

UNICEF AUSTRALIA BOARD CHARTER

This document is to be read in conjunction with the Constitution.

1. Role of the Board

The Board is responsible for setting and monitoring UA's overall strategic direction and priorities with particular reference to –

- ensuring that UA as an entity and all UA staff place 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 they do;
- ensuring that UA is meeting and continues to meet its obligations to UNICEF as expressed in the Recognition Agreement in place from time to time;
- ensuring that UA is meeting and continues to meet its obligations to DFAT, ACNC, ACFID and other regulatory authorities.

In carrying out its role, the Board seeks to ensure that it adds value by guiding, assisting and supporting management to achieve UA's goals.

The Board as a whole and Directors individually are required at all times to discharge their responsibilities honestly, diligently and to the highest ethical standards.

2. Matters Reserved to the Board

The Board has reserved the following matters to itself –

- setting and monitoring overall strategic direction and priorities;
- corporate governance, including risk management, and corporate compliance;
- selection, appointment and all matters pertaining to the employment of the Chief Executive;
- composition of the Board itself, including Board performance and refreshment;
- approval and monitoring of the annual budget;
- approval of and amendments to the Policies & Procedures Manual

3. Board Composition

UA's Constitution prescribes the minimum and maximum numbers of Directors who may be in office at any time.

UA's Board must be comprised entirely of voluntary independent Directors.

Directors may not receive remuneration or recompense of any kind as a result of their holding office as Directors but Directors may be reimbursed for reasonable out of pocket expenses, if any, necessarily incurred in attending Board meetings or carrying out their duties as Directors.

UA's Board comprises Directors who bring together the qualifications, expertise and experience necessary to enable the Board to provide leadership and vision to UA and to discharge its responsibilities to a high professional and ethical standard.

4. Board Terms

Directors are elected to the Board of UA to serve for a three year period. If re-elected they can serve for a maximum of three (3) terms. Each Director can serve for only a total of nine years. On completion of nine years' service, a director would stand down from re-election for at least one year.

The office holders of President and Deputy President are elected from within the current members of the Board of UA for three (3) years. If re-elected to the Board, the President or Deputy President can hold the office for a maximum of two (2) terms before standing down from re-election for at least one year from the office holder position.

5. Board Meetings

UA's Board normally meets six times each year. In addition, the Board has established a number of committees which meet between formal Board meetings and which focus on particular areas of UA's operations.

The Executive Management Team are entitled to attend and participate in Board meetings but are not entitled to vote on any matter before a meeting. Other staff members may be invited to attend meetings, either in whole or in part, as required.

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

Directors are required to declare any personal or prejudicial interest they may have in any matter before a meeting and may be prohibited from participating in the consideration of any matter in which they have an interest. Directors are also required to complete an annual written declaration.

Directors are required to decide matters before them honestly and ethically and having regard only to UNICEF's mandate and ideals and their corporate responsibilities under Australian law.

Whilst minutes of each Board meeting are taken and kept, the proceedings of and discussions at Board meetings are confidential. Directors are prohibited from divulging to any third party the details of Board discussions except as are recorded in the confirmed minutes of any meeting.

Directors are entitled, with the President's approval, to obtain their own independent advice on any matter before the Board if they believe they need to do so. The President will normally give such approval. If there is a cost incurred in a Director obtaining independent advice, the Board may authorise all or part of that cost being met by UA or reimbursed to the relevant Director as the case may be.

6. Ethical Standards and Leadership

UA's Board as a whole and Directors individually accept their responsibilities to-

- demonstrate leadership and high ethical standards;
- provide UA's strategic vision and assist and support management to achieve that vision; and
- ensure UA provides a nurturing and encouraging culture for all staff members.