

Master Builders Association of Victoria Board Charter

Master Builders Association of Victoria

1. Introduction

- 1.1 The Board is responsible for the overall governance of The Master Builders Association of Victoria (**Master Builders Victoria**).
- 1.2 The Board is committed to supporting and meeting the corporate governance requirements as set out by the ASX Corporate Governance Council by developing policies and practices that are consistent and relevant to the size and nature of Master Builders Victoria's operations and entity type.
- 1.3 The Board has responsibilities set out in this Charter. It will carry out its responsibilities honestly, fairly and diligently, in accordance with the laws, the Board Conduct Principles policies and Rules (**Constitution**) of Master Builders Victoria.
- 1.4 Master Builders Victoria's corporate governance culture, including leadership by the Board and senior management, is critical to Master Builders Victoria's continuing success and is intended to ensure all stakeholders' continued confidence in Master Builders Victoria as an exemplary corporate citizen.

2. Role Responsibilities

- 2.1 The Board is responsible for:
 - (a) overseeing the management of Master Builders Victoria;
 - (b) providing strategic direction through approving and periodically reviewing the strategic plan;
 - (c) approving strategy and performance objectives;
 - (d) approving the annual budget, including targets for revenue, surplus or deficit, capital expenditure, and cash flows, as proposed by management;
 - (e) approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures;
 - (f) appointing and removing the Chief Executive Officer (**CEO**);
 - (g) monitoring the performance of the CEO;
 - (h) approving succession plans for the CEO;
 - (i) appointing and removing the Company Secretary;
 - (j) monitoring management's performance, implementation of strategy, and allocation of resources to achieve the business policies, strategies, objectives and budgets;
 - (k) determining and approving the levels of authority to be given to the CEO in relation to operational expenditures, capital expenditures, contracts and the operation of banking and credit facilities, and authorising any further delegations of those authorities by the CEO to other senior employees of the company;

- (l) approving the appointment of the external auditor (subject to endorsement by members);
- (m) approving the Terms of References of Board Committees;
- (n) approving and monitoring financial and other reporting;
- (o) admission of members;
- (p) reporting to members;
- (q) monitoring management's identification of business risks, reviewing and ratifying systems of risk management;
- (r) monitoring management's compliance with Master Builders Victoria's policies;
- (s) ensure management has appropriate compliance frameworks and controls in place to support a culture of risk management within Master Builders Victoria; and
- (t) monitoring compliance with best practice corporate governance requirements.

2.2 The President is responsible for:

- (a) Representing Master Builders Victoria at formal events, conferences, and stakeholder meetings in line with the organisation's vision, mission, and strategic objectives.
- (b) Serving as the primary liaison between the Board and the CEO for effectively communicating Board decisions, strategies, and any other pertinent issues requiring senior management's attention.
- (c) Signing off on official documents, agreements, and contracts, in accordance with delegations or where not covered by a delegation that the Board has approved.
- (d) Coordinating with the Company Secretary on governance matters, including but not limited to the preparation and distribution of Board meeting agendas and relevant documentation.
- (e) Presiding over Board meetings and ensuring that discussions are conducted in an orderly manner and that all viewpoints are considered before decisions are made.
- (f) Leading Board evaluations, self-assessments, and overseeing the training and orientation of new Board members.
- (g) Working collaboratively with Board committees to ensure they effectively fulfil their roles and responsibilities as outlined in their respective Terms of Reference.
- (h) When necessary, in consultation with the Company Secretary, consult with legal or professional advisers to ensure that the Board's actions comply with legal and regulatory requirements.
- (i) Performing any other duties as may be specifically delegated by the Board from time to time.

2.3 The Deputy President may fulfil the President's role when the President cannot fulfil their responsibilities.

2.4 Sector Group Committee Chairs are responsible for providing feedback to the Board regarding their Sector Group's key priorities and challenges.

2.5 The General Board Member shall maintain impartiality and objectivity, irrespective of their affiliation with any particular Sector Group Committee. Their role is to offer insights and feedback that reflect the broad perspectives and needs of the general membership, rather than advocating for the specific interests of their Sector Group.

- 2.6 The Board delegates to the CEO:
- (a) the day-to-day management of Master Builders Victoria in accordance with instruments of delegation, policies, and the strategy approved by the Board, including the following areas:
 - (i) financial and capital management and reporting;
 - (ii) operations;
 - (iii) information technology;
 - (iv) marketing;
 - (v) members and customer services;
 - (vi) the administration of member admission;
 - (vii) developing relationships with all levels of government, media, consultants and other industry stakeholders; and
 - (viii) management of people and culture;
 - (b) the reporting of the performance of Master Builders Victoria;
 - (c) decisions regarding senior executive appointments, organisational changes and senior executive remuneration policies and practices; and
 - (d) such other duties as are from time-to-time delegated by the Board.
- 2.7 It is intended that the CEO can make all decisions and actions, under the various delegations from the board, that further the strategic objectives of Master Builders Victoria. Provided these actions are, in their judgement, reasonable having regard to the matters reserved by the Board, and the potential effect on the reputation of Master Builders Victoria.
- 2.8 The CEO will report the progress made towards achieving the strategic objectives of Master Builders Victoria to the Board with transparency and accountability.
- 2.9 The Board will routinely undertake a review of its responsibilities and CEO responsibilities to ensure that they remain appropriate for the business conducted by Master Builders Victoria.

3. Constitutional Requirements

- 3.1 The Electoral Council of Master Builders Victoria is responsible for:
- (a) electing all Board positions in accordance with the Constitution;
 - (b) filling casual vacancies on the Board subject to relevant legislation and the Constitution;
 - (c) acting on the Board's recommendation regarding imposing levies on members;
 - (d) removing Board or Electoral Council members in accordance with the Constitution;
 - (e) changing the Constitution of Master Builders Victoria.
- 3.2 Board Requirements:
- (a) the number of Directors to be between six (6) and nine (9);
 - (b) the Board will comprise of:
 - (i) a President and Deputy President elected from the Electoral Council;
 - (ii) six (6) Chairs, one (1) from each Sector Group Committee; and
 - (iii) a General Board member elected from the Electoral Council.

4. Seeking independent advice

- 4.1 Directors are entitled to seek independent professional advice related to the discharge of their responsibilities as Directors at Master Builders Victoria's expense. This is subject to the prior approval of the President or the Board, as appropriate, and in accordance with the terms of any organisational policy.

5. Board Meetings

- 5.1 The Board will meet as often as the Directors consider necessary to fulfil their duties and responsibilities and to meet the demands of the business. However, the Board must meet at least five (5) times in a calendar year.
- 5.2 A Board meeting may be held by the Board communicating by any technological means consented to by all the Directors. The consent may be a standing one, and the Board need not all be physically present in the same place for a Board meeting to be held. Directors may only withdraw their consent within a reasonable time before the meeting.
- 5.3 The Directors may meet without management present from time to time.
- 5.4 The Board may have in-camera sessions to discuss confidential matters as required.
- 5.5 A meeting can be convened by the President or any 3 Directors.
- 5.6 Each Director is entitled to receive notice of a meeting of Directors no less than three (3) days prior to the meeting, unless all Directors agree to a shorter notice due to circumstances.
- 5.7 Where possible, Board and Committee papers will be provided to Directors at least three (3) days prior to the relevant meeting.
- 5.8 A quorum for a meeting of Directors is five (5). A quorum must be present at all times during the meeting.

6. Conflicts

- 6.1 Directors must keep the Board advised, on an ongoing basis, of any interests that could potentially conflict with those of Master Builders Victoria and shall advise the Company Secretary of all directorships held in other companies.
- 6.2 If a potential material conflict of interest arises, the Director concerned shall advise the Chair prior to any Board meeting at which the issue is to be discussed. Any potential conflict of interest must be recorded in the Board minutes. The Board may advise the Director to leave the meeting on the basis of the conflict.

7. Committees

- 7.1 The Board may establish Board committees to which it may delegate, as much as is permissible under law, its powers, duties and responsibilities. The Board will appoint the members of each committee and the Chair of each committee.
- 7.2 The Board has established the following Board Committees:
 - (a) Finance, Risk and Audit Committee; and
 - (b) Remuneration Committee.
- 7.3 Separate Terms of Reference have been adopted for each of these Committees, setting out the composition, duties and responsibilities of the committee, which will be reviewed at least every three (3) years.

- 7.4 The Board may establish Advisory Committees such as recruitment committees or project committees from time-to-time with no delegated powers. The Board will appoint the members and the Chair of each committee and the Chair will provide the advice of the Advisory Committee back to the Board.


8. Company Secretary

- 8.1 The Company Secretary is accountable to the Board on all governance matters, with all Directors having access to the Company Secretary for advice or assistance.
- 8.2 The Company Secretary supports the effectiveness of the Board by:
- (a) monitoring that Board policy and procedures are followed; and
 - (b) in cooperation with the CEO coordinating the completion and dispatch of Board agendas, briefing papers and minutes.
- 8.3 The Company Secretary is responsible for:
- a) driving and advising on best practice in governance
 - b) championing the compliance framework to safeguard the integrity of the organisation
 - c) promoting high standards of ethical and corporate behaviour
 - d) bridging the interests of the Board, management and stakeholders

9. Board Review

- 9.1 The Board will participate in reviews of the Board's effectiveness in carrying out its responsibilities from time to time. The President will implement a review system which, subject to consultation with the Board, may include:
- (a) a collective review of effectiveness undertaken by the Board;
 - (b) individual performance reviews for Directors;
 - (c) opportunities for Directors to give private feedback to the President on Board effectiveness; or
 - (d) such other review mechanisms as the Board decides.
- 9.2 The President, in consultation with the Board, will consider whether to engage an external facilitator to assist with the above.
- 9.3 The Board shall review this Charter every 2 years or as required, after the annual Board performance assessment.
- 9.4 Any modifications to or replacements of this Charter must be approved by the Board.

Policy: Governance Charter

Date Written:	April 2023
Written By:	Tristan Moseley
Date Last Reviewed:	N/A
Reviewed By:	N/A
Date of Next Review:	April 2026
Policy Owner:	CEO
Approved by:	Sign:  Date: 18/10/2023

This policy should be read carefully as users will, in future, be deemed to be aware of its contents if there is any breach of the organisation's policy.