

2014 BOARD REPORT CARD

18 March 2015

OUR BOARD

Our Board's principal role is to govern (rather than manage) Save the Children Australia. The Board ensures there is a proper governance framework in place to promote and protect Save the Children Australia's objectives and interests. Our constitution allows Directors to determine their number, provided it is not less than six or more than 14. The Directors have currently determined the number of Directors to be 12.

Our Board's principal role is to govern (rather than manage) Save the Children Australia. The Board ensures there is a proper governance framework in place to promote and protect Save the Children Australia's objectives and interests. Our constitution allows Directors to determine their number, provided it is not less than six or more than 14. The Directors have currently determined the number of Directors to be 12.

Directors are elected by members, however we use an external recruitment agency to help us identify potential Directors, who are subject to review and nomination by the Board then a postal vote of members prior to our annual general meeting. There must be at least one Director resident in each state (for this purpose, NSW includes the ACT, and South Australia includes the Northern Territory) and Directors are elected for a term ending on the date of the third annual general meeting after their election date. Directors may be re-elected.

However, a Director who has served six consecutive years from the date of their first election by members will not be eligible for reappointment or re-election unless a minimum period of one year has lapsed since that person last held the position of Director or the members at the annual general meeting specifically give their approval.

Our constitution further provides that no employee of Save the Children Australia is eligible to hold office as a Board Director. The Board appoints their Chairperson.

On joining the Board, Directors receive information on the structure and operations of Save the Children Australia, including its strategy, regulatory environment, governance and risk management processes. This information is kept updated and Directors are briefed on significant changes and sector developments as they occur.

The Board operates under a Board Charter that details the Board's roles and responsibilities.

BOARD COMMITTEES

The **Board Audit Committee** assists the Board in carrying out its responsibilities in relation to the financial integrity of the organisation and the Board's accountability to stakeholders, by providing governance and oversight.

On 31 December 2014, the Board Audit Committee members were Michelle Somerville (Chair), Andrew Sisson, Don Churchill, Bruce Nettleton and Peter Hodgson (ex officio).

The **Board Programs and Risk Committee** assists the Board in carrying out its responsibilities in relation to risk management and the program work required to pursue the organisation's mission.

On 31 December 2014, the Board Programs and Risk Committee members were Christine Charles (Chair), Jan Stewart, Jill Cameron, Don Churchill, Jenny Roche, Michelle Somerville (ex officio) and Peter Hodgson (ex officio).

The **Board Human Resources Committee** assists the Board in carrying out its responsibilities in relation to the nomination of Board Directors, the CEO and the Executive team; the appointment, performance and succession of Board Directors, the CEO and the Executive team; and our human resources strategy and policies.

On 31 December 2014, the Board Human Resources Committee members were Bruce Meagher (Chair), Gary Oliver, Kim Clifford, John Allen (external member) and Peter Hodgson (ex officio).

The CEO and other employees attend the meetings of the Board committees to report to the committees and assist in their operation. Each committee operates under a charter approved by the Board. These charters are reviewed annually and updated as necessary. Committee composition is also reviewed by the Board at least annually, and each committee undertakes an evaluation of its performance annually.

BOARD ASSESSMENT

Directors participate in an annual review of the Board's size, composition and performance, as well as the performance of each Director. In doing so, the Board considers the efficiency and effectiveness of the Board, and the effectiveness and contribution of each Director.

The Board Review consists of a self-assessment by the Directors covering the following topics:

- Clarity of the Board's structure and the roles of the Board, the CEO and the Chairperson
- The Board's responsibilities and governance
- Strategy and planning
- Communications and stakeholder engagement
- Performance reporting and monitoring
- Board meeting management
- Committee structure and flow of information
- Assessment of the collective skills and capabilities
- Size of the Board
- Rating of overall performance of the Board
- Role and performance of the Chairperson.

BOARD COMPENSATION

Directors demonstrate their commitment to Save the Children Australia's mission through the contribution of their skills and experience to the collective work of the Board; the contribution of their personal time and efforts; and through whatever financial contributions they make personally or persuade others to make.

They receive no return in cash or kind other than reimbursement of necessarily incurred expenditure. In particular, although the company's constitution allows the Board to approve remuneration of Directors in certain circumstances, the Board's policy is that Directors should not receive any remuneration for services rendered to Save the Children Australia in any capacity. Their sole reward is the satisfaction of seeing the achievement of the goal of Save the Children Australia to improve the lives of children.

BOARD MEETINGS

The Board meets at least six times a year, where they receive detailed financial and other reports from management. Between formal Board meetings, Directors receive monthly reports covering financial, operational, strategic and risk management matters.

The number of Directors' meetings and number of meetings attended by each of the directors of the company during the financial year were:

Board member	Meetings attended	Meetings held
Jan Stewart	6	7
Andrew Sisson	7	7
Bruce Meagher	6	7
Peter Hodgson	7	7
Jill Cameron	6	7
Christine Charles	7	7
Don Churchill	7	7
Kim Clifford	7	7
Michelle Somerville	6	7
Gary Oliver	4	7
Bruce Nettleton	5	6*
Jenny Roche	5	6*

*Reflects the number of meetings held during the time the director held office during the financial period.