



Western Sydney Community Legal Centre

Board Charter

PURPOSE

1. This Board Charter (**Charter**) sets out the principles and practices adopted by Western Sydney Community Legal Centre Limited (**WSCLC**) (ABN 81 963 193 626). WSCLC is a company limited by guarantee registered under the *Corporations Act 2001* (Cth).
2. The purpose of this Charter is to:
 - a. Promote high standards of corporate governance;
 - b. Clarify the role, responsibilities, structure and processes of the Board; and
 - c. Enable the Board to provide strategic guidance for WSCLC and effective oversight of the Senior Management Team. The Senior Management Team is comprised of (but not limited to) the CEO and the Principal Solicitor.
3. This Charter is empowered by WSCLC's Constitution, and supported by the Code of Conduct and Ethics, the Charters for the Board's standing Committees, WSCLC's policies and procedures, and the framework of applicable funding agreements, contracts and external standards.
4. If there is any inconsistency between this Charter and the WSCLC Constitution, the Constitution will prevail to the extent of the inconsistency.

ROLE AND RESPONSIBILITIES OF THE BOARD AND DIRECTORS

5. The role of the Board is to provide strategic oversight and direction for WSCLC and ensure WSCLC's activities are aligned with its vision, mission, values, standard of conduct, charitable objects and safeguarding the reputation of WSCLC for the future.
6. The responsibilities of the Board include:
 - a. setting a tone from the top to support organisational culture;
 - b. determining, reviewing, and maintaining WSCLC's vision, mission and values;
 - c. ensuring the organisation meets its legal and ethical obligations and operates transparently'
 - d. setting WSCLC's long-term goals and ensuring resources are aligned accordingly;
 - e. monitoring WSCL's performance and activities to ensure it is adequately



Western Sydney

COMMUNITY LEGAL CENTRE LIMITED

ABN 81 963 193 626 | ACN 629 118 903

- progressing towards its strategic goals and operating in an effective manner;
- f. ensuring there are appropriate risk management systems and controls in place;
 - g. overseeing WSCLC's financial performance and sustainability;
 - h. appointing, evaluating, and (if the circumstances necessitate) terminating the employment contract of the CEO;
 - i. establishing and monitoring Committees as needed to assist with the Board's functions;
 - j. evaluating the performance and functioning of the Board and implementing measures to address performance gaps and improvements;
 - k. representing WSCLC to the community and to its members and stakeholders; and
 - l. dealing with any matters in excess of the limits delegated to senior staff.
7. The Board acts as a whole but all Directors are personally liable for the decisions made by the Board whether they personally voted for that outcome or not.
8. In carrying out its responsibilities and function, the Board may delegate any of its powers to a Board Committee, individual Directors or other person, subject to ultimate responsibility residing with the Board. The Board may at any time remove or modify any powers delegated to the CEO.
9. The following matters may not be delegated and are reserved for the Board alone:
- a. Appointment of the Chair;
 - b. Appointment and removal of the CEO;
 - c. Appointment of Directors to fill casual vacancies;
 - d. Establishing Board Committees;
 - e. Calling of meetings of Directors or members; and
 - f. Approvals of major capital expenditures, acquisitions and divestments outside of the Senior Management Team's delegated authority.

THE BOARD'S RELATIONSHIP WITH MANAGEMENT

10. Management of the day to day business of WSCLC is to be conducted by, or under the supervision of, the CEO and by those to whom management functions have been delegated, as identified in the Delegation of Authority.

BOARD COMPOSITION AND APPOINTMENT

11. Under WSCLC's Constitution and subject to the Corporation's Act, WSCLC must have **no less than 3 Directors** (who are Board members) and **may have up to 9 Directors** who must be elected by a majority vote of the members at a General Meeting.
12. The Directors may, at any time, appoint a Director to fill a casual vacancy provided the total number of Directors does not exceed the maximum number allowed under the Constitution as determined by the members. A Director appointed to fill a casual vacancy



holds office until the conclusion of the next Annual General Meeting but is eligible for election at that meeting.

13. Any other Director holds office until the conclusion of the third Annual General Meeting of the company following their appointment, but is eligible for election at that meeting.
14. Upon Appointment, Directors will receive a written appointment letter detailing key terms, conditions and responsibilities of their position. Directors will also be expected to undergo a Board Induction Program to gain an understanding of WSCLC, its values, operations and strategic position, and their duties, rights and responsibilities as a Director.
15. It is important for Directors to understand they do not 'represent' any particular constituent group although they may bring personal and lived experience to Board decision-making. All Directors have a duty to act in the interests of WSCLC and apply an independent mind to the Board's work and decision-making.

REMUNERATION AND EXPENSES

16. Under the WSCLC Constitution, Directors will not be remunerated for acting as a Director. Reasonable expenses may be reimbursed if any payment made to Directors is approved by the Board prior to payment being incurred.

SKILLS MIX AND DIVERSITY

17. The Board will seek to identify people with relevant skills and experience to fill Board positions with consideration given to WSCLC's strategic direction and the outcomes of any recent Board evaluations and skills audits.
18. The Board will consider the diversity of the Board with respect to gender, age, cultural background, association with Western Sydney and other demographic factors, with the aim of building and maintaining a skills-based Board with a membership that reflects the diversity of the communities it serves.

CHAIRPERSON

19. The Board must appoint one of its members to be a Chairperson. The Chairperson's term of office is determined by the Directors. They cease to be the Chairperson when their term of office expires, or if their term of office is terminated by the Directors, or if they resign from the elected Chairperson role, or if they cease to be a Director of WSCLC.
20. The Chairperson's role is to:
 - a. Provide leadership for the Board including setting the tone for the Board, facilitating proper information flow to the Board, facilitating effective functioning of the Board and ensuring the Board meets all its key responsibilities during the year;



Western Sydney

COMMUNITY LEGAL CENTRE LIMITED

ABN 81 963 193 626 | ACN 629 118 903

- b. Communicate and represent the Board's position, with the CEO, for key strategic and milestone decisions to employees, members, the community and any other major stakeholders;
- c. Liaise and interface with the CEO as the primary contact between the Board and the Senior Management Team;
- d. Provide focus for the Board on critical or important issues or tasks;
- e. Oversee and facilitate Board, Committee and Board member evaluation reviews and succession planning;
- f. Manage and review the development, induction and conduct of Directors; and
- g. Manage and review the performance and succession planning for the CEO.

DEPUTY CHAIRPERSON

21. The Board may appoint one of its members to be a Deputy Chairperson. The Deputy Chairperson is elected by the Directors for a term of office decided by the Directors. They cease to be the Deputy Chairperson when their term of office expires, or if their term of office is terminated by the Directors, or if they resign from the Deputy Chairperson role, or if they cease to be a Director of WSCLC.
22. The Deputy Chairperson is responsible for:
 - a. Performing the role and functions of the Chairperson if the Chairperson is unable to do so (such as due to temporary absence, vacancy, or conflict of interest);
 - b. Chairing Board meetings and ensuring their effectiveness in the absence of the Chairperson;
 - c. Chairing General Meetings and special meetings of members, and being the spokesperson for the organisation at General Meetings in the absence of the Chairperson; and
 - d. Assisting and supporting the Chairperson in the leadership role as agreed with the Chairperson and Board. This may include (but is not limited to) any of the Chairperson's roles and responsibilities listed above.

COMPANY SECRETARY

23. WSCLC must appoint at least one Company Secretary, who may also be a Director. A Company Secretary must be appointed and removed by Directors. The Company Secretary must give their signed consent to act as Company Secretary.
24. Under the Corporation Act, a Company Secretary's obligations may continue even after the company has been deregistered.
25. The Company Secretary is responsible for:
 - a. maintaining the company records and registers, including:



Western Sydney

COMMUNITY LEGAL CENTRE LIMITED

ABN 81 963 193 626 | ACN 629 118 903

- i. The Company's Constitution and any By-Laws;
 - ii. The Members' Register;
 - iii. Contact details of Directors and the Company Secretary;
 - iv. Signed consents of Directors and the Company Secretary;
 - v. Conflict of Interest Register;
 - vi. Notices of general meetings and special resolutions; and
 - vii. Minutes of Directors' and general meetings, including circular resolutions;
- b. Together with the Chairperson and CEO, ensuring that appropriate Board papers are prepared on all matters for decision at Board meetings and that such papers are circulated in advance of each meeting;
- c. Ensuring the company complies with reporting and notification requirements to ACNC and ASIC, including (but not limited to):
- i. Lodgement of statutory forms, returns, and accounts;
 - ii. Changes in responsible persons (Directors and Company Secretary), and changes of office holder roles;
 - iii. Change of company name and/or address; and
 - iv. Removal or resignation of an Auditor;
- d. Ensuring the company has a system of corporate governance and compliance in order to meet its statutory obligations;
- e. Together with the Chairperson and CEO, establishing and monitoring a Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year;
- f. Advising directors on governance and compliance matters, and any changes in applicable laws/regulations;
- g. Being a signatory on company documents if delegated to do so by the Directors; and
- h. Acting as a spokesperson when requested by the Board, Chairperson, and/or the CEO.

DIRECTORS' MEETINGS

FREQUENCY

26. According to WSCLC's Constitution, the Directors may decide how often, where and when they meet. The Board must meet sufficiently frequently to enable it to carry out its statutory duties and responsibilities, and at least one a year to approve the financial statements of WSCLC.



LOCATION

27. Board meetings are held at a location determined by the Directors.

TECHNOLOGY

28. Under WSCLC's Constitution, Board meetings may be held using any technology (such as video or teleconferencing) provided all attendees have a reasonable opportunity to participate.

ATTENDANCE AND ABSENCES

29. All Directors and the CEO are expected to attend Board meetings. Members of the Senior Management Team, external advisors, or guests may be invited to attend meetings, or parts of meetings, for a specific purpose.

30. A Director must send an apology to the Chairperson for any meeting which they are unable to attend at least one day prior to the commencement of the meeting, unless there is a crisis or emergency. As per the Constitution, if a Director is absent for three successive meetings without the approval of the Directors, the Director ceases to be a Director.

31. A record of Directors' attendance for each meeting will be reported at each Board meeting and in the Annual Report.

32. If a Board meeting is held and:

- a. a chair has not been elected under clause 20; or
- b. the chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;

then the Deputy Chairperson, must be the chair of the meeting or, if the deputy chair is not present, the Directors present must elect one of their number to be a chair of the meeting.

MEETING DATES FOR THE YEAR

33. The schedule of the upcoming Board and Board Committee meetings for a twelve-month period is approved in advance.

QUORUM

34. A quorum must be present for the whole of the Board meeting. Unless the Board decides otherwise, the quorum for a Board meeting is a majority (more than 50%) of Directors.

VOTING

35. There will always be a preference for a consensus decision. However, a majority of votes by



Directors present and entitled to vote will decide questions arising at Board meetings. Each Director has one vote on every occasion and if a decision is not approved by a majority, then it is not passed.

AGENDA

36. The Company Secretary, in consultation with the Chairperson and the CEO, are responsible for preparing the agenda for each Board meeting.
37. Any Director may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made at least ten working days before the Board meeting to allow time to prepare and circulate the agenda and other Board papers one week prior to the Board meeting.
38. All business to be discussed at a Board meeting must be included in the agenda. Additional items can only be tabled and discussed at a Board meeting at the discretion of the meeting chairperson.

PREPARATION AND CIRCULATION OF BOARD PAPERS

39. The Company Secretary or their delegate is responsible for the preparation and circulation of Board papers in consultation with the CEO. Directors should receive the Board papers sufficiently in advance of the Board meeting to allow time for reading. This will be at least one week prior to the meeting.

MINUTES AND RECORD-KEEPING

40. It is the Company Secretary's role to ensure that proper minutes are kept. Minutes of Board meetings and Board Committee meetings must be completed within one week of the meeting. The CEO and Chairperson review the minutes before they are sent to the Board.
41. The minutes must be signed within a reasonable time after the meeting by the chairperson of the meeting or the chairperson of the next meeting, if the chairperson of the meeting is unavailable.

OUT-OF-SESSION DECISION-MAKING BY CIRCULAR RESOLUTION

42. An urgent decision may be dealt with by a written resolution approved by all Directors out-of-session using the circular resolution provisions in WSCLC's Constitution.

BOARD COMMITTEES

43. There are times when a Board Committee can act more effectively than the full Board. The Board of WSCLC may put in place standing Committees or special purpose Committees for specific purposes and projects.



44. Board Committees will be established in line with the following principles:
- a. There should be no more than 3 active special purpose Committees at any one time.
 - b. The Board must endorse the composition and activity of each Committee.
 - c. Committees may, from time to time, co-opt non-Directors to serve on a Committee in order to bring specific skills and knowledge.
 - d. All Committees must have Terms of Reference or Charters, approved by the Board which include details about membership, function, roles, procedures, communication, reporting, and the boundaries of their authority.
 - e. Each Committee must maintain minutes of each Committee meeting which will be made available at the earliest practicable Board meeting following the Committee meeting.
 - f. Unless explicitly empowered by the full Board, Committees cannot make binding Board decisions. For the most part, the function of Committees is to solve problems for and/or make recommendations to the Board to enable the Board to make well-informed decisions. Even where decision-making is delegated to a Committee, the Board still bears ultimate responsibility for the decision, and therefore Directors have a responsibility to be properly informed about the activities of Board Committees.

INDUCTION

45. The Chairperson is responsible for ensuring that all new Directors receive an induction at the commencement of their appointment to the Board. An Induction Checklist will be used to guide the process and demonstrate that the appropriate information has been received by the new Director.

SKILLS AUDIT, EVALUATION, EDUCATION

46. The Board will conduct a documented skills audit each year. The skills audit should be used to inform education activities, and succession planning. The format of the skills audit should be reviewed each year to ensure it reflects current organisational and governance requirements.
47. The Board conducts an annual evaluation of its functioning and performance. The Board may engage an independent person to facilitate the evaluation process. Based on the evaluation outcomes, the Board develops an action plan each year to guide improvements.
48. Directors have a duty to understand WSCLC's business, remain up-to-date with changes in



the sector and compliance requirements, and ensure they have the necessary skills and knowledge to carry out their governance role. Education will be made available to Directors based on individual, Board, and organisational needs. Director education will generally be funded by WSCLC, unless otherwise agreed.

ACCESS TO INFORMATION AND INDEPENDENT ADVICE

49. Directors have access to any information they consider necessary to fulfill their responsibilities and to exercise independent judgement when making decisions, including complete and open access to speak with Managers or other staff.
50. Directors also have access to:
 - a. The Senior Management Team to seek explanations and information; and
 - b. The Auditors to seek explanations and information without Management present.
51. At the expense of WSCLC, Directors may seek independent professional advice that they consider necessary to fulfill their responsibilities and exercise independent judgement when making decisions in accordance with the Information Seeking Protocol agreed to by Directors (Annexure B).
52. If the Chairperson consents, WSCLC will pay a Director's costs of seeking independent professional advice. That consent may not be unreasonably withheld or delayed.
53. Any such independent advice received by Directors will be provided to the whole Board.

RELIANCE ON INFORMATION

54. Under the Corporations Act, Directors are entitled to rely on information and advice from others (such as from employees, advisors, and Board Committees) after making an independent assessment of the information or advice using their own knowledge, skill, and judgement. Directors must ensure that people providing information and advice are sufficiently qualified to do so.

LIABILITY AND DIRECTOR'S INSURANCE

55. Under legislation, Directors may be personally liable for deliberate actions or omissions that breach the legislation if they have acted dishonestly, with gross negligence or are reckless. WSCLC holds Professional Indemnity/Directors & Officers/Association Entity insurance for Director actions which do not breach legislation.



CODE OF ETHICS AND CONDUCT

56. All Directors must abide by the WSCLC Code of Ethics and Conduct. A failure to abide by the Board Code of Ethics and Conduct is taken seriously and may lead to disciplinary action, including recommendation of termination of appointment to members.

CONFIDENTIALITY

57. WSCLC is bound by the Privacy Act and Directors must adhere to WSCLC's Privacy and Confidentiality Policy. In particular, Directors agree that:
- a. Any personal or confidential information obtained by a Director in their association with WSCLC must be treated as confidential, except when an exception applies.
 - b. The information WSCLC gathers about clients and potential clients will be kept secure and only used for the purpose for which it is gathered and with their consent.
 - c. The personal details and work history of employees will be kept secure and not discussed with anyone within the organisation who does not need to know and should not be passed on to anyone outside the organisation without the person's knowledge and consent.
 - d. Corporate information, records and documents are the property of WSCLC and will not be discussed or shared with persons outside of the organisation without the prior approval of the Board.
 - e. Comments that Board members make during meetings and how they vote during meetings will not be discussed outside meetings.

Exceptions to Confidentiality

58. In the following circumstances personal information may be passed on to another person or organisation without the person's consent where:
- a. It is subpoenaed by a court or in connection with a police investigation.
 - b. It is reasonable to believe that a person, may be at risk of harm.
 - c. It is reasonable to believe that a crime will take place or has taken place, including abuse, theft, assault or fraud.

CONFLICT OF INTEREST

59. Directors have a legal duty to act in the best interests of WSCLC and to avoid conflicts between the interests of the company and their personal or professional interests. The term 'personal interests' does not need to be their own interest, but may also arise from the interests of their family, friends, or other organisations they are involved with. It also



includes a conflict between their duty to WSCLC and another duty that they may have, for example, to another charity. Conflicts of interest may be actual, potential, or perceived, financial or non-financial.

60. Conflicts of interest occur as a normal part of governance and management. What is important is how they are managed. WSCLC's processes for managing conflicts of interest are detailed in Annexure A.

REVIEW

61. This Charter will be reviewed every three years or as otherwise required by the Board.

Review Date	Review Manager	Review Purpose	Changes Made	Board Approval
Feb 2019	Board	New Policy	New Policy	19 February 2019
Feb 2025	Board Secretary	Update and simplification	Simplification and standardisation across Committee Charters	15 April 2025



ANNEXURE A

CONFLICTS OF INTEREST

The overall framework for managing conflicts of interest is as follows:

1. A Register of Interests is maintained and updated regularly. This helps to identify and avoid conflicts of interests.
2. There are processes to encourage disclosure, including (but not limited to):
 - a. Conflict of Interest is a standing agenda item at all Board meetings and Board Committee meetings. Any declared conflict of interest is minuted along with details of how the conflict of interest is to be managed.
 - b. Directors complete a Declaration of Interests at the commencement of their term of office, annually, and at any other time when a potential, perceived or actual conflict of interest arises.
3. Once a conflict of interest has been identified, the Directors who do not have the conflict of interest decide how to manage the conflict and record the decision in the Conflict of Interest Register. As a minimum this will involve the Director(s) with the conflict not voting on or influencing the decision. It may also involve not participating in or being present for discussions on that matter.
4. In some circumstances the conflict of interest may prevent a Director from properly performing their duties as a Director of WSCLC in which case they may need to resign from their position.
5. All Directors (and others in the organisation) are to be provided with information and education on managing conflicts of interest.
6. Failure to comply with the Conflicts of Interest Policy is taken seriously and may lead to disciplinary action.



ANNEXURE B

INFORMATION SEEKING PROTOCOLS

When the Board or an individual Director is seeking information as part of their governance role, the following Information Seeking Protocol should be followed:

1. Discuss information requirements with the Board or Board Committee Chairperson prior to the next Board or Committee meeting.
2. After discussion, the Chairperson may either decide that the information is not required for governance purposes or may agree to place the matter on the agenda for the next meeting, or if urgent, may agree to initiate a circular resolution regarding the required information.
3. Unless the matter is decided by circular resolution, the Board or Board Committee will discuss the information request at the next meeting and decide on a course of action. The Board or Board Committee must be clear about what information is required, the purpose of seeking the information, whether it assists in their governance duties, and who they are seeking the information from. The Board or Board Committee may choose to have this discussion with or without the CEO present. In general, the CEO should be present, unless there are compelling reasons to the contrary.
4. If it is agreed that the information is required, the CEO should be consulted (if they have not already been involved in the discussion). The CEO may provide the information or direct the relevant team member to provide the information.
5. If the information has not been provided within a reasonable timeframe, or without a reasonable excuse, the Board may write a letter to the CEO detailing the information that is required, the purpose of the information, and who the Board intends to approach in order to obtain the information.
6. Information obtained by a Director in the course of their duties should be made available to all Directors.
7. In general, information should be sought via the CEO following the Information Seeking Protocols described above. Furthermore, individual Directors should generally not act alone. However, if the Board, or an individual Director, has reasonable grounds for concern, they are entitled to approach an employee directly for information. This step might be used, for example, if there are reasons to suspect illegal activities and consulting with other Directors and/or the actions of the CEO may compromise investigations.