

Activ Board Charter

Activ Foundation Inc

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Introduction

The Board Governance Pack (inclusive of the Board Charter) of Activ Foundation Inc has a governance framework to ensure the Board and the organisation comply with all relevant legislation and embody relevant corporate governance best practice.

This Charter has been developed to ensure compliance and that the practices of the Board are consistent with and reflect the Board's commitment to the principles of good corporate governance.

Activ Philosophy

Our Purpose

To enable people living with disability to pursue a better life

Our Vision

Choice and freedom for all

Our Manifesto

We are proud of our heritage – those families who had the leadership and passion to build something for generations to come

They had enough courage and vision to know their children deserved better and could offer so much more

These attributes of leadership, passion, courage and vision still drive Activ today

We understand that living and working with disability is both challenging and rewarding

We are at the coalface; we support, we encourage, we develop

We listen loudly to our customers, we learn, we evolve, we get better, we act

We provide the springboard for people to be what they truly can be

Activ honours the capabilities of people with disability and honours their right to choice and freedom to live their life, full of growth and happiness

Our Values

At Activ we...

Share a passion for People – we are fully committed to support, encourage and empower our customers, staff and volunteers to be what they truly can be and have empathy for every individual circumstance.

Are Customer Driven - We are responsive to the needs, values and aspirations of our customers, their families, our colleagues and the community. We build our organisation around the customer experience.

Listen Loudly - We are active listeners, ensuring we clearly understand, and act upon it. We create an environment of open, honest, two-way communication, respect others' ideas and options and the different ways in which individuals communicate.

Create together – We are team players. We Cooperate and align our efforts to fulfil our purpose and achieve the highest level of customer satisfaction. We are

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pathfinders and creative in our solutions. We build effective relationships to achieve positive outcomes for all.

Learn & grow – We are a learning organisation. We are experienced and understand the specific needs of our customers but constantly challenge ourselves to achieve better outcomes.

Lead with Courage – We have the optimism and drive to lead from anywhere. We push ourselves to reach new heights and to step out of our comfort zone.

Our Strategic Objectives

Within three years, Activ will become the partner people choose to enable them to achieve the life they envisage. We will:

- Deliver integrated service
Activ will provide quality, seamless options that deliver individual choice, control and satisfaction
- Live a customer-driven culture
Activ will be recognised as a leader for our personalised customer experience.
- Be a Social business
Activ will operate as a creative, sustainable business, reinvesting profits for the benefit of customers and optimising social impact for communities.
- Transform through change management
Activ's ability to learn adapt and respond will be a strategic advantage.

Board Charter

Role of the Board

The central roles of the Board are to set strategic direction for the organisation in line with its purpose, to monitor performance against agreed strategies and to provide governance.

In exercising these roles the Board should be mindful of all stakeholders who may have an interest in or are affected by the activities of the organisation.

Specifically, the powers reserved to the Board are:

- Ensuring compliance with the purpose;
- Providing strategic direction to the organisation by constructive engagement in the development, execution and modification of the strategy;
- Approving strategic plans, performance objectives and budgets and monitoring progress and performance against them;
- Approving the establishment or cessation of any significant service;
- Appointing and removing the Chief Executive Officer (CEO), determining the remuneration and conditions of service, and reviewing the CEO's performance;
- Reviewing senior management succession plans and development activities and ensuring that the performance of management is regularly assessed;
- Encouraging a culture that promotes ethical and responsible decision making, adherence to safe work practices and compliance with environment and community obligations;
- Ensuring an appropriate consultation framework is in place;
- Ensuring an appropriate risk and compliance framework and controls are in place;
- Ensuring all regulatory requirements are met and ensuring compliance with the Constitution;
- Overseeing the integrity of the accounting and corporate reporting systems;
- Monitor the effectiveness of governance practices;
- Developing, monitoring and reviewing the Strategic Objectives and policies governing the operations;

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- Reviewing Board performance, effectiveness and remuneration (if any);
- Develop the Council Board Report for presentation to the Council at the AGM.

Access

The Board will have full and free access to management and any other employee of the organisation.

Deeds

Deeds should be entered into between directors severally and the organisation recording arrangements on indemnification, insurance and access to Foundation documents, at the organisation's expense.

Independent advice

The Board may obtain independent professional advice to assist in the proper exercise of its powers and responsibilities.

A director may obtain independent professional advice to assist that director in the proper exercise of powers and discharge of their duties, provided that the director obtains the prior approval of the Chairman or, if the director is the Chairman, the prior approval of a majority of non-executive directors.

If independent professional advice is obtained by a director, that director must provide a copy of any written advice to the Board as soon as practicable (subject to confidentiality and privilege considerations).

The organisation will pay the costs of the independent professional advice obtained by a director.

Delegation to the CEO

Except for the powers specifically reserved above, the Board delegates the responsibility for management to the CEO for achieving the organisation's Purpose and Strategic Objectives.

Refer to the Chief Executive Officer Delegation Policy (CEODP) set out in the relevant Appendix to this Charter.

Role of the Chair

In performing his/her role, the Chair's specific responsibilities include:

- Providing leadership and ensuring effective performance of the Board;
- Setting the agenda for Board meetings in conjunction with the CEO;

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- Arranging regular evaluation of the Board, its Committees and individual Board members;
- Ensuring that Board members have adequate opportunity to contribute;
- Seeking to develop and maintain relationships between the Board and management;
- Ensuring that Board members comply with the Board Code of Conduct and the Board Conflict of Interest Policy;
- Providing counsel and being available for consultation with the CEO;
- Establishing a protocol to take effect on occasions when the Chair is absent from Board meetings; and
- Acting as the Whistleblower Protection Officer, where appropriate, in accordance with Whistleblower Policy and Procedure.

The Chair is appointed in the terms of the organisation's Constitution. The Board should appoint as Chair one of the independent non-executive directors. However, the Board has discretion to appoint as Chair a director who is not an independent director if the Board considers that the relevant director is the most appropriate person to be appointed as Chair. If the Chair is not an independent director, the Board will determine and appoint the most appropriate director in the relevant circumstances who will assume the role of Chair when the appointed Chair is unable to act in that capacity as a result of his lack of independence.

In accordance with Activ's Director Independence Policy, an independent director is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

The roles of Chair and CEO are strictly separated and must not be exercised by the same individual.

Role of the Deputy Chair(s)

In performing his/her role the Deputy Chair's specific responsibilities include:

- meeting regularly with, and providing support and guidance to the Chair;
- being available to Executive Team, Board or Council members if they have concerns that contact through normal channels of Chair or Chief Executive Officer has failed to resolve, or which contact is inappropriate;

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- deputise for the Chair and lead meetings, as may be required; and
- Chair the Governance and Nominations Committee.

The Deputy Chair(s) is/are appointed in the terms of the organisation's Constitution. The Deputy Chair(s) should be independent non-executive directors. However, the Board has discretion to appoint as Deputy Chair directors who are not independent if the Board considers that the relevant director(s) is/are the most appropriate person(s) to be appointed. If a Deputy Chair is not an independent director, the Board will determine and appoint the most appropriate director in the relevant circumstances who will assume the role of Deputy Chair when the appointed Deputy Chair is unable to act in that capacity as a result of his/her lack of independence.

Role of Individual Board Members

In performing his/her role, Board members' specific responsibilities include:

- Diligently informing themselves about the subject matter of all decisions they are required to make;
- Contributing to the development of the strategy;
- Ensuring that they comply with the Board Code of Conduct and the Board Conflict of Interest Policy;
- Maintaining the skills and knowledge required to discharge their obligations; and
- Keeping their own performance under review, taking into account their other commitments, state of health and personal situation, to determine whether they have an ongoing capacity to meet their obligations.

Board Committees

The Board may establish standing and ad hoc Committees to assist in carrying out its responsibilities. For each Committee the Board should adopt Terms of Reference setting out its role, composition, powers, responsibilities, structure, resourcing and administration.

The appointment of a chairman and the members of any Board Committee will be made by the Board. Any decision-making power delegated to a Committee must be specified by the Board. All policy decisions should be reserved for the Board.

Standing Committees include:

- the Audit and Risk Committee;
- the Governance and Nominations Committee;
- the Service Advisory Committee;
- the Employee Advocacy Committee; and
- the Awards and Recognition Committee

Other committees may from time to time be established by the Board in accordance with the Constitution to deal with matters of special importance.

Board Composition

Members of the Board are appointed in accordance with the Constitution. The Board shall comprise members with a range of backgrounds and experience.

The Board must consist of a majority of non-executive directors who are assessed to be independent in accordance with organisation's Policy on Director Independence.

New Board members will be appropriately inducted.

By accepting appointment to the Board, the Board member agrees to subscribe to and be bound by the Constitution and this Board Charter.

Board Meetings

- Board meetings are to be held as per the terms of the Constitution, generally on the fourth (4th) Monday afternoon of each month except as otherwise agreed;
- Additional days should be allocated each year for reviewing the strategy;
- Board and Committee papers should be provided to Board members sufficiently far in advance of scheduled meetings to allow adequate preparation;
- The Chairman may at his discretion convene an unscheduled meeting. Urgent decisions, where it is not practical to convene a meeting, may be made by resolution circulated in writing.
- Minutes of the meeting are to be circulated to all members electronically within seven (7) days of the meeting. Members be given the chance to the review the same and seek any amendment/clarification necessary within seven (7) days. Once all members have approved the minutes, the Chairman shall be authorised to approve the minutes, and will sign the same or cause his/her electronic signature to be attached. All minutes are to be finalised within 21

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days of the meeting, with the intention that they are then included in the next meeting for noting purposes only.

Corporate Governance Charter Review

This Charter will be reviewed regularly and updated as required.

Appendix A

Constitution (AQuA 96)

<http://activnet/Intrallogic/content/96.pdf>

Appendix B

Audit and Risk Committee Terms of Reference (AQuA 2023)

<http://activnet/Intralogic/admin/content/985.pdf>

Appendix C

Governance and Nominations Committee Terms of Reference (AQuA 1487)

<http://activnet/Intrallogic/content/1487.pdf>

Appendix D

Service Advisory Committee Terms of Reference (AQuA 1910)

<http://activnet/Intrallogic/content/1910.pdf>

Appendix E

Employee Advocacy Committee Terms of Reference (AQuA 252)

<http://activnet/Intrallogic/content/252.pdf>

Appendix F

Awards and Recognitions Committee Terms of Reference (AQuA 2023)

<http://activnet/Intrallogic/content/2023.pdf>

Appendix G

Board Members' Code of Conduct (AQuA 141)

<http://activnet/Intralogic/admin/content/141.pdf>

Appendix H

Board Members' Conflict of Interest Policy (AQuA 142)

<http://activnet/Intralogic/admin/content/142.pdf>

Appendix I

Chief Executive Officer Delegation Policy (CEODP) (AQuA 2010)

<http://activnet/Intrallogic/admin/content/2010.pdf>

Appendix J

Director Independence Policy (AQuA 2272)

<http://activnet/Intralogic/content/00004311/2272.pdf>

Appendix K

Activ's Blueprint

<http://activnet/Intralogic/content/00004363/Activ%20Blueprint.pdf>