



# Aspect Board Charter

## Acknowledgment of Country

Autism Spectrum Australia (Aspect) acknowledges the Traditional Custodians of the lands on which we work and live.

We pay our respect to their Elders past and present.

a different  
**brilliant**<sup>®</sup>

Understanding,  
engaging and celebrating  
the strengths, interests and  
aspirations of people  
on the autism spectrum.

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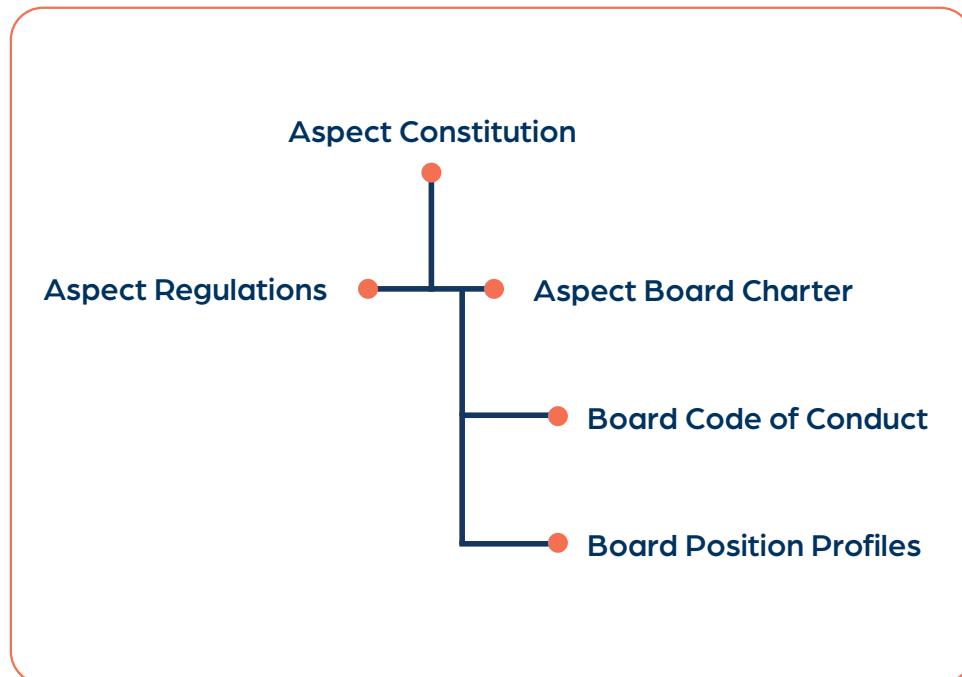
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## Preamble

Aspect is governed by a skills-based board of Directors (Board) who share its vision to provide the best possible opportunities for people on the autism spectrum. The Board is accountable for the success of Aspect. The Board works in partnership with Aspect's Chief Executive Officer (CEO) and the leadership team (together Management). Together, the Board and Management work to deliver Aspect's purpose, vision, mission and values.

The Board Charter (Charter) sets out the role and responsibilities of the Board in achieving Aspect's purpose and establishes the framework for the administration of corporate governance at Aspect. The Charter is drawn from Aspect's governing documents, and requirements of the Australian Charities and Not-for-profits Commission Act 2012 (ACNC Act) and the Corporations Act 2001 (Corporations Act), as well as other best practice standards for boards such as the ASX Corporate Governance Principles and Recommendations, where relevant. The purpose of this Charter is to provide all of Aspect's stakeholders with a clear understanding how the Board operates and Aspect is governed.

The Director Code of Conduct provides a framework of ethical conduct for each of Aspect's Directors (Directors) as individuals. Aspect's Board governance documentation framework is shown below.



## Role of the Board

The Board determines the direction of Aspect and monitors Aspect's performance on behalf of Aspect's members (Members) and other stakeholders. It accomplishes this by:

- 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 Management;
- monitoring the operational and financial position and performance of the organisation generally;
- driving organisational performance so as to deliver 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; and
- assuring the principal risks faced by the organisation are identified and overseeing that appropriate control and monitoring systems are in place to manage the impact of these risks.

## Responsibilities of the Board

The authorities and responsibilities retained by the Board are:

- annual appointment of the Chair, Deputy Chair and Honorary Treasurer;
- appointment, evaluation and remuneration of the CEO;
- appointment of the Company Secretary;
- ensuring that Aspect has a skilled, effective and diverse Board in possession of the knowledge and experience to effectively govern with appropriate operating standards and procedures;
- approval of material transactions which are equal to or greater than 5% of Aspect's current projected surplus and therefore not in the ordinary course of business of Aspect;
- development, refinement and approval of Aspect's purpose, vision, mission and values in consultation with Management;
- approval, and regular monitoring of, the Strategic Plan, the annual Business Plan and the annual budget;
- ensuring sufficient resources are available for Aspect to achieve its goals;
- setting the risk appetite within which the Board expects both the Board and Management to operate;

- ensuring a risk management and compliance framework is in place to manage Aspect's operational and strategic risks;
- ensuring a relevant policy framework is in place including reference to Aspect fulfilling its duty of care, safeguarding of students and participants and restrictive practices;
- approval of Aspect's governance documents, including this Charter, the Regulations and Director Code of Conduct;
- recommending amendments to Aspect's Constitution to the Members for approval at the Annual General Meeting (AGM);
- approval of Aspect's statutory accounts including the Directors' report;
- approval of Aspect's remuneration policies, ensuring they are aligned with Aspect's purpose, values, culture, strategic objectives and risk appetite;
- monitoring the effectiveness of Aspect's governance practices and the integrity of its financial controls and management information systems; and
- ensuring appropriate performance of, and undertaking ongoing due diligence with, Aspect's external auditors.

## Role of Individual Directors

Aspect's Constitution provides that the Board shall consist of not less than eight persons and not more than twelve persons. Individual Directors are appointed as set out in Clause 13 of the Aspect Constitution, which also outlines how Directors may be removed from office.

The Board considers that independence from Management is essential for impartial decision making and effective governance. Accordingly, Directors may not be current employees of Aspect, or employed by Aspect within the two years prior to their appointment or election as Directors of Aspect. Further, Directors are to declare, at all times, any interest, position or relationship that might influence, or reasonably be perceived to influence their capacity to bring independent judgement to bear on matters before the Board.

The key responsibilities of individual Directors are set out in the position profile for 'Individual Board Directors' as determined by the Board from time to time. In discharging these responsibilities, Directors are expected to abide by the following principles which are outlined in the Director Code of Conduct.

## Code of Conduct Principles

Aspect Board Directors are expected to abide by the following principles of conduct:

-  1. Act professionally and ethically
-  2. Treat others with respect and value difference
-  3. Declare conflicts of interest or roles/duties
-  4. Maintain privacy and confidentiality
-  5. Safeguard and protect the safety of Aspect students/participants
-  6. Model a culture of safety
-  7. Raise concerns and give feedback

## Remuneration

As provided in Aspect's Constitution and in accordance with S83C of NSW Education Act 1990, no Directors receive any remuneration from Aspect.

Out of pocket expenses relating to their Director activities may be reimbursed by Aspect. In particular, Aspect meets the expenses of Directors who live interstate to attend Aspect Board meetings in Sydney or other important meetings of the organisation as per the Board Training and Travel Expenses procedure.

## Commitment to Aspect

Directors are required to visit at least one service of Aspect each year along with attending key events, industry conferences and governance conferences/workshops.

## Role of Office Bearers of the Board

### Election

The Board annually elects the Chair and the other office bearers of the Board as set out in the Clause 17 of the Constitution.

The Company Secretary chairs the first Board meeting following each AGM in order to conduct the election of the Chair of the Board (Chair). The Company Secretary then hands the responsibility for chairing the meeting over to the new Chair.

### Chair

The Chair provides leadership of the Board and the strategic direction of Aspect and is responsible for the efficient organisation and conduct of the Board.

The key responsibilities of the Chair are set out in the position profile for the Chair as determined by the Board from time to time.

### Deputy Chair

The role of the Deputy Chair is to act for the Chair in his or her absence.

The key responsibilities of the Deputy Chair are set out in the position profile for the Deputy Chair as determined by the Board from time to time.

### Honorary Treasurer

The role of the Honorary Treasurer is to:

- chair the Finance, Audit & Risk Committee;
- provide Board leadership in overseeing Aspect's financial management; and
- give due consideration to key strategic financial decisions that are made by Aspect.

The key responsibilities of the Honorary Treasurer are set out in the position profile for the Honorary Treasurer as determined by the Board from time to time.

## Role of Management

The Board delegates responsibility for day-to-day management of Aspect's activities to the CEO. The CEO is responsible for implementing the Strategic Plan and the annual Business Plan & Budget as approved by the Board, through Management.

Management must be suitably qualified and/or experienced persons with clearly defined responsibility, authority and accountability for the provision of supports and the necessary leadership to provide services consistent with Aspect's purpose and mission. Contractual, remuneration and other matters related to the CEO's appointment are approved by the

Board. The Chair is the Board's principal formal contact with the CEO, however, the CEO has unrestricted access to all Directors and vice versa.

Management is responsible for:

- implementing Aspect's Strategic Plan;
- instilling and reinforcing its purpose and values;
- operating in line with Aspect's Staff Code of Conduct and within the budget and risk appetite set by the Board; and
- providing the Board with accurate timely and clear information on Aspect's operations to enable them to discharge their duties.

### Remuneration

Aspect maintains a remuneration approach which balances the desire to attract and retain high quality staff and align conduct with Aspect's purpose, values, culture and risk appetite.

The remuneration of Management is governed by a contract of employment and reviewed annually by the People, Culture and Safety Committee against performance and industry benchmarking data.

## Role of the Company Secretary

The Company Secretary provides comprehensive company secretarial and governance support to the Board and the CEO. The role also provides governance advice to Management and performs the duties and responsibilities of a Company Secretary as required by the Corporations Act, Aspect's Constitution and ACNC Act and any other relevant legislation or regulation.

The key responsibilities of the Company Secretary are set out in the position profile for the Company Secretary as determined by the Board from time to time.

Each Director may communicate directly with the Company Secretary and vice versa.

## Nomination of New Board Directors

The Board aims to achieve a mix of qualifications, skills and experience, by taking into account the existing diversity of experience in the current Board and Aspect's strategic direction. To do this, the Board Skills Matrix is reviewed and updated annually and when recruiting new Directors. The Board also aims to achieve an appropriate mix of diversity, including gender, age, disability, sexual orientation, and cultural background, to bring a range of perspectives and insights to support decision making. This is done in the context of a merit-based recruitment and nomination process to achieve a balance of diversity with the collective skills needed to address existing and emerging strategic, business and

governance issues relevant to Aspect.

From time to time, the Board will undertake a recruitment process to fill a casual vacancy on the Board or identify candidates for election as Member-elected Directors at the AGM. The Board Screening and Induction procedure outlines the process for recruitment, background checks, establishment and induction of new Directors.

The Clause 13.2 of the Aspect Constitution sets out the process by which Members may nominate as a candidate for election as a Member-elected Director at the AGM.

Once confirmed as Director, new Directors will be provided with a written agreement setting out the terms of their appointment and an induction into their role.

## Board and Board Strategy Meetings

The Board meets at least four (4) times each year. In addition, the Board generally has four (4) Board Strategy meetings each year to discuss and review Aspect's strategies, including agreeing strategic direction. Additional meetings may be held as required to address specific issues or as the need arises.

Meeting agendas are determined by the Chair, in consultation with the CEO, to ensure adequate coverage of strategic, financial and operational matters throughout the year.

## Board Committees

The Board has established a number of Board committees (Committees) to assist in the execution of the Board's responsibilities. The Board recognises that some areas of Aspect's activities require more concentrated effort and specialist skills. The establishment of Committees is an efficient use of Board resources. The establishment of Committees do not abrogate any Director from their responsibilities and Committees are obliged to properly inform the full Board of their activities.

Currently, the Board has five (5) Committees. They are the:

- Finance, Audit & Risk Committee;
- Governance Committee;
- People, Culture & Safety Committee;
- Services Committee; and
- Digital Innovation & Technology Committee.

Refer to the Terms of Reference (TOR) for each Committee for responsibilities and delegations. The TOR for each committee must be approved by the Board.

From time to time the Board may also establish ad hoc committees to assist with specific issues or projects.

## Committee composition and members

- Each Committee is chaired by a Director who has the relevant skills.
- There must be at least one other Director on the Committee. There is no maximum number of Committee members.
- Committee membership is approved by the Board.
- Appointed members of a Committee must be suitably qualified or make every effort to upskill themselves in the subject matter of the Committee for which they are a member.
- The appointment of an external individual invited by the Board to become a member of a Committee is for a term of three (3) years. At the end of three (3) years the appointment ceases, however the member may be reappointed at the discretion of the Board. The individual can resign from the Committee at any time. Also, the appointment of the individual to the Committee automatically ceases if they are absent from three (3) consecutive meetings without leave of absence from the chair of the Committee.
- Directors and external individuals invited by the Board on to a Committee are members of that Committee and have the right to vote on any matter at the Committee meetings.
- Management are only in attendance at meetings to provide advice to the Board/ Committee and do not have the right to vote on any matter.
- Any Director may attend meetings of committees of which they are not a member. As a courtesy, they should advise the chair of the Committee in advance of attending.

## Board Decision Making

The Board, when making decisions, takes into account a number of factors to ensure it discharges its duties and responsibilities as Directors. The objective of the evaluation process is to ensure an appropriate balance of risk and return is achieved in the context of Aspect's operations, its vision and strategic objectives.

Although formal meeting practices can assist the efficient conduct of a meeting, such practices should not be used to stifle discussion or push for a particular outcome which is obviously not accepted by a majority of the Board. In general, voting or calling for motions is not a practice encouraged on the Board as such practices can risk factionalising the Board.

In circumstances where there is no consensus regarding commitment to an outcome or where there is the situation where voting is required and/or Directors wish to record an abstention, the Chair must clarify the information required to assist the undecided Directors and allow time for further discussion and consultation in order to reach a consensus. Once a decision is reached which is supported by a majority of Directors, all Directors are expected to abide by the decision in all actions whether in or outside the Board meetings.

## Meeting Administration

All Aspect Board and Committee meetings follow the process below.

### Agenda preparation

A draft agenda will be prepared by the Company Secretary for each meeting based on the relevant agenda schedule, action schedules and requests for papers. The chair of the meeting is responsible for approving the final agenda.

The agenda schedule for the following year will be submitted for approval to the Board/Committee at the last meeting of the calendar year and tabled at each meeting.

### Notice of meeting and papers

The Board/Committee calendar is set at least a year in advance. The calendar is subject to change. Where possible, at least 1 weeks' notice will be given of a change to a meeting time or the scheduling of an extraordinary meeting.

Every effort will be made to distribute papers to Directors and Committee members seven (7) calendar days prior to a meeting, except in exceptional circumstances on the approval of the CEO. All Directors have access to papers for all committees via secure technology (Board Portal).

### Location of meetings

All Board meetings will be held in person at a location determined prior to the meeting. Directors will also be able to attend the meeting virtually. Generally, Committee meetings will be held virtually unless otherwise agreed in advance with the Committee members.

### Quorum

Quorum for the meeting is 50% of the appointed membership and this must be maintained throughout the meeting. A Director is considered present whether attending in person or virtually.

### Minutes

- The Company Secretary (or their delegate) is responsible for attending the meeting and taking minutes.
- The Company Secretary (or their delegate) will produce and circulate the minutes to the Board/Committee members within five (5) working days of a meeting. Once the relevant chair has approved the minutes, the minutes will be issued to the other Directors/Committee members. Directors/committee members are to advise the Company Secretary of any amendments to the minutes within a month of the meeting, where possible.
- Minutes will be recorded in such a way that resolutions can be actioned and

monitored.

- The minutes of each meeting will be approved by the Board/Committee as true and correct record of the meeting at the following meeting.
- The approved minutes will be sent to the Chair of the meeting, of the Chair of the meeting at which the minutes were approved, for signing within five (5) working days of their approval.

### Actions arising from the meeting

Any actions arising from the meeting will be included in the Action Schedule for the Board/Committee which is maintained by the Company Secretary and tabled at each meeting. The Company Secretary is responsible for alerting the relevant people to the actions in the Action Schedule.

### Record keeping, security and storage

Papers on the Board Portal will be archived after approval of the relevant minutes are approved. Once archived, any notes made by individuals within the Board Portal will be automatically deleted. A full electronic copy of each meeting's papers, without notes and including the signed minutes, will be uploaded to Board Portal.

## Review of Performance

### Review of Board Performance

The Board undertakes a review of its performance and effectiveness biennially. The review will periodically be conducted by an external facilitator.

The Board delegates to the Governance Committee oversight of the review and the implementation of any actions arising from it.

The Board will also review the Board Skills Matrix annually to identify any gaps in its collective skills and address those gaps through providing professional development to existing directors or appointment of new directors.

### Review of CEO's Performance

The Governance Committee reviews the CEO's performance bi-annually. In the first quarter of each year, the Committee will consider the CEO's self-assessment of their performance for the previous year and plan for the coming year. In the third quarter of each year, the Governance Committee will consider the CEO's six-monthly self-assessment against the CEO's performance plan.

The CEO's remuneration is governed by a contract of employment and reviewed in the third quarter of each year by the Governance Committee, who recommends any changes in remuneration to the Board for approval.

## Representation of Aspect

The Board expects the CEO to represent Aspect and to manage communications with Members, other stakeholders and the community generally. On significant media issues for Aspect, the CEO is the primary spokesperson. The CEO from time to time authorises other members of Management and subject specialists to act as spokespersons on particular issues.

Directors, other than the Chair, must not comment publicly on Aspect issues, unless specifically authorised by the Chair.

The Chair and the CEO would confer with each other before making a significant public comment. Copies of all significant press releases are forwarded to Directors on the day of release.

Directors are expected to keep the Chair and CEO informed of any significant feedback about Aspect they receive from their networks.

## Directors' Indemnity and Insurance Cover

Aspect's Constitution provides that Aspect must indemnify all present and past Directors. As with other insurable risks, Aspect has insured Directors and officers against liabilities incurred by those persons in their roles and positions with Aspect.

Liability arising out of conduct involving willful breach of duty or contravention of the Corporations Law is not covered by this policy.

## Access to Governance Documents

Aspect publishes its Constitution, Regulations and this Charter to the Aspect website – [www.aspect.org.au](http://www.aspect.org.au). Aspect annual reports are also available via the Aspect website and provide further information relating to the Aspect Board, its governance and performance for each year. To obtain copies of any other documents referenced in this Charter, please contact Aspect's Company Secretary.

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