

KPV Board Charter

Endorsed KPV Board Sept 2007

This Charter sets out the responsibilities of the Board of the Kindergarten Parents Victoria (KPV) and details the manner in which the Board will operate in the best interests of the organisation. The aim is to articulate the means by which the Board will strive for excellence in discharging its duty of care, diligence and good faith to the members under the Constitution and Corporations Law and in alignment with current Best Practice. This document is to be read in conjunction with the Constitution.

1 Responsibilities of the Board

The Board is responsible for setting the strategic direction and establishing the policies for KPV. It is responsible for overseeing the financial position of KPV and ensuring appropriate internal controls and risk management policies are in place.

In particular, the Board is responsible for –

- a) Setting and monitoring overall strategic direction and priorities;
- b) Monitoring the operational and financial position and performance;
- c) Corporate governance, including risk management and corporate compliance;
- d) Selection, appointment and all matters relevant to the employment of the CEO;
- e) Composition of the Board itself; evaluation of board performance including performance of individual board members;
- f) Approval and monitoring of the annual budget;
- g) Reviewing and, to the extent necessary, amending the Board and Committee Charters.

2 The Board

2.1 *Board composition and structure*

In accordance with Rule 43 of the Constitution, the Board shall consist of up to 10 members, excluding any co-opted representatives. The composition of the Board is to be reviewed annually in accordance to the strategic plan. The Officers of KPV are elected from the Board in accordance to item 49 of the Constitution.

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2.2 Expertise

The Board shall ensure that collectively it has the appropriate range of expertise or has access to the appropriate range of expertise to properly fulfil its responsibilities, including in relation to –

- i) Kindergarten management;
- ii) Accounting/and or finance;
- iii) Legal skills;
- iv) Effective communications skills
- v) Business, Government and/or community relations experience;
and
- vi) Strategic and policy development.

2.3 Board Member Independence

Board members are required to disclose any potential independence issues. A Board member is independent of management and free of any business or other relationship that could materially interfere with – the exercise of their judgement.

2.4 Appointment of Board members

Board members are appointed in accordance with the terms of the Company's constitution. The terms and conditions of the appointment and retirement of members of the board will be set out in a letter of appointment, which shall include the following matters –

- i) the term of the appointment
- ii) time commitments envisaged
- iii) the powers and duties of Board members
- iv) any special duties or arrangement attaching to the position
- v) expectations regarding involvement with committee work
- vi) expenses and remuneration (if relevant)
- vii) fellow Board members
- viii) induction, training and continuous education arrangements
- ix) indemnity and insurance arrangements
- x) a copy of the Constitution, Board Charter and Policies

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3 Board meetings

The Board normally meets bi-monthly plus one full planning day, each year, but would also meet at other times to deal with specific issues. All Board members are to receive papers for consideration and regular reports in advance of meetings to enable them to participate in an informed manner. The constitution clearly articulates the Board procedures.

3.1 Meeting participation

Board members have the responsibility to attend all Board meetings unless there are valid reasons for non-attendance. As per Clause 70(d) of the Constitution, the Board can call any seat vacant if a Board member has failed to attend for three consecutive meetings without acceptable reason or leave of absence.

Board members are encouraged and expected to participate fully and frankly in all Board discussions, to express their views openly and to respect and give due weight to the views of other Board members.

3.2 Meeting minutes

The Secretary will review draft minutes of each Board meeting prior to final approval by the President. Whilst minutes of each Board meeting are taken and kept, the proceedings of and discussions at Board meetings are confidential. Board members are prohibited from divulging to any third party the details of Board discussions except as are recorded in the confirmed minutes of any meeting.

3.3 Conflict of interest

Board members are required to declare any personal, financial or prejudicial interest they may have in any matter before a meeting or where a potential conflict arises during a meeting and may be prohibited from participating in the consideration of any matter in which they have an interest.

4 Delegation by the Board

The Board may delegate any of its powers, other than the power to delegate, to any member of staff, officer, Sub-Board or Reference Group.

5 Board committees

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To assist with the execution of its responsibilities, the Board has the authority under the Company's Constitution to establish and determine the powers and functions of reference groups or sub-committees of the Board. Each sub-committee (such as the Executive committee) is to document a charter, approved by the Board, setting out its responsibilities.

The reference groups or sub-committees are composed of members drawn from the Board, members of KPV or other interested parties. The chairperson of the reference group/sub committee shall be a KPV Board member.

The Board has delegated some of its powers and functions to the Executive Committee. The Charter for this Committee has been approved by the Board (Appendix 1).

6 Independent advice

The Board may obtain independent professional advice to assist it in the proper exercise of its powers and responsibilities, at KPV's cost.

7 Separation of functions between the President/Board and CEO.

The roles of the President/Board and CEO are strictly separated.

7.1 *The President/Board is responsible for –*

- Developing clear strategic direction, approval of business plan and budgets and monitoring organisational performance
- Leading the Board in its responsibilities to its members;
- Ensuring there are processes and procedures in place to evaluate the performance of the Board, its committees and individual board members;
- Facilitating effective discussions at Board meetings; and
- Recruiting and monitoring the performance of the CEO as the only employee directly appointed by the Board.

7.2 *The CEO is responsible for –*

- Implementing the strategy and budgets agreed to at Board level;
- Policy direction of the operations of KPV, approved by the Board;

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- The efficient and effective operation of KPV including all staffing matters;
- Ensuring sufficient information and context is brought to the attention of the Board in an accurate and timely manner to enable relevant discussion and decisions.

8 Changes to the Charter

The Board will review this charter and the Charter for each Committee established by the Board every three years to ensure it remains consistent with the Board's objectives and responsibilities. Changes to this Charter will only be made with the approval of a substantial majority of the Board.

9 Other matters

A number of operational matters relating to the Board such as tenure of Board members, election of Board officers, Board procedure, process of election of Board members, Procedure of reference groups and sub-committees, process of referendum with respect to major policy decisions, responsibilities of the Secretary and Treasurer, are governed by the Constitution of KPV and are not reproduced here.

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Appendix 1

Executive Committee Charter

1. COMPOSITION

The Committee will be comprised of the officers of KPV, as per clause 79 of the Constitution

- The Board President
- Vice President
- Secretary
- Treasurer
- Plus any other Board Members who attend

2. RESPONSIBILITIES

- 2.1 The Board has delegated and authorised the Executive Committee to exercise all or any powers of the Board at any time in accordance with Clause 2.2, except when a meeting of the Board is being held, and all decisions of the Committee will have full force and effect.
- 2.2 The Executive Committee will only deal with any matters relating to the Company that:
- (a) Are directly referred to it by the Board; or
 - (b) Require urgent attention and that, in the reasonable opinion of the Committee, cannot be deferred until the next meeting of the Board;
 - (c) Are operationally sensitive, but which are not strategically relevant to the whole Board.

3. MEETINGS

- 3.1 The Committee will meet as and when required to effectively fulfil its responsibilities as set out in Clause 2 of this Charter. All meetings of the Committee will be called by the Secretary as directed by the Board or at the request of the President of the Committee or the CEO.
- 3.2 Invitations to all meetings of the Committee as well as the meeting agenda and any papers to be considered by the Committee will be sent to all members of the Executive Committee and such other members of the Board, who have advised they will be in attendance.

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4. *MINUTES*

Minutes of meetings of the Committee shall be kept by the Secretary and, once the Chairperson of the Committee has approved those minutes, shall be distributed to all members of the Board for confirmation at the next Board meeting.