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**P 2.7.2 BOARD CHARTER**

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**1. BOARD CHARTER**

The operations and activities of Open Minds are governed and managed under the direction of the Board of Directors. The Board is accountable to the members of Open Minds for the direction and performance of the company.

**2. ROLE OF THE BOARD**

- 2.1 The Board has primary responsibility to members for the conduct of the affairs and activities of Open Minds
- 2.2 In carrying out its responsibilities, the Board undertakes to serve the interests of Open Minds members, employees, other stakeholders and the broader community.
- 2.3 Each Director of Open Minds will act in good faith in the best interests of Open Minds as a whole, and collectively oversee and appraise the strategies, major policies, processes and performance of the company using care and diligence to ensure Open Minds' long term sustainability is assured

**3. STRUCTURE AND COMPOSITION**

- 3.1 The Open Minds Constitution provides for the election of a minimum of five and a maximum of nine directors
- 3.2 The Directors elect one of their number as Chair, another as Deputy Chair and another as Treasurer
- 3.3 Each Director is required to be a member of Open Minds and cannot be an employee of Open Minds or any of its subsidiaries
- 3.4 Board elections are held pursuant to Clause 10 of the Constitution. Each Director will hold office until the applicable Annual General Meeting as determined by the Constitution
- 3.5 All Directors are Non-Executive Directors, including the Chair
- 3.6 All Directors are appointed for a term of two years in accordance with the Constitution. Directors are eligible for a maximum of five terms
- 3.7 The maximum term for any one Director to be Chair of Open Minds is six years

**4. RESPONSIBILITIES OF THE BOARD**

The Board is responsible for governing the affairs of Open Minds, including:

- 4.1 Develop, implement and maintain an effective governance framework and principles for Open Minds
- 4.2 Determine the strategic direction of Open Minds and monitor management's implementation of the strategy
- 4.3 Select and appoint the Chief Executive Officer, determine his/her conditions of service, delegate management responsibility and monitor his/her performance against established objectives performance criteria
- 4.4 Appoint the Company Secretary
- 4.5 Review on a regular basis, the conditions of service and performance monitoring procedures to apply to senior management
- 4.6 Monitor financial outcomes and the integrity of reporting; in particular, approve annual budgets and longer-term strategic and business plans
- 4.7 Set specific limits of authority for management to commit to new expenditure, enter contracts or acquire businesses without Board approval

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- 4.8 Approve acquisitions and disposals of businesses and investments above the delegated limits of authority
- 4.9 Approve changes of policies as provided in Section 7
- 4.10 Ensure effective audit, risk management and compliance systems are in place
- 4.11 Monitor compliance with legislative requirements and ethical standards
- 4.12 Review on a regular basis, senior management succession planning and development
- 4.13 Report to the members on the discharge of their responsibilities in such a manner as is approved by the Board from time to time
- 4.14 Appoint such Committees of the Board as may be appropriate to assist in the discharge of its responsibilities, determine their responsibilities and approve a charter for each Committee
- 4.15 Meet in accordance with the Constitution and By-Laws of the organisation

### 5. DIRECTORS' DUTIES

- 5.1 Carry on the duties of a Director in compliance with the Corporations Act, Open Minds Constitution and By-Laws, the Directors' Code of Conduct and Board Charters, policies and procedures, and the Open Minds Directors role statement

### 6. ROLE OF THE CHAIR

The responsibilities of the Chair are principally to:

- 6.1 Provide leadership and direction to the Board
- 6.2 Chair Board and General Meetings of the Company, and ensure Board effectiveness
- 6.3 Liaise with the CEO and the Company Secretary to ensure new Board members are appropriately briefed and have access to information on aspects of the Company's operations
- 6.4 Establish the agenda for Board meetings, in consultation with the Chief Executive Officer and Company Secretary
- 6.5 Be the main point of contact and communication between the Board and the Chief Executive Officer, ensuring the Board's views are communicated clearly and accurately
- 6.6 Act as primary mentor and advisor to the Chief Executive Officer
- 6.7 Lead the review of the Board's performance and the review of the CEO's performance, ensuring the delegated authority of the CEO and expected key performance criteria for the CEO are clear
- 6.8 Set a standard for Board members in terms of attendance at meetings and prior familiarity with Board Papers distributed and issues to be raised
- 6.9 Ensure meetings are conducted competently, ethically and in an open fashion consistent with a transparent culture; he/she is expected to provide effective leadership in formulating the strategic direction for the group
- 6.10 Ensure general meetings are conducted efficiently and members have adequate opportunity to air their views and obtain answers to their queries
- 6.11 Be the media spokesperson for the Board, where appropriate, and represent the organisation's interests at interstate and international forums

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**7. POLICY DEVELOPMENT, IMPLEMENTATION AND MONITORING**

7.1 The Board is responsible for all policy development, implementation and monitoring within Open Minds. The board directly retains the responsibility to review and approval all Governance (Section 2.7) policies. To assist it with this responsibility the Board has delegated the development and monitoring of these policies as follows:

<b>Policy</b>	<b>Board Committee</b>
P 2.7.2 Board Charter	Governance Committee
P 2.7.3 Risk Management	Finance, Compliance & Risk Committee
P 2.7.4 Board Code of Conduct	Governance Committee
P 2.7.5 Declaration of Interest	Governance Committee
P 2.7.6 Finance, Compliance and Risk Committee Charter	Finance, Compliance & Risk Committee
P 2.7.7 Financial Controls, Compliance and Delegations	Finance, Compliance & Risk Committee
P 2.7.8 Governance Structure	Governance Committee
P 2.7.9 Governance Principles	Governance Committee
P 2.7.10 Governance Committee Charter	Governance Committee
P 2.7.11 Remuneration Committee Charter	Governance Committee
P 2.7.12 Media & External Communications	Governance Committee
P 2.7.13 Corporate Social Responsibility	Governance Committee

7.2 The responsibility for the development and review of all other Open Minds Policy, Codes or Statements is delegated to the CEO, unless otherwise determined by the Board.

7.3 Access to such policies is available to the Governance Committee and to the Board via the staff-only access area of the Open Minds website.

**8. REVIEW OF PERFORMANCE**

The Board will conduct regular reviews of its performance, and of individual directors. The method of conducting each review, and the extent of such review, is for the Board to determine from time to time. The review of the Chair's performance will also be conducted in accordance with this charter

**9. REVIEW OF CHARTER**

The Board will regularly review this charter and the charters of Board Committees to ensure they remain consistent with the Board's objectives and responsibilities, and relevant standards of corporate governance

**10. OPEN MINDS AUSTRALIA CONSTITUTION TO TAKE PRECEDENCE**

10.1 In the event of a conflict between the Open Minds Australia Constitution and any Open Minds policy, including this policy, the constitution of the organisation has precedence