Board Charter

Comm Unity Plus Services Ltd

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1. Background

Comm Unity Plus Services Ltd, trading as commUnity+ (commUnity+, or the Company), is a community-based company limited by guarantee and a registered charity with the Australian Charities and Not-for-profits Commission (ACNC). The Company was previously known as Community West (Victoria) Ltd., also a company limited by guarantee. Prior to incorporation as a company, Community West was an Incorporated Association and had operated under several names since 1981. The following are key elements for the governance of commUnity+:

(a) commUnity+ is governed by an elected, voluntary Board of Directors. The Comm Unity Plus Services Ltd. The Board is committed to the principles of good governance and articulates this commitment through two key documents:
- commUnity+ Constitution
- commUnity+ Board Charter

(b) This Board Charter (Charter) must always be read in conjunction with the current Constitution of Comm Unity Plus Services Ltd dated 12 November 2025. In the event of any inconsistency between this Charter and the Constitution, the Constitution prevails. The Board undertakes to make appropriate changes to the relevant provisions in this Charter should any amendments to the Constitution require it.

(c) The Board has the responsibilities set out in this Charter and will carry out those responsibilities honestly, fairly and diligently, in accordance with the law, the values and principles of commUnity+, and the Board Code of Conduct Policy. With all decisions to be made with the benefit of the community and the commUnity+ stakeholders in mind.

2. Purpose

The Board Charter sets out the role and responsibility of the Board in achieving the Company's Vision and sets out a framework for the administration of higher standards of governance. The Board will ensure that its role and responsibilities are carried out in a manner consistent with the Purposes of the Company as set out in the Constitution.

3. Role, Objectives and Responsibilities of the Board

3.1 Role and objectives of the Board

(a) The Board's role is to exercise the powers of the Company and manage its affairs in accordance with the Constitution (clause 52).

(b) The objectives of the Board include, but are not limited to:
- Advance the commUnity+ vision
- Develop the strategic intent of commUnity+
- Ensure commUnity+ is managed appropriately
- Increase the organisation's impact on the community.

(c) In achieving its objectives, the Board will determine and monitor:
- The strategic priorities and the short, medium, and long-term strategic priorities
- Policies governing the operations of commUnity+ and the conduct of its members, employees, and volunteers
- The Risk Management Framework and Risk Appetite for commUnity+
- Delegation and activities of Board Committees, other Committees as it may establish
- Annual progress and performance of commUnity+ in implementing the strategic priorities.

3.2 Responsibilities of the Board

(a) Strategic Performance
  - Set, review and approved the strategic direction and initiatives of the commUnity+.

- Oversee management processes in place to identify and manage business opportunities.
- Monitor the performance of commUnity+ in achieving its vision and purpose in accordance with the commUnity+ vision and strategy, as well as stakeholder expectations.
- Have input into and final approval of Business Plans and priority initiatives.

(b) Governance
- Appoint the Chair and Deputy Chair of the Board.
- Appoint Committees and the Chair of the Committees.
- Appoint a Director to undertake a financial oversight role as Chair of the Finance, Audit and Risk Committee, or appoint an appropriately qualified external adviser to assist the Board with financial oversight.
- Appoint, and where appropriate, remove the Chief Executive Officer (CEO).
- Appoint and remove the Company Secretary.
- Determine the framework for policy and advocacy.
- Make and/or amend the policies and procedures regulating the Board, Committees and its members, employees, and volunteers.
- Supervise the framework of control and accountability systems, including enabling risks to be appropriately identified, assessed, and managed.

(c) Financial Performance
- Approve the organisation's annual budget.
- Monitor the achievement of the strategic and annual budget outcomes.
- Approve audited annual financial statements and reports to funding bodies when required.
- Approve major capital expenditures, acquisitions and divestitures above authority levels delegated to management.
- Review the remuneration of the CEO.

(d) Risk Management
- Review and approve systems of risk management and internal compliance and control, codes of conduct and legal compliance.
- Monitor significant business risks and the adequacy, appropriateness and operation of the risk management controls and frameworks.
- Provide critical and independent judgement regarding matters brought forward by the senior leadership team.
- Enhance and protect the commUnity+ reputation.

(e) Compliance and Reporting
- Oversee the integrity of the Company's accounting and corporate reporting systems.
- Oversee and monitor legislative compliance with best practice corporate governance requirements.
- Approve disclosures in the annual report and other published financial information.
- Oversee the Company's relationship and communication with its stakeholders.
- Liaise with the external auditors in conjunction with the Committees.
- Oversee and monitor the framework for remuneration, reward, and recognition of employees.

(f) Culture and Conduct
- Engage with stakeholders, including members, employees, participants, industry, government, and other interest groups.
- Develop a responsible, and ethical culture that aligns with the vision, purpose, strategy, and values of commUnity+.

- Demonstrate leadership and contribute towards a culture of honesty and integrity, fostering a culture of open, respectful, and constructive discussion.
- Observe the highest standards of corporate governance and act honestly, fairly, diligently and in accordance with the Constitution, the Corporations Act and all other applicable legislation and regulations.
- Demonstrate leadership through developing positive and constructive relationships between the Board of Directors and commUnity+ management and staff.
- The Board Directors are encouraged to take an active role in ensuring a positive organisational culture through an interest in the health of commUnity+. A positive culture is also supported by the Board's active consideration of organisational risks through risk management as a key strategy in managing uncertainty and supporting the Company to achieve its vision and purpose.

(g) Performance and Evaluation

- Review the Board's role, composition, and succession plans.
- Approve and monitor the effectiveness of the Company's system of corporate governance, including:
  - formation of Board committees and determining the powers and functions of those committees,
  - ensuring that Board committees and others effectively discharge compliance, obligations, and tasks as appropriate.
- Assess and review the performance of the Board, Committees, and individual Directors annually internally, and externally every three-four years.
- Approve the nomination and selection process for the appointment of Directors to the Board.
- Review the performance of the CEO and the succession plan for the CEO and senior leadership team.
- Evaluate the performance of the Company Secretary, based on their position description and responsibilities.

4. Power and duties

4.1 General powers

The Board is responsible for the governance, strategic direction and oversight of commUnity+ and may exercise all the powers of the Company, except those required by the Constitution or the Corporations Act to be exercised by Members.

The Board may determine that any of the above responsibilities may be delegated by the Board to management or a Board committee, with the Board retaining the ultimate oversight and decision-making power in respect of the matters delegated.

4.2 Duties

In accordance with clauses 55 and 56 of the Constitution ,the Corporations Act 2001 (Cth), the ACNC Act 2012 (Cth), Governance Standard 5, and applicable common law duties, Directors must comply with their duties as Directors, including to:

(a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of commUnity+.

(a) act in good faith in the best interests of commUnity+ and to further the charitable purposes of commUnity+ as set out in the Constitution.

(b) not to misuse their position as a Director.

(c) not to misuse information that they gain in their role as a Director.

(d) disclose any perceived or actual material conflicts of interest in the manner set out in Constitution.
(e) ensure that the financial affairs of the Company are managed responsibly.
(f) not allow commUnity+ to operate while it is insolvent.
(g) hold management to account, through the CEO, for providing it with the information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.

5. Composition and Meetings

5.1 Membership of the Board

(a) The Board, with advice from the Board's Governance Committee, will determine the size, terms, reappointment, and composition of the Board in accordance with the Constitution, this Charter and the requirements of the Corporations Act 2001 and/or ACNC Act 2012.
(b) The Board should comprise of:
- Persons elected as Directors in accordance with the Constitution.
- Persons appointed by the Board to fill a casual vacancy or as an additional Director in accordance with the Constitution.
- Directors with an appropriate range of skills, expertise, and experience from a diverse range of backgrounds.
- Directors who have a proper understanding of, and competence to deal with, current and emerging issues of the business.

Directors who can effectively review and challenge the performance of management and exercise independent judgment.
(c) The Board will determine and regularly review the Board's composition, regarding the optimum number and skill mix of the Directors, subject to the terms and limits imposed by the existing Directors set out in the Company's Constitution.
(d) The Board will make recommendations to Members as necessary, for the appointment or removal of Directors.
(e) In accordance with Clause 46 of the Constitution, the company must have a minimum of five (5) and a maximum of eleven (11) Directors.

5.2 Meetings

(a) Board Meetings will be conducted in accordance with Clauses 57-63 of the Constitution. Meetings may be held using technology.
(b) Quorum is in accordance with clause 60 of the Constitution.
(c) Directors must use all reasonable efforts to attend each meeting of the Board and Committees of which they are members.
(d) Meeting agendas are prepared in consultation between the Board / Committee Chairs and the CEO and consider the Annual Board and Committee work plan and Board and Committee Action Registers
(e) Directors will receive relevant Board papers at a reasonable time before each meeting, with an aim of receiving such Board papers one week prior to the relevant meeting.
(f) The Chair may request the attendance of any person at the meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting. That person should be noted in the minutes of the meeting as an attendee and may speak at the invitation of the Chair but does not have any voting rights.
(g) Decisions about matters included in the terms of reference of committees remain decisions of the Board.

5.3 Minutes

(a) The Company Secretary, or another person appointed by the Board, will coordinate the minutes of the proceedings of all Board meetings.

6. Appointment of Directors

6.1 Appointment

Directors will be nominated, elected and appointed in accordance with clause 47 of the Constitution. Director terms are governed by Clause 49 of the Constitution.

6.2 Induction

(a) All new Directors will be given an induction.

(b) The Director induction will be completed in line with the Board Induction Policy.

(c) Directors are required to keep up to date on relevant topical issues and be committed to their continuing professional development as Directors.

7. Roles and Delegations

7.1 Chair

(a) The Chair will be elected by the Board from among the Directors in accordance with clause 48 of the Constitution.

(b) The Chair has a role as the head of the Board in providing leadership of the Board and in the strategic direction of the Company.

(c) The Chair is responsible for the efficient organisation and conduct of the Board including:

- Promote constructive and respectful relations between Directors, the Board and management.
- Ensure that Directors play a full and constructive role in the affairs of the Company and take a lead role in the process of removing non-performing or unsuitable Directors from the Board.
- Be the primary link between the Board and management, and the Board and the CEO.
- Preside over the Board meetings and ensure that time in meetings is used productively.
- Encourage collegiality amongst Directors without inhibiting candid debate and creating tension among Directors.
- Lead the recruitment process for the CEO, conduct the annual appraisal of the CEO and take appropriate action as a result, including addressing development needs.
- Represent the Board to stakeholders and communicate the Board's position.
- Monitor Board performance annually and how the Board works together and how individual Directors perform and interact at meetings, and
- To exercise specific and express powers as delegated to the Chair by the Board from time to time.

(d) The Chair is required to work with the CEO to:

- Formulate the Board's annual work plan against agreed objectives.
- Play an active part in setting the agenda for Board meetings.
- Ensure that the agenda is forward-looking and concentrates on strategic matters.
- Provide support and mentorship for the CEO in running the organisation.

(e) If the Chair is unable to attend the Board meeting, the Deputy Chair will preside. If neither the Chair nor Deputy Chair is present, the Directors present must elect one of themselves to chair the meeting, in accordance with Clause 59 of the Constitution.

7.2 Deputy Chair

(a) The Deputy Chair will be elected by the Board from among the Directors in accordance with clause 48 of the Constitution.

(b) If the Chair is unable to attend the Board meeting, the Deputy Chair will preside. If neither the Chair nor Deputy Chair is present, the Directors present must elect one of themselves to chair the meeting, in accordance with Clause 59 of the Constitution.

(c) If the Chair is unavailable to undertake their role as Chair for a period, the Deputy Chair will preside as the Chair. If neither the Chair nor Deputy Chair is available, the Directors present must elect one of themselves to preside as Chair for the period that the Chair is unavailable.

7.3 Individual Directors

(a) Individual Directors are responsible for using all reasonable endeavours to ensure that they, and the Board, are performing their duties and responsibilities as set out in this Board Charter, the Constitution and otherwise by law.

(b) Individual Directors' responsibility includes, but are not limited to:
- Act in the best interests of the commUnity+.
- Exercise the powers of a Director for proper purposes.
- Avoid conflicts of interest, including perceived potential conflicts.
- Utilise the information gained through their position as a Director of the Company appropriately.
- Act responsibly and fulfil their duty of care to commUnity+'s best interests, regardless of their personal, professional, or other affiliations.
- Fulfil their statutory and fiduciary responsibilities as a Director of the Company.
- Abide by the Constitution and Board policies.
- Monitor Board policies and procedures and ensure that the Board complies with its legal obligations.
- Speak with one voice externally on all Board decisions, policies and agreed positions of the Board.
- Make decisions from a strategic mindset.
- Contribute to planning and decision-making, bringing to the discussion a sufficient level of knowledge and understanding of the needs of stakeholders and the sector in which the commUnity+ operates.
- Contribute to discussion, debate and decisions of the Board, with the independence of thought, wisdom and informed counsel.
- Assess and monitor the financial status of the organisation and obtain the necessary training to fulfil this obligation. Such training will be made available by commUnity+ if required.
- Maintain the confidentiality of all information that they acquire in their role as a Director of the Company, including ensuring the security of electronic or printed material provided to them.

(c) Directors are entitled to request additional information from management at any time through the CEO. Any Board Director who would like to seek external or independent advice to carry out their duties should:
- Consult with the Chair if possible.
- Receive Chair approval if such consultation incurs expenses.
- Continue to observe their confidentiality obligations.

7.4 Chief Executive Officer

(a) The Chief Executive Officer (CEO) is responsible for running the affairs of commUnity+ under the delegated authority of the Board and for implementing the policies and strategies that the Board sets. The day-to-day management and administration are delegated to the CEO, as per the Delegation Policy and Schedule.

(b) The CEO must report to the Board promptly and ensure all reports to the Board provide a true and fair view of the condition and operating results.
(c) The CEO must ensure that all transactions outside their delegation levels are referred to the Board for approval.
(d) The CEO's responsibilities include:
  - Develop strategies for commUnity+, its business and management, and make recommendations to the Board on such strategies.
  - Develop the Company's annual budget and conduct the Company's activities within the approved annual budget.
  - Develop and maintain the Company's risk management systems, including internal compliance and control mechanisms.
  - Ensure the Company's legislative compliance.
  - Appoint the senior leadership team and ensure proper succession planning and performance appraisals are completed.
  - Assign responsibilities clearly to its direct reports.
  - Recommend to the Board any significant operational changes, and major capital expenditures, acquisitions or divestments, which are beyond delegated thresholds/limits.
  - Report regularly to the Board with timely and quality information, such that the Board is fully informed about discharging its responsibilities effectively.
  - Exercise additional powers as delegated by the Board from time to time.
  - Employment, supervision and performance management of all staff employed/contracted to the Company. Neither the Board nor individual Directors will 'instruct' staff in any matters relating to their work.

(e) The CEO may establish management committees to assist in carrying out these responsibilities.
(f) Between Board meetings, the CEO will engage with the Chair as the Board's representative, as and when required.

7.5 Company Secretary

(a) The Company Secretary is responsible for facilitating and managing the corporate governance processes, with primary responsibility for ensuring the Board and any committee processes and procedures run efficiently and effectively and supporting the Board on all governance matters.
(b) The Company Secretary will be appointed by the Board in accordance with 48 of the Constitution. The duties of the Secretary may include:
  - ensuring that the necessary registers required by the law are established and properly maintained
  - ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time
  - Ensuring the organisation of and attendance at meetings of the Directors, including sending out of notices, the preparation of the agenda and the compilation of minutes.

7.6 Chair of the Finance, Audit and Risk Management Committee (FARM)

(a) The Chair FARM will be appointed by the Board at the first meeting after each AGM.
(b) The Chair FARM is responsible for reporting the state of financial affairs to commUnity+' Members and will work closely with the Board to safeguard fiscal sustainability.
(c) With the assistance of the CEO and the Chief Operating Officer, the Treasurer has the following key responsibilities:
  - Prepare (and review) the annual budget.
  - Inform the Board of the financial position of commUnity+

- Ensure the proper handling of the finances.
- Inform the Board of the financial position of commUnity+
- Ensure all accounts and payroll deductions, tax, and superannuation, are compliant with legislative requirements.
- Ensure that the financial records are a true and accurate reflection and ready for the annual audit.
- Prepare and present the Chair FARM' Report, Auditors' Report and audited financial statements to the Annual General Meeting.

7.7 Committees

(a) The Board may, in accordance with clause 53 of the Constitution, resolve to establish one or more committees consisting of such persons as it determines, to assist in the exercise of the Board's powers and the discharge of its responsibilities.

(b) As the date of this Board Charter, the Board has established the following standing committees:
   a. Finance and Risk Management Committee
   b. Governance Committee
   c. Community Advisory Committee

(c) The Board may, in accordance with Clause 53 of the Constitution, resolve to:
   - delegate to a committee such powers of the Board as the Board determines, subject to any limitations imposed by the Board, the Constitution or applicable law
   - appoint and remove the Chair of each committee
   - revoke, vary or amend any delegation made to a committee
   - change the composition of a committee at any time
   - dissolve a committee at any time.

(d) The Board will adopt committee charters or Terms of Reference for each Committee, addressing:
   - the membership
   - scope of delegated authority (if any)
   - functions and responsibilities
   - reporting obligations to the Board
   - any other matters determined by the Board.

(e) The Board must regularly review and evaluate the effectiveness, performance and continued appropriateness of each committee.

(f) In accordance with Clause 53 of the Constitution, the Directors may continue to exercise all powers delegated to a committee and retain ultimate responsibility for the exercise of those powers.

(g) The Board will review the composition of each committee to ensure an appropriate balance of skills, experience, and capacity. At least once every two years, the Chair, with the assistance of the Board, reviews each Director's continuing membership on Committees.

(h) Minutes of the proceedings of all Board committees' meetings must be maintained and provided to the Board at the next Board meeting following the relevant committee meeting or as otherwise directed by the Board.

(i) The Board may establish advisory committees or working groups with no delegated decision-making authority. The Board will appoint the members and the Chair of any such body and approve separate terms of reference for it.

(j) The Chief Executive Officer may attend committee meetings by invitation of the relevant committee or as determined by the Board, and may be an ex officio participant where specified in the committee charter, but is not a voting member unless expressly appointed by the Board.

7.8 Review of delegations

(a) The Board will review the commUnity+ delegations at least once each year and at any time there is a material change to the governance, operations, or external regulatory environment.

8. Access to Advice and Information

8.1 Directors access to the Senior Leadership Team

(a) Directors will be entitled to access the Senior Leadership Team members via the CEO at any time to discuss Board matters or request relevant and additional information.

8.2 Directors access to information

(a) The Chair, the CEO and the Company Secretary will work collaboratively to ensure the production and transmission of information and reports to the Board and committees.

(b) All requests in line with the Corporations Act or the Constitution will, be completed as soon as reasonably practicable after the receipt of a written request from a Director.

8.3 Independent professional advice

(a) The Board collectively, and each Director individually, can, subject to approval by the Chair of the Board, have access to the commUnity+ funds to access information or seek independent advice as is considered necessary to fulfil their relevant Board duties and responsibilities and permit independent judgment in decision making. The Board may set a maximum expense limit at its discretion.

(b) It is expected that a Director will consult the Chair or the CEO before obtaining advice. The Board's policy is that external advice will be made available to all Directors unless the Chair decides otherwise.

(c) If the Chair has a conflict of interest in relation to Clause 8.3(a), the matter should be referred to a committee of the Board for consideration.

(d) Directors will be reimbursed for expenses reasonably and properly incurred by Directors when seeking independent legal advice to discharge their obligations as a Director.

8.4 Confidentiality

(a) Directors must keep all Board deliberations and decisions which are not publicly known confidential.

(b) Any confidential information received by a Director in their position as Director must not be disclosed to any third party unless authorised by the Board or required by law.

9. Indemnity and insurance

(a) In accordance with Clause 73 of the Constitution, and to the extent permitted by law, the Company indemnifies, or may indemnify, each Director and Officer against any liability incurred by that person in their capacity as a Director or Officer of the Company, other than a liability prohibited by law. This indemnity:

- applies only to losses or liabilities incurred by a person in their capacity as a Director or Officer of commUnity+
- does not extend to any loss or liability arising from that person's wilful misconduct, fraud or conduct for which indemnification is prohibited by law; and
- Operates only to the extent that the relevant loss or liability is not otherwise recovered under the applicable insurance policy.

(b) Any indemnity, insurance or access right under this clause is subject always to the Constitution, the Corporations Act 2001 (Cth), the ACNC Act 2012 and any other applicable law.

(c) In accordance with Clause 74 of the Constitution, the Company may pay, or agree to pay, premiums for a contract insuring a Director or Officer against liability incurred by that person in their capacity as a Director or Officer of the Company, to the extent permitted by law.

10. Remuneration and Expenses

(a) Directors serve in a voluntary capacity unless otherwise approved in accordance with the Constitution and applicable law.

(b) In accordance with Clause 8 of the Constitution, the Company may reimburse Directors for expenses properly incurred by them in performing their duties on behalf of the commUnity+.

(c) A Director may only receive payment for goods or services provided to the Company in a capacity other than as a Director, where:

- the arrangement is disclosed and properly approved;
- the amount is reasonable and on arm's-length terms; and
- the payment is permitted under the Constitution and applicable law.

(d) Any payment to a Director for services rendered to the Company must comply with Clause 8.2 of the Constitution, including prior Board approval and any conflict-of-interest requirements.

11. Conflicts of Interest

(a) Each Director has fiduciary and statutory duties and must avoid placing themselves in a position that gives rise to an actual, potential, or perceived conflict, whether it be a conflict of interest or conflict of duties.

(b) Directors must:

- disclose to the Board any actual, potential, or perceived conflicts of interest that may exist as soon as they become aware of the issue.
- Take all reasonable steps to manage and resolve the conflict.
- Comply with the Corporations Act 2001 requirements in relation to the disclosure of interests and restrictions on voting.

(c) The Board has approved a Conflicts of Interest Policy and Code of Ethics Policy to guide Directors, employees, consultants, and contractors in identifying and managing, and avoiding issues that may arise in respect of actual, potential, or perceived conflicts of interest.

(d) Where a Director has a material personal interest in a matter to be considered at a meeting, that Director must not be present during the consideration of the matter or vote on the matter, unless the non-conflicted Directors resolve otherwise, to the extent permitted by law. Any such resolution must:

- identifies the Director, the nature and the extent of the Director's interest in the matter and its relation to the affairs of commUnity+.
- States that the non-conflicted Directors are satisfied that the interest should not disqualify the Director from being present or voting on the matter.

(e) The Company Secretary will maintain a register of declarations of interest made by Directors and report relevant matters to the Board as necessary. Any actual, potential or perceived conflict of interest must be declared at the relevant Board or Committee meeting as soon as practicable after it arises or becomes known, and must be recorded in the minutes of that meeting.

(f) Conflicts of interest must be managed in accordance with Clause 56 of the Constitution, the Corporations Act 2001 (Cth), the ACNC Act 2012 and any other applicable law.

12. Diversity Policy

(a) Directors are expected to comply with any Diversity Policy adopted by the Board from time to time.

(b) The Board supports diversity and inclusion across the Company and will have regard to diversity in Board and committee composition, consistent with the Purposes of the Company and Clause 6 of the Constitution.

13. Dispute Resolution

(a) The Board is committed to the prompt, fair and constructive resolution of any dispute, conflict, or disagreement that may adversely affect the effective functioning of the Board.

(b) Directors are expected to raise and seek to resolve concerns at the earliest reasonable opportunity, in a respectful and professional manner, having regard to the best interests of commUnity+.

(c) In the first instance, parties to a dispute should seek to resolve the matter directly and informally, with the assistance of the Chair or the Company Secretary where appropriate.

(d) If the dispute remains unresolved within a reasonable time, being ordinarily within 10 business days where practicable, having regard to the nature and seriousness of the matter, the parties may consider agreeing to the appointment of a mediator nominated by the Chair, or if the Chair is a party to the dispute, by the Company Secretary.

(e) Any dispute arising under the Constitution must be managed in accordance with Clause 21 of the Constitution, under which the matter is referred to the Board, whose decision is final and binding on all Members and Directors.

(f) Any Director with a conflict of interest in the matter must not participate in decision-making regarding the dispute, except as permitted by law.

14. Board Performance and Evaluation

(a) The Board will regularly review and evaluate the performance and effectiveness of the Board as a whole, its Committees, the Chair, individual Directors, and the governance processes that support the Board. The Board may also determine to undertake an external governance review from time to time, including periodically as considered appropriate.

(b) The Chair will facilitate an appropriate review process in consultation with the Board, which may include:

- The quality, timeliness and effectiveness of information made available to the Board.
- The effectiveness, composition, skills matrix and operations of the Board.
- the Board's oversight of the strategic direction and objectives of the commUnity+.
- whether the Board is effectively supporting the achievement of the Company's purposes and the interests of members and stakeholders.
- The contribution by the Board to the Company's purposes under Clause 6 of the Constitution.
- Individual performance and contribution reviews for Directors.
- Opportunity for Directors to provide confidential feedback to the Chair on the efficacy of the Board and Board Committees.
- Recommendation for any proposed amendments to Board policies, the Board Charter, and other governance review mechanisms as determined by the Board.

(a) In undertaking reviews under this clause, the Board will have regard to its responsibilities under Clauses 52 and 55 of the Constitution, including the powers and duties of Directors.

15. Review

Activities	Frequency

Review Board Charter	Biennially, or as required
Review related governance documents	Biennially, or as required

The Board must regularly review the Board Charter and any other charters, guidelines and related governance documents of commUnity+ as may be in place from time to time and make any changes it determines to be necessary or desirable.

Without limitation, a review should be undertaken whenever:

- the Constitution is amended.
- there is a material change to governance arrangements, operations, legal or regulatory requirements; or
- the Board determines that a review is otherwise appropriate.

Amendments to this Board Charter must be consistent with the Constitution.

16. Responsibility

Level	Position
Authorisation	The Board
Responsibility for implementation	Board Chair
Administrative responsibility	Company Secretary
Organisational Implementation	Chief Executive officer

- The Chair is responsible for overseeing the effective operation, implementation and periodic review of this Charter.
- All Directors are responsible for complying with this Charter and all applicable provisions of the Constitution, together with any related governance policies approved by the Board.
- The Company Secretary is responsible for maintaining the current version of this Charter, coordinating scheduled reviews and supporting governance compliance requirements.
- The Chief Executive Officer is responsible for organisational implementation of this Charter where operational action is required under delegated authority or related policies.

17. Related Documents

Legislation:	- Corporations Act 2001 (Cth) - Australian Charities and Not-for-profits Commission Act 2012 (Cth) - Any other applicable legislation, regulations and governance standards
Organisational Documents:	- Constitution - Code of Ethics Policy - Delegations Policy and Schedule - Board Policy Suite - Committee Terms of Reference - Any other policies approved by the Board

18. Version Control

Version	Code	Change	Authorised	Date
1	NA	Updated Draft	Board	22 April 2021
2	BC001	2023 Review	Governance Committee	March 2023
2.1	BC001	Update from Gov Committee	Board	17 April 2023
2.2	BC001	Charter review updated	Board	19 June 2024
3	BC001	Constitution alignment; overall review	Board	18 May 2026