

Board Charter & Statement of Delegated Authority

Approved by the board and members effective August 2014.

1. Purpose

This charter forms part of the Samford Commons Ltd ('the company') governance framework. It defines the roles, responsibilities and authorities of the board of directors (both individually and collectively) and management in setting the direction, the management and the control of the company. The charter reflects the board's commitment to act in accordance with ethical principles and to maintain compliance with required statutory regulations, company policies and procedures and other standards of excellence as it fulfils its duties to preserve and maintain the overall vision for Samford Commons on behalf of the community.

2. About us

2.1 Vision

Samford Commons is... *a place to grow.*

2.2 Mission

Create an environment where new possibilities are nurtured so we can build a sustainable and resilient future for our community.

2.3 Objectives

The objects of the company as set out in the constitution are:

- (i) to develop world-class community-controlled and not-for-profit facilities to promote economic, social and environmental sustainability within Australian communities through:
 - (a) the provision of shared resources and infrastructure;
 - (b) mechanisms that foster community engagement;
 - (c) collaborative research and development;
 - (d) innovative business concepts; and
 - (e) related educational activities and services; and
- (ii) for the company to be a model of:
 - (a) collaborative and shared leadership, reflected in the ways the board and members act, share information, consult with each other and make decisions; and

- (b) dynamic and adaptable management, where new opportunities are seized and changes made to ensure the effective integration of all activities over time.

To achieve these objects, the company may, without limitation:

- (i) harness the resources of the community in support of the objects in rule 2.1(a);
- (ii) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 2.1(a);
- (iii) act as trustee of any trust the purpose of which relates to the objects in rule 2.1(a);
- (iv) promote the objects in rule 2.1(a); and
- (v) do all other things incidental or conducive to the attainment of the objects in rule 2.1(a), which may include activities relating to:
 - (a) urban farming;
 - (b) biodiversity restoration;
 - (c) efficient and sustainable use of resources and energy;
 - (d) community planning;
 - (e) environmental education;
 - (f) technology; and
 - (g) arts and culture.

2.4 Ethical principles

<i>Accountability</i>	We keep our promises, fulfil our commitments, take responsibility for the consequences of our actions and hold ourselves accountable to others.
<i>Approachability</i>	We listen to, acknowledge and respond quickly to the requests of others, regardless of their position or purpose.
<i>Care</i>	We respect the dignity, needs and concerns of others and demonstrate compassion and concern for their well-being.
<i>Collaboration</i>	We foster relationships that are inclusive, encourage shared ideas and decision-making and support each other in the achievement of individual and collective goals.
<i>Integrity</i>	We are honest in all that we do and do not mislead others.
<i>Law-abiding</i>	We understand and comply with laws and regulations required of us.
<i>Transparency</i>	We openly share, communicate and make publicly available information about our company including its structures, mission, policies, procedures and activities with our stakeholders.
<i>Sustainability</i>	We consider and incorporate social, economic and environmental sustainability principles in all that we do.

3. Our stakeholders

We strive to maintain transparency and accountability to stakeholders in everything we do. Our stakeholders include:

- Our members and supporters;
- Our employees and volunteers;
- The communities in which we live;
- Other entities present at Samford Commons;
- Partner organisations including government, universities, schools, businesses;
- Suppliers of goods and services; and
- Donors and grant providers;
- Regulatory bodies;
- Our planet.

4. Role of the board

The board is the governing body providing leadership, strategic guidance and oversight of management and bears ultimate legal responsibility for Samford Commons Ltd.

In performing its role the board should work with others to:

- a) Preserve and maintain the overall vision.
- b) Facilitate the setting of the company's strategic goals to ensure it meets its constitutional objectives and charitable purposes.
- c) Ensure the company meets its obligations, manages its finances and operates in accordance with the law and with its ethical principles and governing documents.
- d) Secure funding and other resources to support the work of the company.
- e) Develop positive relationships and represent the company to the community, to its members.

5. Responsibilities of the board

The fulfilling its responsibilities the board should work collaboratively with members and partners to:

- a) Share the leadership of the company by acting collectively and with positive intent to achieve the objects and obligations set out in the constitution.
- b) Develop, maintain and monitor compliance with ethical principles, policies, procedures and systems of risk management and internal control to ensure the company complies with statutory regulations and other standards of excellence.
- c) Support collaboration and sharing of resources and expertise in order to maximise opportunities for all entities operating at Samford Commons including, but not limited to, areas of fund raising, marketing & communications, governance, community events and consultation.
- d) Review and approve amendments to the constitution in consultation with members.

- e) Approve changes to the organisational structure including acquisitions and divestiture.
- f) Monitor and approve capital expenditure and capital management.
- g) Monitor and approve financial, regulatory and stakeholder reporting.
- h) Be accountable for overall leasing and legal agreements of the Samford Commons site with Moreton Bay Regional Council.
- i) Monitor and approve the sharing and allocations of space, infrastructure and resources at Samford Commons in accordance with a set of criteria that maximise the fairness to entities as well as resolving any conflicts relating to their use.
- j) Be accountable for sub-leasing agreements with entities as applicable to the sharing and allocations of space, infrastructure and resources at Samford Commons.
- k) Be a central point of contact with key stakeholders including members, the community, government, partners and investors and ensure on-going consultation and timely responses to feedback requests.
- l) Monitor and approve marketing and communications for the company and on behalf of other entities as agreed by them.
- m) Carry out the appointment, performance review and removal of paid positions.
- n) Review on a continuing basis the succession planning and development of board and paid positions.

In performing its responsibilities and functions, the board may delegate any of its powers to a board committee or to other persons in accordance with the constitution.

6. Board composition

6.1 Board composition

Under the constitution, the board will consist of at least three (3) and not more than eight (8) directors.

This includes that:

- a) at least three, but not more than five, directors will be elected under rule 8.3 in the constitution;
- b) up to three other directors may be appointed by the board with consideration given to the diversity of skills, experience, qualifications, gender, age, relationships and personal attributes;
- c) there should be a majority of independent directors i.e. are not members of management; have not been employed in a senior position within the last 12-month period and have no material business or family relationship that could interfere with independent judgement or their ability to act in the best interests of the company.
- d) the Chief Executive Officer should be a director.

6.2 Board Working Groups

The board may work with members and partners to establish Working Groups to conduct activities on its behalf. The need for these will be assessed as the size and future needs of the company change.

Working Groups will operate in accordance with separate charters and within any delegated authorities.

6.3 Chairman

- a) Empower the board and the membership to act autonomously within the agreed framework of the objects of the company.
- b) Facilitate the development of a positive, optimistic and innovative board culture.
- c) Facilitate the setting of the agenda for board meetings.
- d) Chair board meetings, though this may be shared with others as agreed.
- e) Work with each board member to carry out their roles as agreed.
- f) Authorised signatory for electronic or cheque payments.
- g) Carry out operational tasks such as may be agreed with the board.

6.4 Secretary

- a) Prepare notices of meetings, agendas, minutes and actions registers for all meetings.
- b) Maintain a register of company correspondence.
- c) Maintain a register of members.
- d) Maintain a general contacts register.
- e) Authorised signatory for electronic or cheque payments.
- f) Carry out operational tasks such as may be agreed with the board.

6.5 Treasurer

- a) Assist in the preparation of the annual budget.
- b) Monitor the budget on a monthly basis.
- c) Ensure the board's financial policies are being followed.
- d) Report to the board and members on finances.
- e) Maintain all bank accounts.
- f) Maintain accounting records including overseeing all financial transactions.
- g) Preparation of annual financial statements.
- h) Work with ACNC, ATO, tax agent, auditor and accountant.
- i) Authorised signatory for electronic or cheque payments.
- j) Carry out operational tasks such as may be agreed with the board.

7. Independence

Directors must be capable of exercising objective independent judgment. Potential conflicts of interest must be declared and assessed and approved in accordance with the company's *Conflict of Interest Guidelines*.

8. Authorisations & delegations

Minimum levels of delegated authority and approvals required for the specified roles, activities and documents of Samford Commons Ltd are set out in the *Approvals Framework*.

The *Approvals Framework* must be reviewed annually or when a significant event occurs that could change the way authorisations are applied or interpreted e.g. a change in structure of the company or group of Samford Commons entities.

9. Framework of operations

The framework of operations will comprise various policies and procedures including the monitoring and assurance activities to ensure these are being adhered to. The nature and extent of controls will evolve as appropriate to the size, complexity and risks faced by Samford Commons Ltd.

10. Informing the board

Staff, members and volunteers should ensure the board is informed of:

- Summary of activities planned and undertaken by the Working Groups.
- Decisions, exercise of powers, or issues, considered to be material.
- Accounting and related information that sets out current, and forecast, status of the business.
- Information that gives assurance that appropriate accounting systems, information systems, controls, and procedures are being maintained.

11. Meetings

The board shall meet at minimum once a month or twelve (12) times per year.

Board papers shall be issued at least three (3) days in advance of the meeting including:

- Notice of meeting
- Agenda
- Previous minutes
- Board Actions Register

12. Board evaluation

In order to help ensure the board operates effectively and meets the needs of the company the following will apply:

- Induction of new board members.
- Election, appointment and removal of directors in accordance with the constitution.

The following will be considered as appropriate to the size, complexity and risks faced by Samford Commons Ltd:

- Director remuneration.
- Director training.

13. Review of charter

This board charter and statement of delegated authority are subject to amendment by the board.

In order to maintain the relevance and effectiveness of this charter the board has determined they will be reviewed at minimum on an annual basis.

Date of next scheduled review is 30 June 2015.