Grandcarers SA

# Grandparents for Grandchildren SA Inc
# (Operating as Grandcarers SA)

## Board Charter

Adopted by Board on 6/6/2025.

# *CONTENTS*


CONTENTS ..... 1
OVERVIEW ..... 2
CONSTITUTION ..... 2
VISION, PURPOSE, VALUES ..... 2
COMPLIANCE WITH LAWS ..... 4
BOARD COMPOSITION AND INDEPENDENCE ..... 4
BOARD DUTIES AND RESPONSIBILITIES ..... 4
UNDERSTANDING THE BUSINESS ..... 5
GRANDCARERS SA CHARITY STATUS ..... 5
BOARD MEETINGS ..... 6
ACCESS TO INFORMATION AND INDEPENDENT ADVICE ..... 6
INDEPENDENCE OF DIRECTORS ..... 6
INDEMNITY OF DIRECTORS ..... 7
RELATIONSHIP BETWEEN THE BOARD AND THE CHIEF EXECUTIVE OFFICER (CEO) ..... 7
COMMITTEES ..... 8
GRANDCARERS SA BOARD CODE OF CONDUCT ..... 8
PERFORMANCE MONITORING AND ASSESSMENT FRAMEWORK ..... 9
STAKEHOLDER COMMUNICATIONS ..... 9
EXTERNAL AUDITOR ..... 9
APPENDIX 1 – BOARD POSITION DESCRIPTIONS ..... 10
APPENDIX 2 – COMMITTEE TERMS OF REFERENCE (IF REQUIRED) ..... 16
APPENDIX 3 – PERFORMANCE MONITORING ..... 18

## *OVERVIEW*

This Charter governs the operations of Grandparents for Grandchildren SA Inc (GRANDCARERS SA). The Charter supports the Constitution of GRANDCARERS SA ("the entity," formally Grandparents for Grandchildren). The Constitution takes precedence in the event of any inconsistency.

The Board directs GRANDCARERS SA to ensure that its purpose and objectives are carried out effectively, whilst also acting ethically and prudently, operating within the law and meeting obligations set out in its funding agreements.

The Board is responsible for ensuring that GRANDCARERS SA has an appropriate corporate governance structure to ensure the creation and protection of member value. As a result, appropriate accountability and control systems must be in place.

This Board Charter explains GRANDCARERS SA's commitment to governance. It sets out the role, composition, and responsibilities of the GRANDCARERS SA Board of Directors, (hereafter known as the Board or Directors) within the governance structure of GRANDCARERS SA.

This is not an all-inclusive document and should be read as an expression of principle. The Board will review and update this Charter on an annual basis (or more frequently, if required).

## *CONSTITUTION*

GRANDCARERS SA's Constitution is its key governance document. The Board must always ensure that it and GRANDCARERS SA comply with the provisions of the Constitution.

## *VISION, PURPOSE, VALUES*

GRANDCARERS SA - *Supporting grandparents and other informal kinship carers to improve the welfare of children*

Our Vision: All grandcarers are empowered to provide a safe, secure and nurturing family environment where all children in their care can thrive.

Our Purpose: To provide comprehensive support to grandcarers through financial assistance, personal support, information provision, and advocacy. We aim to empower these grandparents to achieve positive outcomes for themselves and their grandchildren.

Our Values: We believe that grandcarers who have taken on the role of primary carers for their kins' children deserve our utmost respect, support, and assistance. We are committed to the following values:

**1. Empathy:** We recognise the unique challenges faced by grandcarers who are raising children, and we strive to provide them with a compassionate and understanding ear.

**2. Respect:** We believe that all grandcarers should be treated with dignity and respect, regardless of their socioeconomic status, race, ethnicity, gender, or any other characteristic.

**3. Commitment:** We are dedicated to providing grandcarers with the practical and emotional support they need to successfully raise their grandchildren, including access to peer support, problem solving guidance, financial support and advocacy.

**4. Collaboration:** We understand that the challenges faced by grandcarers are complex and multifaceted. We seek to work collaboratively with other organisations and stakeholders to address these challenges in a holistic and comprehensive way.

**5. Empowerment:** We believe that all grandcarers have the right to make informed decisions about their lives and the lives of the children in their care. We strive to empower grandcarers with the knowledge and skills they need to make informed decisions and advocate for themselves and their families.

**6. Honesty:** We are committed to acting ethically and being transparent and accountable in all of our actions and decisions. We recognise the responsibility we have to our funders, stakeholders and the wider community to ensure that we use our resources in the most effective and efficient way possible.

**Diversity and Inclusion**

We believe that diversity, equity, and inclusion are fundamental values that must guide all of our work. We are committed to fostering a culture of inclusivity that recognises and celebrates the unique perspectives, experiences, and identities of all grandcarers, including those from historically marginalized and underrepresented communities. To this end, we are committed to the following:

**Diversity:** We recognise and appreciate the rich diversity of the community, including differences in race, ethnicity, gender, sexual orientation, age, religion, and ability. We strive to create an environment that is welcoming and inclusive of all individuals and families, regardless of their background or identity.

**Equity:** We recognise that systemic barriers and discrimination have created unequal opportunities and outcomes for many individuals and communities. We are committed to promoting equity by identifying and addressing these barriers, and working to create a level playing field for all grandcarers and their families.

**Inclusion:** We believe that everyone deserves to be heard, valued, and respected. We are committed to creating an inclusive culture that actively seeks out and values diverse perspectives, and fosters a sense of belonging for all.

**Cultural Competence:** We recognise that cultural competence is critical to effectively serving and supporting diverse communities. We are committed to continuously improving our cultural competence through training, education, and ongoing dialogue with community members.

**Non-Discrimination:** We do not discriminate on the basis of race, ethnicity, gender, sexual orientation, age, religion, or ability in any of our programs or services. We are committed to creating a safe and supportive environment that is free from discrimination, harassment, or prejudice.

## *COMPLIANCE WITH LAWS*

As a Not for Profit entity and registered charity, GRANDCARERS SA is also a public benevolent institution (PBI) and deductible gift recipient (DGR); GRANDCARERS SA will comply with all applicable legislation. Examples of applicable areas of regulation Include:

- Associations Incorporation Act;
- Australian Charity and Not for Profit Commission Act;
- Privacy Act; and
- Legislation and regulations relating specifically to GRANDCARERS SA's business.

## *BOARD COMPOSITION AND INDEPENDENCE*

The Board shall comprise the number of Directors as specified in the Constitution with terms of office as set out in the Constitution. The Board shall comprise Directors with a broad range of expertise and a balance of skills and experience. All Directors should be free from any interest and any business or other relationship which could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of GRANDCARERS SA.

## *BOARD DUTIES AND RESPONSIBILITIES*

The Board is responsible to members (as defined within the Constitution), for the overall governance of GRANDCARERS SA including ensuring the continuity of the business and the long-term viability of the entity. Directors shall ensure that they devote sufficient time to properly perform their duties to the entity.

The role of the GRANDCARERS SA Board is based on a clear distinction between governance and management and it is critical that the integrity of these two roles is maintained. It is also recognised that Directors as individuals may be an important source of advice and support to the CEO. However, Directors may act as advisors only at the initiative of the CEO.

The Board will instruct the CEO through written policies that prescribe organisational objectives and describe clear limits within which the CEO can exercise judgement to manage the organisation.

Individual Directors do not speak with the authority of the Board, except where such a role has been expressly authorised by the Board. Advice given by a Director in an individual capacity is not binding, and the CEO may do what they wish with the advice.

The GRANDCARERS SA Board has no operational involvement in the delivery of services. Its role in this aspect of GRANDCARERS SA business is confined to setting and reviewing policy.

**The Board responsibilities include:**

- Setting and improving the strategic direction of GRANDCARERS SA and monitoring the implementation of that strategy by the CEO and the GRANDCARERS SA team;
- Involving themselves in stakeholder activities and informing themselves of stakeholder views relating to the scope of GRANDCARERS SA's operations;

- Oversight of GRANDCARERS SA's control and accountability systems;
- Approving Board policy documents;
- Appointing and removing the CEO;
- Monitoring the CEO's performance and implementation of strategy and policies, ensuring appropriate resources are available;
- Input to and final approval of the annual business plan and budget;
- Monitoring progress against the business plan and budget;
- Ensuring the entity's assets are safeguarded;
- Approving and monitoring the progress of major capital expenditure, capital management and acquisitions/divestitures;
- Approving expenditure outside the approved budget and delegations.
- Monitoring compliance with all legal and regulatory obligations;
- Reviewing and ratifying systems of risk management and internal compliance and controls, codes of conduct, continuous disclosure, legal compliance and other significant corporate policies;
- Reviewing at least annually the effectiveness of GRANDCARERS SA's implementation of its risk management system; and
- Ratifying the appointment and removal of the external auditor.

Meetings shall be formally structured and held in appropriate facilities, in line with GRANDCARERS SA's Constitution. All Directors are entitled to be heard at all meetings and should bring an independent judgement to bear in decision-making.

The Board shall have an evaluation of its performance annually to determine whether it is functioning effectively by reference to current best practice and regulatory obligations as outlined in Appendix 3 Performance Monitoring.

The roles of Directors and Position Holders on the Board are outlined in more detail in Appendix 1 GRANDCARERS SA Board Position Descriptions.

## *UNDERSTANDING THE BUSINESS*

The Directors shall ensure that they understand the complexities of the industry in which GRANDCARERS SA operates together with the industry's structure, operations, controls, regulatory obligations, current technology, types of transactions and political/economic environment, in order to adequately assess the risks faced by the sector and GRANDCARERS SA.

The GRANDCARERS SA Board will invest in its governance capacity by providing governance and other training to Directors, as well as conducting an induction for new Board members as illustrated in the Board Induction Policy.

## GRANDCARERS SA CHARITY STATUS

GRANDCARERS SA is registered with the Australian Charities and Not for Profit Commission (ACNC) as a Charity with the following subtypes:

- Advancing social or public welfare
- Public benevolent institution (PBI)

GRANDCARERS SA is endorsed as a deductible gift recipient.

The entity is required to report on an annual basis to the ACNC.

## *BOARD MEETINGS*

Board meetings shall be conducted in accordance with the entity's Constitution. The purpose of these meetings is to:

- Develop and approve the strategic plan;
- Monitor performance against the strategic objectives;
- Develop, approve and monitor operational goals for management including the annual operating plan and budget;
- Develop and approve the annual audit plans and monitor progress;
- Monitor performance of operational plans including financial results;
- Confirm the effectiveness of risk management and compliance procedures and practices;
- Develop, approve and ensure adherence to Board policies; and
- Review the CEO's performance and undertake an annual formal review.

## *ACCESS TO INFORMATION AND INDEPENDENT ADVICE*

The Board must be provided with the information they need to discharge their responsibilities efficiently.

The Board will arrange for management to supply the Board with information in a form, timeframe and quality that enables them to discharge their duties effectively.

Any Director may take such independent legal, financial or other advice as he/she considers necessary at GRANDCARERS SA's expense, provided the advice sought is in writing, is directly relevant to GRANDCARERS SA's affairs and the Chairperson's consent is first requested and obtained. The consent of the Chairperson will not be withheld unreasonably.

## *INDEPENDENCE OF DIRECTORS*

A Director of GRANDCARERS SA will be considered to be independent if they:

- Are not a material supplier or customer of the entity, or an officer of, or otherwise associated directly or indirectly with, a material supplier or customer;
- Have no material contractual relationship with the entity other than as a Director; and
- Are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of GRANDCARERS SA.

Directors are appointed to the Board to act in accordance with the Constitution. The above guidelines must be applied with common sense. Directors are best able to determine if they have an interest or relationship which is likely to impact on their independence. As such, a Director is expected to advise the Chairperson immediately if they believe they may no longer be independent. Should the Chairperson or any other Director have any concern about the independence of a Director, they must immediately raise the issue with that Director and, if the issue is not resolved, with the Board.

Should the Chairperson have any concern about their own independence, they must immediately raise the issue with the Board.

## *INDEMNITY OF DIRECTORS*

The Constitution indemnifies each Director to the fullest extent permitted by law. Each Director is entitled to be indemnified by:

- Access to Board papers;
- Confidentiality;
- Indemnity by GRANDCARERS SA; and
- The provision of Directors and Officers insurance.

## *RELATIONSHIP BETWEEN THE BOARD AND THE CHIEF EXECUTIVE OFFICER (CEO)*

The Board shall be responsible for ensuring that all necessary and appropriate delegations are in place to enable the CEO and the GRANDCARERS SA team to meet their responsibilities. It is important that the Chairperson work in partnership with the CEO to ensure the objectives of GRANDCARERS SA are achieved, and that they ensure the Board functions effectively as a whole through fostering positive working relationships between Directors and GRANDCARERS SA staff. The Chairperson will be expected to act as principal spokesperson for the Board where required.

The Chairperson is responsible for providing overall leadership to GRANDCARERS SA. The CEO is responsible for the day-to-day management of GRANDCARERS SA with all powers, discretions and delegations authorised, from time to time, by the Board.

The CEO will attend meetings of the GRANDCARERS SA Board, but shall not be a member of the Board and will not be entitled to a vote at such meetings.

The CEO must have a formal employment agreement describing their term of office, duties, rights and responsibilities, and any entitlements on termination.

The CEO must provide Directors with timely and accurate reports and papers relevant to the operations of GRANDCARERS SA.

The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

- The CEO is the only GRANDCARERS SA employee that is accountable to the Board. All other staff are accountable to the CEO or their delegates;

- Under ordinary circumstances, the Board will express its expectations and issue instructions only to the CEO, not to individual staff members; and
- The Board will view CEO performance as identical to organisational performance, so that organisational performance of Board-stated objectives and compliance with Board policies will be viewed as successful CEO performance.

The Board will instruct the CEO through written policies that prescribe organisational objectives and describe clear limits within which the CEO can exercise their own judgment in managing the organisation.

The Board may from time to time change its policies, thereby shifting the boundary between the CEO and the Board, and effectively adjusting the latitude of choice given to the CEO. This will usually occur when Board policies are reviewed, but may also be done if the need arises at other times.

Full details of the job and person specifications for the role of CEO can be found at https://grandcarers.au/board-documents/ CEO and the Board SharedPoint site.

## *COMMITTEES*

The Board may establish Committees and/or working groups to assist the Board in fulfilling its duties and responsibilities. The Board shall ensure that each Committee has formal terms of reference.

With the exception of any identified limited delegations contained in their terms of reference, recommendations of the Committees are to be referred to the Board for approval.

The Board can establish non Board and ad hoc Committees from time to time.

Terms of reference for Committees (if required) are in Appendix 2 of this Charter.

## *GRANDCARERS SA BOARD CODE OF CONDUCT*

The Board has adopted, and from time to time amends, the Code of Conduct. This is a formal Code of Conduct to be observed by all Directors and office holders. The Code of Conduct embraces the values of trust, respect, care, and responsiveness.

The Code of Conduct governs the operations of the entity and deals with compliance in the following areas of conduct:

- Compliance with laws and regulations;
- Political dealings;
- Unacceptable payments and gifts;
- Proper accounting;
- Confidentiality and use of information and
- Personal and reputational integrity.

It is understood that there may be a time when a Board member's work or personal life has an adverse effect on their capacity to act effectively as a Board member and may even present a reputational risk to GSA. In such circumstances, the Board member is encouraged to discuss their situation with the Chair. The Board member may choose to take a leave of absence, or may be requested by the Chair to take a leave of absence. Grounds for such a request may include:

- health reasons
- personal and private matters
- pending legal matters

- reputational risk to GSA

Where a Board member does not take a voluntary or requested leave of absence and their continued inclusion on the Board is still perceived as presenting a risk to the organisation, the following shall occur.

- A Special Meeting of the Board shall be called in accordance with the requirements of the constitution.
- The Board Member in question shall be invited to attend such a meeting to discuss the situation and present their reasons for remaining on the Board.
- The Special Meeting shall then continue without that Board Member being present to decide if that Board Member should remain, take a leave of absence, be temporarily suspended or be removed from the Board.

In the event of a negative decision, the Board member will cease to be considered a member of the Board for the duration of the suspension or leave of absence. The office of the Board member will be considered vacant and a temporary replacement can be made, at the discretion of the Board, and until such time as the matter is resolved.

Individual Directors are expected to read and sign all relevant policy documents relating to their code of conduct, such as the Confidentiality agreement, and are expected to notify the CEO of any changes to the Conflict of Interest register to ensure it is kept up to date. Relevant Board policy documents can be accessed via the Board SharedPoint site.

## *PERFORMANCE MONITORING AND ASSESSMENT FRAMEWORK*

The objective of the GRANDCARERS SA Performance Monitoring and Assessment Framework (see Appendix 3) is to ensure the GRANDCARERS SA Board and Directors are working effectively and efficiently in achieving the functions set out in this Charter, and to provide a framework for the proper evaluation by the Board of the CEO and subsequent performance of GRANDCARERS SA as an organisation.

The reviews of the GRANDCARERS SA Board, the Directors, and the CEO, are to be conducted annually.

## *STAKEHOLDER COMMUNICATIONS*

The Board is committed to communicating effectively with stakeholders, in regard to services provided, the GRANDCARERS SA's financial and operational performance, and to encourage participation and support in Board activities, AGMs and brand development.

A concise annual report and topical reports and papers are referenced and provided on the GRANDCARERS SA website. Requests for further information can be made to GRANDCARERS SA, if such information is available.

The Charter is to be made available to all new Directors as part of the GRANDCARERS SA Induction Package.

## *EXTERNAL AUDITOR*

The external financial auditor will be appointed annually at the AGM. A signed auditor's report will be available to stakeholders and be part of GRANDCARERS SA's Annual Report.

# APPENDIX 1 – BOARD POSITION DESCRIPTIONS

## POSITION DESCRIPTION - CHAIRPERSON

The Chairperson is:

- To be elected by the Directors at the first meeting of the Board following the AGM;
- Not to exercise the role of Chief Executive Officer of GRANDCARERS SA Inc; and
- Not to have previously held the position of Chief Executive Officer of GRANDCARERS SA.

**Requirements of the role**

- Completion of a two year term as a Board Member/Director;
- Hold a sound understanding of GRANDCARERS SA governance framework;
- Have experience in chairing meetings;
- Personal integrity and professional credibility;
- Excellent judgement and possess an ability to make informed decisions within time constraints;
- Capacity to think strategically and to demonstrate vision;
- Sound communication and interpersonal skills;
- Team orientation; and
- Be informed of the services provided by GRANDCARERS SA.

The Chairperson shall:

- Provide leadership and direction to the Board;
- Ensure the efficient organisation and conduct of the Board's function and meetings by;
    - Preparing the agenda for the Board and general meetings, in consultation with the CEO and secretary;
    - Chairing meetings of the GRANDCARERS SA Board:
    - Ensuring there is structured and open debate of issues;
    - Ensuring all Directors are provided with an opportunity to contribute;
    - Ensuring all issues are given due and appropriate consideration;
    - Determining a requirement for additional information/external advice where no conclusions are forthcoming;
    - Having a personal deliberative vote and a casting vote at any meeting;
- Meet with the CEO to determine which matters require the Board's attention and/or decision;
- Contribute ideas and intelligence to GRANDCARERS SA strategic planning processes;
- Meet with each Director separately if required or requested to discuss individual performance and ideas for improvement as per the Performance Monitoring document (Appendix 3); and
- Manage the recruitment process of the CEO, or matters concerning discipline or termination of employment of a CEO.

**In discharging their duties, the Chairperson must:**

- exercise care and diligence;
- act in good faith in the best interests of GRANDCARERS SA;
- undertake appropriate training, Including an induction to the entity;
- not improperly use their position or misuse information of GRANDCARERS SA; and
- commit the time necessary to discharge effectively their role as Chairperson.

**Assessment**

The Chairperson will be required to undertake an annual self-assessment to assist in assessing the effectiveness of the Board. All self-assessment questionnaires will be summarised with any key issues presented to the Board for discussion and analysis.

# POSITION DESCRIPTION – DEPUTY CHAIRPERSON

**Role:**

- To deputise for the Chairperson at the request of the Chair of a committee or the Board.

**Requirements of the role:**

- Possess an understanding of GRANDCARERS SA governance arrangements;
- Have the ability to foster a positive working relationships with other Directors and GRANDCARERS SA staff;
- Have experience in chairing of meetings;
- Possess personal integrity and professional credibility;
- Have excellent judgement and possess an ability to make informed decisions within time constraints;
- Have the capacity to think strategically and to demonstrate vision;
- Have sound communication and interpersonal skills;
- Be team oriented; and
- Be informed of the services provided by GRANDCARERS SA.

**Responsibilities:**

The Deputy Chairperson will undertake all the duties of the Chairperson:

- At the written request of the Chairperson;
- At the request of the Board by a motion of the Board at a properly constituted meeting;
- Fulfil the Chair position in the absence of the Chairperson at Board meetings; and
- Participate as a member of the GRANDCARERS SA Board.

**In discharging their duties, the Deputy Chairperson must:**

- exercise care and diligence;
- act in good faith in the best interests of GRANDCARERS SA;
- undertake appropriate training, Including an induction to the entity;
- not improperly use their position or misuse information of GRANDCARERS SA; and
- commit the time necessary to discharge effectively their role as Deputy Chairperson.

**Assessment**

As do all GRANDCARERS SA Directors, the Deputy Chairperson will be required to undertake an annual self-assessment to assist in assessing the effectiveness of the Board. All self-assessment questionnaires will be summarised with any key issues presented to the Board for discussion and analysis.

# POSITION DESCRIPTION - TREASURER

**Role:**

To act as principal financial advisor for GRANDCARERS SA

**Requirements of the role:**

- Possess the ability to read, understand and interpret financial statements;
- Be informed of the services provided by GRANDCARERS SA; and
- Possess the ability to foster a positive working relationship with other Directors and GRANDCARERS SA staff.

**Desirable** – Possess a qualification or have experience in financial management.

**Responsibilities:**

- To oversee the Board's financial accountability functions;
- To liaise with management concerning management's accountability to the Board for the effective recording of income and expenditure of funds;
- To monitor financial management reporting and internal control systems, operation and management of bank accounts;
- To present financial reports to the Board at each meeting;
- To present the annual financial report to the Annual General Meeting;
- To advise the Board on appropriate risk avoidance and investment strategies;
- To liaise with the Auditor where relevant and appropriate;
- To delegate such of the above duties as agreed to by the Board to the CEO and GRANDCARERS SA staff; and
- To participate as a member of the GRANDCARERS SA Board.

**In discharging their duties, the Treasurer must:**

- exercise care and diligence;
- act in good faith in the best interests of GRANDCARERS SA;
- undertake appropriate training, Including an induction to the entity;
- not improperly use their position or misuse information of GRANDCARERS SA; and
- commit the time necessary to discharge effectively their role as Treasurer.

**Assessment**

The Treasurer will be required to undertake an annual self-assessment to assist in assessing the effectiveness of the Board. All self-assessment questionnaires will be summarised with any key issues presented to the Board for discussion and analysis.

# POSITION DESCRIPTION - SECRETARY

**Role:**

- Act as a signing authority on behalf of the Board for financial and legal purposes; and
- To assist the Board to achieve an appropriate balance between conformance and performance.

**Requirements of the role:**

- Be informed of the services provided by GRANDCARERS SA; and
- Ability to foster a positive working relationship with other Directors and GRANDCARERS SA staff.

**Responsibilities:**

- Prepare the minutes of Board meetings and ensure they are an accurate representation of Board discussions;
- Ensure formal lodgement of periodic returns in accordance with legislative requirements;
- Advise on and work with the Chairperson to enhance Board practices and procedures;
- Keep abreast of and inform Directors of any changes to legislative requirements or governance expectations;
- Monitor the register of all members setting forth their names and addresses;
- Delegate such duties as agreed to by the Board to the CEO and GRANDCARERS SA staff;
- Participate as a Director of the GRANDCARERS SA Board;
- Ensure records are kept of the Association, including current policies, Constitution, record of members, a register of minutes of meetings, correspondence and reports submitted to and from the Board.

**In discharging their duties, the Secretary must:**

- exercise care and diligence;
- act in good faith in the best interests of GRANDCARERS SA;
- undertake appropriate training, Including an induction to the entity;
- not improperly use their position or misuse information of GRANDCARERS SA; and
- commit the time necessary to discharge effectively their role as Secretary.

**Assessment**

The Secretary will be required to undertake an annual self-assessment to assist in assessing the effectiveness of the Board. All self-assessment questionnaires will be summarised with any key issues presented to the Board for discussion and analysis.

# POSITION DESCRIPTION - DIRECTOR

**Role:**

- To provide governance to GRANDCARERS SA;
- Represent GRANDCARERS SA to the community and its stakeholders; and
- Accept ultimate legal accountability for GRANDCARERS SA.

**Requirements of the role:**

- Possess knowledge, skills or experience in one or more of the following areas: policy, finance, human resource management, industrial relations, legal, and/or contract management, lived experience;
- Personal integrity and professional credibility;
- Excellent judgement and possess an ability to make informed decisions within time constraints;
- Capacity to think strategically and to demonstrate vision;
- Sound communication and interpersonal skills;
- Team orientation; and
- Be informed of the services provided by GRANDCARERS SA.

**Responsibilities:**

- Attend all Board meetings of GRANDCARERS SA Board;
- To participate in Committees of the Board (where appropriate), as agreed;
- Participate in deliberations of the Board, applying due care and diligence to decisions reached;
- Contribute to ideas and intelligence to GRANDCARERS SA strategic planning processes; and
- Attend public functions on behalf of GRANDCARERS SA, where relevant.

**In discharging their duties, each Director must:**

- exercise care and diligence;
- act in good faith in the best interests of GRANDCARERS SA;
- undertake appropriate training, Including an induction to the entity;
- not improperly use their position or misuse information of GRANDCARERS SA; and
- commit the time necessary to discharge effectively their role as a Board Member.

**Assessment**

All GRANDCARERS SA Directors will be required to undertake an annual self-assessment to assist in assessing the effectiveness of the Board (refer Appendix 3). All self-assessment questionnaires will be summarised with any key issues presented to the Board for discussion and analysis.

# *APPENDIX 2 – COMMITTEE TERMS OF REFERENCE (IF REQUIRED)*

## TERMS OF REFERENCE – FINANCE COMMITTEE

**ROLE**

The role of the Finance Committee is to help the GRANDCARERS SA Board provide high quality financial and risk management governance of GRANDCARERS SA. The Committee will take up its role in a way that minimises interference with the integrity of the Board's work.

**TERM AND MEMBERSHIP**

The Committee membership is decided at the first Board meeting after the Annual General Meeting and continues for one year until the first Board meeting after the subsequent AGM.

Membership of the Committee comprises of the Treasurer (who shall Chair the committee), plus two other Directors. The Committee may invite people with relevant expertise to participate on the Finance Committee. Board approval is required before such invitations are offered.

The Committee will be resourced by the CEO and the Accountant.

**MEETINGS**

The Committee shall meet a minimum of five times per year at regular intervals at a time and place determined by members of the Committee.

**FUNCTIONS**

*General Objectives*

- To assist the Board and Management to discharge their responsibilities to exercise due care, diligence and skill in relation to:
    - Reporting of financial information;
    - Application of accounting policies;
    - Financial management;
    - Internal control systems;
    - Risk management;
    - Protection of assets; and
    - Compliance with applicable laws, regulations and standards.
- Take appropriate action between scheduled meetings, as required.

*Financial Management*

- To improve the credibility and objectivity of the accountability process including financial reporting;
- To consider financial reports and budgets, and new projects from a financial and risk management perspective;
- To monitor the annual budget drafting process each year;
- To direct the management of and determine the scope of the external audit;
- To review any related party transactions; and
- To review management information systems.

*Risk Management*

- To consider matters relating to risk and governance of GRANDCARERS SA, in particular:
  - Examine policies and procedures within the organisation regarding their currency and effectiveness in reducing organisational, commercial and personal risk;
  - Recommend, as appropriate, to the Board and Management changes required in policies and procedures to reduce risk; and
  - Where appropriate develop or review policies to assist in the prevention and detection of fraud and irregularities and determine whether or not any particular investigation should be performed in relation to such matters.
- Monitor and review the implementation by Management of the risk management program of GRANDCARERS SA including making recommendations for the inclusion of additional risk strategies to mitigate actual and potential risks.

**AMENDMENT, MODIFICATION, OR VARIATION**

The Terms of Reference may be amended, varied or modified in writing after consultation and agreement by the Board.

Approved date:

Chairperson:

# *APPENDIX 3 – PERFORMANCE MONITORING*

## CEO/GRANDCARERS SA PERFORMANCE MONITORING FRAMEWORK

**OBJECTIVE**

To ensure the GRANDCARERS SA Board is working effectively and efficiently in achieving its functions set out in the Board Charter, and to provide a framework for the proper evaluation by the Board of the Performance of the CEO, and subsequent performance of GRANDCARERS SA as an organisation.

**PRINCIPLES**

Measuring the effectiveness of both management performance as well as organisational performance is critical in determining the overall success of GRANDCARERS SA's strategic goals and its ability to continue to meet the demands of the changing social and political environment. To evaluate the performance of GRANDCARERS SA effectively, the following framework is recommended:

1. CEO Annual Performance Evaluation
2. Director Annual Performance Assessment
3. Client Satisfaction Survey

**CEO EVALUATION**

GRANDCARERS SA Board of Directors recognises the broad range of duties, large span of control and high degree of independent decision making that the CEO plays in executing the vision of GRANDCARERS SA.

To provide proper evaluation of the performance of the CEO and, where appropriate, to make a consequent determination in relation to the CEO's remuneration, the following principles may be applied to ensure a fair, transparent and honest method of communicating with the CEO about individual performance.

1. A series of key performance indicators will be agreed to between the Board and the CEO which align with the expectations and goals of GRANDCARERS SA and as set out in the CEO's contract of employment. Performance indicators should also be informed by the key attributes, competencies and behaviours outlined in the GRANDCARERS SA Employee Code of Conduct.
2. The review of the CEO will be conducted in person by the Chair and Deputy Chair of the Board, taking into account the key performance indicators relevant to the position.
3. Results of the evaluation will be tabled for discussion and the Board will discuss and agree to goals for the upcoming year with the CEO.

*Refer to the *Chief Executive Officer Review Policy and Performance Evaluation Tool*

# BOARD AND DIRECTOR ANNUAL PERFORMANCE ASSESSMENT

It is recommended that the Board of GRANDCARERS SA conduct an annual review of its performance, measured against a broad set of governance standards prior to the AGM. Part of this process would require individual Directors to undertake a self-assessment, designed to reflect on their own performance as a Director and the effectiveness of the Board in its governance role. As a guide, Directors can refer to the Board responsibilities as outlined on pages 4-5 of this Charter.

The assessment is self-directed and will follow the pro forma set out in the Governance policy on Board Assessment. Areas that could be addressed are:

- Identifying the parameters to measure performance
- Board dynamics
- Availability of information for decision-making
- Timely and comprehensive reports
- Areas for improvement
- Identifying potential conflict
- Training and development opportunities for Board members

Board members may want to reflect on the following more personal points:

- Personal engagement at Board meetings
- Contribution to discussions and decision-making
- Willingness to take on additional tasks
- Improving ones skill base or becoming informed of Grandcarer issues (access to information)
- Knowledge of organisational goals and where one can contribute support
- Board performance as a whole, it's cohesiveness and support for the CEO
- Areas for personal/ Board improvement

The secretary would manage this process and ensure the confidentiality of Directors. All self-assessment responses will be collated, summarised, de-identified, and sent to the Chair. Any key issues that arise will be presented to the Board for discussion.

The Chairperson has the option to meet with each Director separately and confidentially to discuss both Board and individual performance and any issues the Director would like to raise.

On an agreed basis, the Board may engage the assistance of an external consultant to review and analyse its performance.

*Refer to Governance policy on *Board Performance Assessment Policy and Procedures*