



The Lost Dogs' Home Board Charter



The Lost Dogs' Home Board Charter

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The Lost Dogs' Home Board Charter

1. Introduction

The Board of The Lost Dogs' Home is committed to having in place a robust system of governance and an ethical culture that reflects the objectives of The Lost Dogs' Home ("the Home"). As set out in its Constitution, the Home has as its primary objectives:

1. To serve the community and enhance the welfare of dogs and cats by alleviating animal suffering and minimising the number of lost, injured and unwanted animals.
2. To provide shelter, animal management and veterinary services in a quality environment.
3. To educate the public on responsible pet ownership and to provide programs that will enhance the objectives of the Home.
4. To advocate animal management and welfare policies at all levels of Government so that all the objectives listed above will be enhanced.

The Home is a corporation established under The Corporations Law. Directors are bound by The Corporations Law and by the Constitution of the Home.

The Home has the legal capacity and powers of a natural person, except that it does not have the power to issue shares and must be conducted as a non-profit company and a charitable institution.

2. Purpose of Board Charter

The purpose of this Board Charter (Charter) is to set out the principles for the operation of the Board of Directors (Board) of the Lost Dogs' Home and its relationship to its committees.

This Charter is to be read in conjunction with The Lost Dogs' Home Constitution. Nothing in this Charter limits any powers or responsibilities of the Board.

3. Role of the Board

The Board has primary responsibility for the welfare of The Lost Dogs' Home whilst having regard to the interests of all stakeholders.

The Board will at all times act honestly, fairly and diligently and within any applicable laws that may apply. Each of the Directors when representing The Lost Dogs' Home must act in the best interests of The Lost Dogs' Home.

4. Responsibilities of the Board

The Board has responsibility for guiding and monitoring the management of The Lost Dogs' Home, and is responsible for establishing appropriate governance processes. The Board oversees the establishment and maintenance of systems, processes and policies designed to ensure that The Lost Dogs' Home's activities are subject to adequate and appropriate internal controls and that the risks associated with The Lost Dogs' Home's operations are identified, assessed and appropriately managed.



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The Board is also directly responsible for providing the strategic direction for The Lost Dogs' Home and oversight of the financial stewardship. It is the

Board's responsibility to ensure that the strategic direction and financial objective are translated in The Lost Dogs' Home Strategic Plan and the Annual Business Plan and associated Annual budget.

The Board in fulfilling its responsibilities for the management of The Lost Dogs' Home will be responsible for:

Appointment and Performance of CEO

- a) Selection and appointment of the CEO
- b) Ensure the CEO has the moral and professional support required to further the goals of The Lost Dogs' Home
- c) Approve the remuneration of the CEO
- d) Setting of objectives for the CEO and evaluation of the performance against these objectives
- e) Remove the CEO if warranted by performance or other circumstances

Strategic Planning and Objectives

- a) Setting the strategic direction and financial objectives for The Lost Dogs' Home
- b) Evaluating, approving and monitoring the strategic plans of The Lost Dogs' Home
- c) Evaluating, approving and monitoring the annual business plan and budgets
- d) Evaluating, approving and monitoring the performance objectives of The Lost Dogs' Home
- e) Approvals of expenditure and commitments where specified by delegated Authorities
- f) Ensuring that the Home is properly resourced to effectively deliver on the strategies developed

Financial Stewardship

Monitoring financial performance, including approval of the annual financial and audit report and approval of the annual budget

Risk Management

- a) Monitoring the Lost Dogs' Home's performance relative to Corporate Governance Standards appropriate for a Not for Profit Organisation.
- b) Ensuring that risks are identified and appropriate control and monitoring are implemented
- c) Approving an appropriate and prudent framework of policies and controls, including delegations on policy approval, and monitoring compliance.
- d) Monitoring the operations of The Lost Dogs' Home in respect of its compliance with relevant regulatory requirements and any contractual, statutory or legal obligations
- e) Enhancement and protection of The Lost Dogs' Home's reputation.



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Reporting

Review and approval of the Annual Report and other reports to members and the broader community.

All Directors shall act in accordance with the Code of Conduct. (Appendix 1)

The Chairperson will be responsible for:

- a) Leadership of the Board
- b) Overseeing the Board in the effective discharge of its supervisory role
- c) The efficient organisation and conduct of the Board's function and meetings including the Annual General Meeting
- d) Setting the Board meeting agenda
- e) Facilitating the effective contribution of all directors
- f) The promotion of constructive and respectful relations between Directors, Committee Chairpersons, employees and volunteers
- g) Act as primary counsellor to the Committee Chairpersons
- h) Being the "interface" of the Board with relevant external stakeholders, as required by the Board
- i) Guiding, supporting, mentoring and providing performance feedback to the CEO.

The Deputy Chairperson (if appointed) will be responsible for:

- a) Chair meetings in the absence of the Chair
- b) Liaise on a regular basis with the Chair in relation to strategic issues facing the Home
- c) Act as a sounding board for the Chairperson as required in relation to such matters
- d) Attend meetings with the Committee Chairpersons should this not be possible by the Chairperson
- e) Attend, in an official capacity, Home functions as required
- f) Speak on behalf of The Lost Dogs' Home, in an official capacity, as required

5. Board Composition

The Board shall consist of Directors appointed in accordance with the Constitution. The number of Directors will be no less than 6, and no more than 11 pursuant to the Constitution. The composition of the Board is regularly reviewed to ensure that the Board continues to have the mix of skills and experience necessary for the conduct of the Company's activities. Candidates for appointment to the Board may be considered where they hold particular experience in the various activities conducted by the Company. The Board shall ensure that, collectively, it has the appropriate range and expertise to properly fulfil its responsibilities, including:

- Accounting and finance
- Business development and risk management
- Legal and governance
- Industry and public company experience;
- Advocacy and fund raising
- Animal welfare
- Marketing & Communications



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A transparent procedure for the selection and appointment of new directors to the Board helps promote understanding and confidence. The process for appointment of new members to the Board and the requisite skills are outlined in Appendix 2.

The Board of Directors will elect a Chairperson for a period of 1 year. At the end of the term the Chairperson will be eligible for re-election subject to a maximum of three terms as Chairperson unless the Directors unanimously agree to a further one year term being served.

6. Board Tenure

Each Director is, subject to the provisions of Clause 19 of the Constitution, appointed for a term of three (3) years commencing immediately upon appointment.

Each year one third of Directors will retire from office and may, subject to not serving more than nine years, stand for re-election.

Any Director who gains employment with the Home must immediately resign as a Director.

7. Board Authority

The matters specifically reserved for the Board include decisions about The Lost Dogs' Home's strategy and policies. The Board reserves to itself all matters that may have the potential to have a material impact on the reputation and operation of The Lost Dogs' Home.

Subject to the constraints of law, the Board may delegate any of its powers, except the approval of the annual budget and annual accounts, to Board committees consisting of one or more Directors, the CEO or any other person or persons that the Board thinks fit. Any Board committee, or other delegate or delegates in the exercise of the powers delegated must conform to any requirements that may from time to time be imposed by the Board. A delegate of the Board, other than the CEO, is not authorised to sub-delegate any of the powers for the time being vested in him or her without reference to the Board.

The Board shall:

- a) Determine the scope of the authority and any limits on that authority which is delegated to Committees; and
- b) Monitor that appropriate resources are available to the committees to fulfil the requirements.
- c) Review any delegated authority at least every 12 months.

Where the board delegates a task/tasks to individual board members or committees, these individuals will keep other board members informed of progress of the matter.



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8. Board Meetings

The Board will meet a minimum of 6 (six) times each calendar year and the meetings may be held using any technology consented to by all of the Directors.

Under Clause 12.6 of the Constitution and subject to the requirements of the Act a director must vacate office if they are absent from 3 consecutive Board meetings or 50% of meetings over a period of 12 months without leave of absence from the board.

Each Member of the Board has one (1) vote for the purpose of determinations of the Board. As prescribed by the Constitution at clause 21 questions arising at a Board meeting will be decided by a majority of the votes of the Directors present. In case of an equality of votes the Chairperson will have a casting vote. Decisions will be recorded in the form of resolutions. If there is no resolution, the matter is not yet decided.

A quorum for a Board meeting is no less than 4 of the appointed directors present (or in conference).

Agenda items will be advised to the Chairperson 2 (two) weeks prior to a scheduled Board meeting. The Chairperson will determine the agenda and the CEO shall distribute supporting papers for each meeting of the Board as far in advance as practicable but not later than seven (7) days prior to a Board Meeting. The Chairperson will ensure the availability and, if necessary, the attendance at the relevant meeting, of any Committee Chairperson responsible for a matter included as an agenda item at the relevant meeting.

Agendas will include whether an item is for discussion, for noting, for decision etc. and the timeframe available for discussion.

The minutes of each Board meeting shall be prepared by the Company Secretary and circulated to Directors after each meeting for approval. The draft minutes will be circulated within three working days of the meeting. Minutes of meetings should be approved within one month of the meeting.

Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Through the Chairperson, any Director has the authority to seek any information he/she requires from the CEO and any Committee Chairperson and all Chairpersons must comply with such requests. It is expected that any significant issues are communicated to the Chairperson and Company Secretary within a reasonable timeframe.

A brief evaluation or reflection item will be included at the end of each board meeting to ensure the board is dealing with the critical issues and in a constructive manner.

If a board member is unable to attend a meeting, then another board member will ring them within 24 hours to brief them on any key issues or matters arising.

Urgent matters that cannot wait until the next Board meeting can be dealt with by a Circulating Resolution distributed by the Chairperson or Company Secretary. Circulating Resolutions must be approved by all Directors entitled to vote on the resolution. Directors may record their approval of a Circulating Resolution by email. Outcomes of the Circulating Resolution will be noted in the business of the next formal Board meeting and will be entered in the Board minutes



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of the following meeting. If the resolution is not approved, the Chairperson will convene an extraordinary meeting if the matter is critical.

9. Communication

The Board Chairperson will act as the primary media spokesperson for the Board in relation to policy and issues and the CEO in relation to operational issues. The Board may delegate authority to designated board members and recognised experts from the Membership to comment on particular matters. Unless pre-approved by the Chair, Board directors are not permitted to comment publicly on The Lost Dogs' Home policy or related matters, however, the Board members are expected to be active advocates for The Lost Dogs' Home and its aims. Materials to assist this advocacy are to be prepared and supported through the Marketing, Fundraising and Communications team.

If approached for comment, in their professional capacity, Board members should ensure that they specifically state that they are not representing The Lost Dogs' Home and cannot comment on The Lost Dogs' Home matters.

If the Chair or CEO invite response by email, reply all should be used by all board members

For inter board emails the board member to action the item will be the addressee and others will be cc'd.

Where communication with senior staff by a board member is appropriate, this will be done with the knowledge of the CEO, and the board member will be briefed by the board on the who and what is to be communicated.

10. Director Independence and Advice

Except as otherwise required by law, all Directors are entitled to be heard at all meetings of the Board. Directors should bring an independent and informed judgment to bear in decision-making. If a Director requires additional information or advice in relation to a matter being considered by the Board, then the Director should raise that with the Chair, and/or Company Secretary prior to the meeting or where appropriate with the whole Board.

Directors, the Chairperson, and the Company Secretary must be aware of the need to declare conflicts of interest. Declared conflicts will be noted in the minutes of all Board meetings.

The Chairperson has an obligation to request at the commencement of a meeting whether any Director has a conflict of interest in any matter that may arise in the meeting and Directors have an obligation to declare any conflicts that may arise. Directors have an obligation to declare any further conflicts should they arise during the meeting.

Either at the commencement of the meeting or during the meeting as appropriate, the Board will decide on course of action, i.e. whether the Director concerned:

- can participate in discussion on conflict item, retaining voting right.
- can participate in discussion on conflict item, without voting right.
- should retire from the meeting for the discussion on conflict item.



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- The Chairperson will communicate the meeting's discussion/resolution to the Director concerned.

The details of any conflict of interest, whether declared before or during the meeting will be recorded in the Minutes of the meeting. The Minutes will also detail the agreed course of action to deal with the conflict of interest.

With the prior approval of the Chairperson which will not be unreasonably withheld, and after notifying the Board, Directors are entitled to reimbursement for the reasonable costs of any independent advice obtained in respect of their office.

11. Association Liability Insurance Requirements

All Directors have a responsibility to immediately notify the CEO or Chairperson if the Director is aware of any act, omission, conduct, fact, event, circumstance or matter which might:

- a) Give rise to a claim or lead to civil or criminal proceedings against the Director or the Home.
- b) Result in the Director or the Home being required to attend an official investigation, examination, inquiry or other proceedings
- c) Give rise to a fine or penalty being imposed on the Director or the Home (other than for a traffic offence) by a Federal, State, Territory or local government or other regulatory authority.

12. Board Committees

To assist in carrying out its responsibilities and the advancement of work on The Lost Dogs' Home's strategic initiatives, the Board has established the following Board committees:

Finance and Risk Committee

The role and responsibilities of the committee are to:

- a) Review financial reports and recommend any proposed corrective action.
- b) Manage the audit process and recommend to the Board the appointment and, where necessary, the removal of an Auditor.
- c) Monitor and review the Home's risk management framework and recommend improvements.
- d) Monitor and review the Home's investment strategy and recommend improvements.
- e) Progress any other matters as directed by the Board.



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Governance and Ethics Committee

The role and responsibilities of the committee are to:

- a) Monitor and review the Board's appraisal system and recommend improvements.
- b) Manage the selection and appointment processes for the CEO and Board Members
- c) Annually review and make recommendations in respect of the remuneration for the CEO.
- d) Ensure appropriate processes are in place for the evaluation and review of CEO performance
- e) Recommend improvements in governance arrangements for the Board.
- f) Provide leadership in ensuring ethical behaviour across all of The Lost Dogs' Home activities.
- g) Progress any other matters as directed by the Board

Committee dates and agendas will be circulated and each committee will report to the Board after every meeting and may present an annual summary of its activities for the year.

These committees are comprised of Board members as well as The Lost Dogs' Home staff and in some cases personnel external to the Home. The Board Chairperson and other Directors may attend meetings of the Committees as an observer to contribute to the work of the committees and to provide specialist advice.

The Board shall determine the charters, membership, and composition of Board or ad-hoc committees, and shall in reviewing effectiveness of governance from time to time consider the need for additional committees. The Board may also from time-to-time set up specific purpose committees of Board members or working groups of Board members and other persons with appropriate skills.

These committees are designed to consider specific matters and make recommendations to the Board. However, it is not intended that these committees restrict the ability of the Board to make an independent assessment of the recommendations, having regard to the Board's knowledge of The Lost Dogs' Home and the complexity of its structures and operations. The Board will consider the materials and recommendations presented to them and bring their own mind to bear on the issue using the skill and judgment they possess. The Board may request copies of any committee papers, minutes, or agenda in respect of any committee and all directors may attend meetings of committees of which they are not members.

13. Dispute Resolution

The Directors are committed to the effective operation of the Board and reaching a speedy and just resolution of any disputes that may arise and threaten the harmonious functioning of Board.



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Any disputes between individual Directors will be brought to the attention of the Chairperson who will decide whether to call an extraordinary meeting or to hold the matter over until the next scheduled meeting or facilitate independent mediation.

The process for resolving any disputes between a Director or Directors and the Chairperson will be agreed by the full Board, or in the event of no agreement will be referred to the Chair of the Governance Committee (subject to that Director not being a party to the dispute) for recommendation of a process for resolution.

14. Reimbursement of Board or Out of Pocket Expenses

Directors will not receive remuneration but may be reimbursed for out of pocket expenses, such as travel expenses, incurred as a result of being a Director. Payments to Directors must be approved by the Board prior to the expenditure being incurred.

15. Board Review

The Board will review its performance at least annually and consider changes to improve the effectiveness of the Board and/or its Committees. The process for Review is outlined in Appendix 3.

16. Review of Charter

The Board will review this charter and the charter of Board Committees annually to ensure they remain consistent with the Board's objectives, responsibilities and relevant standards of corporate governance.



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Appendix 1

Directors' Code of Conduct

Introduction

Although each Director derives his or her position from direct appointment, once the office of Director is conferred, the Director becomes bound by the overriding fiduciary duty to act in good faith in the pursuit of the best interests of the organisation as a whole. In particular, the circumstance that The Lost Dogs' Home is a company limited by guarantee does not modify or affect that overriding fiduciary duty. In the discharge of their duties, Directors operate within the framework of a collective board. In order to enable a board to operate effectively in the pursuit of the best interests of the organisation as a whole, there need to be clearly understood and observed rules.

The Directors' Code of Conduct

This Directors' Code of Conduct applies to all Directors of The Lost Dogs' Home.

A Director

- must act honestly, in good faith and in the best interests of the organisation as a whole.
- has a duty to perform the functions of office and exercise the powers attached to that office with a degree of care and diligence that a reasonable person would exercise if they were a Director in the same circumstances.
- must recognise that, in acting as a Director of The Lost Dogs' Home his or her dominant purpose must be to serve the interests of the organisation as a whole, not the interests of any particular stakeholders or the Director's personal or commercial interests. In circumstances of insolvency or near insolvency, Directors must also take the interests of creditors into account.
- must not make improper use of information acquired as a Director to gain a personal advantage or to cause detriment to the organisation.
- must not take improper advantage of the position of Director to gain a personal advantage or to cause detriment to the organisation.
- must not knowingly place himself or herself in a position where there is a real or perceived conflict between his or her personal or business interests, or his or her duties to any other company, and the interests of The Lost Dogs' Home. If he or she is faced with an actual or potential conflict of interest in relation to a particular matter being considered by the Board the necessary action will be determined by the Board and may include:
 - fully and frankly informing the Board about the circumstances giving rise to the conflict;
 - abstaining from voting on any motion relating to the matter and absenting himself or herself from all Board deliberations relating to the matter; or
 - resigning from the Board.
- who has a material personal interest in a matter should notify the other Directors of the interest unless the Director is not required to do so under the *Corporations Act*. A Director who has a material personal interest in a matter that is being considered at a Board meeting must not vote on the matter or be present while the matter is being considered unless:
 - the interest is not required to be disclosed under the *Corporations Act*; or



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- approval for participation is obtained from other non-interested Directors.
- must bring an open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, in good faith and on reasonable grounds, to be in the best interests of the organisation as a whole.
- must have the opportunity to put his or her views on issues before the Board or a committee on which he or she sits. While Directors must treat each other with courtesy and observe the other rules in this Directors' Code of Conduct, Directors should be able to engage in vigorous debate on matters of principle.
- shall not disclose confidential information (including Board or Committee papers) received in the course of the exercise of directorial duties unless that disclosure has been duly authorised by the organisation, or the person by whom the information was provided, or is required by law.
- must not disclose the content of discussions at Board meetings or committee meetings outside appropriate and responsible circles within the organisation with a legitimate interest in the subject of the disclosure, unless that disclosure has been authorised by the organisation, or is required by law.
- may not disclose the fact that he/she dissented where a decision is not unanimous. The fact that a Director dissents on certain decisions will not in itself be sufficient to remove all liability from that director, should the decision lead to litigation. The Director's position should be minuted.
- shall, unless exempted by the Board or the Chairman, co-operate in corporate governance procedures prescribed by the Board including periodic appraisals of the performance of the Board.
- must devote such time as is necessary to carry out the duties of the non-executive Director as determined by the Board.
- has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and of the principles of this Directors' Code of Conduct.

This Charter was approved by the Board of the Home on 10 December 2015



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Appendix 2

Procedure for Selection and Appointment of Directors

A formal and transparent procedure for the selection and appointment of new directors to the Board helps promote understanding and confidence in that process. The appointment of new members to the Board will be managed by the Governance & Ethics Committee having regard to the skills matrix attached and an overall aspiration of the Board composition reflecting the vision of The Lost Dogs' Home.

a) Identification of potential Board candidates

- Each of the individual Directors are expected to be continually on the lookout for candidates that they consider may be valuable members of the Board. In the circumstances of a Director intending to vacate their role, as much notice as practicable is expected (ideally 6 (six) months). That Director shall actively assist in the identification of candidates to fill the vacancy.
- At various times the Board may also determine that there is a specific requirement for a Director with particular skills, and at this time external consultants may be engaged to identify potential candidates or a general advertisement seeking expressions of interest may be posted.

b) Selection

In the circumstances where the Board believe there is a need to appoint another director, whether due to retirement of a Director, growth or complexity of the Company's business, certain procedures will be followed including:

- determining the skills and experience appropriate for the appointee having regard to those of the existing Directors and any other likely changes to the Board;
- agreeing the process and timetable for seeking such a person, which may involve an external recruitment firm and/or advertising;
- the preparation of a short list of candidates.

Potential directors are to be approached and their interest in joining the Board, together with the responsibilities such an appointment would entail, are discussed. The terms and conditions of the appointment are also communicated to the candidates.

Once potential candidates have been identified they would be expected to provide a copy of their resume detailing their skills and experience. The Chairperson together with at least one other Board member would interview the candidate/s and explain details of the Company, its operations, policies and expectations.

When considering a candidate the assessment will be based on the following guidelines:

- alignment with the Values and Vision of the Home
- competencies and qualifications;
- independence;
- other directorships held (previously and currently);
- time availability;
- contribution to the overall balance of the composition of the Board;
- depth of understanding of the role and legal obligations of a director.



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The recommendations in respect to new director appointment will then be considered and approved by the full Board, subject to the Directors' voting arrangements set out in the Company's Constitution.

c) Appointment to the Board

If an invitation to become a director of the Board is accepted, the new Director must sign the Directors Consent to Act form (copy attached). The Director will also be provided with access to the Company's Constitution, the Board Charter and other relevant policies and procedures.

The Board will appoint the new Director during the year.

Following the appointment of a new Director to the Board, an announcement is to be made on The Lost Dogs' Home website containing various details of the new Director's skills and experience and the reason for the appointment to the Board.

d) Induction

When appointed to the Board, all new directors receive an induction appropriate to their experience to familiarise them with matters relating to the Company's operations, strategies and practices.

To be effective, new directors need to have a good deal of knowledge about the Company and the environment within which it operates. An induction program should enable new directors to gain and understanding of:

- the Company's financial, strategic, operational and risk management position;
- their rights, duties and responsibilities of directors; and
- the role of the Board committees.