

PoI_040

Governance (Charter)

Record of policy development

Version	Date approved	Date for review
2020/5	September 2022	September 2024

Responsibilities and delegations

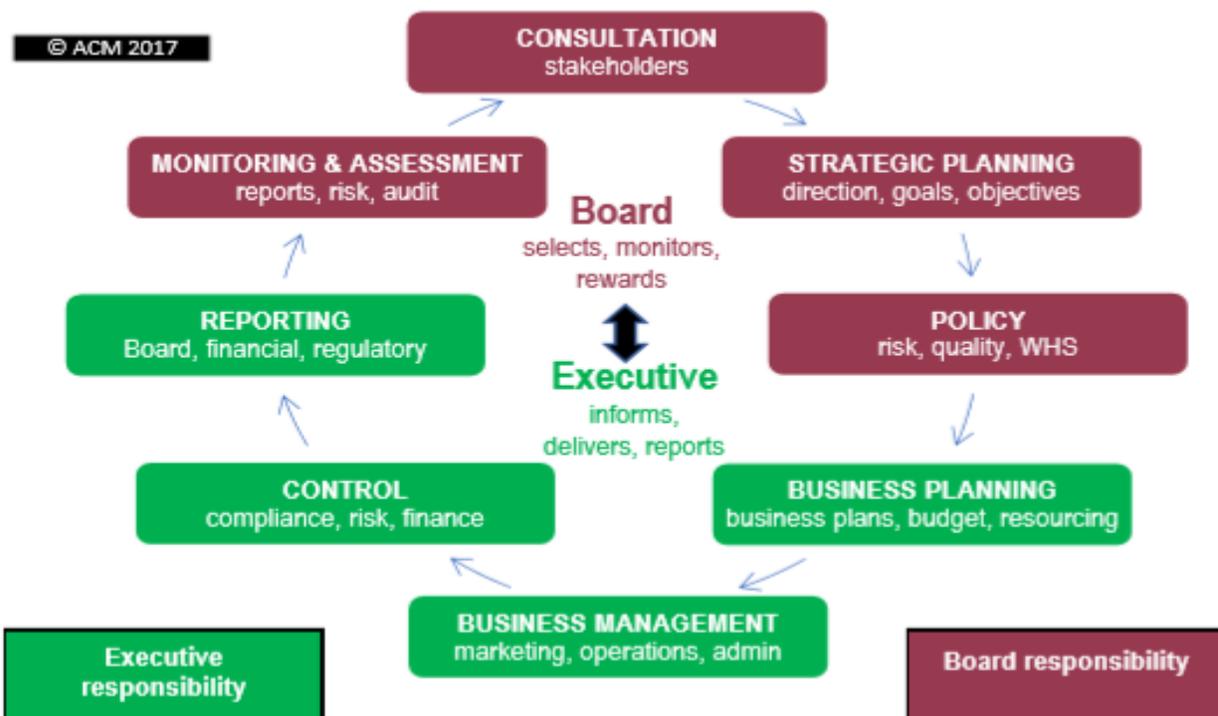
This policy applies to	Board of Directors, All staff
Policy approval	Board of Directors

Background

- 1 Town & Country Community Options Limited by Guarantee, trading as Life Choice Wide Bay Burnett, was established in 1994 as Town and Country Community Options Inc. by a group of parents of children with disabilities. In 2015, the organization merged with Hervey Bay Community Access Assoc. and in the following year became a Company Limited by Guarantee. In 2017 the organization changed its name to Town & Country Community Options Limited, trading as Life Choice Wide Bay Burnett and is now commonly referred to as Life Choice.
- 2 **Life Choice's Mission** is to support and empower all our participants to pursue their life choices and enjoy greater quality of life as respected and equal citizens.
- 3 **Life Choice's Vision** is to deliver life choice services to our participants, their carers and families on a lifelong basis. We will:
 - Grow to be an efficient and compassionate NDIS service provider.
 - Provide a care service of quality and value.
 - Deliver best practice across all areas of our organization.
 - Engage with people, businesses and community bodies to build community-wide trust, positive awareness, advocacy and support.
 - Position Life Choice as a hub for NDIS services in our region and as an advocate within the disability sector.
- 4 Life Choice has adopted **Five Non-negotiables** as its set of guiding principles - **Mutual Respect – Reliability – Punctuality – Positive Attitude - Professionalism**. The Board of Life Choice is committed to these **Guiding Principles** and to their influence on every aspect of Life Choice's activities and governance.

Purpose

- 5 The Corporate Governance Policy sets out the role, responsibilities, structure and processes of the Life Choice Board. If there is any inconsistency between this Policy and Life Choice's Constitution, Life Choice Constitution prevails to the extent of any inconsistency.



Role and Responsibilities

- 6 The role of the Board is to set the strategic direction for Life Choice, across all Life Choice entities including subsidiaries, joint ventures, etc. as applicable with regard to Life Choice' Mission and Guiding Principles. The Board supports the organization to deliver on its strategic initiatives, through strong and agile decision-making.
- 7 To succeed in its role, the Board needs to operate effectively by:
 - a. meeting on a regular basis and working together constructively; [\[Constitution Ref:- Clause – 6.1 - 6.3, 7.1 – 7.18\]](#)
 - b. having the right formal structures and delegations to support agile and considered decision-making;
 - c. having the required mix of hard and soft skills and experience at Board, Office bearer and Committee level and regularly reviewing performance of all roles and functions using a Skills' Matrix and annual 360 reviews;
 - d. considered succession planning at Board, office bearer and Committee level; [Director's Handbook](#)
 - e. ongoing Board, Committee, Director and Committee member professional development.
- 8 The Board is accountable to its key stakeholders – participants, families, members, staff, and funding agencies – for the performance of the organization.
- 9 In performing its role, the Board aspires to best practice governance standards and endorses:
 - a. National Disability Insurance Agency – NDIS Practice Standards;
 - b. The Australian Institute of Company Directors Not-for-profit Good Governance Principles;
 - c. The ASX Corporate Governance Principles and Recommendations;

- d. The Australian Charities and Not-for-profits Commission Governance for Good (ACNC) and
 - e. Australian Securities and Investments Commission (ASIC)
- 10 The key responsibilities of the Board are: *[Refer to Constitution]*
- a. approving any change to Life Choice’s Mission and Vision Statements or Life Choice’s Guiding Principles;
 - b. approving any recommendation to Life Choice’s members regarding changes to Life Choice’s Constitution;
 - c. setting the strategic direction of Life Choice and approving significant organizational and strategic initiatives;
 - d. providing guidance and support to the Chief Executive Officer (CEO) where required in relation to the implementation of Life Choice’s strategic direction;
 - e. approving Life Choice’s budget, key performance indicators and financial statements and monitoring performance against budgeted targets
 - f. approving financial and non-financial delegations of authority to the CEO; *[Directors’ Handbook & Delegation of Authority]*
 - g. demonstrating and promoting a culture and behaviours that are ethical and are matched to Life Choice’s Mission, Vision and Guiding Principles;
 - h. approving the Annual Report and any communications to members regarding the strategic direction of the organization;
 - i. ensuring that key risks faced by Life Choice have been identified and assessed, and Life Choice has processes in place for managing risk in accordance with the Australian/New Zealand risk management standard;
 - j. ensuring that Life Choice’s risk management processes are regularly reviewed in accordance with regulatory requirements;
 - k. selecting, appointing and approving the terms of appointment of the CEO and Company Secretary; *[Constitution Ref: -Clause 11]*
 - l. approving key performance indicators relevant to the remuneration of the CEO and evaluating the performance of the CEO in light of these key performance indicators;
 - m. approving succession plans for the CEO and reviewing succession plans for members of the Executive;
 - n. considering and approving Life Choice’s remuneration policies and incentive plans for CEO and Company Secretary;
 - o. providing insight and monitoring of Work Health and Safety (WHS) issues at Life Choice including setting targets for the continued improvement in key Work Health and Safety indicators;
 - p. other responsibilities or projects as deemed by the Board to be necessary.
- 11 In carrying out its duties and responsibilities, the Board will have due regards to all applicable legal requirements (including any requirements under Life Choice’s Constitution or by reason of Life Choice’s charitable status), and to the requirements set out in policies approved by the Life Choice Board.
- 12 Directors are expected to observe the highest standards of ethical behaviour. The Board will approve a written Code of Conduct setting out the ethical and behavioural expectations for Directors of Life Choice. *[Code of Conduct and Constitution Ref:-Clause 8.11]*

- 13 The Board is authorized to seek any information it requires from or relating to Life Choice (including from Life Choice’s auditors, professional advisors, consultants or employees) in order to perform its duties. The general protocol would be for the Board to make approaches for such information or advice through the CEO.

Role and Delegation to Management

- 14 On behalf of the Life Choice Board, the CEO is responsible for the implementation of Life Choice’s strategic plan and the achievement of planned targets for the organisation.
- 15 Management of Life Choice’s day-to-day operations is undertaken by the CEO, subject to specified delegations of authority approved by the Board.
- 16 Any matters or transactions outside the delegations of authority must be referred to the Chair/Board of Directors for approval. [\[Delegation of Authority Document\]](#)

Board Size and Composition

- 17 The Board is responsible for:
- a. identifying and evaluating possible future Directors to the Life Choice Board and non-Director members of Committees;
 - b. to best practice governance standards and endorse Director positions on the Life Choice Board; [\[Constitution Ref:- Clause – 8.2\]](#)
 - c. making recommendations to Life Choice’s members for the appointment or removal of elected Directors. [\[Constitution Ref:- Clause – 8.2, 8.6, 8.7\]](#)
- 18 The Board will comprise a majority of Member Elected Directors, and a majority of all Directors must ordinarily be residents of Australia.
- a. A Director means a Member who is not currently an employee of Life Choice. [\[Constitution Ref:- Clause – 8.3\]](#)
 - b. The Board is formed in accordance with the Constitution and shall comprise: [\[Constitution Ref:- Clause – 8.1\]](#)
 - not less than five (5) Directors and not more than nine (9) Directors;
 - at least three (3), but not more than seven (7) are to be elected under Clause 8.2 of the Constitution [\[Constitution Ref:- Clause – 8.2\]](#)
 - c. Refer to:
 - [Director’s Handbook](#);
 - [Delegation of Authority](#).
- 19 The Board will assess each Director’s nomination prior to election or appointment. [\[Constitution Ref:- Clause – 8.3\]](#)
- 20 The Board will regularly review whether the size of the Board is appropriate and will make recommendations to members regarding any change to the maximum or minimum number of Directors under Life Choice’s Constitution. [\[Constitution Ref:- Clause – 8.1\]](#)
- 21 The Board should have a broad range of financial and other skills, experience and knowledge necessary to guide the operations of Life Choice. This includes an understanding of disability, the disability sector, and key stakeholders for the organisation. The Board will determine and

regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits of Life Choice's Constitution and the terms served by existing Directors. [\[Constitution Ref:- Clause – 8.3\]](#)

- 22 The Board will approve a **Director's Handbook** for Directors to:
- a. set organisational expectations about the role of the Board;
 - b. provide clarity to Directors and office bearers about their roles and responsibilities; [\[Constitution Ref:- Clause – 9.1, 9.2, 9.3\]](#)
 - c. review the performance of individual Directors, and the Board as a collective; [Director's Handbook](#)
 - d. identify learning and development needs of Directors;
 - e. inform Board succession planning;
 - f. identify capability gaps at Board and Committee level.
- 23 The Life Choice Constitution contains provisions relating to specific appointment of office bearers and executive officers in accordance with usual practice for a company limited by guarantee, given the Board's inherent power to appoint, dismiss and manage such personnel. [\[Constitution Ref:- Clause – 11\]](#)
- 24 The Life Choice Board determines which office bearers it wishes to appoint - Chair, Deputy Chair, Company Secretary, CEO and Committee Members. [\[Constitution Ref:- Clause – 8.4, 11\]](#)
- 25 A high-level summary of Life Choice office bearer roles is outlined below. For further detail please refer to the **Director's Handbook**.

Chair

- 26 Directors who wish to nominate for the role of Chair will do so in accordance with the **Constitution**. [\[Constitution Ref:- Claus – 8.4\]](#)
- 27 The Chair represents the Board to members and communicates the Board's position.
- 28 The Chair:
- a. **is generally expected** to have held a directorship for a minimum of three (3) years, have an understanding of the organisation, the sector in which it operates, have experience in leading and managing teams and in strategy development and implementation;
 - b. must have time to commit to the role and to meet the outcomes expected of the role;
 - c. **Is generally expected** to have the skills, qualifications and experience commensurate with the requirements for membership.

- 29 The Chair's role includes:
- a. establishing the agenda for Board meetings;
 - b. chairing Board meetings, the AGM and other meetings of members;
 - c. chairing Committees appropriate to the role;
 - d. ensuring that Board minutes properly reflect Board decisions;
 - e. managing Board interactions to be effective, open, focused, constructive, collegiate, and respectful;
 - f. managing the formal reporting line between the Board and the CEO / Company Secretary;
 - g. meeting with the CEO on a regular basis to review the CEO's performance against key performance indicators approved by the Board;
 - h. ensuring there is a process for regularly evaluating the performance of the Board and Individual Directors;
 - i. ensuring there is a process for induction of new Directors and Committee members;
Director's Handbook
 - j. ensuring the Board allocates time each year for strategy development and that strategy alignment is considered as a factor in every Board decision. CEO reports to each Board Meeting regarding meeting objectives.

Deputy Chair

- 30 Directors who wish to nominate for the role of Deputy Chair will do so in accordance with the **Constitution**. *[Constitution Ref:- Clause – 8.4]*
- 30 The Deputy Chair is generally expected to meet the same or similar requirements as for the role of Chair.
- 32 The Deputy Chair's role includes:
- a. providing guidance and support to the Chair;
 - b. performing the role of Chair if the Chair is unavailable;

Director Role and Responsibilities

- 33 Directors are individuals who are elected or appointed to the Life Choice Board in accordance with the Constitution. *[Constitution Ref:- Clause – 8.2, 8.3]*
- 34 The Board is to undertake fit and proper assessments of all persons nominating for election or being considered for appointment to the Board. [Constitution Ref:- Clause – 8.3] *Director's Handbook*
- 35 Directors must at all times, observe good governance principle in accordance with ASX Corporate Governance Principle and in accordance with Life Choice's Code of Conduct.
- 36 A Director contributes to the strategic direction, policy development, WHS systems and control (monitoring and assessment) as well as the oversight of Executive delegations and performance.
- 37 Directors, individually and collectively, are the representatives of and must act in the best interest of the Company (Life Choice) and its members, and more generally must consider and act to advance the interests of all defined stakeholders.

CEO Role and Responsibilities

- 38 The Chief Executive Officer (CEO) assumes responsibility for the Executive leadership of Life Choice and its overall business performance, financial and prudential control, operational management, service delivery performance, public reporting and organizational and operational conformance/compliance with material obligations.
- 39 In discharging these responsibilities, the CEO is the lead and coordinate Executive responsibility for -
- Business planning
 - Business management
 - Control
 - Reporting
- 40 The CEO is to discharge these responsibilities in strict accordance with the strategic directions, goals, financial budgets, risk management policies and other guidelines issued and approved by the Board.
- 41 The CEO is to communicate regularly with the Chair, and is to establish and maintain a constructive working relationship with the Chair as the CEO's primary communication to the Board.
- 42 The CEO is to prepare for, attend and present to the Board at all Meetings as well as assist and attend any other Committee meetings where the CEO's attendance is required or requested.

The Company Secretary

- 43 The Board will appoint a Company Secretary in accordance with Life Choice's Constitution. The Company Secretary reports to the Board through the Chair.

Company Secretary's Role and Responsibilities

- 44 The Company Secretary's role includes:
- a. ensuring the agenda for Board meetings is developed in a timely and effective manner for review and approval by the Chair;
 - b. ensuring, in conjunction with the CEO, that Board papers are developed in a timely and effective manner;
 - c. drafting and maintaining minutes of Board and Committee meetings;
 - d. ensuring that compliance requirements of the Board are met including regulatory filings to relevant statutory and regulatory bodies;
 - e. providing advice and guidance to the Board on governance matters including through the issuing of written Guidance Notes;
 - f. obtaining legal advice at the request of the Board;
 - g. working with the Chair to maintain and deliver best practice governance.

Committees

- 45 The Board has established Committees to assist the Board in exercising its authority, including the responsibilities as set out in Committee Charters.
- 46 The standing Committee of the Board is:
- a. Governance, Audit and Risk Committee *[GAR Terms of Reference]*

- 47 The Board may establish advisory or ad hoc Committees from time to time in accordance with Life Choice's Constitution to consider matters of special importance or to exercise the delegated authority of the Board.
- 48 The Board will determine Charters of standing, advisory and ad hoc Committees, which will set out the roles and responsibilities of the Committee (including, if applicable, whether and to the extent that the Committee may exercise the delegated authority of the Board). The Chair of each Committee is responsible for reporting to the Board where delegated authority is exercised by the Committee pursuant to approved delegations.
- 49 The Board will review the membership and composition of Board Committees not less than annually, having regard to workload, skills and experience, and any regulatory requirements.

Board Meetings

- 50 Board meetings and proceedings are, to the greatest extent practical, governed by the clauses of the Life Choice Constitution, which regulate the meetings and proceedings of the Board. *[Constitution Ref:- Clause – 6.1, 6.2, 6.3, 7.1 – 7.8]*
- 51 The Chair is responsible, in consultation with the CEO and Company Secretary, for the format of Board meetings. This includes being satisfied that agendas are comprehensive, that all agenda items are appropriate, and that recommendations fit within the broad strategic direction set by the Board.
- 52 The Board will meet on an as needed basis without the CEO or members of the Executive present, including prior to the start of monthly Board meetings.

Board Papers

- 53 The Board will manage Board Papers which includes Board and Committee agendas, minutes, papers presented to the Board or Committees, or distributed outside of Board and Committee meetings, and any other materials prepared for Board or Committee meetings as strictly confidential.
- 54 The Company Secretary will be responsible for keeping the original Board Papers. These will be kept in electronic form. It is intended the original set be the extant set. The papers will be stored in the secure Board folder (restricted access) on the Docs Central drive.
- 55 Board Papers will generally only be made available in electronic form, via a secured Board web. Directors must keep their access details to the web portal confidential.
- 56 Access will be limited to Directors, Committee members, and authorised Life Choice personnel (on a need to know and strictly confidential basis).
- 57 Any hard copy Board Papers (other than the original set) must be given to the Company Secretary at the end of each meeting for secure disposal, unless otherwise approved by the Company Secretary.
- 58 Board and Committee members will be required to sign a **Deed of Access, Indemnity and Insurance (Deed), Director's Confirmation of Consent and Disclosure Form, Letter of Appointment** and **Acknowledgement of Resignation – Board of Directors Life Choice WBB** (signed when a Director resigns or stands down) with Life Choice at the time of their appointment. Board and Committee members (including former members) will be provided with access to Board Papers in accordance with the Deed and as otherwise required by law. *[Constitution Ref:- 12.1, 12.2, 12.3]*

Education

- 59 Directors are encouraged to undertake continuous education and professional development relevant to their role as Directors of Life Choice.

Expenses

- 60 With the approval of the Board on such terms as the Board determines, Life Choice may pay to a Director reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director.
- 61 The Board has determined that Director incurred out-of-pocket expenses within budget are approved by the Chair.
- 62 Directors should seek the guidance of the Chair before incurring out-of-pocket costs.
- 63 The **Company Secretary** will report Director related expenditure against budget to the Life Choice Board.

Declaration of Interests and Conflicts

- 64 A high-level summary of Declaration of Interests and Conflicts is outlined in Life Choice **Conflicts of Interest Policy**.
- 65 The Board will approve a written **Conflict of Interest Policy** setting out the Board's expectations regarding the disclosure and management of actual or potential conflicts of interest.
- 66 The Board places great importance on full disclosure and proper management of actual or potential conflicts of interest. This is important to protect the reputation and standing of Life Choice and to provide confidence in the decisions made by the Board, Board Committees, ad hoc and advisory committees, and provide leadership to influence strategy and policy while meeting their legal obligations as Directors and Officers.
- 67 Section 191 (1) of the Corporations Act 2001 (Cth) provides that a Director of any company who has a "material personal interest" in a matter that relates to the affairs of the company must give the other Directors notice of that interest. An interest is considered to be material if its nature and capacity is such as to impact, or potentially impact the ability of the director to discharge their duties. As good governance, it is recommended that Directors and officers declare all interests, and allow the Board to determine if the interest is material or a conflict. **[Constitution Ref:- Clause – 8.11]**
- 68 Directors, Committee members and any person related or associated with a Director or Committee member includes their family members, any companies, trusts or other entities associated with them or their family members (associated entities), other Directors, trustees and beneficiaries of any such associated entities, and any other person that they have a close personal connection with, are expected to avoid any action, position or interest that conflicts with the best interests of Life Choice, or gives the appearance of a conflict. **[Constitution Ref:- Clause – 8.11]**
- 69 Directors and Committee members must provide a declaration of interests and the Company Secretary will maintain a Conflict of Interest Register. This Register is updated as Directors and officers become aware of any new interests or any changes to the interests (including changes to the nature or extent of the interest), and any new interests or changes will be recorded in the minutes of meeting. This Register is reviewed annually, or more regularly as required, by the Board. The Register will be kept in secure (restricted access) Board folder on Doc Central drive.

Corporate Governance Framework

- 70 The Board maintains a detailed Framework that includes a Constitution, Corporate Governance Policies, Procedures, Charters, Delegations of Authority, Budgets and Board and Committee Reporting Calendars and processes. This Corporate Governance Framework is reviewed annually by relevant Committees and Board.
- 71 Life Choice’s Corporate Governance Framework and practices comply with the Corporations Act 2001 (Cth), the Australian Charities and Not-for-Profits Commission Act 2012 (Cth) and the Australian Charities and Not-for-Profits Commission Regulation 2013 (Cth), and other relevant legislation. In performing its role, the Life Choice Board aspires to best practice governance standards and endorses the Australian Institute of Company Directors Good Governance Principles (AICD), The ASX Corporate Governance Principles and Recommendations; Australian Securities and Investments Commission (ASIC) and meets the National Disability Insurance Agency – NDIS Practice Standards and the Australian Charities and Not-for-Profits Commissions (ACNC) Governance Standards.

Review

- 72 The Board will review its Charter annually (or more regularly if requested by any Director) to keep it up to date and consistent with the Board’s authority, purpose and responsibilities.
- 73 Amendments to the Charter are to be approved by the Life Choice Board.

End of document
