# **Vision Australia Limited – Board Charter**

The Vision Australia Board of Directors (“the Board”) is responsible for ensuring that Vision Australia has an appropriate corporate governance structure with accountability and control systems in place. In carrying out its responsibilities to serve the interests of Vision Australia Limited (the Company), the Board will at all times, recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with the law.

Vision Australia is guided by the principles of the ASX Corporate Governance Council’s Principles of Good Corporate Governance and Best Practice Recommendations (ASX Principles) as they apply to a Not-for-Profit organisation with the scope of operation of Vision Australia.

As a public company, limited by guarantee, Vision Australia complies with the *Corporations Act 2001,* the *Australian Charities and Not-for-profits Commission Act 2012* as well as all other applicable laws and statutes.

As an Aged Care provider, the Board is considered Key Personnel under the *Aged Care and Other Legislative Amendment (Royal Commission Response) Act 2022 (****Aged Care Act****).* Directors must comply with the Act and are obligated to report a change of circumstances relating to a suitability matter to Vision Australia in writing within 14 days of the change. Suitability matters are defined in section 8c of the Aged Care *Act.*

Vision Australia’s Constitution is the key governance document. This Charter is subordinate to the Constitution, explains Vision Australia’s commitment to corporate governance, and should be read as an expression of principle.

## **The Role of the Board**

* 1. To protect the rights and interests of members of Vision Australia and to be accountable to them for the overall management of the company.
	2. Set the strategic direction of the company.
	3. Determine the organisation’s culture through values, establishing high ethical standards, and living the culture, values and standards in all of the Board’s actions.
	4. Review Company progress and appraise management’s performance against the strategy, policies, business plan and budget.
	5. Govern within a framework of prudent and effective control to protect and optimise the delivery of services and company performance.
	6. Set the risk appetite for Vision Australia. Maintain oversight of material business risks and satisfy itself that management has developed and implemented a sound system of risk management and internal control, reporting systems and compliance frameworks that are operating effectively.
	7. Select, appoint, set performance expectations, evaluate and remove the Chief Executive Officer (CEO).
	8. Manage director recruitment, nomination, selection and succession planning.

## **The Responsibilities of and Decisions Reserved for the Board**

* 1. Appointment of a Chair and deputy-Chair(s).
	2. Appointment of a Board Member who has experience in providing clinical care relevant to Aged Care.
	3. Setting corporate governance principles and policies.
	4. Establish delegations of authority that permit the CEO to manage the company.
	5. Considering and deciding on any matters outside the delegations of the CEO.
	6. Appoint the Company’s external auditor if an auditor has not been appointed by the company at a general meeting.
	7. Provide input to and final approval of business plans and budgets.
	8. Appoint and remove Company Secretaries.
	9. Establish Board committees, their membership, Chair and delegated authorities and approve their charters.
	10. Ratify the appointment, succession planning, restructuring and termination of senior executives who report directly to the CEO.
	11. Consider and decide on major capital projects and related expenditure, acquisitions, divestments, and monitoring of capital investment management in excess of authority levels delegated to management.
	12. Monitor compliance with all legal and regulatory obligations.
	13. Approve the company’s annual financial report, and any other communications to members relating to the external auditors and the company’s financial statements.
	14. Approve any public statements which reflect significant decisions of the Board.
	15. Calling of meetings of members (other than when requested by the requisite number of members in accordance with the Corporations Act and the Constitution).
	16. Board composition recommendations, succession planning, director nomination and appointment practices and criteria.
	17. Oversee induction of newly appointed Directors and the professional development of all Directors.
	18. Examine ways to improve Board performance.
	19. Consider reports and feedback provided from the Quality Care Advisory Body function of the Client Services Committee.
	20. Any specific matters nominated by the Board from time to time.

Subject to law and the Board’s ultimate responsibility for oversight of Vision Australia, the Board may delegate to its committees, a director, or any other person, authority to perform any of its functions and exercise any of its powers.

## **Board Committees**

1. To assist in fulfilling its duties the Board has established three committees:
	* 1. Audit, Finance and Risk Committee (AFRC)
		2. Client Services Committee (CSC)
		3. People & Culture Committee (P&CC)

Each committee has a formal charter.

* 1. With the exception of certain limited delegations contained in their charters, recommendations of the committees are to be referred to the board for approval.
	2. The Chair and CEO will be ex-officio members of each committee.
	3. Other working groups are set up from time to time as the need arises.

## **The Appointment and Role of the Chair**

1. The Chair is to be an independent director, elected by the Board, and must neither be the CEO, nor have held the position of CEO of the company.
2. The Chair is responsible for:
	* 1. Leadership of the board.
		2. Overseeing the board in the effective discharge of its governance and supervisory role.
		3. Providing leadership and support for the CEO and acting as the prime point of contact between the CEO and the Board.
		4. The Board working as a team, particularly ensuring the effective contribution of all directors.
		5. Ensuring a constructive and respectful relationship between the Board and management.
		6. The efficient organisation and conduct of the board’s function and meetings.
		7. Committing the time necessary to discharge effectively his/her role as Chair.

## **The Appointment and Role of the Deputy Chair**

1. The Deputy Chair is to be an independent director, elected by the Board, and must neither be the CEO, nor have held the position of CEO of the company.
2. The Deputy Chair is responsible for:
	* + 1. Assisting and supporting the Chair in the leadership of the Board.
			2. Performing the roles and functions of the Chair if the Chair is absent for any reason.
			3. Facilitating the following matters as required.
				1. Chair succession planning.
				2. Approvals and actions where the Chair has an actual or potential conflict of interest or is otherwise prevented or restricted in acting in his or her capacity as Chair.
			4. Acting as a representative and/or spokesperson for Vision Australia from time to time.

## **The Role of the Chief Executive Officer**

1. The Board delegates to the CEO the responsibility powers, discretions and delegations necessary to implement the company’s strategies and policies and effect day to day management of Vision Australia. The board will annually review delegations to the CEO to ensure these enable the CEO to fulfil this responsibility.
2. The CEO will, however, refer to the Board matters that are sensitive, extraordinary, or strategic in nature.
3. The CEO must have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination.
4. Annually the Board will agree performance expectations with the CEO, reflecting the strategic development and operational performance expected of the organisation. A subcommittee comprising the Chair and Chair of the People and Culture Committee will review the performance of the CEO, discuss the CEO’s relationship with the Board, professional development, and remuneration expectations. The result of this review is a matter for discussion at the Board meeting immediately following the review. The sub-committee will also undertake a mid-term review as a means of providing assessment and feedback on progress towards goal achievement.

## **Directors’ term of office and term limits**

1. Board tenure is detailed in the Constitution and this Charter.
2. A Person can become a director by election by members (Member Elected Director) or appointment by directors to fill vacancies (Casual Vacancy).
3. The term for a Member Elected Director starts when election results are declared or, if during an annual general meeting, at the meeting's end.
4. The term for a Member Elected Director is for a period of three years. However, if an election is scheduled to be held within three months of the conclusion of a Member Elected Director’s third year of office, their term will conclude upon the announcement of election results or, if the election coincides with an annual general meeting, at the meeting's conclusion.
5. The term for a Casual Vacancy starts at the individual's appointment as a director and ends either at the next annual general meeting, or if none is held, at the next director election, or after a maximum of 12 months, whichever comes first.
6. A director must not serve as a director for any longer than nine consecutive years, unless:

That director is to fill the position of Chairperson, in which case that director may nominate for a further term of up to three years, as determined by the directors prior to nomination.

The directors pass a special resolution with a 75% majority, allowing a director to nominate for up to three more years as a Member Elected Director, with the term determined by the directors prior to nomination.

 Three years have passed since the director last held office, in which case that person can nominate to become a Member Elected Director, resetting the nine-year term limit.

## **Board Nomination Process**

1. The Board will:
2. Formulate and review periodically, a Board Skills and Diversity Matrix identifying the necessary and desirable competencies, skills, knowledge and experience of directors. Based on the Board Skills Matrix the Board will:
	* + 1. Determine the appropriate composition of the Board, noting, as outlined in the Constitution, that the maximum number of nine directors can only be varied by the members in accordance with the *Corporations Act 2001*; and
			2. Manage the process for identifying candidates suitable for Board appointment, Director nomination, and the selection of candidates for Board endorsement to members.
3. Review Directors retiring by rotation or subject to extended tenure provisions and, if thought fit, recommend their endorsement by the Board as candidates for election.
4. Where there is a Board vacancy likely to occur, in the month of June, the Chair will write to all members seeking expressions of interest in becoming a director. The Board may, at their discretion also:
	1. Maintain a database of sighted and blind or low vision candidates who may be interested in becoming a director; and/or
	2. Seek expressions of interest from other suitably qualified individuals who are not yet members.
5. The Board will strive to achieve a Board composition where at least half of the directors are blind or have low vision.
6. The Board will assess each expression of interest:
7. Having regard to clause 8(c) and the importance of gender, age, geographic and ethnic diversity in Board composition.
8. Against selection criteria for directors including experience, the skills required by the Board for its effective operation, evidence that the prospective director is of good character and would be a suitable representative of the organisation.

Based on this assessment, a shortlist for interview will be developed.

1. Based on information provided by candidates at interview, the Board will determine the candidates that best meet the criteria set for nomination.
2. In accordance with the Constitution, and prior to the AGM, the Chair will write to all members seeking formal nominations for election to the Board as per the constitution.
3. Based on the information available, having regard for all nominations for election including current directors seeking a further term, the Board may write to members advising of the Board’s endorsed candidates for Board election. For avoidance of doubt, this is a recommendation to members only and the election procedure is as set out in the constitution.
4. If two candidates equally meet the selection criteria set for nomination (in terms of skills required to fill a gap, competency and experience) then a blind or low vision candidate will be endorsed by the Board over any sighted candidate(s).

## **Board / Management Interface**

1. The Board may meet from time to time without the presence of management.
2. The primary interface between the Board and management / staff is through the Chair and the CEO.
3. With the exception of interaction with Directors at functions and other organized meetings, staff and management contact with the Board is through, or with the knowledge of the CEO. Generally, all correspondence between Board members and the management should be copied to the CEO and Board Chair.

## **Conflict of Interest**

1. Vision Australia has a duty to take reasonable steps to ensure that Directors comply with their duties in relation to disclosure of interests and conflicts of interest. Vision Australia acknowledges that its reputation and brand will be protected best where the highest standards are applied to ensuring that all Directors’ interests are disclosed and where a procedure is adopted to ensure that Directors do not act when an actual or perceived conflict of interest exists. Vision Australia has agreed a policy for identifying and recording Directors’ interests and for managing conflicts of interest. Compliance with this policy at all times, is considered to be best practice and in the best interests of Vision Australia.

## **Board Access to Information**

1. Management will supply the Board and committees with information in a form, timeframe and quality that enables them to effectively discharge their duties.
2. Individual directors may, through the Chair, request that management provide any information relevant to the role of director in Vision Australia, subject to such a request not breaching the privacy of any individual (client, volunteer, donor, or staff member).
3. All directors shall bring an independent judgement to bear in decision-making. To facilitate this, any director may take such independent legal, financial or other advice as he / she considers necessary, at Vision Australia’s expense, provided the advice sought is in writing and obtained with the Chair’s knowledge.

## **Media Relations**

1. The Chair and CEO are the authorised spokespeople for the organisation. By convention, the Chair will address Board and governance matters, and the CEO operational matters.
2. Board members may, from time to time, be asked by the Chair to assist with media relations where their specific areas of expertise is necessary or beneficial in addressing a matter in the media.
3. If approached by a member of the media regarding any matter relating to Vision Australia, directors should refer the matter to the Chair or CEO, or to the Vision Australia Communications Manager (or equivalent position).

## **Board Secretariat**

1. Through the Office of the CEO and the Company Secretary, management will provide the Board and its Committees with secretariat services. These services will include provision of a Board Secretary who will report to the Chair on matters relating to governance and to the CEO for operational matters.
2. The Board secretariat will be responsible for all matters relating to logistics for Board and Committee meetings, the preparation of the agenda and papers, minuting the meeting and follow-up of action items arising from each Board meeting.
3. The Board secretariat maintains a Board register that includes skills and diversity information.
4. Other than the above, the Board Secretary is not, and will not undertake the functions of a Company Secretary.

## **Meetings of the Board**

The Board will meet no fewer than six times each year, and may at the discretion of the Chair, meet more frequently in order to fulfil its duties.

## **Board Evaluation and Review**

1. The Board will undertake a formal self-evaluation of its performance annually, at the meeting immediately following the Annual General Meeting. This Board evaluation will assess the effectiveness of the Board as a whole, compare performance with the requirements of the charter and set the goals, objectives, and program of work for the Board for the coming year.
2. Board evaluation may be conducted in such a manner as the Board deems appropriate and may involve a third-party expert in governance.

## **Review of the Board Charter**

The Board will review this charter annually to determine its adequacy for current circumstances and make any changes considered necessary.