoc or standing arrangement basis. For example, access to the General Manager Risk and Assurance for the Audit, Risk and Compliance Committee Chair on matters relevant to the terms of reference of the Audit, Risk and Compliance Committee is an existing standing arrangement. The Chair or the Board may also access the General Counsel directly as required.

14.3 A key focus of all interactions is that the role of the Chair and Chief Executive Officer should be respected at all times, that the confidentiality of matters discussed and decisions made is maintained and that the role of the Board and responsibility for governance and Management's role is reflected.

14.4 It is acknowledged that with the scale of the UnitingCare workforce that personal relationships with Management or staff and the Board may occur outside of work. Both UnitingCare's workforce and Board Members are required to comply with individual duties, confidentiality and appointment terms to the standard that is reasonably expected for the roles.

15. Access, Insurance and Indemnity

15.1 To the extent allowed by law, UnitingCare maintains insurance and Board Members are indemnified out of the trust property held by The Uniting Church in Australia Property Trust (Q.). Board Members have access to Board papers and relevant documents whilst they are a Board Member and for a period of seven years after their term ceases, or after cessation of any legal or regulatory procedure relating to their time as a Board Member, whichever is the latter.

16. Review and Publication of Charter

16.1 This Charter should be reviewed at least every two years. The Charter may be amended by resolution of the Board. The