THE HOUSING CONNECTION
BOARD GOVERNANCE MANUAL

The Housing Connection

Together. Your choices. Your dreams.

CONTENTS PAGE

1. INTRODUCTION

1.1. Introduction

The purpose of this manual is to bring together all the essential governance information that the Directors of The Housing Connection Limited need to know in order to carry out their duties effectively. The terms Director and Board Member are used interchangeably in this governance manual.

1.2. Nature of the Company

The Housing Connection Ltd (THC) is a public company limited by guarantee, which was incorporated in accordance with the *Corporations Act 2001* (Cth). The object of THC, as stated in its THC CONSTITUTION **(APPENDIX 1:)**, is to *'establish, undertake and coordinate activities, which will assist people with disabilities*.'

THC is a not-for-profit organisation registered as a public company limited by guarantee with the Australian Securities and Investments Commission (ASIC) and the Australian Charities and Not-for-Profits Commission (the ACNC).

2. DEFINING GOVERNANCE ROLES

2.1. Role and Powers of the Board

The governing body of THC is the Board, which provides oversight of THC in accordance with relevant Legislation (including the *Corporations Act 2001* (Cth) and THC CONSTITUTION **(APPENDIX 1:)**. Some reporting obligations under the *Corporations Act 2001* (Cth) do not apply to companies registered with the ACNC. Generally, THC must contact ASIC for anything related to its corporate status and the ACNC in relation to its charitable status. The websites of ASIC (*www.asic.gov.au*) and the ACNC (*www.acnc.gov.au*) set out the reporting and governance obligations of companies registered with each body.

In summary, the responsibilities of the Board include:

Strategy

- Providing strategic direction to the organisation and deciding upon the organisation's strategies and objectives in conjunction with the CEO;
- Monitoring the strategic direction of the organisation and the attainment of its strategies and objectives in conjunction with the executive;

Performance

- Monitoring the operational and financial position and performance of the organisation generally;
- Driving organisational performance so as to deliver member value or benefit;
- Assuring a prudential and ethical base to the organisation's conduct and activities having regard to the relevant interests of its stakeholders;
- Approving the organisation's budgets and business plans and monitoring major capital expenditures, acquisitions and divestitures, and capital management generally;
- Ensuring that the organisation's financial results are appropriately and accurately reported in a timely manner in accordance with constitutional and regulatory requirements;

Compliance

- Assuring the principal risks faced by the organisation are identified and ensuring that appropriate control and monitoring systems are in place to manage the impact of these risks;
- Reviewing and approving the organisation's internal compliance and control systems and codes of conduct;
- Assuring that the organisation's financial and other reporting mechanisms are designed to result in adequate, accurate and timely information being provided to the Board;

People

- Appointing and, where appropriate, removing the CEO, monitoring other key executive appointments, and planning or monitoring executive succession or management capability planning;
- Overseeing and evaluating the performance of the CEO, and through the CEO, receiving reports on the performance of other senior executives in the context of the organisation's strategies and objectives and their attainment;
- Reviewing and approving the CEO's remuneration and, in conjunction with the CEO, the remuneration of other senior executives;
- Appointing and, where appropriate, removing the Chair, Treasurer and Company Secretary;
- Ensuring sound Board succession planning, including strategies to ensure the Board is comprised of individuals who can meet the responsibilities of Directors of the organisation;

Accountability

- Ensuring that the organisation's affairs are conducted with transparency and accountability;
- Overseeing the design, implementation and periodic review of appropriate and effective policies, processes and codes for the organisation, including with respect to ethics, values, conduct, securities trading, disclosure of securities' price-sensitive information, employment, remuneration, diversity and otherwise; and
- Overseeing member and stakeholder information flows.

The powers, duties and responsibilities of the Board are set out in Section 15 of the Constitution.

Each Director's personal financial liability with respect to a public company limited by guarantee is limited as long as they perform their duties in accordance with the law.

2.2. Board Composition

2.2.1. Key Provisions

The provisions in relation to Board composition are set out in Section 16 of the **Constitution (Appendix 1)**. In summary:

- The Board is comprised of a Chair and up to seven additional Directors.
- Directors are elected by members at the Annual General Meeting.
- If there are vacancies on the Board, additional Directors may be appointed to fill those vacancies.
- The Board may appoint subcommittees to fulfil specific functions.

The Board seeks to ensure that its Directors have the relevant skills, knowledge, experience and independence to effectively discharge its duties and responsibilities within an organisation that recognises the importance of having a balance of views.

2.2.2. Board Skills Matrix

The Board maintains a BOARD SKILLS MATRIX (**APPENDIX 2:**) that sets out the mix of skills and experience of each Director, which is reviewed at least annually. The Board Skills Matrix is used for succession planning purposes to ensure diversity in the mix of skills of the Board.

2.2.3. Board Diversity

THC's Board recognises the benefits and competitive advantage of a diverse Board and, as such, has a strong commitment to diversity and inclusion. The recruitment of new Directors must consider diversity comprehensively to support THC's effective governance, oversight and strategic leadership.

2.3. Role of Individual Directors

2.3.1. Governance Responsibilities

Directors are expected to:

- attend and participate in Board meetings and meetings of committees on which they serve;
- review meeting materials before Board and Committee meetings;
- act in a proper and lawful manner, with integrity, fairness and honesty;
- maintain an awareness of the impact of their professional and personal actions on the reputation and standing of the organisation with members, participants, funding bodies, Government and stakeholders;
- exercise independent judgement when making decisions;
- keep all Board information, discussions, deliberations and decisions confidential;
- avoid any action, position or interest that conflicts with an interest of the organisation or which gives an appearance of such a conflict (see 2.8 Conflict of Interest and Appendix 7 Director Conflict of Interest Process); and
- comply with their legal duties when discharging their responsibilities, including:
    - to exercise their powers and discharge their duties with care and diligence;
    - to exercise their powers and discharge their duties in good faith, in the best interests of THC and for a proper purpose;
    - to exercise their powers to prevent the insolvent trading of THC;
    - not to improperly use their position to gain an advantage for themselves or someone else or to cause detriment to the company;
    - not to improperly use information obtained by virtue of their position.

Directors are encouraged to ask questions of, request information from, and raise any issue of concern with the CEO, preferably before a meeting, so that the CEO is prepared to address them.

2.3.2. Culture, Conduct and Values

In accordance with the organisation's values, the Board is responsible for ensuring that participants, family members, staff, and volunteers are treated with respect and provided with a service of the highest possible quality within available resources. The Board upholds these values themselves at all meetings, social functions and any interactions they may have with any individual.

2.4. Role of the Chair

2.4.1. General

The Board appoints the Chair from among its members. The Chair holds that office at the discretion of the Board until removed from office by the Board or until the Chair resigns from office or is no longer a Board member. No person can hold the office of Chair for more than nine years.

2.4.2. Responsibilities Inside the Boardroom

The Chair is responsible for:

- liaising with the CEO as the primary contact between the Board and management and establishing and maintaining an effective working relationship with the CEO;
- setting the tone for the Board, including the establishment of a common purpose, values and code of behaviour;
- chairing Board meetings efficiently and shaping the agenda in relation to goals, strategy, budget and executive performance;
- reporting to Board members on key corporate matters and matters discussed with the CEO in between/ outside Board meetings;
- obtaining appropriate information (both financial and non-financial) to present to the Board;
- encouraging contributions by all Board members and seeking consensus when making decisions;
- supporting effective and robust Board discussions by encouraging Board members to raise constructive questions with the CEO;
- motivating Board members and, where appropriate, dealing with underperformance;
- overseeing and facilitating the selection of Board committee members;
- overseeing and facilitating Board member and committee evaluation reviews and succession planning;
- overseeing negotiations for the CEO's employment and evaluating the CEO's performance;
- planning for CEO succession, and
- assisting in the selection of Board committee members.

2.4.3. Responsibilities Outside the Boardroom

The Chair is responsible for:

- acting as an important link between the Board and management by clarifying Board decisions and instructions to management via the CEO;
- providing guidance to the CEO without interfering with day-to-day operations;

- meeting with the CEO regularly and sharing updates with Board members in between/ outside Board meetings;
- being visible to management and employees, and attending key THC events;
- communicating with shareholders and members on behalf of the Board and on matters of corporate governance;
- chairing shareholder or member meetings, annual and extraordinary general meetings (AGMs and EGMs), and
- being available to speak with institutional contributors and significant stakeholders.

2.4.4. Disability Sector Understanding

To discharge these responsibilities, the Chair must have an understanding of:

- intellectual disability and mental health issues, their impact on people and the needs of people living with such disabilities;
- the disability sector and key organisations, and
- governance requirements for not-for-profit organisations.

2.5. Company Secretary

The Company Secretary reports directly to the Board, through the Chair, on all matters concerning the proper functioning of the Board. In addition to those set out in the Constitution, the Company Secretary's responsibilities include:

- being the principal adviser to the Chair and Board on corporate governance matters;
- assisting the Chair with the effective functioning of the Board;
- ensuring timely completion and dispatch of Board and Committee papers;
- promoting the Board's requirements in relation to the quality, completeness and timeliness of Board papers;
- ensuring that the business at Board and Committee meetings is correctly captured in the minutes and
- facilitating the induction and professional development of all Directors.

2.6. Board's Relationship with the CEO and Staff

2.6.1. Appointment and Performance Management

- The Board appoints the CEO, who reports directly to the Board. The CEO holds office until removal, resignation or retirement or according to the terms of their contract. The Board is responsible for developing and implementing a CEO succession plan.
- The Board reviews the CEO's performance annually in relation to the achievement of strategies, goals, targets and responsibilities.

2.6.2. Delegations

The Board is primarily responsible for the strategic leadership of THC, whereas the CEO and management are responsible for internal management and execution.

Generally, the CEO is authorised and responsible for the management of THC and its operations by way of delegated authority from the Board, set out in RESPONSIBILITIES OF CEO **(APPENDIX 3:)**. In summary, these responsibilities include:

- developing business plans, budgets and strategies for consideration by the Board and implementing them;
- responsibility for the organisational performance of THC;
- being the spokesperson for THC;
- staff succession planning and mentoring, and
- proving strong and clear leadership of THC.

The Board has delegated to the CEO all its powers concerning the organisation other than the matters set out in the CEO DELEGATION POLICY **(APPENDIX 4:)** and FINANCIAL DELEGATION POLICY **(APPENDIX 5:)**, which the Board must review annually. In summary, these exceptions to the CEO's powers include:

- major changes in strategy, operations or policy;
- adoption of the annual budget;
- payments beyond delegated authority limits;
- potential legal action or insurance claims by or against THC;
- new projects to be undertaken, and
- creating or terminating a long-term interest in the purchase, sale or lease of property.

2.6.3. Responsibilities of the CEO in Relation to the Board

With respect to Board accountability, the CEO must:

- collaborate with and provide advice to the Board with respect to periodically reviewing and updating the strategic plan;
- report to the Board on the status of policies, strategies, directions and operational plans (business and otherwise) set or approved by the Board;
- inform the Board of all events within, or which reasonably should be within, his/her knowledge or awareness, which may or do have a material impact on THC's activities or wellbeing;
- report to the Chair the proposed appointment or dismissal of any Manager reporting directly to the CEO;
- observe limitations of authority as set from time to time by the Board;
- regularly meet and consult with the Chair on such matters and any other matters the CEO believes should be discussed with the Chair;
- provide the Board with a detailed analysis of risk and appropriate mitigating strategies and
- assist the Board in fulfilling its due diligence and governance obligations.

2.6.4. Board's Relationship with Management and Staff

The CEO is responsible for communicating Board decisions to management and staff. In the event management and staff wish to communicate their views to the Board, this should be communicated through the CEO.

2.7. Code of Conduct

The culture and behaviour of the Board are fundamental to its effectiveness and to the performance of THC as a whole. The BOARD CODE OF CONDUCT **(APPENDIX 6:)** sets out the standards of ethical conduct with which Directors are required to comply.

2.8. Conflict of Interest

2.8.1. Meaning of Conflict of Interest

A conflict of interest occurs when a Director's private or business interests are likely to be advanced due to that Director's role, activity or access to information as a member of the Board. Conflicts of interest arise when Directors have duties of loyalty to more than one organisation or themselves personally.

The Board places great importance on all Directors declaring any existing or potential conflicts of interest and addressing any such conflicts of interest with integrity. Board members are required to place self-interest and the interest of other individuals or organisations second to the interest of THC.

2.8.2. Board Process

In the event of a potential conflict of interest, the conflict must be disclosed, and the Board must follow the DIRECTOR CONFLICT OF INTEREST PROCESS **(APPENDIX 7:)**.

2.9. Privacy and Confidentiality

THC is required by the following Legislation to uphold participant confidentiality in all its activities:

- Disability Inclusion Act 2014 (NSW);
- NDIS Act 2013 (Cth);
- Privacy and Personal Information Protection Act 1998 (NSW); and
- Privacy Act 1988 (Cth).

This means Directors must treat with confidentiality and integrity any information they obtain about any participant, family member of a participant or staff member of THC. Directors are required to sign a DIRECTOR CONFIDENTIALITY PLEDGE **(APPENDIX 8:)** as soon as they are elected to the Board.

If Directors need to discuss the circumstances of a THC participant, the following procedures must be followed:

- full names of participants are not to be used at Board meetings;
- information in relation to any participant or staff member is confidential and
- THC documents must be kept in a safe and secure place including electronic records, and disposed of by Directors by shredding at THC's office (and not disposed of at home) or deletion as the case may be.

THC takes seriously its confidentiality obligations to participants and staff.

3. BOARD FUNCTIONS

3.1. Strategy

The Board is responsible for providing strategic direction to THC and, in conjunction with the CEO, deciding upon strategies and objectives appropriate to carry out THC's mission and purpose.

The Board is responsible for monitoring the strategic direction of THC and, in conjunction with the management team, attaining THC's strategies and objectives.

The Board must initiate a strategic planning process every three years and approve a strategic plan for THC. Any strategic plan must consider the views of stakeholders, including participants, members, staff, families and committee members. The CEO reports to the Board, per the annual board reporting timelines, on implementing the strategic plan.

The Chair must ensure that sufficient time is set aside to discuss strategic matters at each Board meeting.

3.2. CEO

The Board is responsible for the appointment, remuneration, mentoring, performance review, succession planning and, where necessary, dismissal of the CEO.

3.2.1. Appointment

The Board appoints the CEO, who reports directly to the Board. The CEO holds office until removal, resignation or retirement or according to the term of their contract.

3.2.2. Remuneration

The Board reviews and determines the CEO's remuneration package when the CEO is appointed and afterwards on an annual basis, at the same time as the CEO's performance review (see 3.2.4). This package should be at a level commensurate with not-for-profit organisations of similar purpose and size.

3.2.3. Mentoring

The relationship between the Board and CEO is central to THC's sound governance, and Directors are expected to provide guidance and direction to the CEO. This responsibility rests primarily with the Chair, as the primary contact between the Board and CEO.

3.2.4. Performance Review

The Board is responsible for continually monitoring the performance of the CEO with respect to:

- achievement of results with respect to agreed goals;
- compliance with organisational policies, and
- fulfilment of the Responsibilities of the CEO (Appendix 3).

The Board conducts a performance review of the CEO on an annual basis in accordance with the following process:

- the Chair asks the Board for feedback as to the CEO's performance, taking into consideration any unpredictable management priorities that may have affected the CEO's performance;

- the Chair, and the Chair of the Governance Committee meet with the CEO to conduct the performance review;
- the CEO has the opportunity to provide input in relation to their performance and the performance review;
- any areas requiring improvement and recommendations for action are identified and reviewed three months after the review;
- the outcome of the performance review (including CEO feedback) is communicated to the Board, and
- the Chair sends a letter to the CEO confirming the outcome of the performance and remuneration review.

3.2.5. Succession Planning

A major risk to THC is the loss of the CEO. In the event a new CEO is to be appointed, the Board shall develop and follow a CEO succession plan, which shall include details about the recruitment and appointment process. THC strives to make internal promotions whenever possible.

In the event of an unexpected loss of the CEO, the Chair shall appoint an acting CEO who shall remain in that position until a new CEO is appointed pursuant to the CEO succession plan.

3.3. Monitoring of Organisational Performance

3.3.1. Monitoring Process

The Board is responsible for monitoring THC's organisational performance, including its quality of service delivery, audit process and compliance with policies and practices related to financial performance, staffing (performance and satisfaction), risk management and Work Health and Safety.

The CEO is responsible for overseeing the production of regular reports and providing all documentation necessary to enable the Board to fulfil its obligation to review performance.

3.3.2. Quality Service

The Board is responsible for monitoring the CEO's implementation of quality service delivery that complies with the requirements of the NDIS or any other relevant authority.

3.3.3. Audit Process

The Board is responsible for appointing a qualified external auditor with appropriate knowledge, skills, and experience relevant to THC, subject to members' approval at the next AGM. The Board and Finance Manager review the auditor's performance on an annual basis before the AGM.

The external auditor is required to attend the AGM and be available to answer questions relating to the audit, including the preparation and content of the auditor's report and the accounting policies and practices adopted in relation to the preparation of THC's financial statements.

3.4. Compliance Policies and Practices

3.4.1. Oversight

- The Board is responsible for overseeing THC's compliance policies and practices to ensure that it adheres to all relevant legislation, regulations, and standards. In doing so, the Board must adhere to the highest ethical standards and comply with the Board Code of Conduct (Appendix 6).

- The CEO is responsible for submitting a CEO Compliance Report (Template - Appendix 9) to each Board meeting. The Compliance Report provides a means for identifying key legislative and regulatory requirements relevant to THC and tracking THC's record of compliance. It also identifies areas of risk and any action needed to achieve compliance.

3.4.2. Work Health and Safety Compliance

THC is committed to mitigating risks to the health, safety and welfare of all of THC's participants, employees, contractors and volunteers.

The responsibilities of the Board in relation to Work Health and Safety, which may not be delegated, are:

- legal responsibility for ensuring legal compliance with all Work Health and Safety legislation and
- responsibility for undertaking due diligence in relation to Work Health and Safety by showing that every reasonable precaution has been taken to protect the health, safety and welfare of all persons in the workplace in accordance with the Occupational Health and Safety Act (NSW).

Accordingly, the Board is required to:

- establish a system of corporate governance and risk management where Work Health and Safety performance is reported to and reviewed by the Board on a regular basis;
- promote a culture and an environment where Work, Health and Safety are of the utmost importance to the operation of THC, and
- approve the allocation of funds to ensure appropriate Work Health and Safety program resourcing.

3.4.3. Financial Control

The Board is responsible for ensuring the financial viability of THC and compliance with all ASIC and ACNC requirements.

The Board approves all financial budgeting and planning, which is designed to support the Board's strategy for THC. All budgets are prepared by the CEO and Finance Manager and must contain sufficient relevant information to enable the Board to:

- measure performance vs planning;
- forecast future performance based on current actuals;
- assess the impact of proposed business changes to the financial statements, and
- have confidence in the quality of the financial data so that the Board can make decisions.

3.5. Risk Management

- Risk management in any organisation is the process of defining and analysing risks and deciding on the appropriate course of action to minimise those risks while still achieving the organisation's goals. The Board is responsible for the overview of THC's risk management policies, practices and performance.

- In undertaking risk management, the Board must identify and address all major sources of potential opportunity for and harm to THC whilst appropriately balancing risk and reward potential.
- The CEO is responsible for implementing appropriate risk management systems within the organisation and must provide a risk report at each board meeting, bringing issues of concern to the attention of the board.
- The Board also undertakes an annual review of THC's risk strategy and risk profile, reviews all major strategies for their impact on the risks facing the organisation and takes appropriate action.

3.6. Policies

3.6.1. Framework and Ratification

The Board is responsible for establishing a high-level policy framework for THC and for ratifying THC's operational policies. These policies set the boundaries in which THC must operate.

The INDEX OF BOARD POLICIES **(APPENDIX 10:**) sets out a list of all the Board's policies. Key policies of the Board include the CEO DELEGATION POLICY **(APPENDIX 4:**), FINANCIAL DELEGATION POLICY **(APPENDIX 5:),** BOARD CODE OF CONDUCT **(APPENDIX 6:)** and DIRECTOR CONFLICT OF INTEREST PROCESS **(APPENDIX 7:)** and other policies as determined by the Board from time to time. A full copy of any Board policy can be obtained from the CEO.

3.6.2. Delegations of Authority

The Board reserves all powers for itself except those delegated to the CEO (see clause 2.6.2 Delegations).

Where the Board decides to delegate additional authority to the CEO, or authority to management, this must be set out in a delegation of authority instrument (e.g. Board minutes or policy).

The powers to direct and manage THC rests with the Board as a whole. Individual Directors have no individual authority to act alone. The exception to this principle occurs when the Board explicitly delegates an authority to a Director individually. Such delegations are required to be recorded in Board minutes. In these circumstances, the full Board is still responsible for the actions of the individual Director.

Similarly, committees and their members require specific delegations from the Board as a whole. These delegations are contained in the charter of each committee. In these circumstances, the full Board is still responsible for the actions of each committee.

3.7. Networking

The Board plays a key role in networking on behalf of THC to assist it in achieving its goals. Developing contacts and being ambassadors of THC are important ways in which Directors can add value to the organisation.

The CEO and senior management have in-depth knowledge of the organisation and are also expected to use their networks to promote the organisation and further its interests.

To enable the Board and the management team to achieve a productive relationship, Directors are encouraged to get to know the senior managers and staff through attendance at social events.

3.8. Stakeholder Communication

3.8.1. Role in Communication

Effective communication between Directors and stakeholders is encouraged, for example, at events such as the AGM and social functions.

3.8.2. Internal Communication

The Board recognises that internal communication is one of the ways in which THC can strengthen the organisation's culture and feeling of commitment among senior managers and employees. Internal communication can occur through staff surveys, direct communication with the senior management team, social events and emails.

3.8.3. External Communication

- THC employs a variety of ways to communicate externally with stakeholders on matters relating to strategic direction, decisions, and information about operations: For example, via its website, annual report and strategic plan, media releases, newsletters, verbal or face-to-face briefings, consultations, written correspondence, sector forums and networking opportunities.
- The Board authorises the Chair, the CEO and the Manager: Client Services to speak on behalf of THC to external parties on all such matters associated with the organisation.
- In circumstances when a Director is asked to comment about THC on behalf of the Board, that Director must refer the matter to the Chair or CEO. An individual Director should not disclose information about THC without the prior consent of the Chair or CEO.

3.9. Decision Making

The Board is responsible for providing the ultimate approval of major decisions in relation to THC. Decision-making by the Board should be:

- informed and timely, based on accurate and balanced information;
- undertaken, allowing sufficient time for open and systematic discussion;
- impartial, independent, honest and forthright; and
- where possible, by consensus, aiming to find areas of commonality.

4. BOARD PROCESSES

4.1. Board Meetings

- Sections 25 - 27 of the Constitution set out the provisions in relation to Board meetings. In summary, they provide that:
    - the Board must meet at least three times a year (but in practice, it meets every two months);
    - the Chair or any Director may convene additional meetings;
    - all Board meetings require 48 hours' notice unless it is an emergency meeting;
    - the Board may transact no business unless a quorum (3 Directors) is present;

- the Chair is the Chair of every Board meeting, and in their absence, a remaining Director may be chosen;
- questions arising at any Board meeting are determined by a majority of votes of Directors, and in the event of an equality of votes, the Chair may exercise a second or casting vote; and
- an urgent decision that cannot wait until the next Board meeting can be dealt with by circulating a resolution, which is decided by a two-thirds majority vote.

- Following each AGM, the Board approves a schedule of meetings for the following year. These meetings are held at the offices of THC. The Board endeavours to hold meetings in person, but they may be held electronically, for example, via Zoom where necessary.
- Meetings are attended by all Board members, the CEO and any other senior staff members, as approved by the Chair.
- The Chair ensures that all meetings are conducted in an orderly manner, that all Directors are heard and that decisions reached at Board meetings are recorded.
- The Board may, at any time, meet in-camera without the CEO or any members of management present to allow Directors to raise or explore issues of concern or for clarification.

4.2. Board Meeting Agenda

The CEO prepares Board meeting agendas in consultation with the Chair. After ratification by the Chair, the agenda is circulated to all Directors at least 48 hours prior to the meeting. Any Director can ask the Chair to add an item to the agenda.

4.3. Board Papers

Board papers must be circulated to Directors at least 48 hours (but preferably five business days) before each meeting and shall include the following:

- Agenda
- Minutes of the previous meeting
- Documentation supporting submissions that require decisions
- CEO's report
- Work Health and Safety Report
- Financial Reports
- Major Correspondence
- Other material relevant for Directors

4.4. Board Minutes

Board minutes are a concise summary of the matters discussed at the Board meeting and reflect a balance of discussion and resolution.

Minutes are prepared in draft by the Company Secretary (or any other minute taker appointed by the Board). Once approved by the Chair, minutes are circulated to the CEO and Directors. At the beginning of the next Board meeting, minutes are reviewed, altered if necessary, approved and signed by the Chair.

4.5. Board Calendar

Each year, the Board adopts a rolling twelve-month Board calendar and agenda, which includes all scheduled Board and Committee meetings, major Board activities and compliance obligations.

4.6. Committees

- To enable a more effective consideration of complex or specialised issues and to use Directors' time more efficiently, the Board delegates work to the following committees:
  - Finance and Property Committee;
  - Governance Committee; and
  - Quality and Risk Management Committee.
- Directors serve on these committees, which in turn make recommendations for action to the Board. This ensures that the Board retains collective responsibility for corporate decision-making. To avoid any doubt, committees are not delegated decision-making powers, and the Board retains the authority to consider, approve, or reject all committee recommendations. Board committees do not mirror operational divisions, projects or staff functions. The capacity of the Board to establish committees is contained in Section 26 of the THC CONSTITUTION **(APPENDIX 1:)**.
- A further Participant Advisory Committee is made up of participant members and reports through the CEO to the Board.
- Each committee has their own Committee Terms of Reference (Appendix 11):
- At each Board meeting, the Chair of each committee provides a verbal update on the progress of the work of the committee. All committee minutes form part of the Board papers.

5. BOARD EFFECTIVENESS

5.1. Director Protection

The following measures are in place to ensure Directors can carry out their duties properly:

- Directors are entitled to seek information from the CEO or Chair regarding any matter relating to the fulfilment of their responsibilities as Directors of THC.
- The CEO holds a complete set of Board papers (by delegation from the Company Secretary) on behalf of all Directors for at least seven years. Directors are entitled to access all books and records of THC at all reasonable times.
- Any Director can ask the Board to obtain independent professional advice in relation to any matter before the Board. Such a request requires Board approval.
- Each Director has the right to seek information from the Company Secretary to assist them in carrying out their duties.
- THC must always carry appropriate Directors' and Officers' Insurance.

5.2. Board Evaluation

- The Board undertakes an annual evaluation of the Board, its Committees and the Chair, which an independent consultant may perform. The purpose of these evaluations is to encourage open and constructive discussion about performance.

- Each performance assessment remains confidential to the Board.

5.3. Term of Appointment and Election of Directors

Any Director, member or management team member may suggest a prospective Director. The Chair meets with this person. If s/he is considered suitable, at least one other Director meets with them before recommending their appointment. If the Director is deemed suitable, they are nominated for election as a Director by the members of THC.

Sections 16 and 17 of the THC CONSTITUTION **(APPENDIX 1:)** set out the provisions in relation to the term of appointment and election of Directors. In summary:

- Directors are elected for a maximum of 3 x three-year terms (nine years);
- Directors who have served for nine years may be re-elected after an absence of twelve months. After such re-election, a Director may only serve for a further three years. Any Director may only serve for a maximum of twelve years in total;
- nomination of a candidate for election as a Director must be made in writing by two members and be accompanied by the consent of the candidate;
- the Directors are elected by the members at the AGM; and
- if insufficient nominations for Directors are received to fill the positions available, any vacant positions on the Board are deemed to be casual vacancies.

THC looks for the following attributes in prospective Directors:

- the ability to support THC's values, vision, mission and principles of inclusive living and individually tailored support for people with a disability;
- willingness to carry out the legal and professional duties and responsibilities of a Director and
- relevant professional skills from among a wide range of fields, recognising that these skills are aggregated at the Board level, including:
    - Disability
    - Mental Health
    - Social Work, community development, psychology, welfare or related fields
    - Fundraising, public relations and media
    - Marketing
    - Management and governance in Not-for-Profit organisations
    - Management and Business
    - Accountancy and finance
    - Law
    - Strategic planning and decision-making

5.4. Director Induction

Each Director undertakes an induction which involves:

- meeting with the Chair and CEO for a briefing on the background of THC and a discussion about what is expected of Board members and
- receiving a Board induction checklist and access to key documentation, which include:

- this Board Governance Manual;
- the most recent Annual Report;
- recent Board minutes, and
- the current year's meeting schedule.

5.5. Director Development

Any Director who wishes to attend professional development programs in relevant areas, such as effective governance and the disability sector, should request approval from the Chair.

5.6. Dispute Resolution

- Directors are responsible for identifying and speaking with the Chair about any concerns affecting their capacity to fulfil their responsibilities.
- Any discussions concerning disputes within the Board must occur without the CEO, staff representative or participant representative present. All issues are expected to be dealt with respectfully and professionally.
- When the Board cannot resolve matters of dissent, the Chair may elect to invite an external facilitator to assist.
- If the Board cannot operate effectively, then a Special General Meeting is called to elect a new Board.

6. DOCUMENT CONTROL

Reviewing and approving this Policy		
Frequency	Reviewer/s	Approver/s
As required	Senior Management/Board	Board

Version	Policy review and version tracking			
	Review	Date Approved	Approved by	Next Review Due
1.0	Apr 2015	Jun 2015	Board	Apr 2018
2.0	Jan 2018	Mar 2018	Board	Mar 2021
3.0	Oct 2023	pending	Board	Oct 2024
4.0	February 2025	February 2025	Board	Feb 2026

APPENDICES

The Housing Connection

Together. Your choices. Your dreams.

APPENDIX 1: THC CONSTITUTION

S0.2 THC Constitution V4.0.pdf

APPENDIX 2: BOARD SKILLS MATRIX

Section A: Professional Skills

1. Essential

Skill Area	Description
Financial management	Ability to understand the issues important to financial integrity and solvency, including safeguards and procedures to protect the organisation, especially in a nonprofit context. This includes the ability to read and understand financial information, including annual reports, balance sheets, profit and loss statements, cash flows and budgets, as they pertain to nonprofit organisations.
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats that will underpin organisational responses.
Corporate governance	Knowledge and experience in best practice corporate governance structures, policies and processes, with special application to the nonprofit sector, and the ability to apply this knowledge as demonstrated through past company board experience.
Risk management	Knowledge and understanding of risk management and its application in an organisation-wide integrated risk management framework, including all elements of organisational risks.
Property Development	Experience in the strategic management of real estate assets that support The Housing Connection in achieving its medium- and long-term objectives, including the identification and evaluation of property acquisitions either as outright purchases and/or strategic partnerships.

2. Desirable

Skill Area	Description
Change management	Experience in overseeing or managing at a senior level, organisational change, including organisational processes and culture.
Interpersonal engagement	Ability to engage with, and influence, organisational stakeholders to advance The Housing Connection's interests.
Fundraising	Experience in fundraising.
Marketing	Experience in marketing and business development.
Australian Disability framework	Knowledge of the Australian Disability service provision framework and the operational and funding arrangements associated with the National Disability Insurance Scheme.
Disability Lived experience	Personal experience of intellectual disability and psychosocial support needs and experience of 24/7 and community-based supports.
Legal experience	Experience in contract, property law or a legal background – Directors have discussed the need to get external legal to avoid COI.
Strategic partnership	Experience establishing strategic partnerships to deliver outcomes against strategic objectives, for example real estate solutions.

Section B: Personal Attributes

Skill Area	Description
Communicator	Ability to constructively and appropriately debate other people's viewpoints, and to communicate effectively with a broad range of stakeholders.
Critical and innovative thinker	Ability to critically analyse complex and detailed information, readily distil key issues and develop innovative approaches and solutions to problems.
Integrity and ethics	A commitment to: • Understanding and fulfilling the duties and responsibilities of a Director and maintaining knowledge in this regard through appropriate professional development • Putting the interest of The Housing Connection before any personal interests • Being transparent and declaring any activities or conduct that might be a potential conflict • Maintaining board confidentiality.
Mission and Values	Ability and willingness to incorporate the historical context of The Housing Connection into Board deliberations and decision-making.

APPENDIX 3: RESPONSIBILITIES OF CEO

Role Purpose

To provide strategic and operational leadership, best-in-class service delivery, evolving activities, enabling growth, and ensuring THC's success and long-term sustainability.

Scope

- Oversee the ongoing growth and progress of the organisation in line with the strategic direction set by the Directors, including the development of operational plans to achieve the strategy.
- Set/cascade goals and communicate a clear and compelling vision and mission for the organisation that aligns with its purpose and values.
- Change management and workforce development. Implement changes as required to meet the marketplace's changing needs and ensure the organisation continues to be successful under NDIS.
- Ensure the provision and evaluation of high-quality services and the ability to measure and report on outcomes and impacts.
- Build the profile of the organisation and develop new revenue streams, additional housing locations and strategic partnerships as agreed with the Board.
- Build strong relationships with all stakeholders, such as customers, employees, suppliers, communities, board members and shareholders.
- Provide overall organisational and people leadership to attract, retain and develop talented, diverse and motivated people who can execute THC's strategy and vision.

Key Areas of responsibility

- Service delivery, evaluation and evolution
- Delivery of the Strategic Plan
- Operational management
- People and Organisational Leadership
- Financial & risk management
- Profile & Reputation
- Board liaison, reporting, and governance.

APPENDIX 4: CEO DELEGATION POLICY

The Board delegates to the CEO all its powers in relation to the organisation other than the following powers, which are reserved for the Board:

- approvals above or beyond delegated authorities, which are recorded in Board minutes;
- approval of major elements of strategy, including any significant change in direction;
- major changes in operations;
- adoption of the annual budget, including background papers;
- approval of the interim and final accounts;
- Directors' responsibilities for Work Health and Safety;
- the commencement or defence of litigation by THC;
- payments made to the CEO for expenses claimed, which must be authorised and ratified by the Chair;
- major change of policy, including standards of support, marketing, human resources, and financial, including credit control and operations;
- new projects to be undertaken by the organisation, and
- the purchase, sale or lease of property by THC.

APPENDIX 5: FINANCIAL DELEGATION POLICY

PURPOSE

The framework for the Board Delegations policy is contained in Section 3.6.2 of the Board Governance Manual. Pursuant to the Corporations Act 2001, directors of THC ('Directors') have the power to delegate to various individuals and groups (s 198D) and also that Directors have the right to rely on information and advice provided by others (s 189), provided that reliance is made in good faith and the Directors have reasonable grounds for assuming that the chosen delegate is competent to exercise the role.

POLICY STATEMENT

DELEGATIONS OF AUTHORITY:

1. General Principles

1.1 Delegation does not absolve Directors from responsibility.

1.2 Delegations are to positions not to individual persons.

1.3 Acting appointees may exercise the same powers as the permanent appointee to a position.

1.4 Delegates may not further delegate their powers except where specifically authorised so to do.

1.5 Delegates may not authorise expenditure, nor authorise the issue of Purchase Orders that benefit them personally.

1.6 In the event the CEO is not available an alternative member of staff, where appointed in an acting role, is authorised to exercise the same powers conferred to the CEO.

1.7 The Board may vary these delegations at any time by updating this policy; seeking an urgent variation via circular resolution with a minimum of two other approving Directors.

2. Management Delegations

	CEO	Operations Manager	Manager, Client Services	Finance Manager	Team Leader
Management and Control of operations of THC	Authorised to execute the responsibilities set out in the CEO's job description including management and control of functions and tasks necessary for running the organisation	Authorised to manage and control operations of THC in accordance with job description	Authorised to manage service delivery and all aspects of client entry, exit and support in accordance with job description.	Authorised to manage and control Finance of THC in accordance with job description	N/A

Appointment and retention of staff	Authorised to approve the appointment, terms and conditions of employment, remuneration and discharge of staff reporting to this role	Authorised to approve the appointment, terms and conditions of employment and remuneration of staff reporting to this role as long as withing budget. If not sign off by CEO is required.	Authorised to approve the appointment, terms and conditions of employment and remuneration of staff responsible for client support roles, as long as withing budget. If not sign off by CEO is required	Authorised to approve the appointment, terms and conditions of employment and remuneration of staff reporting to this role, as long as within budget. If not sign off by CEO is required	N/A
Approval of Leave	Authorised to approve leave of all employees, except their own, which is subject to approval by the Chair	Authorised to approve leave of any direct reports and Team Leaders	Authorised to approve leave of any direct reports and Team Leaders	Authorised to approve leave of any direct reports	Authorised to approve leave of direct reports
Operational Policy	Authorised to approve policies and administrative procedures that affect the overall management of THC	Approval of procedures in line with position description and policies of the organisation	Approval of procedures in line with position description and policies of the organisation	Approval of procedures in line with position description and policies of the organisation	Approval of procedures in line with position description and policies of the organisation
Public relations	Authorise routine public/media statements on behalf of THC and respond publicly to significant issues on behalf of THC. The CEO needs to advise the Board of Directors as soon as practicable in regard to any statement of a significant nature.	N/A	Authorised to respond publicly to issues affecting client wellbeing and support, after consultation with the CEO.	N/A	N/A

3. Financial Delegations – Applies to irregular or capital items

	CEO	**Operations Manager**	**Manager: Client Services**	**Finance Manager**	**Team Leaders**
Consumable goods, equipment, services, maintenance, client functions, staff training	$12,000	$2,000	$2,000	$3,000	$1,000
Credit card limits	$5,000	$2,000	n/a	$3,000	$1,000

Write offs/debt recover/property disposal	$2000	n/a	n/a	n/a	n/a
Staff expenses (e.g. meals, travel) within limits outlined in staff manual	Yes	Yes	Yes	Yes	Yes
Reimbursement of expenses for Board	$500	n/a	n/a	n/a	n/a

APPENDIX 6: BOARD CODE OF CONDUCT

Each Director must conduct themselves as follows:

- act honestly and in good faith and in the best interests of THC as a whole at all times;
- exercise a duty of care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- use the powers of office for a proper purpose in the best interests of THC as a whole;
- be responsible to key stakeholders, including members, participants, staff members and funding bodies;
- not make improper use of information acquired as a Director;
- not allow personal interests or the interests of any particular person to conflict with the interests of THC;
- declare all interests that could result in a conflict between personal and organisational priorities;
- be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- maintain the confidentiality of any information received in the exercise of their duties. It is improper to disclose this information or allow it to be disclosed unless such disclosure is authorised by the Board or is required by law;
- not engage in conduct likely to bring discredit upon THC;
- act diligently, attend Board meetings and devote sufficient time to preparation for meetings to allow for full and appropriate participation in the Board's decision making;
- scrupulously avoid deception, unethical practice or any other behaviour that is, or might be construed as, less than honest in the pursuit of THC's business;
- act in accordance with his/her fiduciary duties - this means each Director is under a legal obligation to exercise his/her powers in the best interests of THC and to act in good faith;
- comply with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role of a Director;
- abide by Board decisions once reached, notwithstanding a member's right to pursue a review or reversal of a Board decision;
- do nothing that in any way denigrates THC or harms its public image;
- not be involved in any operational matter of THC unless specifically authorised by the Chair (in consultation with the CEO); and
- not engage in behaviour that is disruptive during Board meetings.

In accordance with the induction procedure for new Directors, they are required to sign this Code of Conduct.

APPENDIX 7: DIRECTOR CONFLICT OF INTEREST PROCESS

The following process is to be followed in the event a potential conflict of interest exists in relation to any Director:

- **Disclosure** - Directors must disclose to the Board, and/or the Chair any actual or potential business or personal matter which could lead to a conflict of interest of a material nature between a Director and his/her role and relationship with THC.
- **Register of Interest -** All declared conflicts of interest are recorded in the Register of Interest. All such entries in the Register are presented to the Board and minuted at the first Board meeting following entry in the records.
- **Material Nature -** The Board determines whether the conflict is of a 'material nature' and advises the Director accordingly. 'Material nature' means that the private or business interests of the Director (or their family) are likely to be advanced through their role, activity or access to information as a Director. 'Material nature' may also mean a situation where the Director's interest takes precedence over the interests of THC and/or other individuals within THC.
- **Course of Action -** Where a conflict of interest is identified and/or registered and the Board decides that it is of material benefit to the Director or material significance to THC, the Board then determines the appropriate course of action. The Board may ask the Director concerned to:
- withdraw from any decisions pertaining to the matter; or
- withdraw from any discussions and decisions pertaining to the matter; or
- temporarily step down from the Board until the matter is resolved.
- **Access to Information -** The Board determines what records and other documentation of THC relating to the matter will be available to the Director with the conflict of interest.
- **Minutes -** All discussions in relation to any such conflict are to be recorded in the Board minutes.

APPENDIX 8: DIRECTOR CONFIDENTIALITY PLEDGE

TO:

From: The Housing Connection Limited

Date:

In your voluntary position on THC Board you will be participating in and be subject to a great deal of verbal and written information, much of which will be of a confidential nature. Please understand that you are asked to respect the confidentiality of the people we support and work with by adhering to the following guidelines:

1. All information obtained with regards to consumers, parents, advocates, staff and management and administration of the service will be treated in total confidence, both during & after your Directorship.
2. This means this information will only be discussed with other Directors and relevant employees of THC.
3. Approval by the person with the disability will be sought before any matter is discussed outside the service. Where the person is unable to give informed consent, the person responsible or their guardian should be approached. Documents that are highly confidential or contentious in nature should also have the approval of the Client Services Manager for release.
4. No notes or summaries of individuals inside the service will be taken home. Any information relating to the organisation should be returned if you resign your position with the Board.
5. Participants and any other confidential THC business is not to be discussed in any public location.

Please read the above carefully. If you have any questions, please speak to the Chair.

Please sign the form below indicating your agreement to these requirements and return it to the CEO or Administration Officer.

Signature Date

APPENDIX 9: CEO COMPLIANCE REPORT

	Compliance Area	Requirements	Status C=Complies I=Issue	Comment
1	Participant support and obligations under the Disability Inclusion Act 2014 (NSW). NDIA and NDIS legislation and standards	All contractual obligations and standards are being met.		
2	NDIS registration requirements	Services are meeting the conditions of NDIS registration.		
3	ASIC and ACNC Corporations Act 2001 (Cth) ACNC Act 2012 (Cth)	All reporting up to date and accurate; requirements of Legislation being met.		
4	Financial Corporations Act 2001 (Cth)	Organisation is solvent; cash flow is positive; accounting standards being met; reporting meets standards set by Board and Legislation; budget being met or variances approved by Board GST, and superannuation payments are up to date.		
5	Insurance	Directors, Third Party (Public Liability & Workers Compensation), office, motor vehicle and other insurances are in appropriate terms and amounts and up to date.		
6	Taxation	All taxation obligations are met.		
7	Employment, Industrial relations, compliance with SCHADS and/or National Employment Standards (NES) Fair Work Act 2009 (Cth) Fair Work regulation 2009 (Cth) Industrial Relations Act 1996 Long Service Leave Act 1955	Policies are in place, employee disputes are being managed, and performance is being handled. Legislation being complied with.		
8	Work Health and Safety Work Health and Safety Act 2011 (Cth)	Policies and practice to manage and provide a safe workplace to all staff.		
9	Workers Compensation Workers Compensation Act 1987 No 70 Workplace Injury Management and Workers Compensation Act 1998 No 86	Meeting injury management obligations and requirements of Legislation.		
10	Quality measurement	Quality management system with external verification approval is in place.		
11	Risk Management	Risks for all clients, all new projects and financial processes are assessed and strategies in place to manage known or anticipated risks; Non-client risks are identified in risk management plan and policy and process in place.		
12	Privacy Privacy Act 1988 (Cth) No 119 Privacy and Personal Information Protection Act 1998 No 133	Obligations to clients and staff under *Privacy Act* are met.		

APPENDIX 10: INDEX OF BOARD POLICIES

Ref	V	PPN	Title	Version	Review Due	Committee
S	0	01	Introduction to THC	3.0	1/6/2028	Governance
S	0	02	THC Constitution	4.0	as needed	Board
S	1	12	Participant Risk Policy	5.0	1/06/2028	Quality and Risk
S	1	13	Management of Abuse, Injury & Neglect Policy	4.1	1/06/2028	Quality and Risk
S	1	07	Financial management of Participant's Funds Policy	5.0	1/06/2028	Finance & Property
S	1	9	Participant Death Policy	4.0	1/06/2028	Quality and Risk
S	4	29	Managing Complaints and Disputes Policy	5.0	1/06/2028	Governance
S	4	29	Managing Complaints and Disputes Procedure	5.0	1/06/2028	Governance
S	6	33	Board Recruitment, Induction and Training Policy	5.0	1/06/2028	Governance
S	6	33	Board Recruitment, Induction and Training Procedure	5.0	1/06/2028	Governance
S	6	34	Board Governance Manual	4.0	1/02/2026	Governance
S	6	35	Legal and Contractual Compliance Policy	5.0	1/06/2027	Governance
S	6	36	Organisational Planning and Review Policy	5.0	1/06/2028	Governance
S	6	36	Organisational Planning and Review Procedure	5.0	1/06/2028	Governance
S	6	40	Financial Management Policy	5.0	1/06/2028	Finance & Property
S	6	40	Financial Management Procedure	5.0	1/06/2028	Finance & Property
S	6	42	Risk Management Policy	4.0	1/06/2027	Quality and Risk
S	6	42	Flow chart_risk management, incidents, complaints	3.0	1/06/2027	Quality and Risk
S	6	42	THC Risk Matrix	3.0	1/06/2026	Quality and Risk
S	6	45	Organisation and Management Structure, Roles and Processes Policy	5.0	1/06/2028	Governance
S	6	47	EEO, equity and diversity policy	4.0	1/06/2028	Governance
S	6	49	Professional ethics and Code of Conduct policy	5.0	1/06/2028	Governance
S	6	53	Staff Grievance, Complaints and Dispute Resolution Policy	5.0	1/06/2028	Governance
S	6	57	Bullying Policy	3.0	1/06/2028	Governance
S	6	61	THC System & Processes Overview - reference document	1.0	1/07/2025	
S	6	65	Quality Policy	3.0	1/07/2027	Quality and Risk
S	6	67	Board Delegation Policy	5.0	1/06/2028	Governance
S	6	76	Cross Subsidisation Policy	2.0	1/06/2028	Finance & Property
S	6	78	Investment Policy	2.0	1/04/2027	Finance & Property
S	6	97	THC WHS Policy	3.0	1/06/2027	Quality and Risk
S	6	99	THC WHS Risk Management Policy	3.0	1/06/2027	Quality and Risk
S	6	68	Organisational structure	7.1	as needed	Governance
S	7	06	Conflict of interest policy and procedures	2.0	1/07/2028	Governance

APPENDIX 11: COMMITTEE TERMS OF REFERENCE

- **TOR A9.1 Governance Committee Governance Manual V4.docx**
- ***TOR A9.2 Quality and Risk Management Committee Governance Manual V4.docx***
- ***TOR A9.3 Finance and Property Committee Governance Manual V4.docx***
- ***TOR A9.4 Participant Advisory Committee Governance Manual V4.docx***