



33/311 Spencer Street,
Docklands VIC 3008

Phone: 0427 188 402

Email: contact@policeveteransvic.org.au

Board Charter Version 1.0



1. Introduction

The Committee of Management's (herein after referred to as the 'Board) role is to represent and serve the interests of the members by overseeing and appraising Police Veterans Victoria strategies, policies and performance.

The Board's principal objective is to maintain and increase Police Veterans Victoria's revenues and stakeholder value while ensuring that all Police Veterans Victoria activities are responsibly managed.

The Board has adopted this Board Charter to outline the way its role, powers and responsibilities will be exercised and discharged, having regard to principles of good governance, best practice and applicable laws.

This Charter includes an overview of:

- Board composition and process
- The interaction between the Board and management and;
- The authority delegated by the Board to management and board committees.

2. Board Composition

2.1 Board Composition & Size

The Board composition is determined by the Rules of the Association (Rules), which can only be altered by the Members at an Annual General Meeting (AGM) or Special General Meeting (SGM).

The current composition of the Board is;

- Minimum of Six (6) Directors elected by the Members
- Two (2) Independent Directors appointed by the Board
- Two (2) ex officio members appointed by the Board

Annually and at the AGM at least TWO Directors must step down by either retirement or rotation but can re-nominate and be re-elected provided they have not exceeded the maximum term of service specified in the Rules.

Ideally the Board should have Directors that comprise an appropriate mix of skills to provide the necessary depth of knowledge and experience to meet the Board's responsibilities and objectives.

It is intended that the Board will be made up of Directors with a broad range of skills, expertise and experience, and from a diverse range of backgrounds, including gender and subject to the limits imposed by the Rules.

2.2 Director Independence

The Board regularly reviews the independence of each Director considering information relevant to this assessment as disclosed by each Director to the Board

The Board only considers Directors that are capable of being considered independent where they are independent of management and free of interest, position, association or business or other relationship that would materially interfere with, the exercise of their unfettered and independent judgement and their capacity to act in the best interests of the Police Veteran Support Victoria and its Members.

2.3 Executive Directors

The voting Directors will elect their Executive Members at the first Board meeting following an Annual General Meeting. The Executive Directors to be elected are:

- Chair
- Deputy Chair
- Treasurer

2.4 Representatives

From time to time of each of;

- The Chief Commissioner, Victoria Police.
- The Executive Director Human Resources Department Victoria Police.

May nominate one individual each to be independent members of the Board. For the avoidance of doubt, these members may attend and vote at all Board meetings and maybe removed pursuant to clause 16 or 50(2) of the Rules.

3. Board Responsibilities

3.1 Board Key Responsibilities

The Board is accountable to the Members for the performance of Police Veterans Victoria. The Board's responsibilities include:

- Strategy – reviewing strategic direction and approving strategic initiatives developed by its appointed sub-committees and management;
- Financial Performance – approving Police Veterans Victoria budget, monitoring management, financial performance and accountability;
- Risk Management – together with the Audit, its sub-committees and the Independent Secretary overseeing the effectiveness of risk management and compliance in the organization, including the safety and health governance arrangements;
- Financial and other reporting – Including considering and approving Police Veterans Victoria interim and annual financial statements and monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- Leadership selection – evaluating the performance of and selecting the Chief Executive Officer (CEO), and other executive staff appointments.
- Social Responsibility – considering the social, ethical and environmental impact of the Police Veterans Victoria activities and operations and setting standards and monitoring compliance with the Association's social responsibilities and practices;
- Member Interests – ensuring that all business, relationships, strategies and policies are made in the best interests of the members and in accordance with Police Veterans Victoria's agreed Mission Statement, aims and objectives.
- Major expenditure and capital initiatives more than the authority levels delegated to management – approving major capital expenditure, acquisitions and purchases and monitoring the asset value of the organisation.
- Corporate governance – reviewing and monitoring Police Veterans Victoria corporate governance policies and practices;
- External Auditor – together with the Finance & Audit Committee, selecting and recommending to Members the appointment of the external auditor; and
- Performing such other functions as are prescribed by Law or are assigned to the Board.

3.2 Directors

- Directors will always act with honesty and integrity and will observe the highest standards of ethical behaviour.
- Directors will carry out their duties in accordance with the Law and Police Veterans Victoria corporate governance framework and policies, including the Rules Police Veterans Victoria Code of Conduct and confidentiality provisions.
- Directors will ensure that no decision or action is taken that has the effect of prioritising their personal interests over Police Veterans Victoria interests.
- Directors should avail themselves as appropriate of training programs and/or seminars and continuing education, training and development programs that can be arranged by Police Veterans Victoria or offered by external training organizations.
- The Board collectively, its committees and each Director individually, has the right to seek independent professional advice, as considered necessary, at Police Veterans Victoria's expense, subject to prior consultation with the Chair and subsequent approval from the Finance, Risk and Assurance Sub-committee. If appropriate, any advice so received will be made available to all Directors.
- To report either in writing or verbally at a properly constituted Board meeting the content and detail of any external meetings where the business, strategies or interests of Police Veterans Victoria are discussed.

4. Relationship between the Board and Management

4.1 Overview

Subject to formal delegations of authority, the Board has delegated the management function to the Chief Executive Officer (CEO). However, ultimate responsibility for strategy and control rests with the Directors.

The Board approves corporate objectives and key performance indicators for the CEO to satisfy and, jointly with the CEO, develops the duties and responsibilities of the CEO.

The CEO is accountable to the Board for the exercise of the delegated authority and, with the support of senior management, must report to the Board on the exercise of authority through reports, briefings and presentations to the Board.

The Board adopts appropriate structures and procedures to ensure it retains its independence from management. This includes the separation of roles and responsibilities of the Chair and the CEO.

4.2 Chief Executive Officer

- The day-to-day management and operations of Police Veterans Victoria are the responsibility of the CEO, who reports to the Board on key management and operational issues, including:
 - developing and implementing corporate strategies and making recommendations to the Board on significant corporate strategic initiatives.
 - developing Police Veterans Victoria annual budget and managing day-to-day operations within the budget approved by the Board;
 - maintaining effective risk management and compliance management frameworks;
 - appointing and determining the terms of appointment of senior management and other staff as required;
 - Keeping the Board, members and other stakeholders informed about material continuous disclosure;
 - managing day-to-day operations in accordance with standards for social, ethical and environmental practices.

- The CEO will also perform the functions of Secretary, responsible for the co-ordination of all Board business. Including agendas, board papers, minutes, communication with regulatory bodies - ACNC, Consumer Affairs, ATO, and all statutory and other filings.

5. Committees

The Board from time to time establishes Committees to streamline the discharge of its responsibilities and support the Board in matters that require more intense review.

There are three standing Committees:

- Finance & Risk Committee
- People Committee
- Corporate Advisory Committee

It could be reasonably expected that each Non-executive Director will be appointed to at least one of these committees.

Each standing Committee adopts a formal Terms of Reference, setting out the matters relevant to the composition, responsibilities and administration of the sub-committee.

The Board may also delegate specific functions to temporary Committees on an 'as needs' basis.

6. Board Process

The Board will meet regularly, and Directors will allocate sufficient time to perform their duties effectively.

- Directors will use all reasonable endeavours to attend Board meetings in person, however attendance may also be via other forms of technology permitted under Police Veterans Victoria Rules.
- Police Veterans Victoria Rules of Association governs the regulation of Board and Committee meetings and proceedings, including the procedure for passing resolutions, quorums and voting.
- Directors will discuss, debate, challenge and critique key strategic and corporate issues at Board meetings.
- It is expected that the Secretary will circulate documents, reports and other submissions to the Directors regarding items on the agenda for each meeting. Management will supply any relevant materials to the Secretary, as will any Director who has special business to be raised at a meeting.
- In addition to attending formal Board and Board Committee meetings, the Directors undertake other duties including attending strategic review sessions, research and events conducted by our Regional Branches and key stakeholders, when they are able.

7. Role of the Chair

The Board will select one of its members to be Chair in accordance with Police Veterans Victoria Rules.

- The Chair represents the Board to the Members and communicates the Board's position.
- The Chair has an important role in leading the Board and facilitating, encouraging and providing constructive discussion and debate during Board meetings.
- The remuneration of the CEO is the responsibility of the Chair in direct consultation with the full Board. The CEO's performance is evaluated by the Chair in conjunction with the People committee.
- Police Veterans Victoria operates in a long-standing partnership with Victoria Police under a Memorandum of Understanding (MoU) executed between the State of Victoria (Victoria Police) and the Police Veterans Victoria. The Chair will meet with the Chief

Commissioner of Police as required to convey information and to discuss any other issues relevant to Police Veterans Victoria or its partnership with Victoria Police.

- A summary of notes from such meetings will be supplied to the Secretary who shall then circulate to the Board, those matters and summary of discussions that have not been designated 'in-confidence'
- Other responsibilities, powers and duties of the Chair are contained in Police Veterans Victoria Rules.

8. Role of the Deputy Chair

- Perform the role and functions of the Chairperson in their absence
- Be available to facilitate the following matters:
 - Chair succession planning.
 - approvals and actions required to be performed by the Chair where the Chair may be compromised due to personal or other conflicts of interest
 - Support the chair in the performance of their role and functions.

9. Role of the Treasurer

- The Treasurer is accountable to the Board, via the Chair.
- The Treasurer is responsible for the co-ordination of all Financial Governance. Including review of Finance board papers and audit reviews and management of findings.
- Prepare annual budgets and financial plans
- Monitor Police Veterans Victoria financial performance and report to the Board
- Maintain accurate records of income and expenditure
- Be a co-signatory on the Association's account (alongside the chairperson)
- Ensure the development and committee review of financial policies and procedures
- Receipt and bank all incoming funds, pay all accounts and approve expense claims
- Create financial statements to meet legal requirements

10. Role of Secretary

- The Chief Executive Officer will perform the role of Secretary, following formal appointment by the Board.
- Maintain effective records and administration (e.g., filing contact details, minutes, reports etc.) for the committee.
- Ensure that the committee is meeting its legal requirements.
- Manage the correspondence between the Board and external stakeholders.
- Facilitate the preparation of agendas for Board meetings and identify items that are for resolution or information.
- Take minutes at Board meetings and distribute to members shortly afterwards.
- Prepare (with support of the Treasurer) the Annual Report for Police Veterans Victoria.

11. Role of Chief Commissioner's Representative (ex-officio role)

- Represent the Chief Commissioner's interests at Board meetings
- Provide insight into the implications of decision making on Victoria Police and Police Veterans Victoria relationship.

12. Role of Victoria Police HR Director's Representative (ex-officio role)

- Represent and provide a link to Victoria Police.
- Support Police Veterans Victoria mission from within Victoria Police.

- Work with the non-executive member in charge of the ' People' sub-committee to oversee and manage Police Veterans Victoria - Victoria Police relations.
- Identify and encourage suitable serving Victoria Police to join Police Veterans Victoria once they leave.

13. Role of non-executive Board members

- Chair sub-committees and provide a single point of contact for relevant matters.
- Govern, direct and monitor Police Veterans Victoria affairs across two key areas:
 1. Performance of Police Veterans Victoria – ensuring it develops and implements strategies to achieve its purpose.
 2. Compliance and conformance – ensuring Police Veterans Victoria develops and implements systems and procedures to comply with its obligations and manage its risks as part of the Board's operations, sub-committees will need to be established to provide.

14. Sub-committee responsibilities

14.1 Finance & Risk Committee

- Monitor and evaluate the internal accounting controls.
- Review and agree an audit plan and appoint and manage an external auditor if the size of the Association grows to the point where audits are necessary.
- Develop and implement a risk management framework for Police Veterans Victoria, with support from the CEO.
- Contribute to the identification and evaluation of risks facing Police Veterans Victoria.
- Monitor the significant risks of Police Veterans Victoria including the effective operation of risk mitigation strategies.
- Ensure that high standards of confidentiality are being upheld about the information shared between VPSOs, the people they have been assigned to support, and their supervisors, as well as any data collected by Police Veterans Victoria.
- Ensure both the physical safety and the safety of information such as intellectual property and data.

14.2 People Committee

- Assess Police Veterans Victoria needs in terms of skills, knowledge and experience for directors and management and make recommendations to the board regarding appointments, retirements and terms of office.
- Assess and review directors' inductions, performance and development.
- Ensure proper succession planning for the board and management.
- Ensure that best practice welfare standards for employees, volunteers and supported persons are maintained.
- Work with Victoria Police Representative to oversee and manage Police Veterans Victoria -Victoria Police relations.
- Provide a connection between the board and VPSOs.
- Defuse conflict within Police Veterans Victoria where appropriate.
- Act as a point of contact when an employee, volunteer or supported person has a complaint regarding another person involved with the organisation.
- Strive to create a positive culture within Police Veterans Victoria that recognises the importance of peer support and aligns with Police Veterans Victoria mission statement.
- Debrief VPSOs who are leaving.

14.3 Corporate Advisory Committee

- Develop and implement strategies for fundraising and stakeholder engagement
- Ensure that the Police Veterans Victoria digital communication channels are up-to-date and functional
- Approve content for posting on digital platforms (e.g., website) to both generate interest in the VPSO role and support fundraising for Police Veterans Victoria
- Oversee the approaches to data collection and management and ensure they are current.

15. Observers

- Attend committee meetings (by invitation) to observe its operations and report back to a relevant body that is not already represented on the committee
- Provide expert advice where an agenda item requires external input. Board meeting agendas should note the role of attendees in each meeting.

16. Document Governance

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17. Version Control

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