

Programs Committee Charter

1 Establishment

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

2 Purpose

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

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

- 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

- 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

- 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

- 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

- 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.

VERSION CONTROL

Document description Programs Committee Charter
Document applies to UNICEF Australia Document owner Company Secretary
Document approved by Board of Directors 25 August 2021
Version number 1.0
Creation date July 2021