

Charter

Housing Board Charter

Policy name	Board Governance Charter
Policy date	February 2022
Authorization	Board meeting
Policy owner	Company Secretary
Policy type	Enterprise Policy and Governance
Policy Setting	Corporate Governance

This Board Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Board of Mission Australia Housing (ABN 13 003 683 261) (the **Company**).

Inspired by Jesus Christ Mission Australia (ABN 15 000 002 522) exists to meet human need and to spread the knowledge of the love of God with a vision of an Australia where all of us have a safe home and can thrive.

The Company is a controlled entity of Mission Australia and has a shared strategic goal to end homelessness and ensure people and communities in need can thrive.

The Company is the sole member of the following controlled entities:

- Mission Australia Housing Partnership Limited (ABN 41 613 061 340) (**MAHPL**)
- Mission Australia Housing Tasmania (ABN 76 648 587 017) (**MAHT**)

The Company and its controlled entities MAHPL and MAHT (**MAH Group**) are Australian domiciled not-for-profit companies limited by guarantee registered under the Corporations Act 2001 which applies in a form modified by the Australian Charities and Not-for-profits Commission Act 2012 (**ACNC Act**). In accordance with the ACNC Act, the Australian Charities and Not-for-profits Commission (**ACNC**) is the lead regulator and the ACNC Act is the main law applicable to the Company.

The Company, MAHPL and MAHT are registered Community Housing Providers, are regulated under the National Regulatory System for Community Housing and are subject to the Community Housing Providers National Law, the National Regulatory Code including the National Community Housing Standards.

1. CORPORATE OBJECTIVE

Pursuant to its Constitution, the Company is established for the public charitable purposes of providing relief of poverty, sickness, destitution, helplessness and distress to people with low incomes by, without limitation:

- striving to make a significant and substantial contribution to the provision of affordable, appropriate and well-managed rental housing to meet the needs of households in receipt of low incomes or who are otherwise in need of assistance; and
- developing and managing social housing to find solutions to homelessness, including by creating, providing and managing affordable and appropriate rental housing to meet the needs of households in receipt of low income or who are otherwise in need of assistance.

2. VALUES

As part of the Mission Australia Group, the Company is committed to the following Mission Australia Values:

Compassion - being sensitive, understanding and caring in our service of all people.

Integrity - being honest and transparent in all our relationships and accountable for performance.

Respect - treating people with respect, embracing them as they are by offering compassionate support.

Perseverance - being dedicated to serving and helping people to overcome their challenges no matter how hard it is.

Celebration - readily celebrating the efforts and successes-large and small- of the people we help, our volunteers, supporters and colleagues.

3. MISSION AUSTRALIA HOUSING RELATIONSHIP PROTOCOLS

3.1. Mission Australia and the Company have agreed a Mission Australia Housing Relationship Protocol to regulate certain intra-group matters in relation to the business conducted by the Company.

3.2. Under the Mission Australia Housing Relationship Protocol, Mission Australia and the Company agree to work closely together to build and support the ongoing business of housing.

3.3. The Company agrees it will:

- Work with Mission Australia on housing and homelessness policy and to strategically develop housing in each State;
- Work with the Mission Australia to develop an integrated housing and community services business based around a sense of “place”;
- Facilitate ‘reverse leverage’ of outcomes to Mission Australia as a result of the Company’s base within a location, such as through the promotion of strong linkage of services and client outcomes, leading in some instances to joint tenders or focus on area based activity and impact;
- Work with Mission Australia to develop and maintain relationships with government, industry and other sectors with respect to housing and conduct all dealings with government, industry and other sectors with integrity and probity consistent with the reputation and status of Mission Australia; and
- Deliver contracted services as requested by Mission Australia and on the terms agreed for that service from time to time.

3.4. Each of MAHPL and MAHT have agreed a Mission Australia Housing Relationship Protocol with the Company and Mission Australia (**MAHT/MAHPL Relationship Protocols**) to regulate certain intra-group matters in relation to the business conducted by the Company, MAHPL and MAHT.

3.5. Under the MAHT/MAHPL Relationship Protocols:

- the parties agree to work closely together to build and support the ongoing business of Housing; and
- the Company and Mission Australia agree to provide support to MAHPL and MAHT as set out in the MAHT/MAHPL Relationship Protocols.

4. THE BOARD

Role

- .1. The role of the Board in pursuit of the goal to end homelessness and ensure people and communities in need can thrive, is to:
 - provide strategic guidance for the Company;
 - provide effective oversight of management; and
 - regularly review performance and monitor the Company's affairs in the best interests of the Company.
- .2. For these responsibilities, the Board is accountable to its member Mission Australia as owner of the Company.
- .3. In performing its role, the Board aspires to excellence in governance standards. This requires the Board to work as a team and meet on a regular basis.

Duties

- .4. Directors are required to be familiar and comply with the duties to which they are subject under the Corporations Act, the ACNC Act and otherwise at law, including the duty to act in good faith in the best interests of the Company.
- .5. The ACNC Governance Standards set core, minimum governance standards that all charities must meet:
 - **To act with reasonable care and diligence.**
Directors must exercise their powers and duties with the care and diligence that a reasonable person would if they were in his place.
 - **To act in good faith in the best interests of the charity and for a proper purpose.**
When acting as Director, they must make decisions that are in the best interest of the charity and to further its charitable purpose.
 - **Not to improperly use information or position.**
Any special knowledge that the Directors gain as a Director must only be used for the benefit of the charity and never to further personal or other interests. Similarly, Directors must not use their position to improperly gain an advantage for themselves or someone else, or cause detriment to the charity.
 - **To disclose conflicts of interest**
If Director's duty to act in the best interests of the charity is in conflict with (or may conflict with) their personal interests, they must disclose this responsibly. The Company has adopted the Mission Australia Conflict of Interest Policy which should be followed.

Responsibilities

- .6. The Board has the following key responsibilities, subject to the Mission Australia Housing Relationship Protocol, and in pursuit of the Corporate Objective, to:
 - Uphold the Mission Australia Values.
 - Provide advice on housing policy and housing strategy.
 - Evaluate, approve and oversee the implementation of the Housing strategic plan.
 - Oversee the operation of the Mission Australia Housing Relationship

Protocol between Mission Australia and the Company.

- Consider, approve and monitor performance against the annual business plan and budget.
 - Consider all conflicts of interest and material related party transactions, address these in accordance with the Mission Australia Conflicts of Interest Policy and in the case of all inter-entity conflicts of interest in accordance with the Housing Conflicts of Interest Guideline.
 - Consider and approve the delegations of authority.
 - Address all matters which affect the ownership and control of the Company.
 - Evaluate and approve new business and new lines of business which materially changes the risk profile of the Company's existing business or materially impacts the Company's business reputation.
 - Evaluate and approve significant acquisitions and disposals; address matters which materially affect the Company or its reputation.
 - Appoint the Chairman, Company Secretary and External Auditor.
 - Approve and monitor major capital projects and significant capital management initiatives, acquisitions, divestitures and encumbering of the Company's assets.
 - Assess and determine whether to approve any matter beyond the approval delegations provided to management and whether it is necessary to seek approval from Mission Australia.
 - Oversee management systems for ensuring the activities of the Company are conducted ethically and transparently and in accordance with the Mission Australia Code of Conduct.
- .7. The Board has the following key responsibilities in respect of the MAH Group subject to the Mission Australia Housing Relationship Protocol, and in pursuit of the Corporate Objective, to:
- Oversee the implementation of the MAH Group strategic plan.
 - Oversee the operation of the MAHPL/MAHT Relationship Protocols between the Company, Mission Australia and MAHPL/MAHT respectively.
 - Consider all inter-entity conflicts of interest in accordance with the Housing Conflicts of Interest Guideline.
 - Approve the MAHT and MAHPL delegations of authority.
 - Address all matters which affect the ownership and control of MAHT and MAHPL.
 - In accordance with the MAHPL/MAHT Relationship Protocols:
 - evaluate and approve new business and new lines of business which materially changes the risk profile of the MAH Group's existing business or materially impacts the MAH Group's business reputation.
 - evaluate and approve significant acquisitions and disposals; address matters which materially affect the MAH Group.
 - Approve the appointment of the Directors, Company Secretary and external Auditor of MAHT and MAHPL.

5. INDIVIDUAL DIRECTORS

Decision Making

- 5.1. Directors should bring an independent judgment to bear on Board decisions and question, request information or raise any issue which is of concern to them so as to canvas fully all aspects of any issue confronting the Company.
- 5.2. Directors cast their vote on any resolution according to their own judgment.
Outside the Boardroom, Directors support the letter and spirit of Board decisions.

Confidentiality

- 5.3. Directors will keep confidential Board discussions, deliberations and decisions which are not publicly known.
- 5.4. Confidential information received by Directors in the course of the exercise of their duties remains the property of the Mission Australia Group unless that disclosure has been properly authorised or is required by law.

Code of Conduct

- 5.5. Directors will comply with the Mission Australia Code of Conduct and are expected to always act ethically whilst undertaking their duties.

Conflict of Interest

- 5.6. Directors will comply with Mission Australia's Conflict of Interests Policy.
- 5.7. Conflicts may be real or perceived involving personal interests or the interests of any associate.
- 5.8. Any such conflicts will be recorded in the minutes of the meeting and be added to a conflict of interests register kept by the Company Secretary.

Independent Advice

- 5.9. Directors, with agreement of the Chair, may seek independent advice at the expense of the Company on any matter before the Board for consideration.

6. BOARD CHAIR

- 6.1. The Board will appoint one of its members to be the Chair in accordance with the Constitution. If the Chair is absent from a meeting, the members present must select one of the members present to act as Chair.

Role

- 6.2. The Chair:
 - represents the Board to the member of Mission Australia and where appropriate communicates the Board's position; and
 - advocates and promotes the interests of the Company as a whole in relations with the member and other stakeholders.

Responsibilities

- 6.3. The Role of the Chairman is to facilitate the effective contribution of all Directors

and promote constructive and respectful relations between Directors and between the Board and management.

6.4. In particular the Chairman:

- Provides leadership to the Board enabling efficient organisation and conduct of the Board's processes.
- Manages the relationship between the CEO Mission Australia, Executive Housing and the Board.
- Oversees the Board agenda and provision to Directors of timely, relevant information to assist them to be effective members who fully participate in Board activities.
- Manages the business of the Board by presiding over meetings, resolving differences between Directors and seeing that decisions are reached promptly.

7. COMMITTEES

7.1. The Board may establish such committees as it thinks necessary for the efficient discharge of its responsibilities.

7.2. The Company recognises and appoints as standing Committees of the Board the following Mission Australia Committees:

- Board Audit and Risk Committee;
- People, Culture & Remuneration Committee; and
- Service Impact Committee;

or their functional successors.

8. EXECUTIVE HOUSING

Role

8.1. The role of the Executive Housing is to manage the business of the Company and the MAH Group with oversight by the CEO Mission Australia.

8.2. The Executive Housing is appointed by the CEO of Mission Australia with approval of the People, Culture and Remuneration Committee. The Board delegates to the Executive Housing all matters not reserved to the Board, including the day to day management of the Company and the MAH Group.

Responsibilities

8.3. The Executive Housing has the following responsibilities, subject to the Mission Australia Housing Relationship Protocol and in pursuit of the Corporate Objective, to:

- uphold the Mission Australia Values;
- develop and seek approval from the Board of the Housing strategic plan, MAH Group strategic plan, annual business plan and budget;
- be accountable to the Board for:
 - the overall management of the Company;
 - the exercise of the authority delegated to the Executive Housing;
 - the performance of the Company in relation to the Corporate Objective, the strategic plan and annual business plan and budget, and with the support of senior management to demonstrate progress to

fulfil this responsibility through regular reporting, briefings and presentations;

- communicate to stakeholders on behalf of the Company in respect of the Executive Housing position; and
- seek approval from the Board for significant items of business in accordance with guidelines agreed with the Board from time to time including pursuant to the MAHPL/MAHT Relationship Protocols.

9. MEETINGS

- 9.1. The Board should hold sufficient scheduled meetings to discharge its duties and should meet six times a year or as otherwise required to discharge its duties and meet regulatory requirements.
- 9.2. Meetings in addition to those scheduled may be held as required or at the written request of a Director to the Company Secretary.
- 9.3. Directors must attend all scheduled meetings of the Board including meetings called on an ad-hoc basis for special matters, unless prior apology, with reasons, has been submitted to the Chair or Company Secretary.
- 9.4. Directors may attend and be present physically or by electronic communication means. Members of senior management and professional advisors may attend meetings by invitation.
- 9.5. The Chair shall arrange for an opportunity for Directors to meet without any management representatives present.
- 9.6. The Constitution requires:
 - at least 3 Directors to be present as a quorum; and
 - a quorum must contain a majority of Directors who are also officers of Mission Australia, or in the case of there being an equal number of Directors who are and who are not officers of Mission Australia, 2 Directors who are also officers of Mission Australia.Individuals invited to attend Board meetings may participate in discussions but do not form part of the quorum.
- 9.7. Each Director present may vote on any matter raised before the Board for resolution. In the event of a tied vote, the Chair has a right to a second vote as a casting vote.

10. EVALUATION, INDUCTION AND REVIEW

Mix of Experience and Skills

- 10.1. Collectively, Directors should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of the Company.

Review

- 10.2. Directors are appointed to the Board with the approval of its member Mission Australia, which appointment is subject to satisfactory performance and the Mission Australia Director Rotation and Term Limit Guideline.
- 10.3. The Board will determine and regularly review the composition of the Board having regard to the mix of skills and experience of individual Directors and duration of the terms served by Directors.

Induction & Education

- 10.4. New Directors will undertake an induction program to familiarise themselves with the Company's activities. Continuing education and mentorship is available to ensure that Directors can maximise their contribution to strategic direction and successful operation of the Company.

Evaluation

- 10.5. An evaluation of the Board and individual Directors will be performed annually.
- 10.6. The annual review process will include:
- a review of the Board's skill matrix to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and
 - whether there is any need for existing Directors to undertake professional development of skills and knowledge needed to perform their roles as Directors effectively.
- 10.7. An external Board evaluation will be undertaken once in every three years. For other years, the Chairman or the Mission Australia Chairman will facilitate an internal evaluation