

# Board Charter

Last updated Dec 2023

Last approved by Board Dec 2023

## Table of Contents

### **1. Introduction**

- 1.1. Purpose
- 1.2. Role of the Board
- 1.3. Review of Charter

### **2. Roles and responsibilities of the Board**

- 2.1 Strategy
- 2.2 Risk management & reporting
- 2.3 Relationship with management
- 2.4 Monitoring of performance
- 2.5 Corporate governance
- 2.6 Board Committees
- 2.7 Other

### **3. Board composition and related matters**

- 3.1 Board size
- 3.2 Board composition
- 3.3 Chair
- 3.4 Company Secretary
- 3.5 Appointing new directors

### **4. Management and delegation**

- 4.1 CEO and management
- 4.2 Delegation to management

### **5. Other matters**

- 5.1 Protocols where a director has a conflict of interest
- 5.2 Terms of appointment of Directors
- 5.3 Inconsistency with ICMEC AU's Constitution
- 5.4 Adoption of Charter and Board review

## 1. Introduction

### 1.1. Purpose

This is the Charter of the Board of the International Centre for Missing and Exploited Children, Australia Ltd (**ICMEC AU**) (the **Charter**). The Charter governs the operations of the Board. It sets out the Board's role and responsibilities, composition, structure and membership requirements.

### 1.2. Role of the Board

(a) The Board is responsible for governing and shaping the strategic trajectory of ICMEC AU in alignment with its mission. Specifically, this entails overseeing the long-term growth, reputation, and sustainability of ICMEC AU, as well as the formulation and implementation of strategies, policies, and financial objectives. The Board is entrusted with the ongoing monitoring of the effective implementation of these policies, strategies, and financial objectives, as outlined below.

(b) In performing the responsibilities set out in this Charter, the Board should act at all times in a manner designed to sustainably achieve ICMEC AU's stated charitable purpose.

### 1.2. Review of Charter

The Board must review and reassess this Charter annually and, if required, make any amendments to the Charter.

## 2. Roles and responsibilities of the Board

### 2.1. Strategy

The role of the Board in respect of strategy includes:

- (a) defining ICMEC AU's purpose;
- (b) providing input to, and approval of, ICMEC AU's strategic direction and budgets;

(c) directing, monitoring and assessing ICMEC AU's performance against strategic and business plans; and

(d) approving and monitoring capital management and major capital expenditure, collaborations, partnerships, acquisitions and divestments.

## 2.2. Risk management & reporting

The role of the Board in respect of risk management and reporting includes:

(a) identifying the principal risks of ICMEC AU's business and ensuring ICMEC AU has in place an appropriate risk management framework and establishing the acceptable levels of risk within which the Board expects ICMEC AU to operate which may include economic, environmental and social sustainability risks, as well as operational, financial and strategic risks;

(b) reviewing and ratifying ICMEC AU's systems of internal compliance and control, risk management frameworks and legal compliance systems, to determine the integrity and effectiveness of those systems;

(c) satisfying itself that appropriate frameworks exist for relevant information to be reported to the board; and

(d) approving and monitoring material internal and external financial and other external reporting, funding submissions, or new programs. "Material" in this context refers to those initiatives that could potentially impact the organisation's current strategic plan.

In accordance with paragraph 2.6 of this Charter, the Board may refer some or all of these functions to any committee of the Board for detailed consideration and action.

## 2.3. Relationship with management

The role of the Board in relation to management includes:

(a) appointment and removal of the CEO (or equivalent) and the Company Secretary;

(b) approving ICMEC AU's remuneration policies and framework and determining whether the remuneration and conditions of service of senior executives are appropriate and consistent with the approved remuneration policies and framework;

- (c) establishing, monitoring, and providing input to executive succession planning;
- (d) delegating the day-to-day decision making and implementation of Board approved strategy to the CEO. If no CEO is appointed, these matters are the responsibility of the Chair;
- (e) setting specific limits and delegation of authority for management; and
- (f) where required; challenging management and holding it to account.

## 2.4. Monitoring of performance

The role of the Board in respect of performance monitoring includes:

- (a) approving criteria for assessing performance of the CEO, and monitoring and evaluating their performance;
- (b) undertaking an annual evaluation of the performance of the Board, each Board Committee and individual Directors, comparing their performance with the requirements of this Charter, relevant Board Committee Charters and the reasonable expectations of individual Directors;
- (c) appointing a suitable non-executive director to conduct an annual evaluation of the performance of the Chair, including the canvassing of views of the other directors;
- (d) where appropriate, engaging external facilitators to conduct performance evaluations of the Board and directors; and
- (e) each year following the performance review, the Chair should establish any necessary additional goals and objectives of the Board, outside of the organisational strategy, for the upcoming year and effect any amendments to this Charter and any Board Committee Charter considered necessary or desirable.

## 2.5. Corporate governance

The role of the Board in respect of corporate governance includes:

- (a) selecting and appointing the Board chair, and if ICMEC AU has one, the deputy chair or senior independent director;

- (b) approving ICMEC AU's code of conduct;
- (c) ensuring that each director is aware of, and understands their obligations as an organisation as set out in the ACNC governance standards;
- (d) ensuring ethical behaviour and compliance with ICMEC AU's governing documents, including the code of conduct;
- (e) satisfying itself that ICMEC AU's remuneration policies are aligned with its purpose, values and strategic objectives; and
- (f) monitoring and evaluating ICMEC AU's compliance with its corporate governance standards.

## 2.6. Board Committees

The role of the Board includes:

- (a) establishing such committees of the Board as may be appropriate;
- (b) adopting Charters setting out the membership, responsibilities and reporting obligations of each Board Committee and evaluating the performance of the Board Committees; and
- (c) undertaking an annual performance evaluation of each Board Committee that compares the performance of the Board Committee with the requirements of the relevant Board Committee Charter, setting forth the goals and objectives of the Board Committee for the upcoming year and effecting any amendments to the relevant Board Committee Charter considered necessary or desirable.

## 2.7. Other

The role of the Board also includes performing such other functions as prescribed by law.

## 3. Board composition and related matters

### 3.1. Board size

The constitution of ICMEC AU sets out the size of the board.

### 3.2. Board composition

The Board should comprise people with a mix of skills and diversity of backgrounds to enable the Board to discharge its duties effectively.

### 3.3. Chair

The Chair of the Board should be independent and should not hold the role of CEO.

### 3.4. Company Secretary

The Company Secretary will:

- (a) be appointed and removed by the Board; and
- (b) report to and be accountable to the Board, through the Chair of the Board, on all matters to do with the proper functioning of the Board and Board Committees.

### 3.5. Appointing new directors

When considering the appointment of a person as a Director, the Board will:

- (a) undertake appropriate due diligence before appointing the person, or putting the person forward to members as a candidate for election as a Director; and
- (b) provide members with all material information in the possession of ICMEC AU relevant to a decision on whether or not to elect or re-elect a person as a Director, including whether the person will qualify as an independent Director.

The process for electing and appointing a new director is specified in the Constitution.

## 4. Management and delegation

### 4.1. CEO and management

The CEO is responsible for running the day-to-day affairs of ICMEC AU under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out these responsibilities, the CEO must ensure that the Board is provided with accurate information in a timely and clear manner and ensure all reports to the Board present a true and fair view of ICMEC AU's financial condition and operational matters.

### 4.2. Delegation to management

The role of management is to support the CEO and implement the running of the general operations and business of ICMEC AU, in accordance with the delegated authority of the Board. The delegated authority includes responsibility for:

- (a) developing business plans, budgets and strategies for ICMEC AU for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- (b) operating ICMEC AU's business within the parameters set by the Board from time to time and keeping the Board informed of material developments in the Company's business;
- (c) in respect of proposed transactions, commitments or arrangements that exceed the parameters set by the Board, referring such matters to the Board for its consideration and approval;
- (d) identifying and managing operational and other risks and, where those risks could have a material impact on ICMEC AU's businesses, formulating strategies for managing these risks for consideration by the Board;
- (e) implementing the policies, processes and codes of conduct approved by the Board; and
- (f) managing ICMEC AU's current financial and other reporting mechanisms and control and monitoring systems to ensure that these mechanisms and systems function effectively and capture all relevant material information on a timely basis.

## 5. Other matters

### 5.1. Protocols where a director has a conflict of interest

From time to time a director may have a conflict of interest. To help directors manage any such conflicts the Board has developed protocols setting out the structures and procedures to be followed with the aim of ensuring that the consideration of matters by the Board and any Board committees is undertaken free from any actual influence or appearance of influence from persons with conflicts of interest, and that the disclosure of ICMEC AU's confidential information is to be subject to appropriate corporate governance controls. Those protocols are set out in the Conflict of Interest policy.

### 5.2. Terms of appointment of Directors

- (a) All Directors are expected to continue as Directors only for so long as they have the confidence of their fellow Board members and the confidence of ICMEC AU's members.
- (b) ICMEC AU's constitution sets out the terms of appointment.
- (c) ICMEC AU will have a written agreement with each person appointed as a Director setting out the terms of their appointment.

### 5.3. Inconsistency with ICMEC AU's Constitution

To the extent that there is any inconsistency between this Charter and ICMEC AU's Constitution, the Constitution will prevail.

### 5.2. Adoption of Charter and Board review

- (a) This Charter was adopted by the Board on 6 December 2023, and takes effect from that date and replaces any previous Charter in this regard.
- (b) The Board will review this Charter periodically.
- (c) A copy of the Board Charter is available on ICMEC AU's website.