



# Aboriginal Housing Victoria (AHV) Board Charter

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## INTRODUCTION

This Charter provides an overview of AHV's strategic outlook and reflects the corporate governance policy of AHV. It defines the roles, responsibilities, obligations and authorities of the AHV Board of Directors (Board), both individually and collectively.

It supplements the AHV Constitution (Constitution) and the governing legislation and is designed to ensure the Board provides strategic direction and effective oversight of the management of AHV, and facilitates accountability as a registered housing agency to the Housing Registrar and to its stakeholders.

It supports the Constitution and In the event of any inconsistency, the Constitution takes precedence.

## OUR VISION

**That Aboriginal Victorians secure appropriate, affordable housing as a pathway to better lives and stronger communities.**

## OUR AIM

To dynamically pursue economically sustainable growth to realise the potential of our assets and to deliver improved housing services to the Aboriginal community.

## OUR VALUES

Aboriginal cultural values underpin AHV's values. Our values provide an ethical framework within which, all decisions are made and our services are delivered. Our values guide how we relate to our clients, each other and to the Aboriginal and non-Aboriginal community.

- Respect and support for Aboriginal identity and culture and for our tenants and stakeholders
- Striving for excellence through leadership in Aboriginal housing and best practice service delivery
- Integrity, trust and honesty in all our business activities
- Collaborative relationships with our community, tenants, government and stakeholders
- Kindness, compassion, courtesy and dignity in our relationships with our clients, our stakeholders and with each other

## OUR OBJECTIVES

That AHV will:

- be independent and financially viable
- provide efficient and effective housing services for Aboriginal people
- manage housing stock to ensure quality and affordability
- leverage housing assets to maximise affordable housing opportunities for Aboriginal people
- invest in a culturally and socially responsible manner

- develop constructive and mutually beneficial partnerships and relationships within the housing, community and corporate sectors
- develop best practice community and tenancy engagement
- advocate for, influence and deliver improvements in Aboriginal housing and other outcomes
- maintain high standards of accountability, probity and transparency to tenants, clients, the Aboriginal community, Government and the public

## OUR PRIORITIES

In order for AHV to navigate through current uncertainties, meet strategic challenges and make progress toward achieving our aims and objectives, AHV has developed the following priorities to guide it over the next five to ten years:

- Priority 1: Growing our housing supply through acquisitions, disposals and development of our asset base to ensure AHV has a viable, growing social housing portfolio that increases in value and quantity
- Priority 2: Strengthening governance, probity and viability to manage the more complex business of a Housing Association and property owner
- Priority 3: Improving organisational capability to manage and maintain a viable growing social housing portfolio
- Priority 4: Improving the quality of services delivered by Aboriginal Housing Victoria and operational responsiveness to strategic issues
- Priority 5: Building better relationships with our Aboriginal clients and Victorian Aboriginal communities
- Priority 6: Strengthening partnerships with government the housing and community sector and corporate bodies

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### 1. Responsibilities of the Board of Directors

It is the Board's responsibility to provide strategic guidance and effective oversight of the management of AHV. The Board has delegated the responsibility of day to day management, operation and administration to its executive management team, with whom it meets regularly to discuss current and future business needs.

### 2. Incorporation and Governance

AHV is a not-for-profit public company, limited by guarantee registered under the Corporations Act 2001 (Commonwealth). A company limited by guarantee is a specialised public company designed for not-for-profit organisations which are formed for purposes beneficial to the community. AHV was formed to provide affordable housing and residential accommodation options for Aboriginal people in Victoria. This form of company is required to be managed by a constitution and is subject to relatively high standards of governance including financial audit and reporting requirements.

As a reflection of the high standards of governance Directors are required to comply with the same legal duties and obligations as Directors of a commercial company. Directors are prohibited from receiving dividends and under this structure any surplus is required to be reinvested into the beneficial purpose the company was established to achieve.

AHV is also a registered housing agency under the Housing Act 1983 (Vic); and a public benevolent institution, entitled to tax concessions under the Income Tax Assessment Act 1997 (Commonwealth).

## **3. Board Structure and Meetings**

### **3.1 Number of Directors**

The Board comprises no less than 5 and no more than 7 directors.

### **3.2 Board skills and diversity**

The Board will comprise individuals who have the skills and experience relevant to the pursuit of the AHV objectives in all or any of the areas of business, social housing, governance, law, accounting and communications.

All directors must live in Victoria and a majority must be Aboriginal.

### **3.3 Appointment of Directors**

The appointment of a director must be approved by the Board and comprise a term of approximately 3 years commencing at the end of the annual general meeting at which they were appointed and expiring at the end of the third annual general meeting after their election, at which time they will retire.

A retiring director is eligible for re-election, but may only serve a maximum of 3 consecutive terms without a break in service of at least 3 years.

The Board may also appoint a replacement Director to any casual vacancy arising in the office of a Director. Any Director so appointed will hold office until the end of the next Annual General Meeting.

### **3.4 Meeting frequency**

The Board must hold at least 6 meetings a year and such additional meetings as the directors agree in order to perform its duties.

### **3.5 Quorum**

No business may be transacted at a Board or Committee meeting unless a quorum is present at the time the business is considered. Unless otherwise determined by the Board, a quorum for meetings of the Board is half of the Directors plus one of the Directors, or if the number of Directors is not a multiple of 2, then the odd number nearest to and greater than half of the Directors.

### **3.6 Voting at meetings**

The Board generally operates by consensus but where a consensus cannot be reached decisions are made using the voting provisions of the Constitution. Under the Constitution decisions are decided by the majority of votes, where each Director present is entitled to one vote.

### **3.7 Agenda and Board papers**

The Chair in conjunction with the CEO will settle agendas for Board meetings. The CEO will arrange meetings; distribute agendas and supporting papers to directors at least 7 days before the relevant meeting; keep and distribute minutes of each meeting; and ensure that minutes and reports are provided to the Board.

The proceedings and resolutions of meetings of directors are formally recorded as minutes of a company within one month of a meeting.

## **4. Role of Individual Directors**

Individual directors bring specific skills and experience that add value to the Board and they are ultimately responsible for the overall successful operations of AHV. They must act in the best interest of AHV and have a duty to question, request information, raise any issue and fully canvas all aspects of any issue confronting AHV before exercising independent and reasoned judgement.

The Governance Committee regularly reviews the diversity of skills, experience, gender, age, and personal attributes of the Board to ensure an appropriate balance is maintained to increase the Boards effectiveness.

### **4.1 Director's Code of Conduct**

AHV's Directors are bound by their fiduciary duty to act in good faith and in the best interest of AHV, the Aboriginal Community and its tenants. They must fulfil all of their legal obligations and provide leadership in respect to AHV's culture and values.

The Board has adopted a Code of Conduct consistent with the principles of the Australian Institute of Company Directors published Code of Conduct and which reflects AHV's culture and values.

### **4.2 Performance and Teamwork**

In performing their role Directors aspire to high governance standards which include principles derived from the AXS's Corporate Governance Council Principles of Good Governance. These principles include the requirement that Directors work as a team and meet on a regular basis.

The Board considers the ongoing development and improvement of its own performance as a critical aspect of effective governance. To this end the Board undertakes an annual evaluation of the performance of the Board, its Committees and Chair with results discussed at the Annual General Meeting.

### **4.3 Confidentiality**

The proceedings, papers and minutes of the Board are confidential and may not be disclosed without approval of the Board except where required to be disclosed by law. Any regular and ad hoc release of information is subject to the policies and procedures as outlined within the AHV Communication Strategy and is a regular consideration of the Board.

## **4.4 Networking**

Developing networks and working to promote the reputation of AHV are recognised as important components of a director's role. Directors are encouraged to act as ambassadors and to develop and maintain connections for the benefit of AHV.

## **5. The role of the Chair**

The Chair is responsible for leading the Board, ensuring that Directors are properly briefed in all matters relevant to their roles and responsibilities, facilitating Board discussions and managing the Board's relationship with management.

### **5.1 Election of the chair**

At the first meeting of the Board after the annual general meeting, the directors appoint from among their number a Chair who holds office until the end of the next of the next annual general meeting, but who is eligible for re-election.

## **6. The role of the Chief Executive Officer**

The CEO reports directly to the Board and is responsible for achieving AHV's objectives and vision for the future, in accordance with the strategies, budget and policies recommended and approved by the Board.

## **7. The role of the Company Secretary**

The Company Secretary is responsible to the Board through the Chairperson and is appointed and dismissed by the Board. The Company Secretary's duties and authorities are determined by the Directors and include all company secretariat requirements under the Act and the constitution. The Company Secretary also provides secretariat and support services to the Board and its sub-committees, manages the preparation of the AHV annual report, and organises the annual general meeting of the Company.

## **8. Board Committees**

The Board has established two standing committees to support its deliberations and decision making, the Governance Committee and the Finance Audit and Risk Committee (FAR). These committees are independent of but accountable to the Board and comprise appropriately qualified Directors, Executive Directors and expert advisors/attendees as required.

The Board reserves the right to appoint other committees from time to time as deemed necessary. Each committee has its own Terms of Reference outlining its purpose, powers as delegated by the Board.

### **8.1 Governance Committee**

The role of the Committee is to assist and advise the Board on matters that seek to ensure high standards of governance are maintained. The scope of the Committee's role includes but is not limited to Board recruitment and training, performance and remuneration.

## **8.2 Finance Audit and Risk Committee**

The role of the FAR Committee is to assist the Board to meet its responsibilities in relation to AHV financial reporting, compliance with legal and regulatory requirements, internal control structures, risk management systems and external audit functions.

## **9. Risk Management**

### **9.1 External audit**

In accordance with the *Corporations Act 2001* (Act) AHV's Board is responsible for selecting, appointing and removing a qualified external auditor, subject to the Board's approval at its Annual General Meeting. AHV's FAR committee makes recommendations to the Board on the effectiveness and appointment of an external auditor.

The Auditor is entitled:

- to attend any General Meeting;
- to receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive, and
- to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity and is entitled to be heard, despite the fact that the Auditor retires at that meeting or a resolution to remove the Auditor or the agent from office is passed at that meeting

## **10. Delegations of Authority**

AHV's Board has reserved all powers for itself and delegated authority to management as outlined in its Delegation of Authority. Where a delegation is not specified, the Board retains the authority and approval to act must be sought from the Board.

## **11. Director Protection**

AHV's Directors are expected to exercise considered and independent judgement on the matters before them. To discharge this expectation, a Director may from time to time need to seek independent professional advice. In such circumstances AHV will consider the payment of reasonable professional fees subject to the approval of the Board.

### **11.1 Directors and Officers insurance**

As a registered Victorian community housing agency, AHV's Directors are insured for Director and Officers liability under the Victorian Managed Insurance Authority (VMIA).

## **12. Code of Conduct**

The Directors and Staff of AHV are bound by the AHV Code of Conduct (Attachment 1). In this respect all Directors must adhere to their overriding fiduciary duty to act in good faith and in the best interest of AHV, as well as their legal obligations.

### **13. Conflict of Interest**

AHV's Directors have duties under the Corporations Act, the general law and a range of performance standards in relation to conflict of interest. They are bound by AHV's Conflict of Interest policies as outlined in its Governance Policy and are required to disclose any actual or potential conflicts of interest which may exist or might reasonably be thought to exist.

### **14. Director Remuneration**

The Board receives and considers advice on relevant market trends regarding remuneration and in conjunction with the CEO and Director of Human Resources reviews and makes recommendations regarding the remuneration framework of the Directors, CEO and executive. Directors receive payment on a daily and half daily basis for meetings they are directly involved in.

### **15. Stakeholder Interests and Communication**

AHV respects the rights of all stakeholders, including tenants, applicants, employees, directors and partners and strives to facilitate the effective exercise of those rights. The Board seeks to ensure that all tenants, clients, including those on the waiting list, and stakeholders have ready access to understandable and balanced information necessary to assess the performance of AHV.

The Board is committed to ensuring that AHV actively engages with tenants, clients and stakeholders and is responsive to community needs.

In addition to the Annual Report AHV utilises print and electronic communication facilities to provide effective and regular communication.