



HERBERT  
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# Board charter

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## UNICEF Australia

20 May 2020



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# Board charter

## 1 Purpose of this charter

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The board of Australian Committee for UNICEF Ltd (**UNICEF Australia**) has adopted this charter to outline the manner in which it will exercise its powers and responsibilities.

This charter ensures compliance with principles of good governance, the Cooperation Agreement between UNICEF Australia and UNICEF, the Australian Charities and Not-for-profits Commission (**ACNC**) Governance Standards and applicable laws.

This charter includes an overview of:

- (a) UNICEF Australia's entity type, purposes and activities;
- (b) UNICEF Australia's relationship with UNICEF;
- (c) the role, responsibilities and duties of the board;
- (d) the composition of the board;
- (e) accountability to members and other stakeholders; and
- (f) the roles of the chair, secretary and CEO.

This charter and the charters adopted by the board for its committees have been prepared and adopted on the basis that strong corporate governance enhances the performance of the charity and builds confidence in the community.

## 2 Entity type, charity and tax status

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### 2.1 Entity type and ABN

Australian Committee for UNICEF Ltd (ABN 35 060 581 437) is a company limited by guarantee.

### 2.2 ACNC

UNICEF Australia is on the ACNC register as a charity.

### 2.3 ATO

UNICEF Australia is endorsed by the ATO as a tax concession charity and an item 1 Deductible Gift Recipient (**DGR**) for the developing country relief fund and is applying for endorsement as a whole as a public benevolent institution.

### 2.4 Key documents

- Constitution
- Board policies:
  - Conflict of Interest Policy (Schedule 2);
  - Code of Conduct (Schedule 3);

- Board Composition Policy (Schedule 4);
- Membership Policy
- Audit and Risk Committee Charter (Schedule 5).
- Governance, Remuneration and Ethics Committee Charter (Schedule 6).
- Programs Committee Charter (Schedule 7).
- Cooperation Agreement with UNICEF.
- Annual budget and financial statements.
- Annual reports.

## 2.5 Committees

- Audit and Risk Committee.
- Governance, Remuneration and Ethics Committee.
- Programs Committee

## 3 Purpose and activities of UNICEF Australia

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### 3.1 Purpose

The primary role of the board is to ensure UNICEF Australia carries out its purposes as expressed in rule 2 of the constitution, which are:

*'...to advance the health, education and wellbeing of children in need by, without limitation:*

- (a) *raising funds for and supporting international programs and aid activities in developing countries in compliance with the Cooperation Agreement with UNICEF;*
- (b) *raising funds for and supporting activities to advance the health, education and wellbeing of children both domestically and internationally;*
- (c) *making citizens, corporations and governments in Australia aware of, educated and interested in, the health, education and wellbeing of children throughout the world and the assistance available to them through UNICEF and the company;*
- (d) *promoting recognition that programs for the benefit of children should be an integral part of social and economic development.'*

### 3.2 Relationship with UNICEF

UNICEF Australia works in partnership with UNICEF, the United Nations Children's Fund. UNICEF operates under the mandate of the United Nations to uphold all rights of all children everywhere in accordance with the principles, values and commitments of the United Nations Convention on the Rights of the Child.

On 27 September 2011, UNICEF and UNICEF Australia entered into the Cooperation Agreement which establishes the governing framework for the relationship between the two parties. Under the Cooperation Agreement, the role of UNICEF Australia (referred to as the National Committee) is to:



*'...further the shared goals of the Parties, the primary role of the National Committee in accordance with this Agreement is to contribute to the advancement of children's rights globally. The National Committee will pursue this goal through the following means:*

- i. primarily, by raising funds in the territory from the general public, the private sector and other sources, as provided for in Section 11 below.*
- ii. secondly, by advocating for children and promoting children's rights internationally and domestically through activities in the territory as provided for in Section 12 below; as well as*
- iii. by supporting UNICEF's relations with governments including facilitating and encouraging government contributions to UNICEF; and*
- iv. by being a valuable knowledge source for UNICEF with respect to the territory.'*

The roles of UNICEF under the Cooperation Agreement are:

- 'i. To provide overall global leadership, strategies and standards as part of an overall framework for action by the National Committee community and UNICEF;*
- ii. To develop quality programmes for children from the funds raised and given to UNICEF pursuant to this Agreement;*
- iii. To grant the National Committee the right to use the UNICEF Brand in the territory;*
- iv. To provide guidance, support and coordination for fulfilment of the National Committee roles in the context of overall UNICEF Policy;*
- v. To support the National Committee to ensure that fundraising and child rights advocacy in furtherance of UNICEF Policy are being undertaken in the territory;*
- vi. To report on programmes and their results for children to the National Committee in line with best practice and Annex B; and*
- vii. To ensure well-defined processes, and ongoing active adherence to those processes to monitor the implementation of this Agreement and to ensure ongoing evaluation of the relationship to assist both Parties in delivering on their objectives and ensuring results for children.'*

### **3.3 Not-for-profit**

The board must ensure the not-for-profit nature of UNICEF Australia is maintained by not providing any profit, distribution or benefits to members or board members other than in carrying out the purposes.

### **3.4 Activities**

The main activities of UNICEF Australia are:

- fundraising and supporting the delivery of long-term international development programs focused on education, child protection, child survival, nutrition, water, sanitation and hygiene; and
- fundraising and supporting the response to humanitarian emergencies by delivering short and long-term support and protection for children in crisis situations

- advocating to protect and promote the rights of children in need in Australia and overseas;
- engaging children in Australia in the concept of rights and how they can promote and respect the rights of other children, particularly those who are vulnerable or excluded.

## 4 Role, responsibilities and duties of the board

---

### 4.1 Role

- (a) The role of the board is to govern UNICEF Australia in such a way that it is able to pursue its purposes successfully and ensure it is compliant with the constitution and relevant law and:
- (1) is based on the principles of fairness, accountability, transparency and responsibility;
  - (2) places the welfare and safety of children everywhere, as expressed particularly in the UN Convention on the Rights of the Child, at the heart of everything it does;
  - (3) adheres to the ACNC Governance Standards and External Conduct Standards;
  - (4) ensures that UNICEF Australia meets its obligations to UNICEF as expressed in the Cooperation Agreement;
  - (5) is guided by the Principles of Good Governance in the Cooperation Agreement; and
  - (6) adheres to its regulatory and compliance obligations.
- (b) The board is responsible for and has the authority to determine all matters relating to the policies, practices, administration and operations of UNICEF Australia. This includes ensuring good corporate governance, determining and approving strategies and providing guidance and oversight to management.

### 4.2 Key responsibilities

- (a) The key responsibilities of the board are to:
- (1) meet at least 5 times a year and set an annual schedule of meetings;
  - (2) set strategies, plans and policies for UNICEF Australia carrying out the purposes;
  - (3) approve operating budgets and sources of funding;
  - (4) implement, monitor and review systems of risk management and ethical and legal compliance to ensure UNICEF Australia meets its obligations to the Department of Foreign Affairs and Trade, ACNC, ATO, Australian Council for International Development and other regulatory authorities;
  - (5) monitor and review the performance of the board;
  - (6) ensure that UNICEF Australia is accountable to its stakeholders and provides disclosure to relevant stakeholders on all significant matters;

- (7) monitor and evaluate performance or impact against the purposes, strategies and plans;
  - (8) select and appoint a CEO and evaluate from time to time the CEO's performance;
  - (9) ensure there are adequate staff and resources within the strategy and budget;
  - (10) approve major capital expenditure, acquisitions and divestitures, and monitor capital management; and
  - (11) monitor and review management processes aimed at ensuring the integrity of financial and other reporting.
- (b) Board members must treat all board meetings, board discussions and information obtained in the course of performing their duties as a board member as confidential, and not disclose information or share board papers outside of the board, without the chair's permission.
- (c) Board members will operate on the basis of collective responsibility, i.e. no individual board member, including the chair, can exercise authority, instruct staff or make governance decisions unless empowered to do so by a specific decision of the board. All board members share responsibility for any decisions made, including those made under delegated authority.
- (d) Board members may not receive remuneration or recompense of any kind as a result of their holding office as board members, however board members may be reimbursed for reasonable out of pocket expenses, if any, necessarily incurred in attending board meetings or carrying out their duties as board members.

### 4.3 Governance Standards

- (a) Board members will:
- (1) exercise their powers and discharge their duties with the degree of care and diligence of a reasonable person in their position;
  - (2) act in good faith, in the best interests of UNICEF Australia and to further its purposes;
  - (3) not misuse their position e.g. not use the position as board member to gain an advantage for themselves or someone else or to the detriment of UNICEF Australia;
  - (4) not misuse information obtained in the performance of being a board member e.g. only use this information to further the charity's purposes in its interests and not for the benefit of the board member or someone else, nor for the detriment of UNICEF Australia;
  - (5) disclose perceived, potential and actual conflicts of interest in accordance with the policy and procedures and not vote or participate in board discussions unless permitted;
  - (6) ensure UNICEF Australia's financial affairs are managed responsibly; and
  - (7) not allow UNICEF Australia to operate while insolvent. The board members must adequately understand the finances and ensure there are sufficient resources to pay debts as and when they are due.





#### 4.4 Reliance on others

Board members may rely on information, in good faith, when making decisions if:

- (a) the board member makes an independent assessment of the information;
- (b) the information is given by:
  - (1) an employee that the board member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (2) a professional adviser or expert on matters the board member believes on reasonable grounds to be within their competence; or
  - (3) another board member or committee in relation to matters within their authority or area of responsibility.

#### 4.5 Operating outside Australia – ACNC compliance

The board will ensure the company complies with the ACNC's External Conduct Standards. The intention of the standards is to minimise the risk of private benefit from the charity's funds, terrorism funding, use of the charity's funds for purposes other than the charitable purposes, uncommercial transactions and preventing the exploitation of or harm to vulnerable people.

Complying with the standards will require:

- (a) adequate reporting and careful record keeping when sending money or conducting activities outside Australia;
- (b) carrying out due diligence on the recipients of money and overseas partners;
- (c) depending on the closeness of the relationship, the location of, and the activities with, the overseas partner, including specific requirements in agreements with partners; and
- (d) enacting policies for the protection of vulnerable people.

## 5 Accountability

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### 5.1 Company members

- (a) Company members are appointed pursuant to the company membership policy for one year with subsequent years subject to ongoing eligibility and payment of the subscription fee.
- (b) Directors are company members for the duration of their term of office without payment of the subscription fee.
- (c) Life company members are company members for life without payment of the subscription fee.
- (d) The subscription fee is decided by the directors and is currently \$35.
- (e) Donors and supporters may be referred to as 'members of UNICEF Australia' but unless they have been admitted as company members in accordance with



the membership policy they are not, and should not be lead to think they are, legally members of the company.

## 5.2 Accountability to company members

- (a) UNICEF Australia must be accountable to its company members within the terms of the law, including the Corporations Act, the ACNC Act and the constitution.
- (b) Accountability to company members on the register means ensuring company members are informed of UNICEF Australia's financial matters, governance and activities including annual accounts. It also means allowing members adequate opportunity to ask questions and raise concerns.
- (c) The board members intend to be accountable to the company members by:
  - (1) providing an annual report with an overview of the activities and financial statements for the previous financial year;
  - (2) ensuring there is at least one opportunity each year for the company members to ask questions of the board on the activities, financial statements and governance of UNICEF Australia, either at a meeting or through other means eg webinar;
  - (3) holding annual elections for the directors in accordance with the retirement by rotation process outlined in the constitution, where each year one third of directors are eligible for reappointment to ensure accountability to company members, continuity of corporate knowledge and the opportunity for new appointees to the board;
  - (4) responding as reasonable to ad hoc queries and issues raised with the chair or the secretary by the company members.

## 5.3 The public

The board will ensure UNICEF Australia makes available the following documents to the public by lodging them with the ACNC for the ACNC public register:

- (a) constitution;
- (b) annual reports;
- (c) annual financial statements; and
- (d) annual information statements.

## 6 CEO

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- (a) The board may employ a CEO for the term, at the remuneration and on the conditions the board sees fit.
- (b) The CEO leads UNICEF Australia and is ultimately responsible and accountable to the board for its operational management.
- (c) The board sets the role and performance expectations of the CEO and monitors the performance of the CEO.
- (d) The CEO is responsible for:

- (1) developing strategic and business plans for approval by the board;
- (2) implementing strategic and business plans;
- (3) being the public face and speaking for UNICEF Australia;
- (4) maintaining an effective organisational structure that clearly assigns responsibility and delegations;
- (5) maintaining a values driven culture and engaged workforce;
- (6) developing and implementing appropriate risk management strategies including implementing and monitoring segregation of duties;
- (7) ensuring all contractual commitments entered into by UNICEF Australia are in line with UNICEF Australia's strategic direction and evidenced by appropriate documentation;
- (8) maintaining an efficient administrative cost structure to maximise operational effectiveness while maintaining high performance standards;
- (9) development of staff capabilities, accountabilities and remuneration; and
- (10) providing regular and reliable reports to the board which allow it to monitor performance and management of UNICEF Australia.

## 7 Chair

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- (a) The board will appoint one of its members to be chair for a term of up to 8 years, unless the term is extended for a maximum of one year for a particular chairperson by the directors.
- (b) The chair is responsible for:
  - (1) providing leadership and promoting cohesive, effective teamwork by the board;
  - (2) ensuring the board is meeting its functions, duties and responsibilities;
  - (3) setting the board meeting agendas, with the CEO;
  - (4) leading board meetings;
  - (5) ensuring the minutes correctly reflect the meetings;
  - (6) guiding, supporting and mentoring the CEO;
  - (7) ensuring the board maintains an effective relationship with the CEO.

## 8 Secretary

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- (a) The board must appoint at least one secretary.
- (b) The secretary is accountable to the board.
- (c) The secretary is responsible for:



- (1) carrying out the administrative functions of UNICEF Australia, including coordinating all board business and ensuring compliance with reporting and reporting obligations.
- (2) preparing, compiling and distributing agendas and board papers;
- (3) maintaining minutes of board meetings and following up on action items;
- (4) ensuring the necessary paperwork and resolutions are effective for change in the composition of the board, change to auditors and any changes required to be submitted to the members;
- (5) maintaining member registers or other registers as required;
- (6) communication with regulatory bodies and all statutory, financial and other necessary filing;
- (7) ensuring compliance with legislation and reporting requirements, as applicable; and
- (8) undertaking any other roles clearly delegated to the secretary or required by the board.



## Schedule 1

### Board member's acknowledgment of board charter

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I, [insert name of board member], board member of UNICEF Australia have read the board charter of UNICEF Australia.

I am aware that I am subject to the requirements and duties as a board member at law and those set out in the board charter and the Cooperation Agreement. I will comply with these requirements and duties.

**Signed by**

*sign here*



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*print name*

---

*date*

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## Schedule 2

### UNICEF Australia Board Conflict of Interest Policy

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#### 1 High standards

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UNICEF Australia wishes to adopt a high standard of conduct to ensure all perceived, actual and potential conflicts of interest are disclosed. This will avoid not only real conflicts of interest affecting the responsible decision making of the board but also avoid any perception of conflicts of interest in relation to the decision making.

#### 2 What is a conflict of interest for this policy?

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- (a) A conflict of interest exists where loyalties of board members are divided. This policy covers:
  - (1) if a board member's interests or other duties may affect her or his decision making or may be seen to possibly affect her or his decision making as a board member; or
  - (2) if a board member's interests or other duties may be affected by a decision of UNICEF Australia.
- (b) Conflicts of interest cover any real or sensible conflicts the board members may have with other duties owed, such as being a board member or trustee of another company or trust, and conflicts with a personal interest, such as the interests of an associate or relative. For example, offering the services to UNICEF Australia of a business the board member or family member is involved in.
- (c) Board members representing a stakeholder group, must ensure that they are acting in the interests of the purposes of UNICEF Australia and not just in the interests of the stakeholder group.
- (d) The conflicting interest may arise as a result of the board member's employment, consultancy or personal interests, often, but not limited to, financial investment.
- (e) A board member can have a potential conflict of interest if any decision they make as a board member may provide an improper gain or benefit to themselves or an associate.
- (f) Board members perform their functions subject to many influences and loyalties but this conflict of interest code of conduct applies to those types of interests and duties which have the possibility or the perception that they could influence the board members when making judgements relating to UNICEF Australia.
- (g) The issue normally arises only in relation to pecuniary interest but it does extend to all influences, loyalties, interest or duties which may affect or be seen as likely to affect the board member in his or her decision making for UNICEF Australia.



## 3 What must a director do?

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### 3.1 Disclosure

- (a) Board members must disclose to the board, through the secretary, their employment, their connection to any stakeholder group and other board memberships, as well as any actual potential or perceived conflict of interest.
- (b) The secretary will keep a list of disclosures to be provided to any board member on request and to new board members for their information.
- (c) Board members must disclose any actual, potential or perceived conflicts of interest to the chair prior to a board meeting where the conflict may be relevant or to the board members at a board meeting prior to discussions.
- (d) Board members must ensure any change in circumstances relevant to the disclosure of interest is advised to the chair, secretary or all board members at a board meeting considering a matter that gives rise to or may give rise to that board member having an actual, potential or perceived conflict of interest.
- (e) If the board member wishes to keep the matter giving rise to the possible conflict confidential he or she may just advise board members that he or she has a conflict with the matter under discussion and that the protocol will apply.

### 3.2 Protocol

If there is a conflict of interest, or the board members or chair have decided there is sufficient potential for a perceived or actual material conflict to arise so as to apply the protocol, then the board member:

- (a) will not receive the papers on the matter, but will be advised that certain papers have been excluded;
- (b) cannot be present (by phone or in person) when the matter is considered unless permitted by law and the other board members resolve that the board member in question can stay; and
- (c) cannot vote on the matter.

### 3.3 Open discussion

- (a) When any matter is being discussed at board level, any board member may query another board member as to whether they consider they have a possible conflict of interest with the matter under discussion.
- (b) This matter should then be discussed and considered by the board and if the board (other than the board member who is being queried) considers that there may be a possibility of a perceived or actual material conflict of interest, then disclosure must be made and the protocol must apply.
- (c) If a board member is uncertain as to whether he or she has or may have a perceived or actual material conflict of interest, he or she must disclose this at the board meeting discussing the matter or with the chair.

### 3.4 Records

Any discussions, disclosures, resolutions and the application of the protocol relating to a conflict of interest should be recorded in the board member's minutes.



### **3.5 Confidentiality**

- (a) Board members must remember that board papers and matters discussed at board meetings are confidential as each board member has a duty to maintain the confidentiality of information he or she learns by virtue of his or her position as board member.
- (b) If there is a need or desire by a board member to disclose or report on resolutions or matters discussed at board meetings, or information gained as a result of the being a board member, to third parties, then the disclosure or reporting can only be made with the consent of the board members at the meeting or by the chair.

### **3.6 Chair's role**

- (a) The chair will be available to discuss with any board member the application of this procedure to particular circumstances and provide guidance as to whether he or she should be making a disclosure or whether the protocol should apply.
- (b) The chair shall also seek to remind the board members from time to time of their obligations and commitments under this policy and this policy will be given to any new board members.



## Schedule 3

### UNICEF Australia Code of Conduct

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All representatives of UNICEF Australia (UA), including its Board of Directors, staff, consultants, interns and volunteers, whether in a paid or unpaid capacity, should at all times maintain the highest standards of integrity and conduct, consistent with our Values:

1. **CHILD FOCUS** – We remember why we are here.
2. **ACCOUNTABILITY** – We are accountable for our impact and actions on others.
3. **INTEGRITY** – We do the right thing even when no one is watching.
4. **INNOVATION** – We love initiatives and new ideas.
5. **COLLABORATION** – We work together for children.
6. **TRUST** – We deliver on our promises.

The UA Code of Conduct requires that anyone who acts on behalf of UA in any capacity adhere to the following:

1. Behave honestly and with integrity in all dealings.
2. Be a positive representative of the Convention on the Rights of the Child in all our dealings.
3. Act with care and diligence in the conduct of our responsibilities and duties.
4. Treat everyone with respect and courtesy, and without harassment.
5. Comply with all applicable Australian laws (federal and state).
6. Comply with any lawful and reasonable direction given by anyone who has authority to give such a direction.
7. Disclose, and take reasonable steps to avoid, any conflict of interest (actual, potential, or perceived) in line with UA's Ethics Policy and Confidentiality Agreement and not make use of:
  - a. Confidential information, or
  - b. The employee's or director's duties, status, power or authority, in order to gain, or seek to gain, a benefit or advantage for the employee or director or any other person.
8. At all times behave in a way that upholds the UA's core values and the integrity and good reputation of UA
9. While representing UA domestically or overseas, always behave in a way that upholds the good reputation of UA, and
10. Comply with the Codes of Conduct to which UA is a signatory including Australian Council for International Development & Australian Direct Marketing Institute.



## Schedule 4

### UNICEF Australia Board Composition Policy

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#### 1 Board composition and size

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- (a) It is intended that the board should comprise a minimum of 7 and maximum of 11 board members, ideally 9 board members.
- (b) The board should comprise of members with a broad range of skills, expertise and experience from a diverse range of backgrounds, as set out below.
- (c) The board may decide to have the CEO on the board as a managing director.
- (d) The board is cognisant of the need for diversity, including a balance of age and sexes.
- (e) The board, as a whole, should ideally have the following skills:
  - (1) experience or knowledge specific to international aid, community development, humanitarian programs and children's rights;
  - (2) experience or knowledge in government funding, philanthropic funding and fundraising;
  - (3) relevant experience on governance issues and practices;
  - (4) accounting or auditing skills;
  - (5) marketing, communications or media experience;
  - (6) strategic planning experience; and
  - (7) risk management and compliance experience in relevant fields.
- (f) The chair will regularly review the skills represented by the board members and determine whether the composition and mix of those skills remain appropriate for UNICEF Australia's strategy, subject to the limits imposed by the constitution and the terms served by existing board members.

#### 2 Suitability of board members

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Board members must:

- (a) not be disqualified from acting as a director under the Corporations Act;
- (b) not be disqualified from acting as a responsible entity under the ACNC Act;
- (c) hold a current Working With Children Check;
- (d) be a person of good reputation;
- (e) be committed to the purposes and mission of UNICEF Australia;
- (f) have the capacity and skills to contribute to the governance of UNICEF Australia;



- (g) not have any conflict of interest which cannot be appropriately managed;
- (h) not have engaged in any activities which could bring UNICEF Australia into disrepute.

### 3 Selection and appointment of board members

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- (a) Board members, other than the managing director, will be selected for their individual skills, experience and expertise which they can bring to the board, and their suitability.
- (b) The board will review the nomination of a potential board member candidate.
- (c) Factors to be considered when reviewing a potential candidate include, without limitation:
  - (1) the skills, experience, expertise and personal qualities that will best complement board effectiveness;
  - (2) the capability of the candidate to devote necessary time and commitment to the role;
  - (3) potential conflicts of interest; and
  - (4) the suitability requirements in this composition policy.

### 4 Retirement, term or re-appointment

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- (a) Board members should review their position with the chair at least every 2 years to ensure they are still adding value to the board and still meeting the requirements of this policy and the board charter, and if not, resign from the board.
- (b) Board members who do not adhere to the board charter, constitution, and board policies must resign immediately or at the latest on being asked to resign by the chair.
- (c) It is expected that directors will serve on the board for 6 years, though the directors may allow a director to serve up to the maximum term of 9 years, or 13 years in the case of the chair in accordance with the Constitution, if re-elected by the members in accordance with the constitution.
- (d) The constitution sets out retirement by rotation so that generally each director will be in office for a maximum of 3 years and then be required to be re-elected. Each year approximately one-third of the directors will be up for re-election by the company members
- (e) The secretary will keep a schedule of appointments, elections and re-elections and will note the period of service of each board member to determine if any Board member is up for review and for re-election.

### 5 Board review

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The board will regularly consider the following to ensure the role of the board can be carried out:



- (a) the size and composition of the board;
- (b) the board succession plan;
- (c) the necessary and desirable competencies and skills of the board members;
- (d) the number and type of sub-committees and their size and composition;
- (e) the appointment of board members and consideration of candidates for appointment to the board;
- (f) the performance evaluation of the board, board committees and individual board members, and the development and implementation of plans for identifying, assessing and enhancing board member competencies;
- (g) the suitability of board members;
- (h) any amendments required to this board composition policy; and
- (i) any re-imbusement of expenses issues.

## Schedule 5

### Audit and Risk Committee Charter

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#### 1 Establishment

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The Audit and Risk Committee (**Committee**) is established by the board of UNICEF Australia under rule 12.14 of the constitution.

#### 2 Purpose

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The purpose of the Committee is to assist the board in fulfilling its governance responsibilities in relation to financial performance and reporting by:

- (a) monitoring and reviewing key aspects of the financial operations of the UNICEF Australia;
- (b) ensuring adequate and effective risk identification and management processes are in place and operating effectively;
- (c) ensuring compliance with UNICEF Australia's statutory and other reporting obligations.
- (d) make decisions on matters when referred by the Board

#### 3 Membership

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- (a) The Committee will be appointed by the board and comprise:
  - (1) a chair who is one of the board members;
  - (2) at least three people, each of whom must be a member of the board;
  - (3) one or more additional people, who are not members of the board but who have appropriate professional qualifications and experience.
- (b) The Committee must always comprise a majority of members who are board members.
- (c) The CEO and Director of Finance of UNICEF Australia are prohibited from being members of the Committee.
- (d) The Committee's members must, between them, have the appropriate financial/accounting background and/or qualifications considered by the board to be necessary to enable it to discharge its responsibilities competently and to a high professional standard.

## 4 Role and responsibilities

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The role and responsibilities of the Committee are to:

- (a) carry out the Committee's purpose in assisting the board to fulfil its governance responsibilities in relation to financial performance and reporting;
- (b) provide a direct link between the UNICEF Australia board and its external auditor;
- (c) monitor UNICEF Australia's corporate governance processes to ensure their continued effectiveness and recommend to the board any changes considered necessary;
- (d) review on a regular basis and report to the board on the financial reports prepared by UNICEF Australia;
- (e) consider, in consultation with UNICEF Australia's external auditor:
  - (1) the annual audit plan for recommendation to the board; and
  - (2) the results of the annual audit, auditor's report and audit opinion and audited financial statements for recommendation to the board, including any actions considered necessary arising out of the auditor's report;
- (f) ensure the continued independence of UNICEF Australia's external auditor;
- (g) advise and make recommendations to the board on the appointment of UNICEF Australia's external auditor;
- (h) review on a regular basis and advise the board on any changes, if necessary, to UNICEF Australia's risk management and statutory reporting/compliance protocols;
- (i) review at least annually and advise the board on any changes, if necessary, to UNICEF Australia's corporate governance systems and protocols.
- (j) review on a regular basis adherence to UNICEF Australia's enterprise risk management framework
- (k) consider the annual internal audit plan and review progress against findings arising from any internal audits undertaken

## 5 Meetings

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- (a) The Committee will meet as often as they decide is necessary to fulfil their functions and must meet at least four times a year.
- (b) The Committee must meet to consider the annual audit plan, audited financial statements and auditor's report and audit opinion.
- (c) The Committee will normally meet immediately prior to each UNICEF Australia board meeting.
- (d) The Committee chair may schedule additional meetings at his/her discretion.
- (e) The quorum for meetings is at least two Committee members, one of whom must be a UNICEF Australia board member.
- (f) The CEO and Director of Finance of UNICEF Australia may attend Committee meetings and participate fully in the Committee's deliberations. However, neither the CEO nor the Director of Finance is entitled to vote on any matter before the Committee.
- (g) The external auditor of UNICEF Australia may attend any Committee meeting



and must be invited to attend the Committee meetings at which the annual audit plan, audited financial statements and auditor's report and audit opinion are being considered.

- (h) The Committee may conduct its meetings in such manner as it considers necessary to ensure the orderly and competent discharge of the business to be dealt with at each meeting.
- (i) Decisions will be made by a majority vote of those Committee members present in person or by electronic means.
- (j) The Committee may pass written resolutions as necessary.
- (k) The Committee must ensure that an adequate record of each of its meetings is kept and submitted to the board at its next available meeting for the board's information.

## Schedule 6

### Governance, Remuneration and Ethics Committee Charter

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#### 1 Establishment

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The Governance, Remuneration and Ethics Committee (**Committee**) is established by the board of UNICEF Australia under rule 12.14 of the constitution.

#### 2 Purpose

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The purpose of the Committee is to assist the UNICEF Australia board in fulfilling its governance responsibilities by:

- (a) reviewing board composition, size, diversity and skills by reference to the UNICEF Australia Board Composition Policy;
- (b) making recommendations for the recruitment, nomination, appointment and removal of directors to the board;
- (c) reviewing board succession plans;
- (d) evaluating the board's performance, skill gaps, training needs and culture;
- (e) ensuring that compensation policies and practices for the board, committees and the CEO are fully disclosed and consistent with UNICEF Australia's culture;
- (f) making recommendations to the board on:
  - (1) UNICEF Australia key remuneration principles and policies;
  - (2) CEO remuneration and performance management;
  - (3) CEO succession and contingency planning;
  - (4) endorsing the CEO's evaluation of remuneration and performance of executive management team;
  - (5) workplace culture and environment, ensuring it reflects UNICEF Australia's organisational values and promotes the wellbeing of UNICEF Australia's staff;
- (g) making recommendations to the board on key ethical matters that may arise from time to time;
- (h) overseeing that an ethical environment and appropriate culture exists aligned to UNICEF Australia's organisational values.





### 3 Referral of issues

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- (a) The Committee may determine matters delegated by the UNICEF Australia board to it for decision.
- (b) The UNICEF Australia CEO and Director of People and Technology (or person acting in such position) may refer any matter as they see fit for consideration by the Committee.

### 4 Membership

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- (a) The Committee will be appointed by the board and comprise:
  - (1) a chair who is one of the board members; and
  - (2) at least two other people who are non-executive, independent members of the board.
- (b) The secretary of the Committee will be determined by the chair of the Committee in consultation with the CEO.
- (c) The effect of ceasing to be a member of the board is the automatic termination of appointment as a member of the Committee.

### 5 Meetings

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- (a) The Committee will meet as often as the chair of the Committee determines necessary and must meet at least twice a year.
- (b) The chair of the Committee will call a meeting of the Committee if so requested by any member of the Committee or by the chair of the board of UNICEF Australia.
- (c) The quorum for meetings is at least two Committee members.
- (d) If the chair of the Committee is absent from a meeting, the members of the Committee present at the meeting have the authority to choose a Committee member to chair that particular meeting.
- (e) Attendance by members at Committee meetings will be disclosed in the annual report.
- (f) Proceedings of all meetings will be minuted by the Committee secretary, approved by the Committee and signed by the chair of the Committee meeting. Minutes of meetings will be available to the UNICEF Australia board.
- (g) Decisions will be made by a majority vote of those Committee members present in person or by electronic means.
- (h) In the case of equality of votes, the chair of the Committee meeting, in addition to their deliberative vote, has a casting vote.



## 6 Committee members' interests

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A member of the Committee is not entitled to be present when their own salary or fee is discussed at a meeting or when their performance is being evaluated.

## 7 Reporting

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- (a) The Committee reports to the board of UNICEF Australia.
- (b) All recommendations of the Committee will be referred to the board for approval unless delegated otherwise by the full board.

## 8 Access to information and advice

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- (a) The Committee will have unrestricted access to all staff and advisers of UNICEF Australia.
- (b) The Committee may invite UNICEF Australia's management team to attend and present at meetings of the Committee. The CEO will be informed in advance of any such invitations
- (c) The Committee may take independent legal, financial, remuneration or other professional advice or assistance, at the reasonable expense of UNICEF Australia, in carrying out its functions. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee may request such information, advice or assistance via the chair of the Committee.

## 9 Review and publication of charter

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- (a) The Board will review, at least every three years, the membership and this Committee charter to ensure it remains consistent with the Board's objectives, responsibilities and circumstances.
- (b) The Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

## Schedule 7

### Programs Committee Charter

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#### 1 Establishment

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The Programs Committee is established by the Board under Article 12.6 (f) of the Constitution.

#### 2 Purpose

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The purpose of the Programs Committee is:

- 2.1 To provide guidance and external positioning on the results for children achieved through the International Programs and Australian Programs' strategies;
- 2.2 To ensure policy and practice within UNICEF Australia is aligned with and responsive to the changing Australian aid context;
- 2.3 To provide background briefing and recommendations to the Board on any decisions requiring Board approval.
- 2.4 To assist the Board to effectively discharge its responsibilities to ensure adequate and effective risk identification and management processes are in place and operating effectively; and to ensure UA's compliance with the ACFID Code of Conduct and DFAT requirements for accreditation;

Programs refer to all key strategies we employ to deliver results for children and includes partnerships for action, advocacy, youth voices and knowledge generation.

In order to carry out its role the Committee may:

- 2.5 Scan the external environment to assist in the identification of opportunities to expand our impact for children
- 2.6 Review the International Programs' and Australian Programs' Strategies in conjunction with ELT members and senior Programs staff;
- 2.7 Liaise with senior Programs staff on emerging issues and changes in the Australian aid context and other contexts relevant to UA progressing its child rights agenda;
- 2.8 Monitor the risk profile and any mitigation measures;
- 2.9 Utilise their networks within the Australian aid sector research, programs and potential partners to further the work of UNICEF Australia and to support policy and program opportunities.



### 3 Referral of issues

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The Programs Committee may determine matters delegated by the Board to it for decision. The CEO or the Director of International Programs and Director of Australian Programs (or person acting in such position) may refer any matter as they see fit for consideration by the Programs Committee.

### 4 Membership

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- a. Members, including the Chair of the Committee, are appointed by the Board.
- b. The Committee should consist of
  - i. non-executive, independent directors of UNICEF Australia
  - ii. at least three members.
- c. The Chair of the Committee will be a member of the UNICEF Australia Board
- d. The effect of ceasing to be a director of the Board is the automatic termination of appointment as a member of the Committee.

### 5 Meetings and Attendance

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- a. The Committee will meet as often as the chair of the Committee determines necessary and must meet at least twice a year.
- b. The Chair of the Committee will call a meeting of the Committee if so requested by any member of the Committee or by the Chair of the Board.
- c. A quorum shall be any 2 members.
- d. Should the Chair of the Committee be absent from the meeting, the members of the Committee present at the meeting have the authority to choose one of their number to chair that particular meeting.
- e. Attendance by members at committee meetings will be disclosed in the annual report.
- f. The secretary of the Committee will be determined by the Chair in consultation with the CEO.
- g. Proceedings of all meetings will be minuted by the secretary, approved by the Committee and signed by the Chair of the meeting. Minutes of meetings will be available to the full Board.
- h. ELT members and senior Programs staff are entitled to attend all meetings of the Committee and to participate fully in the Committee's deliberations. However, they may not be members of the Committee nor may they vote on any matter before the Committee.

## 6 Voting

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- a. Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b. In the case of equality of votes, the Chair of the meeting, in addition to their deliberative vote, has a casting vote.

## 7 Reporting

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- a. The Committee reports to the board of UNICEF Australia.
- b. All recommendations of the Committee will be referred to the board for approval unless delegated otherwise by the full board.

## 8 Review and publication of charter

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- a. The Board will review, at least every three years, the membership and Charter of the Committee to ensure it remains consistent with the Board's objectives, responsibilities and current circumstances. The Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.