

**Permanent  
Care and  
Adoptive  
Families**



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# Permanent Care and Adoptive Families Board Charter

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<b>Title</b>	<b>Board Charter</b>
<b>Purpose</b>	The purpose of the Charter is to define the rights and responsibilities of the Directors of Permanent Care and Adoptive Families (PCA Families) to assist them in fulfilling their duties and obligations. The Board is bound by the PCA Families Constitution and the law. The Board approves and changes as and when it needs the policies of PCA Families. Other documents referred to in this Charter are read in conjunction with this Charter to gain a full understanding of how the Board operates and of Directors' responsibilities.
<b>Scope &amp; Eligibility</b>	This Charter applies to Directors, Secretary, CEO and Board committee members. The roles and responsibilities of Directors who volunteer in the operational work of PCA Families sits outside of its scope and alternative accountabilities apply.
<b>Responsibility</b>	It is the responsibility of the Board to review the Charter as required and at least once every three years to ensure currency of content and consistency with the Constitution, Laws, and current policies of PCA Families. The review occurs halfway through the Board year to allow new Directors time after the AGM to assess processes before reviewing them.

## 1 Role of the Board

The Directors jointly as the Board:

- ensure PCA Families’ purpose and not-for-profit status is clear, recorded in the Constitution and understood by the Board and management
- set strategic and policy direction for the purpose for which PCA Families is established;
- oversee the business and affairs of PCA Families;
- account to PCA Families’ members for its overall performance
- understand and meet their duties under the law
- understand their role and ensure there is a clear delineation from the role of management.

The Board does not manage the day-to-day operations of PCA Families. This is delegated to the CEO.

## 2 Responsibilities

The Board’s responsibilities include:

### 2.1 Strategic Direction

- Overseeing the development, approval and periodic review of the purpose, vision, mission, objectives/goals to ensuring alignment with PCA Families’ Constitution (Constitution) Section 2 “Association’s purposes”
- Overseeing the development and approval of the Strategic Directions to carry out PCA Families purpose, generally in March each year
- Ensuring annual review of the purpose and Strategic Directions
- Monitoring and assessing achievements and performance against Strategic Directions and business plans at each Board meeting.
- Identifying and acting on any impediments, structural or otherwise, that are impeding achievement of the Strategic Directions.
- Approving the annual budget, material capital expenditure decisions related to strategic initiatives such as commercial ventures, significant acquisitions, internal restructures, and disposals.

## **2.2 Policy setting**

- Approving broad policies developed by management to facilitate the efficient working of PCA Families and compliance with relevant legislation.

## **2.3 Finance and Accounting**

- Assessing the Board’s financial knowledge and capacity to oversee the business and affairs of PCA Families and addressing any shortfall
- Reviewing sources and management of funds for compliance with the Constitution Section 15 “Source and management of funds”
- Providing direction to management on financial matters
- Overseeing the financial position and solvency, including approving financial statements and reports in accordance with the ACNC Act and the VAIR Act and monitoring financial performance at Board meetings.
- Monitoring the application of financial control procedures to ensure internal compliance with established policies.
- Ensuring appropriate financial policies and procedures are in place to safeguard cash and finances and prevent fraudulent behaviour
- Ensuring that appropriate financial records are kept.

## **2.4 Risk Management**

- Ensuring relevant and suitable risk management frameworks, assessment and management strategies are in place that align to PCA Families purpose and Strategic Directions and reviewing quarterly.
- Annually reviewing relevant and adequate insurance cover is in place.
- Considering the social, ethical, and environmental impact of PCA Families’ activities and modifying policies as appropriate.
- Ensuring continuing education and information is provided to Directors regarding:
  - PCA Families’ business;
  - Board role, functions and obligations; and
  - other relevant corporate governance issues.

## **2.5 Reporting and Monitoring**

- Approving any relevant financial and non-financial Key Performance Indicators (KPIs) in the Strategic Directions to be reported to the Board by the CEO.
- Reviewing performance compared to Strategic Directions with the CEO.
- Considering and approving any action or remediation plans to be implemented by management in respect of PCA Families’ performance.

## **2.6 Compliance**

- Articulating its expectations of conduct and the consequences of misconduct, for the Directors, employees, contractors, and volunteers involved with PCA Families.
- Overseeing the process of ensuring compliance with the Constitution and internal policies.
- Overseeing the appropriateness and effectiveness of compliance frameworks and controls to ensure compliance with relevant laws, regulations, and industry process of ensuring compliance with all applicable laws, regulations, standards, and best practice guidelines including:
  - Fair Work Act,
  - Workplace Health & Safety Act,
  - Working with Children Act
  - Child Wellbeing and Safety Act 2005,
  - Environmental laws,
  - Fundraising Acts

- ACNC Act
- VAIR Act
- Privacy and Data Protection Acts
- Income Tax Assessment Act.

## 2.7 Corporate Governance

- Overseeing the process for reviewing and updating corporate governance practices and procedures.
- Approving and annually reviewing the Board’s delegations of authority, in accordance with the Constitution Section 10.6(d) “Powers and duties of Board members”.
- Defining and modelling a desired culture that aligns to purpose and Strategic Directions.
- Overseeing the strategy to develop and maintain the desired culture.
- Overseeing mechanisms to monitor and evaluate organisational culture.
- Establishing clear values, which are reviewed periodically and communicated to stakeholders.
- Overseeing a framework for the reward and recognition of employees.

## 2.8 Appointments

- Appointing and removing the CEO and determining their remuneration and conditions of service.
- Overseeing the performance of the CEO periodically through CEO reporting against KPIs at Board meetings and annual performance review in June by the Board, considering any Nominations Committee recommendations.
- Reviewing annually management succession and development plans and progress against the plans.
- Appointing and removing the Secretary and determining their terms of engagement in accordance with the Constitution Section 12 “Secretary”.

## 2.9 Accountability

- Having a system of accountability to members in accordance with the ACNC and VAIR Acts and the Constitution Section 9 “General Meetings”, including reporting on performance and financial position, transactions between related parties, director’s remuneration and other benefits (if any) and providing opportunity to ask questions about how PCA Families is run at general meetings.
- Making governing documents and policies relevant to governance available to members and other stakeholders
- Overseeing a framework for meaningful engagement of members and other key stakeholders including staff, funders, service users, and related organisations.
- Overseeing a framework for working with and protecting vulnerable people
- Overseeing the process for improving the credibility and objectivity of established accountability processes, including financial reporting.
- Overseeing the process for gathering and responding to complaints and feedback from stakeholders.
- Overseeing the process for investigating misconduct and reporting of relevant instances to the Board
- Assessing effectiveness of, and compliance with:
  - the Board code of conduct
  - any applicable members’ code of professional conduct/ethics
  - compliance with internal plans, policies, and procedures.
- Providing specific delegations to management.
- Identifying and managing, and minuting, conflicts of interest.
- Confirming annually that all these responsibilities have been carried out.

## 2.10 Decision making

- Making decisions that further PCA Families’ purpose and Strategic Directions, in accordance with the Constitution Section 11.5 “Decisions of board members”
- Resolving matters that come before the Board by:

- Noting matters the Board needs to be aware of
  - Ratifying decisions made by committees or delegated individuals
  - Deciding on matters presented to the Board by committees, management, external experts, or matters the Board considers requires clarification.
- Collectively making decisions as the Board, unless specifically delegated by the Board to an individual in accordance with the Constitution Section 10.6(d) “Powers and duties of board members”. In deciding, each Director:
    - Identifies, manages and discloses any conflicts they may have in accordance with the Constitution Section 10.8 “Board members’ interest”, ACNC Corporate governance standards and VAIR Duties of Office holder requirements
    - Objectively considers the best interest of PCA Families
    - Considers relevant briefing advice, matters raised by fellow Directors and own experience
    - Raises matters which in their view are of significance to the decision
    - Asks questions if unsure
    - Decides for or against, or abstains if not in a position to make a decision or has conflicts of interest (eg attending a meeting via telephone and the matter is a visual presentation before the Board not able to be seen)
    - Support Board decisions when in contact with other parties.

### 2.11 Communication

- Providing information to members periodically
- Providing information to key stakeholders periodically and in compliance with contractual obligations
- Communicating relevant decisions clearly to management in writing
- Reviewing annually the scope, style, form, and frequency of routine management reporting to the Board.

### 2.12 Networking

- Participating in networking events organised by PCA Families
- Participating in external networking events when requested by the Chair or CEO to promote the reputation of PCA Families.

## 3 Board composition

In accordance with the Constitution Section 10.1 “Composition of the Board”, the minimum number of Directors is seven and the maximum is nine. At least five Directors must have a close personal or family connection to adoption or permanent care, and at least two must not be involved with adoption or permanent care.

The Board assesses and records Directors’ skills and experience and discloses this to stakeholders annually. The Board reflects a mix of personal attributes which enable it to fulfil its role effectively and considers ways in which shortages of skills and perspectives might be addressed.

Directors are appointed based on merit, through a transparent process, and in alignment with the purpose and Strategic Directions.

The Board undertakes succession planning to address current and future skills needs in alignment with the purpose and Strategic Directions.

## 4 Board renewal

In accordance with the Constitution Section 10.2, tenure of Directors is limited to encourage renewal and staggered to retain corporate knowledge.

When assessing Director nominations the Board considers the requirements for desired skills and perspectives and how best to communicate gaps to members.

The election of Directors, except for casual vacancies, follows the Constitution Section 9 “General meetings” procedures, with 21 day notice period, and an ordinary resolution decided by a majority of votes cast by the members.

Directors may appoint an individual as a director to fill a casual vacancy or an additional member, in accordance with the Constitution Section 10.1(c). Such a Director holds office only until the conclusion of the next annual general meeting following their appointment.

Directors may retire by notifying the Secretary in writing in accordance with the Constitution Section 10.4(b) “Vacation of office”.

Directors may be removed from office by special resolution of members, failing to attend 3 consecutive board meetings or four meetings in a year without a leave of absence, or if disqualified from managing an entity under the Corporations Act or ACNC Act in accordance with the Constitution Section 10.4 “Vacation of office”.

## **5 Role of Chair, Director, CEO and Secretary**

### **5.1 Chair**

In accordance with the Constitution Section 11.4 “Chair”, the Chair is determined by a majority decision of the Board at the first Board meeting after each annual general meeting, unless appointed for a period of time not exceeding three years, in accordance with the Constitution Section 10.7(a) “Board positions”.

Director nominations for Chair are to be received by PCA Families at least 14 days prior to the first Board meeting after the annual general meeting unless the Board decides otherwise. In the event of two or more nominees, a secret ballot is conducted by the Secretary.

The Chair’s responsibilities include:

#### Leadership

- Representing the Board to external parties as an official spokesperson in areas not otherwise delegated to the CEO or another Director
- Ensuring the efficient organisation and conduct of the Board, including setting Agendas, discussion of strategic issues and identifying and managing potential conflicts of interest
- Chairing Board meetings; leading Directors to resolution by consensus, facilitating interactive contribution of all Directors, clearly enunciating decisions, addressing procedural matters (quorum, conflicts etc) and ensuring all matters on the agenda are dealt with
- Managing the evaluation of the performance of individual Directors, the Board, relevant committees and CEO, including counselling or taking disciplinary action or breach of PCA Families policies
- Ensuring adherence to accepted principals of good governance as this relates to the separation of policy and management accountability
- Welcoming new Directors and leading the process for their induction.

#### Relationship management

- Promoting an environment of trust, respect, and openness to ensure consultative and constructive relationships among the Directors and between the Board and the CEO and operating team.

### **5.2 Deputy Chair**

In accordance with the Constitution Section 10.7(a) “Board positions”, the Deputy Chair is determined by a majority decision of the Board at the first Board meeting after each annual general meeting, unless appointed for a period not exceeding three years.

Director nominations for Deputy Chair are to be received by PCA Families at least 14 days prior to the first Board meeting after the annual general meeting unless the Board decides otherwise. In the event of two or more nominees, a secret ballot is conducted by the Secretary.

The Deputy Chair performs the role of Chair when needed and supports the Chair to fulfil their role.

### 5.3 Individual Directors

Individual Directors are required to:

- Act in good faith, in the best interests of PCA Families, with care and diligence, for a proper purpose as determined by the Constitution Section 2 “Association’s purposes”;
- Prevent PCA Families from trading whilst insolvent;
- Attend Board meetings unless they are indisposed – the Constitution Section 10.5 “Leave of absence” permits a leave of absence not exceeding 3 months;
- Prepare for Board meetings by considering issues they wish to raise on the matters on the agenda – including clarifying with the Chair or CEO basic queries related to the briefing material they may have – generally around 4 hours preparation is required prior to each meeting. If a question to an executive cannot be answered without special work, the request is made in writing to the Chair;
- Participate openly, respectfully and collaboratively in meetings;
- Exercise independence in judgement and action. Conflicts of interest are identified and managed by informing the Chair prior to the meeting. Directors declare material personal interests to the meeting then, if the Board decides, absent themselves from the Board until the Board advises otherwise, and advise the members at the next general meeting in accordance with the Constitution Section 10.8 “Board members’ interests”;
- Become familiar with the Constitution, with the regular reports, policies, and operations, the environment in which PCA Families operates and relevant laws;
- Draw to the attention of the Board matters of concern in relation to PCA Families of which they become aware;
- Inform the company secretary within 1 week of any changes to their circumstances and complete a renewed Consent/Declaration/Interests form for the first Board meeting after each AGM;
- Inform the company secretary of dates when they will be absent and unavailable for Board meetings.
- Keep all information presented to (whether written or oral) or discussed at Board meetings confidential, except as decided by the Board or required by law. The duty not to use or disclose confidential information for their own benefit or any person o(s) linked to them, continues following the cessation of tenure as a Director.
- Unless specifically delegated by the Board, refrain from participating in day-to-day management of PCA Families, making representation or agreements on its behalf, or influencing management.
- Identifying and appropriately managing related party transactions
- Providing support to employees in areas of expertise as requested and when available
- Promoting PCA Families, its services and membership through community networking etc.
- Disclosing any matters that may impact on insurance policies or other undertakings of PCA Families in relation to Directors, including change of personal details.
- Avoid conduct likely to bring discredit upon PCA Families.

Directors respect each other by:

- Treating each other with respect, courtesy, and professionalism
- Listening with an open mind to all points of view
- Fostering a positive working relationship with other Directors and employees
- Not improperly influencing other Directors, including not caucusing
- Being prepared to resign if the Board is refusing to deal with an important matter in an appropriate way
- If resigning, stating their basis for disagreement without publicly disclosing the positions of other Directors.



## 5.4 CEO

The CEO is not a member of the Board, unless specifically appointed by the Board. The roles of the Chair and CEO are separate but complementary.

The CEO's responsibilities include:

- Keeping the Board informed about existing and amended legislation, operating conditions, competitor activities, material issues concerning strategy, finance, reporting obligations and other such critical matters affecting PCA Families;
- Managing the effective and efficient day-to-day operations of PCA Families in accordance with the Strategic Directions, business plans and policies of the Board;
- Developing and implementing operational policies for efficient management of PCA Families' employees, finances and assets and compliance with relevant regulatory requirements, including financial management, human resource management, information systems management, risk management, communications, marketing, asset management and reporting;
- Maintaining effective communication and co-operation with stakeholders
- Implementing Board decisions
- Preparing the annual budget and strategic plan including organisational performance targets for board approval and the annual report and financial statements
- Reporting systematically, openly, and fully to the Board on the PCA Families' progress towards meeting its Strategic Directions and towards its shorter and medium-term plans such as the annual budget and annual KPIs
- Exercising such specific and express powers as are delegated to the CEO by the Board from time to time.
- Keeping all information presented to (whether written or oral) or discussed at Board meetings confidential, except as decided by the Board or required by law.

## 5.5 Secretary

In accordance with the Constitution Section 12.1 "Secretary", the Board appoints a Secretary at the first Board meeting after an annual general meeting, unless the Secretary is appointed for a period not exceeding three years. The Secretary need not be a Director.

Nominations for Secretary are to be received by PCA Families at least 14 days prior to first Board meeting after the annual general meeting unless the Board decides otherwise. In the event of two or more nominees, a secret ballot is conducted by the Chair.

As an officer under the ACNC and VAIR Acts, the Secretary:

- Supports the effective and efficient operation of the Chair, CEO, and the Board
- Advises the Board about Board procedures and legal matters
- Oversees the quality and timeliness of Board and Committee meeting papers and agendas
- Monitors Board actions to ensure compliance with policy and procedures and notifies the Chair of issues;
- Monitors legal obligations and notifies the Chair when there is risk of non-compliance;
- Records and keeps accurate minutes of each Board and committee meeting
- Complies with specified Secretary regulatory obligations, including advising the ACNC, Victorian Consumer Affairs, ASIC and other relevant regulators within 28 days of relevant changes to Director or Association details.
- Keeping all information presented to (whether written or oral) or discussed at Board meetings confidential, except as decided by the Board or required by law.

All Directors have direct and confidential access to the Secretary for advice or assistance on governance matters.

## 6 Committees

Constitution Section 11.7 “Advisory councils and sub-committees” permits the Board to delegate their powers to Committees consisting of board members and other individuals thought fit.

All Committees operate under terms of reference that detail their purpose, composition, meeting and reporting requirements, review date and whether they have delegated decision making power, and if so any limitations.

Chairs and Director members of committees are determined by the Board. All Directors may observe any committee in operation unless the Committee’s terms of reference expressly prohibit observers.

The terms of reference and continuation of each committee are reviewed annually, including the appointment of the Chair and Directors who are members.

Current standing committees and their purpose are:

- Finance Audit and Risk Committee – maintain strong overall financial management and risk mitigation
- Nominations Committee – assist the Board to identify, recruit and assess directors and CEO.

## 7 Board processes

### 7.1 Board induction

All new Directors appointed to the Board are provided with information that covers Directors’ roles and responsibilities, Board operations and overview of PCA Families before their first Board meeting, including briefing sessions from relevant Directors, CEO, and other employees.

The Board conducts an annual review of the Board induction process to ensure that it is relevant and effective.

### 7.2 Professional development

Directors are expected to attend relevant professional development opportunities annually, particularly those relevant to governance responsibilities. Professional development requests are notified to the Chair of the Nominations Committee in writing. The Nominations Committee will recommend a discretionary contribution to the Board, determined with reference to the extent of the professional development already afforded to the relevant director, any third-party contribution such as scholarships and budgetary constraints in the relevant year. The amount of the contribution shall not be more than \$1,000 or a third of the cost (whichever is the lower amount) of training by a recognised and relevant provider.

Where appropriate, and to meet the requirements of Section 2.4 Risk Management, Board meetings will include management or external experts providing educational material on PCA Families’ operations, environment, competitors, opportunities and risks.

### 7.3 Board records

Directors may access PCA Families books and records to the extent necessary to fulfil their statutory obligations as Directors and subject to PCA Families’ obligations regarding privacy, conflict of interest, commercial-in-confidence, and contracts.

Only 1 copy of Board papers and minutes is kept securely by the Secretary, accessible via the Board’s Sharepoint.

### 7.4 Access to PCA Families employees

A Director engages with PCA Families’ employees:

- through the CEO or with the CEO’s agreement, including contact as an individual receiving services from PCA families;
- respectful of the CEO’s role and does not bypass or undermine the CEO in any way;

- direct and unfettered access to the Secretary in their role of Secretary, even if they hold other PCA Families roles.

## 7.5 Access to independent advisers

Outside specialist advice obtained at PCA Families expense is advice to the Board as a whole and is normally arranged by the CEO at the request of the Board. In exceptional circumstances, if one or more Directors wish to obtain special advice and it is inappropriate for the whole Board to receive the advice, the Chair and/or Secretary are consulted to determine the appropriate course of action.

## 8 PCA Families obligation to Directors and the Secretary

### 8.1 General commitments

PCA Families supports Directors and the Secretary perform their roles by providing:

### 8.2 Protections

PCA Families:

- Indemnifies Directors and the Secretary to the full extent permitted by law and the Constitution Section 13 “Indemnity and Insurance”. PCA Families cannot provide indemnity for a:
  - liability owed to PCA Families;
  - liability for a pecuniary penalty order;
  - liability arising out of conduct that is not in good faith
  - legal costs in defending criminal proceedings or actions if liability is established.
- Provides appropriate and adequate Directors’ and Officers’ Liability Insurance.
- Provides induction and exit interviews.
- Provides Directors a right of access to Board documents as specified in the Constitution Section 16.3 “Inspection of records” after they leave the Board and remain members of PCA Families.
- Provide access to Board documents once they cease to members of PCA Families until 7 years after they leave the Board to the extent required by law.

### 8.3 Reimbursement and remuneration

- Pay all reasonable and agreed travel, accommodation and other expenses related to their duties, provided pre-approved by the Chair, and tax deductible receipts and evidence of attendance are provided to the CEO.
- Provide financial assistance with relevant professional development (see Section 7.2)
- Remunerate in accordance with the Constitution Section 4.2 “Board member fees”, which currently prohibits remunerating Directors as Directors.

## 9 Board meetings

### 9.1 Overview

Unless the CEO is a Director in their own right, they attend Board meetings by standing invitation as principal adviser to the Board, being present other than in relation to items where the CEO has a conflict of interest (including CEO evaluation and remuneration) and the incamera sessions that are Directors only.

The Board may invite other persons to its meetings at it deems necessary or appropriate.

Unless the Secretary is the CEO, they attend all Board meetings, being present other than in relation to items where the Secretary has a conflict of interest (including Secretary evaluation and remuneration).

### 9.2 Annual Schedule

At the first meeting following the AGM the Board agrees an annual Schedule for meetings that:

- Ensures sufficient frequency and time to fulfil responsibilities
- Provides time and opportunity for annual events such as strategic and risk planning, the statutory audit, budget approval, annual financial statements and report approval, AGM planning, strategic review of services,
- Allows time for internal and external presentations on strategic aspects and the environment
- Allocates time for professional development activities for the whole Board
- Programs the review of Board Performance
- Specifies whether virtual or in person

### 9.3 Agenda

The Chair, CEO and Secretary develop the agenda considering matters suggested by Directors, the annual schedule and issues that have arisen, highlighting strategic issues and issues requiring decision.

In accordance with the Constitution Section 11.1 “Convening board meetings”, the Chair or at least 2 Directors may convene a meeting.

### 9.4 Board papers

Board papers are:

- generally in writing, supplemented by a verbal/visual presentation if required
- have a clear recommendation, statement of the issue, options considered, and risks/benefits/implications, including financial.
- generally provided a week before the meeting
- are retained in their original form by PCA Families for Director access.

The Constitution Section 16.2 “Minutes” requires minutes and records of resolutions without a meeting be recorded accurately within one month and signed by the Chair or Chair of the next meeting within a reasonable time.

Minutes are taken by the Secretary, who provides a draft to the Chair within 48 hours for endorsement and then forwarding to Directors for comment by close of the 3<sup>rd</sup> day after the meeting. Directors are expected to provide feedback to the Secretary within 1 week.

Minutes record all decisions and resolutions made and key discussion points on strategic and critical issues.

## 10 Review of Board performance

The Board undertakes a formal review of its performance, policies, and practices annually, with an external assessment at least every 3 years. The Board’s performance is based on agreed performance criteria including:

- Assessment of the performance of the Board, Directors, and Chair against the requirements of this Charter;
- Assessment of the performance of the Board Committees, members, and Chair against the requirements of their respective Terms of Reference;
- Examination of the effectiveness and composition of the Board, including the required mix of skills, experience, and other qualities which the Directors should bring to the Board for it to function competently and efficiently;
- Assessment of outcomes in relation to the purpose and Strategic Directions and objectives have been met;
- Assessment of the appropriateness of corporate governance practices;
- Assessment of whether the expectations of varying stakeholders have been met;
- Assessment of performance benchmarked against other similar boards periodically;
- Use of independent assessors periodically, generally at least every 3 years.

## 11 Last Updated

Date	Version	Responsible Officer	Revision Description
1/12/2012	1.00	Chair	New Policy
13/6/2017	2.00	Chair	Annual review
18/8/2020	3.00	Chair	Annual review
1/6/2022		Chair	New policy