

Volunteering Victoria

Board Charter

And

Directors' Code of Conduct

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## 1. Introduction and governance principles

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This Charter is subservient to the Constitution and the Incorporated Associations Act 2012, to the extent of any inconsistency.

Volunteering Victoria (“VV” or “the Organisation”) is governed under the Incorporated Associations Act 2012 and the Constitution.

The Volunteering Victoria Board seeks to ensure that its governance obligations are maintained at an appropriately high standard of accountability. This includes structures and processes in relation to decision-making and accountability, which control its behaviours and enhance its performance.

The VV Board will practice good corporate governance principles to enhance and strengthen:

- i. the performance of the Organisation
- ii. understanding and management of risks in order to minimise negative aspects and maximise opportunities
- iii. community support and member confidence in the Organisation
- iv. the public reputation of the Organisation through transparency and accountability
- v. discharging legal and ethical obligations
- vi. prevention and detection of fraudulent, dishonest and/or unethical behaviour.

## 2. Role of the Board

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### 2.1 Overall role

The Board's overall role is to govern Volunteering Victoria, and it is the role of VV's management to implement and give effect to the strategic goals set by the Board and under its direction. The broad oversight role is to provide leadership, safeguard the organisation's interest, and ensure accountability and viability. Preparing adequately for meetings and contributing to discussion enables Directors to make good decisions, the Board is responsible for and should determine all matters relating to policy and must do all things reasonably necessary to ensure that VV meets all goals and objectives set by it. Accordingly it delegates a range of functions to the Chief Executive Officer (CEO) without diminishing its authority as a Board. Refer Appendix – Authorities and Delegations Policy.

Specific roles and responsibilities for the Directors are set out in Sections 3 and 4 of this document.

## **2.2 Board term and composition**

The Board is appointed by the members, who vest the governance and control of the Organisation in the Board.

Clause 13.3.1 of the Constitution stipulates that the number of Directors must be not less than 5 and not more than 9 (up to 7 elected by members and up to 2 appointed by the Board), unless Clause 13.3.3.1 is invoked.

Directors are appointed for an initial term of up to three years. Directors are eligible for appointment for a maximum of three consecutive terms.

## **2.3 Board skills, expertise and effectiveness**

Any person in good standing shall be encouraged to seek election/appointment to the Board provided the person is able to demonstrate the required knowledge, skills, experience and previous involvement in a leadership or Board capacity.

To ensure the effectiveness of the Board the Directors will;

- 1) conduct a skills audit of Directors every year to determine the overall matrix of skills, knowledge or experience of the Board in relation to steering and implementing VV's strategic direction
- 2) Ensure committees of the Board are established as necessary and approve written terms of reference, appoint committee members and provide guidance to the committees.

## **2.4 Board recruitment**

Given the ongoing responsibilities of the Board, Directors and Management will promote interest in Board nominations, providing candidates for the Board with the Board Charter as part of the nomination pack. Appointed Directors will receive an induction pack of information and will take part in the VV Board induction program.

## **3. Directors' roles, responsibilities and conduct**

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### **3.1 Statutory and common law responsibilities**

In accordance with statutory requirements and in keeping with developments at common law, Directors must adhere to the following:

- i. Discharging their duties in good faith and acting honestly in the best interests of VV with the level of skill and care expected of a Director

- ii. Owing a fiduciary duty to VV using the powers of office for proper purpose, in the best interests of the Organisation as a whole
- iii. Acting with required care and diligence, demonstrating commercial reasonableness in their decisions
- iv. Avoiding conflicts of interest in decision making
- v. Not acting to the detriment of VV
- vi. Not making improper use of information gained through their position as a Director
- vii. Not taking improper advantage of the position of Director
- viii. Not allowing personal interests, or the interest of any associate, to conflict with the interests of VV
- ix. Making reasonable enquiries to ensure VV is operating efficiently, effectively and legally towards achieving its goals
- x. Undertaking diligent analysis of all proposals placed before the Board.

### **3.2 Individual responsibilities**

Directors' individual responsibilities include the requirement to:

- i. Read, understand and commit to the Board Charter and Directors' Code of Conduct
- ii. use their abilities, skills and experience fully
- iii. contribute to and articulate VV's strategy and operational (business) plan
- iv. develop an understanding of the operations of the Organisation
- v. develop an awareness of the interests of VV's members, local communities and other stakeholders
- vi. understand and question financial information presented to the Board
- vii. speak and act independently of management
- viii. respect the confidentiality of Board papers and Board discussions
- ix. work constructively as part of the Board team and be available as a resource to the Board and to management
- x. advise the Chair in advance of the wish to introduce significant information or material at Board meetings
- xi. obtain the Chair or the Board's authority before representing VV in public in any way
- xii. be an effective ambassador for VV
- xiii. advise the Chair as soon as possible if unable to continue to uphold the responsibilities of a Director.

Directors are entitled to be covered by the Organisations's Directors and Officers Liability insurance policy.

### **3.3 Matters to come before the Board**

The Board has reserved the following matters for its review and decision as appropriate:

- i. Oversight and review of Organisation's strategy, policies, protocols and legal compliance
- ii. Approval of the Company's strategic plan and operational (business) plans
- iii. Setting financial budgets, forecasts, CAPEX expenditure and approving changes thereto
- iv. Expenditure requiring Board approval (amounts above those specified in the Instrument of Delegations)
- v. Succession planning and remuneration of CEO and anyone acting in the role of CEO
- vi. Approving organisation remuneration structure and wage increases over and above CPI increases
- vii. Approving organisation restructures
- viii. Any contract where the total commitment exceeds the amounts specified in the Instrument of Delegations or is 3 years or longer in term
- ix. Approving disciplinary actions relating to CEO, and/or termination (through disciplinary action) of CEO's direct reports
- x. Communication with external stakeholders including members and media on matters that comment or provide an opinion on VV as an organisation
- xi. Approval of all financial statements including the Annual Report and associated Directors' Report
- xii. Election of office bearers and appointments to committees
- xiii. Any matter with the potential to have a material impact on the financial standing or reputation of the Organisation
- xiv. Any other matters which by law or under legislation must be dealt with by the Board.

### **3.4 Board committees**

The Board may delegate any of its powers consistent with the Constitution to a Committee consisting of such of their number as well as other advisers and consultants as they think fit.

Committee Charters, including the delegations of authority, will be approved by the Board.

Committees are required to report and make recommendations to the Board. The Board is not bound to follow such recommendations, but is bound to consider any such recommendation.

## **4. Role of the Chair**

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The role of the Chair is to create the conditions for the Board and individual Directors to carry out their duties and functions effectively. The Chair will:

- i. Behave in a professional manner at all times
- ii. Provide coherent leadership of the Board to engender a cohesive and effective team

- iii. Establish an effective working relationship with the CEO
- iv. Promote effective relationships and open communication, both internal and external to the Board between Directors, management and the members
- v. Address the development needs of the Board as a whole with a view to enhancing its overall effectiveness including identifying and meeting the development needs of Directors
- vi. Promote a high standard of governance and be reasonably satisfied that Directors take proper account of, and adhere to, statutory and other compliance and probity requirements;
- vii. Facilitate the work of the Board at its meetings and be responsible for ensuring the principles and processes of the Board are maintained
- viii. Provide a clear structure for the effective running of Board meetings and conduct meetings of the Board so as to facilitate the full participation of Directors
- ix. Manage appropriately any declared or perceived conflicts of interest and/or potential conflicts of interest
- x. Represent the Board to external parties as an official spokesperson for the Board
- xi. Inform the Board members directly about issues and events that are of a sufficiently serious nature to require such notice.

In particular the Chair will be responsible for:

- xii. Ensuring that the Board perform its duties and responsibilities in compliance with applicable laws, the Constitution and the Board Charter and any specific delegations or policies approved by the Board
- xiii. Establishing the agenda for Board meetings in consultation with the CEO and consider Director requests for an item to be included
- xiv. Chairing all Board meetings effectively to ensure critical issues are addressed and opportunities realised
- xv. Chairing general or special meetings of members
- xvi. Ensuring that Board minutes properly reflect Board decisions
- xvii. Ensuring Board members have the necessary information to make decisions
- xviii. Being the spokesperson at Annual General Meetings
- xix. Ensuring the annual process of Board, Director and CEO evaluation is undertaken
- xx. Guiding the ongoing effectiveness and development of the Board and individual Directors
- xxi. Providing guidance and assistance to the CEO as required.

## **5. Responsibilities of the Company Secretary**

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The Company Secretary will be appointed by the Board and will be responsible for:

- i. Ensuring the Organisation's compliance with all the legal requirements of the Incorporated Associations Act 2012, the Australian Taxation Office and the Organisation's Constitution



and Board Policies

- ii. Managing the Board processes and ensuring members and Directors are compliant with the Incorporated Associations Act 2012 and the Organisation's Constitution and Board Policies
- iii. Facilitating advice to Directors on matters pertaining to the operating framework of the Board
- iv. Ensuring the necessary and appropriate registers are established and properly maintained
- v. Advising the Board on good practice in corporate governance and any changing rules to governance and duties of Directors
- vi. Ensuring the Board has received the information it needs to make informed decisions
- vii. Overseeing the timely preparation of the annual report, annual return and Directors' report
- viii. Working with the Chair to ensure effective operation of the Board including timely implementation of Board decisions and Board processes which produce transparency and sound decision making
- ix. Developing, implementing, communicating and maintaining compliance framework, policies and procedures to safeguard the integrity of the Organisation
- x. Ensuring effective Director induction and maintenance of associated Board documents
- xi. Monitoring Directors' and Officers' insurance
- xii. Reviewing and recording use of the Company Seal if appropriate.

## **6. The relationship between the Board and the CEO**

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### **6.1 The relationship**

The Board does not itself manage the organisation as this is delegated to the Chief Executive Officer. However, the Board is responsible for putting in place policies, procedures and structures so that it is able to discharge its role of bearing ultimate responsibility.

The Board sets the framework within which the Organisation operates and, to an appropriate degree, oversees and supervises its operations. As well as bearing ultimate responsibility for the operations of the Organisation, the Board must be aware of and have due respect to the obligations of the Incorporated Associations Act 2012 as a matter of general law or as a result of particular obligations imposed under relevant legislation including the work health and safety.

The formal delegation of management authority is to the CEO, who will be the prime source of information to the Board. Subject to Board oversight, it is for the CEO, acting within his or her delegated authority, to determine how to conduct the management of the Organisation. However, the Board must:

- i. Be satisfied with management's plans for carrying on and developing its activities

- ii. Ensure that management will seek authority to undertake material changes to those agreed plans
- iii. Place limits on the extent to which management can commit resources or dispose of assets or raise funds without specific approval
- iv. Ensure that it is kept well informed of progress and events which might significantly affect the Organisation
- v. Monitor, so far as it reasonably can, the performance of those senior members of management on whom it is relying for the proper management of the business and its key component parts
- vi. Be aware of any significant risks to employees, the Organisation's standing, surplus and assets and endorse management's action plans to mitigate such risks.

The Board/CEO relationship is critical to the Organisation's ability to achieve its purpose and its strategic and governance objectives. To facilitate this relationship, only decisions of the Board are binding on the CEO. Accordingly:

- Decisions or instructions of individual Directors, officers or sub-committees are not binding on the CEO unless the Board has specifically delegated such authority
- Recognising the right of individual Directors to access information relevant to their governance responsibilities, the CEO may defer requests that, in his or her opinion, require a material amount of staff time or funds
- The CEO will immediately notify the Chair of such requests in order to achieve a mutually satisfactory outcome.

## **6.2 Responsibilities of the CEO**

The CEO is responsible for the operational management of the Organisation and is accountable to the Board for exercising his or her approved delegations and the performance of the Organisation, including:

- i. Liaising with the Chair on operational matters of material interest to the Organisation
- ii. Making recommendations to the Board on significant strategic initiatives
- iii. Developing the Organisations's staffing structure for Board approval, implementing organisational structures, appointing staff, determining terms of appointment, evaluating performance, developing and maintaining succession plans for key staff within the parameters of the Organisation's Instrument of Delegations
- iv. Developing the operational (business) plan and annual budget and managing operations within the approved budget
- v. Advising the Board on actual and potential risks and maintaining an effective risk management framework and process
- vi. Informing the Board of any developments likely to have a material impact on the Organisation's performance
- vii. Developing and implementing an appropriate organisational culture and managing operations consistent with the values of the Organisation
- viii. Representing the organisation to the media and in other public outlets on matters which relate to Organisational operations.

The Board will monitor the decisions and actions of the CEO and the performance of the Organisation to gain assurance that progress is being made towards achieving the strategic priorities within the authorised delegations. The Board may also monitor performance through any Board Committees where these exist and it is more effective to do so, or necessary to avoid conflicts of interest.

The CEO will report systematically to the Board in a spirit of openness and trust on the progress being made by the Organisation towards its strategic priorities and its annual operating plan. The CEO will supply the Board and its Committees with information in an appropriate form to enable the Board and Committees to make assessments and judgements, to conduct inquiries, and to gain assurance that the CEO's decisions and actions, and the Organisation's performance, are directed toward strategic priorities.

Relationships and dialogue between individual members of the Board and the CEO and senior managers that focuses on gaining better understanding of the Organisation's operations will be encouraged but will not alter the roles, accountabilities and divisions of authority set out in this Board Charter.

### **6.3 Reward and evaluation for CEO**

The Board will consider the remuneration for the CEO and anyone acting in the role of CEO in the context of previously stated criteria including, but not limited to, the Organisation's success factors, achievement of its strategic priorities, employment market rates for similar positions and the financial position of the organisation.

The Chair will lead an annual formal evaluation of the performance of the CEO using performance evaluation criteria approved by the Board, utilizing external consultants as deemed appropriate by the Board.

## **7. Board meetings**

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Board meetings will foster open discussion, allow views to be expressed and encourage issues to be debated and, importantly, decisions to be made. Board members must be equipped to make difficult decisions and understand their consequences. Ideally, Board decisions will be reached by discussion and mutual agreement, prior to the passing of the appropriate resolution.

### **7.1 Frequency**

- i. The Board shall meet at least six (6) times per financial year
- ii. Meetings, including those additional to the timetable, are called by the Company Secretary as directed by the Board or the Chair and any Director may request the Company Secretary to call a meeting.

### **7.2 Method of meeting**

Meetings are either in person or by electronic medium, including teleconference, or in combination, as consented to by all the Directors.

### **7.3 Attendance**

- i. All Directors are expected to attend all Board meetings, except when exceptional circumstances prevent participation.
- ii. The Company Secretary or, where the Company Secretary is unavailable, a person delegated to carry out the Company Secretary's duties, must attend all Board meetings
- iii. The CEO or, where the CEO is unavailable, a person delegated to carry out the CEO's duties, shall attend all Board Meetings
- iv. The Minutes will record on each occasion the names of those present and those absent and where a person is present for only part of a meeting, the time when that person was present.

### **7.4 Chair and Deputy Chair**

The Constitution specifies the process to appoint the Chairperson, practice is as follows:

- i. The Board shall appoint its Chair
- ii. The Directors may elect one of their number as Deputy Chair
- iii. The Deputy Chair shall chair the meetings of Directors where the Chair is absent or not present within 10 minutes after the time appointed for the meeting or is unwilling to act
- iv. Where a meeting of Directors is held and a Chair and Deputy Chair are both absent and not present within 10 minutes after the time appointed for the holding of the meeting or are unwilling to act, the Directors shall elect one of their number to chair the meeting.

### **7.5 Quorum**

In accordance with the Constitution, the quorum for a Board meeting shall consist of 5 Directors, unless there are fewer than 5 Directors, in which case all must be present to create quorum.

### **7.6 Agenda**

- i. The Chair, supported by the CEO and the Company Secretary, is responsible for setting the agenda. Any Director may request the Chair to add an item of business to the agenda.
- ii. The agenda for each Board meeting may set a regular session for private discussion by Directors, who may invite any person to attend in whole or in part.

### **7.7 Board papers**

The Board agenda and supporting papers must be distributed to all Directors at least five (5) working days prior to the relevant meeting.

## 7.8 Decision making

- i. Each Director shall be entitled to one (1) vote on each resolution at Board meetings. A resolution must be supported by a majority of votes cast by those present and entitled to vote. In the case of equal votes cast, the Chair, in addition to his or her deliberative vote, shall have a casting vote.
- ii. Abstentions shall not be counted when determining the question, but may be recorded.
- iii. The Board may pass a resolution without a Board meeting being held if the majority of all the Directors entitled to vote on the resolution provide an electronic transmission (email) containing a statement that they are in favour of the resolution providing the wording of the resolution and statement is identical in each email. The resolution is passed when the last Director's email has been received and the resolution shall be noted at the following scheduled Board meeting.

## 7.9 Minutes

- i. Minutes of meetings of the Board and resolutions of the Board must be prepared by the Company Secretary, unless otherwise agreed by the Board. Draft minutes will then be circulated to all Directors within 7 days and confirmed at the next meeting of the Board.
- ii. Where votes are taken by the Board, votes and abstentions will be included in the Minutes.
- iii. The Minutes are the official record of proceedings and resolutions of the meeting.
- iv. Upon the confirmation of the Minutes, the Chair will sign a copy as a true and correct record and the Minutes will be filed in the Minute Book Register.
- v. Minutes of meetings of the Board are to be distributed to the Directors, the CEO (unless relating to the employment of the CEO), and the Company Secretary. The minutes are confidential and are not to be distributed to any other party without the approval of the Board.
- vi. A summary of decisions made by the Board that are not deemed confidential or personal in nature may be provided to appropriate Managers as required after each meeting.

## 7.10 Staff attendance

- i. With the exception of the CEO, staff are not required to attend Board meetings, except as invited from time to time to report on specific agenda items, matters arising, or to be available for consultation.
- ii. The Board respects the value of staff member's time and other commitments and does not expect staff to be available without prior arrangement and reasonable notice.

## 8. Board performance

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The Board will conduct an annual review and evaluation of the performance of the Board as a whole, including its Committees, and specific roles such as the Chair and the Company Secretary and will bring to effect further improvement in the way the Board operates.

The manner in which this evaluation will be undertaken will be determined by the Board and the Chair is responsible for activating the review.

The review can be:

- i. Formal or informal
- ii. Of the Board as a whole
- iii. Of individual Directors
- iv. Administered by the Chair, self-administered or by an independent external expert
- v. Qualitative, quantitative or a mixture of both.

In the case of individual reviews, the Chair shall be part of the review process. Two other Directors shall evaluate the Chair's performance and input from management may be sought where appropriate.

## **9. Board policies and protocols**

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Full Board Policies are appendices to this Charter. Each policy will include the review date.

### **9.1 Independent professional advice**

- i. If, in furtherance of a Director's duties to the Organisation, the Director obtains independent professional advice, the Organisation will meet the reasonable costs of such advice provided that:
  - a. the Chair of the Board gave prior approval to the obtaining of the advice or
  - b. if the Chair was unavailable or refused to give such approval, the Board gave prior approval to the obtaining of the advice.
- ii. The advice must be made available to all Directors.

### **9.2 Induction and training**

- i. The Board must ensure that the Organisation provides an appropriate induction process for new Directors
- ii. All Directors are required to display appropriate skills and knowledge of governance, Directors' roles and responsibilities. The Company encourages Directors to update and enhance their skills and knowledge.

### **9.3 Access to Organisational information**

- i. Directors have direct access to the CEO and to Organisational information in the possession of executive management
- ii. Directors who contact members of management must notify the CEO of the contact

- iii. All Directors have direct access to the Company Secretary.

#### **9.4 Insurance and indemnity**

Deeds shall be entered into between Directors severally and the Organisation, recording arrangements on indemnification, insurance and access to Organisation documents and independent legal advice at the Organisation's expense.

#### **9.5 Confidential information**

Confidential information received by a Director in the course of the exercise of Directorial duties remains the property of the Organisation. Directors must not disclose confidential information, or allow it to be disclosed, unless that disclosure has been properly authorised, or is required by law.

#### **9.6 Conflict of interest**

It is expected that Directors will be sensitive to conflicts of interest that may arise, including conflicts which may apply to any associated person or organisation, and must:

- i. Complete a Conflict of Interest Declaration form as required
- ii. Disclose to the Board any actual or potential conflicts of interest that may exist or might reasonably be thought to exist as soon as the situation arises
- iii. If deemed desirable by the Board, or the Director, take such steps as are necessary and reasonable to resolve any conflict of interest within an appropriate period
- iv. Comply with the law in relation to disclosure of interests and restrictions on voting on related decisions at the Board
- v. Not directly affiliate or associate the Organisation with any particular political party.

In certain circumstances it may be necessary for a Director or CEO to absent himself or herself from a meeting when the Board discusses matters about which the conflict relates. If there is any confusion or dispute about the manner in which a conflict of interest is to be managed the matter may be referred for legal advice.

Directors will discuss with the Chair or, in the case of the Chair, with the Company Secretary, any new appointments to other companies or organisations being considered, ideally before accepting such positions, but if this is not possible, as soon as practicable after the appointment is made.

#### **9.7 Removal of Directors**

The Members have the right to appoint and to remove Directors.

The Board should recommend to the Members that a Director be removed from office (Refer Constitution 13.13 and 13.14) in the event the Board becomes aware that

- i. The Director commits an act which places him or her in conflict with his or her legal responsibilities to the Organisation (Constitution 13.4), or
- ii. If, in the opinion of the other Board members, the Director acts in a manner which is contrary to the best interests of the Organisation

Or if the Director

- iii. Dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health
- iv. Resigns office by giving notice in writing
- v. Is not present at three consecutive Board meetings without leave of absence from the Board or the Chair

### **9.8 Directors' remuneration and expenses**

- i. Any Directors' honoraria are determined by the Members at a general meeting.
- ii. The Board may resolve that reasonable expenses for attending and participating in Board meetings or other activities directly relating to their role as Directors may be reimbursed on presentation of suitable documentary evidence provided such reimbursement is in accordance with the Organisation's Directors' Remuneration and Expenses Policy, which policy must be approved in accordance with the Organisation's Constitution.

### **9.9 Risk management**

Risk Management is a procedure to avoid any negative consequences and reduce potential legal liability that seeks to address potential problem areas before they occur and creates a safer environment.

The Board's specific responsibilities in risk management are to provide direction and oversight across the Organisation by:

- setting the standards and expectations of the Organisation to ensure that effective risk management is enforced
- monitoring the management of risks and the effectiveness of associated controls through the review and discussion of regular risk management reports
- defining the Organisation's risk management reporting to the Board including the strategic risk profile, risk appetite and tolerance
- reviewing the Risk Register at least annually and reviewing significant status updates for current and emerging risk at each Board meeting and reaching agreement on risk profile, appetite and tolerance for specific risks as required.



The Board's approach to risk management is based on the following principles:

**Risk Management:**

- i. creates and protects value across all dimensions in the Organisation
- ii. is an integral part of all Organisational processes
- iii. is part of all decision making and assists in comparing alternative courses of action
- iv. explicitly addresses uncertainty and how it can be addressed
- v. is systematic, structured and timely so as to contribute to efficiency and reliable results
- vi. is based on the best available information
- vii. is tailored to the Organisation's internal and external context
- viii. takes human, reputational and cultural factors into account
- ix. is transparent and inclusive so that risk management remains relevant and stakeholders' views are taken into account
- x. is dynamic, iterative and responsive to change reflecting changes in the organisation as well as emerging risks and opportunities in the external environment
- xi. facilitates continual improvement.<sup>1</sup>

### **9.10 Compliance**

- i. The Board has a responsibility to ensure compliance with all relevant laws, regulations and regulatory requirements
- ii. A comprehensive Compliance Checklist will be prepared and maintained for this purpose. The checklist will be reviewed at each Board meeting
- iii. The CEO is required to confirm with the Board at every ordinary meeting that all compliance requirements are being met.

### **9.11 Delegation of authority**

- i. The Board has a duty to ensure that their responsibilities are carried out to the highest standard of care
- ii. The Board will delegate their authority as they determine, but will not delegate fiduciary duty or legal obligations
- iii. The Board's delegations are an appendix of this Charter (Instrument of Delegations)
- iv. The CEO must ensure all agreements, deeds or contracts are approved in accordance with the approved Instrument of Delegations at all times.

### **9.12 Stakeholder and Member Relations**

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<sup>1</sup> Sourced from AS/NZS ISO 3100:2009 [Risk Management – Principles and guidelines](#)

Effective and positive stakeholder and member relations are critical to the ongoing success of the Organisation.

The Board and individual Directors will work collaboratively with the CEO to ensure that stakeholder and member relationships are managed in a coordinated fashion. This may include:

- i. Participating in meetings
- ii. Written communication to member organisations
- iii. Participating in member and stakeholder engagement events
- iv. Commissioning and responding to periodic structured engagement surveys.

### **9.13 Organisational Culture and Values**

The Board is responsible for setting and monitoring the organisational culture and values to ensure that all activities undertaken by the Organisation create a positive working environment for staff, volunteers and contractors engaged by VV.

The Board will take action to ensure that the VV workplace is free from discrimination, harassment, bullying and other forms of inappropriate workplace conduct.

### **9.14 Execution of documents**

Except where a Company seal is required to be fixed by another law, the Board must execute a document by authorising the signing of the document or deed in one of the following ways:

- i. by two (2) Directors signing or
- ii. by one (1) Director and the Chief Executive Officer signing or
- iii. by one (1) Director and the Company Secretary signing.

### **9.15 Changes to the Charter**

- i. No changes to this Charter shall be made without the approval of the Board
- ii. The Charter will be reviewed to incorporate any relevant changes to the Constitution
- iii. This Charter must be reviewed annually.

## **10. Directors' Code of Conduct**

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The Board of Directors of Volunteering Victoria requires its members to comply with the following Code of Conduct:

A Director –

1. must act honestly, in good faith and in the best interest of the Organisation

2. has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers of that office
  3. must use the powers of office for a proper purpose, that being in the best interests of the Organisation as a whole
  4. must recognise that his or her primary responsibility is to the Organisation but should, where appropriate, have regard for the interests of all members of the Organisation
  5. must not take improper advantage of the position of Director nor make improper use of information acquired as a Director
  6. must not allow personal interests, nor the interests of any associated person, to conflict with the interests of the Organisation
  7. has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board
  8. ensure that confidential information received in the course of the exercise of Directorial duties remains the property of the Organisation and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Board or is required by law, even after the Director ceases to be a Director or officer of the Organisation
  9. should not engage in conduct likely to bring discredit upon the Organisation
  10. will promptly report any incident of misconduct or suspected misconduct by Directors or other persons to the Chair, or where the Chair is the subject of the incident, to the Deputy Chair or the Chair of the appropriate Board Committee
  11. has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.
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**I, \_\_\_\_\_, a Director of Volunteering Victoria, acknowledge that I have read the above Board Charter and Directors' Code of Conduct and agree to abide by the terms and conditions therein.**

**Signed:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Appendices**

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