

Mpower Inc.

Board Charter

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Introduction

This Charter is for the use of Board members to guide them in fulfilling their governance roles and is to be used in conjunction with the organisation's Rules.

The Board of Mpower incorporating Mpower Communities Pty Ltd (Mpower Communities) on behalf of its members has responsibility for the stewardship of the organisation and ensuring that organisational performance aligns with the agreed Vision, Purpose and Values that have been adopted.

The Board appoints a Chief Executive Officer (CEO) who is responsible for leading the organisation in line with their delegated authority and limitations. The CEO is the sole link between the Board and the operational performance of the organisation.

The Board has adopted Policies that are contained within this Charter, which clearly enunciate: The role of the Board including collective and individual expectations;
The role and limitations that have been placed upon the CEO, including delegated authority; and, How the performance of the organisation and CEO will be monitored and reported upon.

Policy 1: Strategic Outcomes

Scope

This Policy outlines the key strategic settings/results expected of the organisation which will align with our Vision, Purpose and Values.

Purpose

The primary purpose is to guide the CEO in achieving the results required by the Board through strategic planning. This Policy provides direction in relation to the Board's expected results and outcomes, and the philosophy and values by which the organisation will operate and conduct its business in achieving these results.

Process

To achieve strategic outcomes in a uniform and coordinated manner, the Board will adopt medium- and long-term Strategic Plans (3-5years) that enunciate and focus on service direction, business development and growth, and operational and financial performance. These Strategic Plans will be supported by aligning annual Business Plans for each financial year which will be monitored and reported against annually to evaluate operational performance. The performance of the CEO will be measured against these Plans.

Policy 2: Governance Process

Scope

This policy applies to the Board and to individual members of the Board.

Purpose

The purpose of this policy is to enunciate the processes and procedures for the operation of the Board and conduct and expectations of Board members.

Governance Process Policies

2.1 Governance Commitment

The purpose of the Board is to see to it that the organisation:

- Achieves desired results for an agreed client group within an agreed cost structure as specified in the strategic settings.
- Operates within budget.
- Avoids unacceptable actions and situations including those prohibited in the CEO Delegation and Limitations policies.

The 'owners' of Mpower are the legal members of Mpower as specified in the Mpower Rules.

The stakeholders of Mpower include any group or individual with whom Mpower has a shared interest from time to time, for example:

- Clients including people who directly access the services of Mpower.
- Staff including employees and volunteers.
- Partners including academic and research organisations.
- Funding bodies.

2.2 Guiding Principles

- The Board of Mpower will govern lawfully and will:
- Demonstrate the values of Mpower.
- Be proactive, with a focus on its vision and strategic direction.
- Look more to the future than the past or present.
- Encourage discussion and debate of a diversity of views.
- Provide strategic leadership.
- Clearly distinguish between the roles of the Board and the CEO.

Make decisions collectively and speak with one voice. In all its operations, the Board will:

- **Cultivate a sense of group responsibility.** The Board will be responsible for excellence in governing. The Board will be the initiator of high-level strategic direction. The Board will not use the expertise of individual members to substitute for the judgement of the Board, although

the expertise of individual members may be used to enhance the understanding of the Board as a body.

- **Direct, control and inspire the organisation** through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term results achieved through the activities of Mpower, not on the administrative or operational means of achieving results.
- **Govern with excellence**, enforcing upon itself whatever discipline is needed to do so. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles and ensuring the continuance of governance capability through, for example, succession planning, Board member development and other means agreed by the Board. Although the Board can change its governance process policies at any time, it will observe those currently in force scrupulously.
- **Work to continuously improve**, which will include orientation of new Board members in the Board's governance process, periodic discussion of process improvement and an annual Board review (self-evaluation). At each meeting the Board will take time to monitor and discuss its process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Monitoring and Reporting categories.
- **Fulfil its obligations**, not allowing any officer, individual or committee of the Board to hinder or be an excuse for not fulfilling the obligations of the Board.

2.3 Role of the Board

The Board is the link between the members and Mpower's operations that are managed by the CEO, who is the Board Secretary.

The Board's role is to:

- Protect the rights and interests of the members of Mpower as specified in the Mpower Rules, acting in good faith in their best interests.
- Ensure legal obligations are met.
- Inspire and lead the organisation.
- Establish the organisation's purpose and values.
- Determine the strategic direction and desired outcomes of the organisation's efforts, including medium and longer term strategic outcomes.
- Monitor the performance of the organisation in terms of outcomes, meeting of legal responsibilities and adherence to its core values and philosophy.
- Communicate with members and stakeholders to determine their needs and expectations of the organisation.

In carrying out its role, the Board accepts the following duties:

- Plan strategic outcomes for Mpower.
- Monitor and review progress towards these outcomes, determining measures and targets for monitoring the Board and Mpower operations.
- Debate and discuss issues and directions relevant to the Board's responsibilities.
- Make decisions on financial and other matters not delegated to the CEO.
- Receive and consider audit reports and reports relating to legal and other aspects of the organisation for approval, where such approval is not delegated to the CEO.

- Appoint the CEO and monitor their performance.
- Determine the matters to be delegated to the CEO and monitor.
- Monitor business performance, including financial performance, compliance with legal obligations, consistency with needs of members and stakeholders.
- Monitor the framework for business controls and ensure major risks are identified and managed.
- Ensure continuing professional development of the CEO, adequate remuneration and succession planning.

2.4 Role and Responsibilities of Board Members

Board members carry equal and collective responsibility for the organisation (the Mpower Rules specify the legal powers and duties of Board members). Board members will:

- Acknowledge their primary responsibility and loyalty to Mpower and act accordingly.
- Act responsibly and fulfil their duty of care to Mpower's best interest, regardless of his or her personal, professional or other affiliations.
- Fulfil their statutory and fiduciary responsibilities as a Board member of Mpower.
- Be familiar with and abide by the Rules and Board Policies.
- Act ethically and with integrity in all their personal and professional dealings, abiding by the Board Policies relating to ethics, conduct and conflict of interest.
- Monitor Board processes and procedures and ensure that the Board as a whole complies with its legal obligations and agreed policies.
- Speak with one voice on all Board decisions, policies and agreed positions of the Board.
- In all deliberations, take a forward-looking, strategic view looking more at broad concepts and ramifications than a focus on detail.
- Contribute to planning and decision-making, bringing to the discussion a sufficient level of knowledge and understanding of the needs of members and stakeholders and the sector in which Mpower operates.
- Contribute to discussion, debate and decisions of the Board, with independence of thought, wisdom and informed counsel.
- Stay up to date with issues affecting the organisation, determining when an issue needs to be brought to the attention of the Board, the President or a committee of the Board and/or the CEO.
- Assess and monitor the financial status of the organisation and obtain the necessary training to fulfil this obligation. Such training will be made available by Mpower if required.
- As soon as practicable after being appointed become familiar with Consumer Affairs Victoria's Model Rules for an Incorporated Association and Victoria's Associations Incorporation Reform Act 2012 and subsequent updates.

2.4.1 Role and Responsibilities of the President

The President is responsible for:

- Ensuring the integrity of the Board's processes, including chairing meetings of the Board, in accordance with legal obligations and Board Policies.
- Representing the Board to outside parties, acting as spokesperson on behalf of the Board, according to agreed positions of the Board.

The President will:

- Guide and direct the governance process according to Board Policies, with a focus on results expressed as strategic outcomes.
- Ensure that decisions and behaviour of the Board are consistent with its own Policies and the Mpower Rules, and with those policies, procedures, rules and legal requirements legitimately imposed upon it from outside the organisation.
- Represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to them.
- Ensure the setting of the agenda for Board meetings.
- Ensure that the decisions of the Board are properly recorded.
- Chair Board meetings with all the commonly accepted powers of a chair, such as ruling and recognising.
- Chair Board meetings in a manner that encourages prudent decision-making, through appropriate participation, debate, discussion and sharing of information, while ensuring the agenda and meeting proceeds in an orderly and timely fashion and discussion is kept to the point.
- Ensure that the content of Board discussion is on those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.
- Ensure that information or discussion of issues that do not relate to monitoring performance or Board decision-making is avoided or minimised and noted as such.
- Serve as the Board's central point of communication with the CEO, developing a positive relationship with the CEO, including acting as a sounding-board in discussions on emerging issues and alternative courses of action.
- Stay up to date with issues affecting the organisation, determining when an issue needs to be brought to the attention of the Board or a sub-committee of the Board.
- Lead the development of knowledge and capabilities of the Board by playing a central role in the induction and orientation of new Board members and the provision of professional development for the entire Board.
- Ensure a mentoring process is in place for Board members.

The President does not have any authority independently of the Board as a whole to:

- Change any aspect of Board policy.
- Supervise or direct the CEO.

2.4.2 Role and responsibility of the Vice President

The Vice President will assume the role and responsibilities of the President (refer Section 2.4.1) when acting as President.

2.4.3 Role and responsibility of the Treasurer

The Treasurer is responsible for chairing the Finance and Audit Sub-Committee, or for nominating a Chair.

The Treasurer will:

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- Chair meetings of the Finance and Audit Sub-Committee with all the commonly accepted powers of a chair, such as ruling and recognising.
- Ensure the setting of the agenda for Finance and Audit Sub-Committee meetings.
- Ensure that the decisions of the Finance and Audit Sub-Committee are properly recorded.
- Report to the Board on the outcomes of Finance and Audit Sub-Committee meetings.

2.5 Ethics, Conduct and Conflict of Interest

2.5.1 Code of Ethics

The Board commits itself and its Board members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Each Board member will ensure that their actions reflect positively on Mpower. No Board member will carry out any action that could bring the reputation of Mpower into question or disrepute. Board members will:

- Act honestly and in good faith at all times.
- Comply with the Rules, Board Policies and legal obligations, respecting due process and fair play.
- Recognise the essential dignity of each and every person and act accordingly. Treat each other with courtesy. Foster a culture of mutual trust and respect within the Board and Mpower, free of harassment, discrimination and prejudice.
- Respect the role of the CEO to manage the organisation and its staff, and refrain from behaviour that could in any way undermine the authority of the CEO.
- When interacting with the public, the media or other entities, recognise that they are not to speak for the Board except to convey explicitly stated Board decisions that are not confidential to the Board or the organisation.
- Respect the confidentiality of data and information obtained as Board members. Protect private, sensitive and confidential information from misuse. All information developed by Mpower is the intellectual property of Mpower and is not to be divulged to any party except with the explicit approval of the Board unless required to do so by law.
- Not use their Board position to obtain employment in Mpower for themselves, family members, or close associates. Should a Board member apply for employment, they must first resign from the Board.

2.5.2 Code of Conduct

Board members are to abide by this Code of Conduct, and:

- Carry out their duties as a Board member in a lawful manner. Ensure that Mpower carries out its business in accordance with the law, the Mpower Rules and these Board Policies. Fulfil fiduciary duties, complying with the spirit as well as the letter of the law.
- Be conscientious, prepare for meetings of the Board and its sub-committees and working parties. Contribute to Board meetings, discussions and activities in a positive and constructive manner. Seek out information on matters of relevance to the Board. Ensure that all perspectives and information are taken into account by the Board.
- Advise the President if there is an item that needs to be brought to the attention of the Board.
- Not independently represent the Board with staff and or stakeholders including providing undertakings or warrants for matters to be referred to the Board. In all instances, issues so raised, should be referred to the President or Board and not be acted upon independently.
- Attend meetings of the Board and any and all of the sub-committees of which the Board member is a member. If unable to attend a particular Board meeting, notify the President in advance with an explanation of the absence.

- Maintain sufficient knowledge of Mpower's business and performance to make informed decisions.
- Abide by Board decisions once reached notwithstanding a Board member's right to pursue a review or reversal of a Board decision.
- Make reasonable enquiries to ensure that Mpower is operating efficiently, effectively, legally and ethically and in keeping with the philosophy of Mpower in the pursuit of its goals and strategies.
- Not agree to Mpower incurring new obligations unless they believe that such obligations can be met when required.
- Conduct themselves in a manner that brings credibility and goodwill to the organisation.

2.5.3 Test for Independence of Board Members

All Board members will be independent as per the following test and will not represent the interests of any third party:

A Board member is considered an independent Board member if that Board member and any member of his or her immediate family:

- Is not currently employed by Mpower or has not previously been an employee in the last three years.
- Is not a material supplier to Mpower, nor an officer of or otherwise associated directly or indirectly with a material supplier.
- Does not have a material contractual relationship with Mpower other than as a Board member.

For the purposes of this test, the "immediate family" of the Board member includes the Board member's spouse/partner, parents, children, siblings, partner/spouse family members and other persons living in the Board member's home, not including employees of the Board member.

2.5.4 Conflict of Interest

Board members will avoid material conflict of interest with respect to their fiduciary and other responsibility as a Board member. At the commencement of every Board meeting, Board members will be asked to record whether they have a conflict of interest in relation to any of the matters on the agenda, or any ongoing conflict of interest.

Conflict of interest can be described as any situation in which a Board member is in a position to exploit their capacity in some way to provide a personal, professional or business benefit to themselves or associates. This benefit may be in the form of gaining of a benefit directly (for example, insider knowledge or gaining a business opportunity) or indirectly, for example protecting against loss or damage (for example, loss of professional standing, loss of business opportunity etc). Conflict of interest occurs when a Board member or his or her immediate family or business interests stand to gain (or not lose) from any business dealings, programs or services provided to Mpower. This includes professional and business relationships with Mpower, and personal and/or professional advantage arising from insider knowledge if that knowledge could be used for professional or personal advantage. Any relationship which has the potential to cause bias in decision making will be deemed a conflict of interest.

A conflict of interest exists in these circumstances regardless of whether or not an advantage or an unethical or improper act results from that conflict.

- The Board will maintain a Register of Interest in which Board members will disclose any and all involvements that might be or might reasonably be seen as being a conflict, including involvements with other organisations, with vendors, or any other business, professional or personal associations of that Board member.

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- Board members will record details in the Register of Interest as soon as practicable on awareness of a conflict of interest.
- Upon any Board member leaving the Board, all records relating to that Board member will be removed from the Register of Interest.
- The Register of Interest will be presented to the Board for minuting at the first meeting after any addition or amendment to the Register.
- Any Board member who is aware of any potential conflict of interest of another Board member is required to bring this to the attention of the Board.
- The Board will determine whether or not an interest is material and will advise the Board and individual Board member accordingly.
- When the Board is to decide upon an issue about which a Board member has an unavoidable material conflict of interest, then:
 - That Board member shall absent themselves without comment from not only the vote, but also from the deliberation.
 - The Board will determine what records or documentation relating to the issue, its discussion and any associated resolution will be made available to that Board member.
 - The Board will minute all decisions relating to the above.
- Where an ongoing conflict of interest is likely to prevent a Board member from carrying out their role properly, then that Board member is required to consider resigning from the Board. Board deliberations on whether the resignation is to be accepted or requested need to take account of whether the resignation will be seriously detrimental to the Board.
- Upon a Board member leaving the Board, the Board member will return to the Board all documents relating to Board business.

2.6 Public Comment

- Whilst the CEO is the designated public spokesperson for Mpower, the President is designated by the Board to speak on behalf of Mpower as required.
- Should an individual Board member be approached for comment on any matter relating to Mpower or their role on the Board then that Board member will:
 - Not disclose any information, documents or other data without the prior consent of the Board, except for information and documents that are available to the public.
 - Inform the Board or the President at the earliest opportunity of any approach or request and seek a determination on the appropriate action to be taken by that Board member.
 - Not commit to decisions or positions not agreed by the Board.
 - Abide by the policy of Board members speaking with one voice, regardless of the personal view of that Board member.

2.7 Stakeholder Engagement and Fundraising

The Board recognises the importance of engaging with stakeholders. Stakeholder engagement is an operational responsibility of the CEO. From time to time the CEO may ask one or more Board members to assist in a stakeholder engagement or fundraising activities.

2.8 Processes and Procedures

2.8.1 Record-keeping

The Board will:

- Ensure that minutes are taken at all meetings of the Board.
- Ensure that records of minutes and agendas are properly stored and able to be retrieved as required.
- Ensure the confidentiality and security of all files and records.
- Ensure that files and records are maintained such that they are able to be passed on to future Board members and Office Bearers of the Board.

2.8.2 Planning, monitoring and review

- One of the primary roles of the Board is to set and guide the direction of the organisation and monitor achievements. The Board will:
- Express the direction of Mpower in terms of strategic outcomes as part of these Board Policies, including the desired results, the persons or entities for which these results are directed and an indication of the relative importance of each result.
- Consult with the Mpower members and important stakeholders and take account of their needs and expectations in determining the strategic outcomes.
- Adopt a planning, monitoring and review cycle that incorporates
 - Ongoing monitoring of progress in achieving the current strategic outcomes and
 - A regular annual review of the Strategic Plan.
- Incorporate a session in the regular Board agenda during which the Board reflects on issues of strategic importance that are likely to have an impact on the future success of the Board and its continued well-being.
- Incorporate a session in the regular Board agenda during which the Board considers a report from the CEO on progress towards the Board's strategic outcomes.
- From time to time, conduct an evaluation with a view to determining the extent to which the desired results expressed as strategic outcomes are being achieved, and the impact of any unintended consequences.

2.8.3 Financial stewardship

A primary role of the Board is to ensure the ongoing financial viability of the organisation and that its financial resources are managed with prudence, in accordance with the law and with a view to achieving the strategic outcomes of the organisation. The Board will:

- Ensure there are adequate and appropriate controls, control systems and policies for proper management, recording and reporting of financial resources and transactions, inventory and assets.
- Regularly monitor the financial status of the organisation, ensuring adequate financial resources are secured for its ongoing viability. The Board will assess the financial status at least quarterly.
- Ensure that financial resources and assets are used efficiently and effectively.
- Approve financial limits and constraints for the CEO as part of the CEO Delegation of Authority.

- Approve expenditure on items outside the limits set in the CEO Delegation of Authority, including expenditure for supplies, systems, plant, equipment, land and any other resources and/or assets.
- Receive the annual plan, schedule and reports from the Finance and Audit Sub-Committee and consider the recommendations.
- Receive and review the annual financial report and statements of the organisation.

2.8.4 Risk management

The Board is responsible for ensuring the organisation takes appropriate precautions to manage risk. Taking into account recommendations from the Quality and Risk Sub-Committee, the Board will:

- Ensure all Board documentation is up-to-date.
- Ensure Board practices are consistent with the Rules and Board Policies.
- Ensure the Board and Mpower are in compliance with legislative and/ regulatory requirements.
- Ensure there is adequate insurance to protect the organisation.
- Ensure there is adequate insurance and indemnity cover to protect individual Board members acting in their capacity as Board members.
- Monitor risks to the organisation and ensure that there are processes and plans in place to manage risks that can be reasonably anticipated.

2.8.5 Reimbursement of Board Members' Expenses

The Board will reimburse to Board members reasonable expenses incurred by Board members in carrying out their duty as a Board member, at the discretion of the Board.

2.9 Maintaining Board Expertise

The Board is responsible for ensuring it has the skills, knowledge and expertise required to fulfil its role.

2.9.1 Recruitment of new Board Members

In the instance of a forthcoming vacancy on the Board, the Board will consider the needs of the Board for specific and general skills, knowledge, experience and attributes required to ensure a strong and balanced Board. The Board will:

- Not seek to vest in any one member specific and specialised skills, knowledge and competency, recognising the risks such action might incur and recognising that Board members carry equal responsibility for the Board.
- Identify suitably qualified candidates who are willing to be nominated to the Board and conduct any interviews and other investigations as appropriate to the Board. Mechanisms by which new Board members are sought may include all or some of the following:
 - Advertising through the Australian Institute of Company Directors.
 - Advertising in local and national newspapers and/or via internet recruitment services and/or via social media (eg LinkedIn).
 - Appointing a recruitment agency to identify suitable applicants.
 - Inviting registration of interest on the Mpower website.
 - Networking.

- Other means.
- New Board members will be required to undertake a Police Check, Working with Children Check and other checks as required prior to their nomination proceeding to the Board.
- Manage other processes relating to Board nomination and membership as described in the Rules.

2.9.2 Orientation and induction of new Board Members

Within one month of appointment, a new Board member will receive a thorough orientation to their position. This may include but not be limited to:

- A familiarisation meeting with the President and Board members in an informal setting.
- A meeting with the CEO.
- A tour of facilities and an introduction to key staff of the organisation.
- Appointment of a mentor to the incoming Board member from the existing Board members.
- A Board Resource Kit (Board Member's Kit) comprising:
 - Mpower Rules.
 - Description of legal structure including tax status.
 - Board Charter.
 - The current year's Board meeting program.
 - Current and recent Board meeting agendas and minutes (at least the past 12 months).
 - Strategic Plan.
 - Annual Report.
 - Financial overview, including financial statements, funding sources.
 - Organisation chart.
 - Summary of the organisation's history and origins.
 - Important recent documents relating to Mpower's policy position, such as research reports, submissions to government etc.
 - Contact details for all Board members, the CEO and key staff.
 - Glossary of terms, definitions and acronyms.
 - A guide to meeting procedure.

2.9.3 Board and Board Member Professional Development

The Board will encourage Board members to take part in professional development activities to help them in their role as a Board member. The Board will:

- Review the results of the annual Board self-assessment and prepare a professional development program for the Board.
- Take reasonable steps to ensure Board members participate in the professional development program.
- Allocate a proportion of the Board's annual budget for professional development.
- Ensure the annual program provides for Board professional development in an aspect of governance.

2.10 Board Meetings

Meetings of the Board will be conducted according to an annual calendar agreed by the Board and in line with the requirements of the Mpower Rules.

- The annual calendar of Board meetings will:

- List the date, time, duration and location of each meeting for the year.
 - Include a review of the Strategic Plan, with opportunity for the Board to be informed about the needs and expectations of members and stakeholders through direct consultation or other means.
 - Include a review of each section of Board Policies.
 - Provide for continuous improvement of Board performance in line with the professional development program.
 - Assure compliance with all regulatory requirements and legal obligations of the Board.
 - Provide for monitoring of the organisation in terms of progress towards achieving strategic outcomes within the constraints expressed in the CEO Delegation of Authority.
 - Generally provide for the equivalent of ten two-hour meetings a year but may include other meetings as determined by the Board. For example, the Board may schedule a Board retreat in addition to or in place of one or more normal Board business meetings.
- The CEO will be expected to attend Board meetings except in situations where the Board determines that it will meet “in-camera” to discuss matters confidential to Board members only.
 - At each Board meeting, unless leave of absence has been sought in accordance with the Mpower Rules, each Board member will be expected to:
 - Attend, arrive on time and remain for the duration of the meeting.
 - Have prepared for the meeting, reading in advance the Board agenda and agenda papers.
 - Take part in discussion and debate.
 - The agenda and agenda papers will be distributed to the Board at least three days before the meeting.
 - The Board will agree on the role of attendees other than Board members and advise these attendees accordingly. The Board may invite attendees to contribute to the discussion or have observer status only. The CEO will generally be expected to contribute to discussions as appropriate but will not take part in any vote.
 - It is expected that Board members will attend a minimum of seven meetings per year unless leave is approved in advance by the Board.
 - Failure to attend three consecutive meetings without an apology will result in ineligibility for continued Board membership.

2.11 Sub-Committees and Working Parties

The Board may establish such Sub-Committees and Working Parties as deemed necessary. Terms of Reference for each sub-committee are attached to the Charter as appendices.

Policy 3: Monitoring and Reporting

Scope

This policy applies to the Board and individual members of the Board. It is also intended that the Board provides the relevant sections to the CEO as the Board direction on the monitoring requirements from the CEO to the Board.

Purpose

The purpose of this policy is to describe the procedures and practices to be followed by the Board in monitoring the Board as a whole, individual Board members and the organisation through the CEO. It includes an annual schedule for monitoring.

Monitoring and Reporting Policies

3.1 Board Self-Assessment

The Board will review itself annually. This review will include assessment of: Progress in achieving strategic outcomes.

Understanding of:

- Board role and responsibilities.
Mpower Rules and Board Policies.
- Skills, knowledge and attributes required by the Board and the extent to which the Board has access to these.
- Other aspects of Board performance agreed by the Board for a specific review.

3.2 Monitoring CEO Performance

The CEO Performance Management and Remuneration Sub-Committee will develop the program and processes for the annual performance appraisal of the CEO for consideration by the Board as described in Appendix 3 of this Charter. Performance will normally be aligned with financial years.

3.2.1 Process for monitoring CEO performance

- Systematic and rigorous monitoring of performance of the CEO will be solely against the expected outputs:
 - Progress towards achieving strategic outcomes as stated in Policy 1: Strategic Settings and Outcomes.
 - Operation within the boundaries established in Policy 4: CEO Delegations and Limitations, and those inherent in the Mpower Values and Mission.
- Monitoring is simply to determine the degree to which Board Policies and Strategic Outcomes are being met. Information that does not do this will not be considered to be monitoring information.

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- The Board will acquire monitoring data on a regular or occasional basis by one or more of three methods:
 - By internal report, in which the CEO discloses compliance information, along with their justification for the reasonableness of interpretation.
 - By external report, in which an external, disinterested third party selected by the Board assesses compliance with Policies and Strategic Outcomes, augmented with the CEO's justification for the reasonableness of their interpretation.
 - By direct Board inspection, in which a designated member or members of the Board assess compliance with Policies and Strategic Outcomes, with access to the CEO's justification for the reasonableness of his/her interpretation.
- In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the Board policy being monitored. The Board is final arbiter of reasonableness but will always judge with a "reasonable person" test rather than with interpretations favoured by Board members or by the Board as a whole.
- All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method but will ordinarily depend on a routine schedule.

3.3 Monitoring Schedule

3.3.1 Specific performance monitoring and schedule

Refer to Appendix 5. The Board's Annual Agenda includes the standard reports to be provided at each meeting. The Board will have oversight of the preparation of the Annual Agenda each year.

Policy 4: Chief Executive Officer (CEO) Delegation and Limitations

Scope

This policy applies to the Board and individual members of the Board and provides direction to the CEO of the limits of authority and responsibilities as delegated to them by the Board.

Purpose

The purpose of this policy is to enunciate the limits of delegated authority from the Board to the CEO.

CEO Delegations and Limitations Policies

4.1 Sole Connection to the Organisation

The Board's sole official connection to the operational organisation, its achievements and conduct will be through the CEO.

4.1.1 Board Directions to the CEO

Only officially passed motions or recommendations of the Board are binding on the CEO. Accordingly:

- Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorised such exercise of authority.
- In the case of Board members or sub-committees requesting information or assistance without Board authorisation, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive.

4.1.2 Accountability of the CEO to the Board

The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO. Accordingly:

- The Board will never give instructions or undertakings to persons who report directly or indirectly to the CEO.
- The Board will not evaluate, either formally or informally, any staff other than the CEO.
- The Board will view CEO performance as identical to organisational performance, so that organisational accomplishment of Board stated strategic outcomes and avoidance of Board-proscribed means will be viewed as successful CEO performance.

4.1.3 Delegation to the CEO

The Board will instruct the CEO through written policies which prescribe the organisational strategic outcomes to be achieved, and describe organisational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies. Accordingly:

- The Board will develop policies instructing the CEO to achieve specified results as outlined in the Mpower Strategic Plan. Following an annual review, the Board will recommend priority areas from this plan and/or identify new or additional priority areas. Within the constraints

listed in the Board Policies, the Board delegates to the CEO the development of strategies and actions by which to achieve outcomes specified in the Board's Strategic Plan.

- The Board will develop policies that limit the latitude the CEO may exercise in managing the organisation and achieving the outcomes of the Strategic Plan. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board, even if they were to be effective.
- The Board will never prescribe or specify the operational means by which the CEO implements or manages operational activities.
- As long as the CEO uses any reasonable interpretation of the Strategic Plan and settings and Executive Limitations policies, the CEO is authorised to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the Board.

4.2 CEO Limitations

The CEO will not cause or allow any organisational practice, activity, decision, or circumstance which is inconsistent with Mpower values as stated in Policy 1: Strategic Settings and Outcomes, unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

4.2.1 Staff

With respect to the treatment of paid and volunteer staff, the CEO will not cause or allow conditions that are unfair, undignified, disorganised, or unclear and not in compliance with the relevant Acts and regulations of the Victorian and/or Australian government.

The CEO will not:

- Operate without written personnel rules which:
 - clarify rules for staff
 - provide for a healthy, safe and harmonious work environment
 - provide for effective handling of grievances
 - protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons
 - discriminate against any individual or group of staff members
 - are consistent with Acts and Regulations pertaining to the organisation.
- Retaliate against any staff member for non-disruptive expression of dissent.
- Allow staff to be unprepared to deal with emergency situations.

4.2.2 Clients, stakeholders and others

With respect to interactions with clients, stakeholders and other relevant parties, the CEO will not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive.

The CEO will not:

- Elicit information for which there is no clear necessity.
- Use methods of collecting, reviewing, transmitting, or storing information on clients, customers or the general community that:

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- infringe their right to privacy
- fail to protect against improper access to the material elicited.
- ☒ Operate facilities without appropriate safety measures, security, accessibility and privacy.
- ☒ Fail to inform clients, stakeholders and other relevant parties of this policy, or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their protections under this policy.

4.2.3 Financial status

With respect to the actual, ongoing financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in the Strategic Plan, its outcomes or the Annual Budget.

The CEO will not:

- Expend more funds than have been received in the financial year to date unless the debt guideline (below) is met.
- Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
- Use any accumulated or specific purpose funds.
- Make purchases or commitments that do not align with the Delegation of Authority.
- Develop for Board consideration an annual deficit budget.
- Acquire, lease, encumber or dispose of real estate.

4.2.4 Emergency CEO succession

In order to protect the Board from sudden loss of CEO services, the CEO will ensure there is a senior manager sufficiently familiar with Board and CEO issues and processes to ensure continuity of the CEO role with reasonable proficiency should the CEO leave or be otherwise unable to discharge their duties for a period of time.

4.2.5 Protection of assets

The CEO will not cause or allow Mpower's assets to be unprotected, inadequately maintained or unnecessarily exposed to risk.

The CEO will not:

- Fail to ensure adequately against theft and casualty losses and against liability losses to Board members, staff and the organisation itself.
- Allow unauthorised personnel to have access to material amounts of funds.
- Subject facilities, plant and equipment to improper wear and tear or insufficient maintenance.
- Unnecessarily expose the organisation, its Board or staff to claims of liability.
- Make any purchase wherein normally prudent protection has not been given against conflict of interest.
- Make purchases or commitments that do not align with the Delegation of Authority.
- Fail to protect intellectual property, information and files from loss or significant damage.
- Receive, process or disburse funds under controls that are insufficient to meet the Board- appointed auditor's standards.

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- Compromise the independence of the Board's audit or other external monitoring or advice. Engaging parties already chosen by the Board as consultants or advisers is unacceptable.
- Invest or hold operating capital in insecure accounts, or in non-interest-bearing accounts except where necessary to facilitate operational transactions.
- Endanger the organisation's public image, credibility, or its ability to accomplish its strategic outcomes.
- Change the organisation's name or substantially alter its identity in the community.

4.2.6 Employee remuneration, compensation and benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO will not cause or allow jeopardy to fiscal integrity or to public image.

The CEO will not:

- Change the CEO's own compensation and benefits.
- Establish compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
- Create obligations over a longer term that risk insolvency.
- Change the fundamental principles and regulatory frameworks for employee or workplace agreements without approval of the Board.
- Establish or change superannuation benefits so as to cause unpredictable or inequitable situations, including those that:
 - Incur unfunded liabilities
 - Provide less than the required level of superannuation benefits to all employees
 - Allow any employee to lose benefits already accrued
 - Treat the CEO differently from other employees.

4.2.7 Communication with and support to the Board

As secretary to the Board, the CEO will not permit the Board to be uninformed or unsupported in its work.

The CEO will not:

- Withhold, impede or confound information relevant to the Board's informed accomplishment of its job.
 - Neglect to submit monitoring data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of Board Policies being monitored.
 - Neglect to include with monitoring data, the CEO's interpretations of Board policy where relevant.
 - Allow the Board to be unaware of any actual or anticipated non-compliance with any strategic outcome or Board Delegations to the CEO, regardless of the Board's monitoring schedule.
 - Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.

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- Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision support.
- Let the Board be unaware of any incidental information it requires including anticipated media coverage, threatened or pending legal action mandatory reporting to any Authority and material internal changes.
- Fail to inform the Board if, from observation of the CEO and in the CEO's opinion, the Board is not in compliance with its own policies, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and the CEO.
- Withhold from the Board and its processes logistical and clerical assistance.
 - Fail to provide a workable, user-friendly mechanism for official Board, officer, or committee communications
 - Fail to provide an efficient setting and arrangements for Board and sub-committee meetings.
- Impede the Board's capacity to operate and act as a single united governance entity, misrepresent its processes and role, or impede its lawful obligations.
 - Deal with the Board in a way that favours or privileges certain Board members over others except when:
 - fulfilling individual requests for information or
 - responding to officers or committees with respect to duties charged to them by the Board.
 - Fail to submit for the Board's consent agenda items delegated to the CEO yet required by law, regulation, or contract to be Board-approved, along with applicable monitoring information.

4.2.8 Focus on strategic outcomes in grants and contracts

The CEO will not enter into any grant or contract arrangements that are inconsistent with the achievement of strategic outcomes.

The CEO will not fail to prohibit particular methods and activities to preclude grant funds from being used in imprudent, unlawful or unethical ways.

APPENDICES

Appendix 1 Terms of Reference - Quality and Risk Sub-Committee

Purpose

To assist the Board in its stewardship role, with particular emphasis on risks that may impede Mpower from achieving the Board's strategic outcomes as specified in the Board Charter including:

- a pro-active culture of continuous quality and risk improvement across the association
- compliance with legislative and regulatory requirements and contractual obligations
- reviewing the Risk Management Plan

by:

- monitoring risk and quality issues particularly those that may involve unacceptable actions and situations
- investigating these further where necessary
- deciding what needs to be presented to the Board and make recommendations to the Board as appropriate.

Roles and responsibilities

Specifically, the sub-committee will:

- review the association's Risk Register quarterly to ensure that it is contemporary, recommending changes where necessary
- ensure there is appropriate insurance to protect the association
- receive and consider reports of external audits
- receive and consider reports from the CEO and staff to demonstrate that:
 - . Mpower's risk mechanisms in place are effective
 - . Mpower's response to legislative and regulatory requirements and contractual obligations are compliant
 - . the health, safety and wellbeing of staff, volunteers and visitors are not compromised
 - . responses to critical incidents are appropriate
 - . appropriate methodologies are being effectively practised to capture and report on client and family satisfaction and staff satisfaction and wellbeing.

Membership

- The membership will comprise at least two members of the Board appointed by the Board on an annual basis
- One Board member will be appointed chair of the Sub-Committee.
- A quorum will be two Board members of the Sub-Committee.
- The CEO, the Manager of Quality & Risk and the Chief Operating Officer will be attendees of Sub-Committee meetings.
- The Chair may request the presence of other persons as required.

Operation

The Chair of the Sub-Committee shall:

- approve agendas for a meeting at least seven working days prior to each meeting
- request the presence of additional persons with particular expertise at meetings as required.

The Sub-Committee shall:

- meet at least four times a year and at such other times as is deemed necessary by the Board or the Chair of the Sub-Committee
- have access to all documents for meeting at least five working days prior to each meeting
- ensure minutes of each meeting are accurately recorded and tabled at the next meeting of the Board
- report and make recommendations to the Board as appropriate

Authority

The Sub-Committee:

- is a Sub-Committee of the Board and does not have the authority to make decisions on behalf of the Board
- has the authority to request information from the CEO and the Manager of Quality & Risk in relation to its responsibilities.

Review

- The Board will conduct a review of this Sub-Committee at least once every three years, including its continued existence.

Appendix 2 Terms of Reference - Finance and Audit Sub-Committee

Purpose

To assist the Board in its stewardship role, with particular emphasis on:

- Financial status.
- Efficiency and effectiveness.

Responsibilities

The Finance and Audit Sub-Committee will:

- Have oversight of and make recommendations to the Board on the following matters:
 - Appointment of the external auditor.
 - The financial and performance audit(s) and findings.
 - The annual operating budget and financial statements.
 - Compliance with statutory and contractual obligations.
 - Efficiency and financial effectiveness of the organisation.
 - The Delegation of Authority.
- Liaise with internal and external auditors.
- Review periodically (at least annually) and make recommendations to the Board on the CEO limitations relating to management of finance, assets and investments.

Membership

- The membership will comprise a minimum of three members of the Board, including the President and Treasurer, appointed by the Board. The Treasurer or the Treasurer’s nominee shall be the Chair of this Sub-Committee.
- A quorum shall be two members of the Sub-Committee.

Operation

The Sub-Committee shall:

- Meet at least four times a year and at such other times as is deemed necessary by the Board or the Chair of the Sub-Committee.
- At least five working days in advance of a meeting, distribute to Sub-Committee members any papers associated with a Sub-Committee meeting.
- Record minutes of each meeting and table these minutes at the next meeting of the Board.
- Report and make recommendations to the Board as appropriate.

Authority

The Sub-Committee:

- Is a Sub-Committee of the Board and does not have the authority to make decisions on behalf of the Board.
- Has the authority to request information from the CEO in relation to its responsibilities.

Review

- The Board will conduct a review of this Sub-Committee at least once every three years, including its continued existence.

Appendix 3 Terms of Reference - CEO Performance Management and Remuneration Sub-Committee

Purpose

- To assist the Board in the aspects of employment, performance and remuneration of the CEO.

Responsibilities

The Sub-Committee shall have oversight of and make recommendations to the Board on the following matters:

- Any and all matters relating to the employment contract with the CEO including duration, review, salary, benefits, working conditions and other matters.
- The process by which the Board will conduct the annual performance appraisal of the CEO, specifically in relation to progress towards achieving strategic outcomes and checking that the CEO has operated within the limitations set out in the Board Policies.
- Remuneration of the CEO.
- The process for recruitment, selection and appointment of a CEO.
- Manage the process for recruitment, selection and appointment of a CEO according to a process and conditions agreed by the Board.
- Ensure that succession planning for the CEO is in place.

Membership

- The membership will comprise a minimum of three members of the Board, appointed by the Board, which will include the President, Vice President, Treasurer and a fourth member if deemed necessary by the Board.
- The Chair of this Sub-Committee shall be the President of the Board. A quorum shall be two members of the Sub-Committee.

Operation

The Sub-Committee shall:

- Meet at such times as is deemed necessary by the Board or the Chair of the Sub-Committee.
- At least three working days in advance of a meeting, distribute to Sub-Committee members any papers associated with a Sub-Committee meeting.
- Record minutes of each meeting. Report and make recommendations to the Board as appropriate.

Authority

The Sub-Committee is a sub-committee to the Board and does not have the authority to make decisions on behalf of the Board. It has the authority to request information from the CEO in relation to its responsibilities.

Review

- The Board will conduct a review of this Sub-Committee at least once every three years, including its continued existence and its membership.

Appendix 4 Mpower Life Membership Policy and Procedure

GOVERNANCE	Life Membership Policy
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Version Control		
Version	Date Approved	Date for Review
1 <small>(supersedes policy 1.01)</small>	03/05/2022	30/05/2025

1. Purpose
1.1 The purpose of this policy is to document and communicate the criteria for nomination and evaluation of applications for Life Membership of Mpower Incorporated (“Mpower”).

2. Scope
2.1 This policy applies to Mpower members that meet the eligibility criteria.

3. Policy Context	
Standards	<ul style="list-style-type: none"> • ISO 9001:2015 Standards • ACNC Governance Standards
Organisation policies	Board Charter 1.04 Conflict of Interest Policy
Forms, record keeping, other documents	1.03.01 Life Member Nomination Procedure Life Member Nomination Form Conflict of Interest Register

4. Policy Statement
4.1 The awarding of Life Membership to a Mpower member is in recognition of not less than ten (10) years outstanding service to the organisation. It is the ultimate accolade that Mpower can bestow on any member for their services.
4.2 A nominated person’s outstanding service in the interest of Mpower will be evaluated in accordance with the following guidelines. <ul style="list-style-type: none"> a) A period of no less than 10 years is considered as a minimum period of service. b) The service shall be sacrificial in nature and not directly associated with personal status or gain, nor is it for profit, either directly or indirectly. c) The character, personal standing and behaviour of the nominated person shall be beyond reproach. d) A person who is a current office holder or staff member of Mpower is not eligible for Life Membership.
4.3 A Life Member will receive invitations to AGMs and all official functions of Mpower.
4.4 A Life Member will be entitled to the benefits of membership of Mpower, with the same rights as an Individual Member, in accordance with the Mpower Incorporated Charter.

5. Responsibilities and Delegations	
This policy applies to	All Mpower members
Policy approval	Mpower Board

6. Definitions	
Annual General Meeting (AGM)	A meeting of members called to address the legal requirements of the Australian Charities and Not for Profit Commission (ACNC)
Board	Consists of up to nine (9) members of Mpower who have been officially elected to the Board.
Charter	A set of rules and fundamental principles according to how Mpower is acknowledged to be governed.
Mpower Member	As identified in the Mpower Charter.

GOVERNANCE	Life Member Nomination Procedure
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Version Control			
Version	Reviewed By	Date	Comment
1	T Lints	03/05/2022	

1. Purpose

The Chief Executive Officer or their delegate is to follow this procedure as a means to comply with the Mpower quality systems and accreditation standards to ensure uniformity, consistency and transparency in the nomination and election of Life Members.

2. Scope

This procedure applies to all Mpower employees involved in the nomination and election process of a Life Member.

3. Procedure Context

Standards Guidelines Acts, Federal and Victorian Policy	<ul style="list-style-type: none"> • ISO 9001:2015 Standards • ACNC Governance Standards
Forms	1.03 Life Membership 1.04 Conflict of Interest Policy
	Life Member Nomination Form

4. Process

1. Evaluation Guidelines
 A nominated person’s outstanding service in the interest of Mpower will be evaluated in accordance with the following guidelines.

a) A period of no less than 10 years is considered as a minimum period of service.

- b) The service shall be sacrificial in nature and not directly associated with personal status or gain, nor is it for profit, either directly or indirectly.
- c) The character, personal standing and behaviour of the nominated person shall be beyond reproach.
- d) A person who is a current office holder or staff member of Mpower Inc is not eligible for Life Membership.

2. Nomination Procedures

- a) Nominations must be made in writing and submitted on the relevant form.
- b) The nomination should clearly outline the case for recognition of the Mpower member who has made an extraordinary contribution, that is of positive and lasting value, to Mpower.
- c) The nomination should be a maximum of two pages, outlining the nominee’s lifetime accomplishments and explanation of why the nominee is worthy of Life Membership.
- d) Letters of support may also be included within the nomination.
- e) A candidate for election as a Life Member must be nominated by two (2) current voting Members with such nominations being received by the Chief Executive Officer by **30th August** each year.
- f) The nominee must be a current financial member of Mpower.
- g) Self-nominations will not be accepted.
- h) The Board may, at any time, set a maximum number of candidates who can be nominated in any year and may also fix the total number of persons who may be awarded Life Membership.

3. Evaluation

- a) The Board of Directors will evaluate all nominations received to ensure the nomination meets criteria as defined.
- b) The decision will be reached by consensus, being three quarters of the Directors present, and be based upon the information provided in the nomination.
- c) Mpower directors must declare any conflict of interest in accordance with the Mpower Conflict of Interest Policy. Acting as a nominator or providing a letter of support for the nomination constitutes a conflict of interest.
- d) If approved, the Mpower Board will put forward such nomination for voting.
- e) If unsuccessful, the person may be nominated again after a period of two years.

4. Voting Process

If approved by the Mpower Board, voting on the proposal to award Life Membership will be conducted in accordance with Mpower Charter.

5. Recognition

- a) If an affirmative vote is returned, Life Membership recipients will be notified of the award by letter prior to the AGM and it will be announced at the Annual General Meeting.
- b) A certificate of life membership will be presented at the AGM.
- c) The Life Member will receive invitations to AGMs and all official functions of Mpower.
- d) The Life Member will be entitled to the benefits of membership of Mpower with the same rights as an Individual Member, in accordance with the Mpower Charter.

5. Definitions	
Annual General Meeting (AGM)	A meeting of members called to address the legal requirements of the Australian Charities and Not for Profit Commission (ACNC)
Board	Consists of up to nine (9) members of Mpower who have been officially elected to the Board.
Charter	A set of rules and fundamental principles according to how Mpower is acknowledged to be governed.

Appendix 5 2024 Mpower Inc. Annual Agenda

Item	Notes	Responsibility	Internal Delegation	Month
Secretarial Issues				
Update Declaration of Interest Forms	Following AGM	Board	Secretary	Nov
Update bank signatories	Following AGM	Board	Secretary	Nov
Financial Performance, Statutory and Compliance Reporting				
Budgets - Set Broad Parameters	APR & JUNE	F & R Sub Committee	COO	Apr
Budgets - Preliminary budget	JUN	F & R Sub Committee	COO	Jun
Audit planning and review	JUN	F & R Sub Committee	COO	Jun
Statutory Financial Statements - August	SEPT	F & R Sub Committee	COO	Aug
Annual Report	NOV	Board	Secretary	Oct
Annual SACC Report	Following AGM	F & R Sub Committee	COO	
Presentation of Audit Report	SEP	Board	Secretary	Sep
Board Charter Review	NOV	Board	Secretary	Nov
Delegation of Authority Review	FEB	F & R Sub Committee	COO	Feb
Review of Mpower investments	JUN	F & R Sub Committee	COO	Jun
Review Risk Management Plan (incl key staff, funding and disaster recovery)	FEB/JUN/AUG/SEP	Finance & Risk Subcommittee	COO	Feb
Insurance Review	APR/SEP	F & R Sub Committee	MBS	Apr
ISO Report	MAR	Quality of Care Sub Committee	MQC	Feb
Operational Report				
Appointments				
Office Bearers	Following AGM	Board	Secretary	Nov
CEO Performance Review	JUL	CEO Performance Review Committee	Board Exec	Jul
Board Sub Committee appointments	Following AGM	Board	Secretary	
Review, source and appoint external Auditors	SEP/AGM	F & R Sub Committee	Secretary	Sep
Review banking arrangements	JUN	F & R Sub Committee	COO	Jun
Strategic and Planning				
Strategic Plan and review	MAR	Board	CEO	Feb
Annual Operational Plan	APRIL	Board	CEO	Feb
Review Constitution	MAY	Board	Secretary	May
Board Matters				
Board performance evaluation - present results	FEB/MAY	Board	Secretary	May
Board composition - succession planning - present skills matrix with recommendation	FEB/MAY	Board	Secretary	May
Board Continuous Development Plan	FEB / MAY	Board	Secretary	Feb
Approve Annual Agenda	FEB	Board	Secretary	Feb