



**Outside School Hours Council of Australia**  
**BOARD CHARTER**

Adopted October 2020  
Version 1

## 1. Introduction

This document outlines Outside School Hours Council of Australia (OSHCA) Board Charter

It is a policy document that defines the respective roles, responsibilities and authorities of the Board and individual Directors and provides additional direction to that prescribed in the Constitution of OSHCA.

### 1.1 Definitions

OSHCA	Refers to The Outside School Hours Council of Australia.
OSHC	Refers to Outside School Hours Care (inclusive of Before School Care, After School Care and Vacation Care)

# PART A: DEFINING GOVERNANCE ROLES

## 2. Role of the Board

### 2.1 Board

The role of the Board is to provide leadership and strategic guidance for OSHCA. The Board is accountable to its Members for the performance of OSHCA. In performing its role, the Board aspires to excellence in governance standards.

This requires the Board to work as a team and meet on a regular basis.

The key objectives of the Board are as follows:

- To advocate for Australia's childcare system to ensure the system is innovative and able to support the specific needs of the OSHC sector and families with school-aged children.
- To represent the interests of OSHC providers who operate across two or more states/territories
- To advocate for appropriate care mechanisms for primary school aged children and families.
- To act as a sector partner with Government in an advisory and consultative way.
- To seek to ensure Government, policy makers, regulatory bodies and funders understand the differing operating environment of the OSHC sector, compared to other segments of childcare, including the Early Learning Education and Care sector.
- To advance OSHC sector workforce development, skill requirements and career paths.
- To work collaboratively with other industry associations in pursuit of OSHCA's objectives.
- To appoint and terminate external Auditors and advisers.

Directors are the stewards of the OSHCA brand, reputation and culture of the Association. In exercising their duties Directors will consider the social, ethical and environmental impact of OSHCA activities.

### 2.2 Decision Making

Good decision making is essential to Board effectiveness.

The following principles apply to Board decision making:

1. Decision making must be informed:
  - Information provided to the Board is accurate, balanced and presented as an efficient guide for decision making.
  - Information shall be provided to the Board in a timely manner to permit informed judgement.
  - The Board seeks the relevant expert advice to ensure decision making is enhanced and that all statutory and legal obligations are met.
2. The Board discusses issues deliberately:
  - Board discussions are systematic, objective and open.

- Directors consider the information in context and give the time necessary to avoid forcing decisions prematurely.
- Directors put aside personal differences or conflicts and consider the merits of a particular situation or issue without prejudice.
- Directors are honest and forthright in their exchange of viewpoints.

### **3. Board Structure**

#### **3.1 Capacity to serve**

- A Representative must be a director (or equivalent) or senior executive (including an executive in a c-suite position) of the Member;
- Directors must ensure that they have the capacity to allocate the required time to attend Board meeting and contribute to OSHCA
- Directors are to attend a minimum of 3 (three) OSHCA meetings per financial year
- The Secretary shall maintain a record of attendance of all meetings held by the Board and Committees.

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#### **3.2 Term of Office**

- All Directors tenure shall be no longer than three terms of two years, with the Board having the authority to extend the option for a fourth and final term.
- A Director ending a tenure period can stand for re-election after a period off the Board of one year.

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#### **3.3 Skills Required on the Board**

- When considering vacancies, the Board takes into account a candidate's capacity to enhance the mix of skills and experience of the Board.
- The balance of skills, experience and diversity of the Board shall be annually reviewed.
- The regular assessment of the range of qualifications, skills, knowledge, experience, and diversity of gender, age, experience, relationships and background on the Board allows for the identification of particular competencies and perspectives that best increase the Board's effectiveness.

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#### **3.4 Director Code of Conduct**

- OSCHA Directors:
  1. Must discharge their duties in good faith and honestly.
  2. Demonstrate commercial reasonableness and diligence in their decisions.
  3. Must comply with the ACCC guidelines
  4. Act for the benefit of OSHCA and the OSHC sector in Australia.
  5. Must not make improper use of information gained in their position as a Director.

6. Ensure commercial in confidence information of the Company they are employed by is not disclosed to Members
  7. Must not allow personal interests or the interest of any associated person, to conflict with the interests of OSHCA
  8. Must make reasonable enquiries to ensure that OSHCA is operating efficiently, effectively and legally towards achieving its goals.
  9. Must endeavour to ensure that their Member organization do not engage in a manner that bring OSHCA into disrepute.
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### **3.6 Director leave of absence**

- Directors wishing to take a leave of absence can do so for a period of up to six months, with the approval of the Board.
  - The Director giving notice to the Board requesting a leave of absence acknowledges that, during the period of absence, they will not:
    - a) participate in Board Meetings;
    - b) exercise their voting rights;
    - c) receive Board Papers.
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### **3.7 Conflict of interest**

- In governing OSHCA, the Directors must act in the best interests of OSHCA.
- Directors shall:
  - advise the Chair of any potential conflict of interest situation as soon as it arises;
  - disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of OSHCA;
  - comply with the arrangements that the Board establishes to manage the conflict of interest;
  - at the request of the Board, take such steps as are necessary and reasonable to remove any conflict of interest referred to above; and
  - an annual register of interests/conflicts will be maintained by the Secretary.

## **4. Role of Office bearers**

### **4.1 The President**

- The Board will appoint one of its members to be the President in accordance with OSHCA's Constitution. The President represents the Board to the public and communicates the Board's position.
  - The two main aspects of the President role are outlined below.
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#### **4.1.1 Inside the Board room – The President**

- Inside the Board room the role of the President is to:
  - Act as Chairperson in the conduct of Board meetings.
  - Establish the agenda for Board meetings in consultation with the Secretary.
  - Be clear on what the Board has to achieve, both in the long and short term.
  - Provide guidance to other Directors about what is expected of them.
  - Ensure that Board meetings are effective in that:
    - the right matters are considered during the meeting;
    - matters are considered carefully and thoroughly;
    - all Directors are given the opportunity to effectively contribute; and
    - the Board comes to clear decisions and resolutions are recorded.
  - Brief all Directors in relation to issues arising at Board meetings.
  - Ensure that Directors act in accordance with the code of conduct

#### **4.1.2 Outside the Board room –The President**

- Outside the Board room the role of the President is to:
    - Undertake appropriate public relations activities and represent the Board to outside parties as considered by the Board and as required.
    - Be a spokesperson for OSHCA.
    - Represent the interests of the Board or OSHCA in any official capacity.
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#### **4.2 Role of the Treasurer**

- Provides oversight of the Association’s finances
  - Ensures that the Association develops a financial plan/policy including the development of adequate financial reserves and compliance within financial and legal management through regulatory requirements.
  - Responsible for bringing agenda items to the meeting that add value to the organisation growth and development.
  - Present the financial statements to the Board for approval quarterly.
  - Present the audited Financial Statement at the Annual General Meetings.
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#### **4.3 Role of the Secretary**

- The Board will appoint the Secretary.

- The Secretary is responsible for the co-ordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies and all statutory and other filings.
- All Directors shall have direct access to the Secretary.

## **PART B: KEY BOARD FUNCTIONS**

### **5. Networking**

- Directors are expected to develop business networks and work to promote the reputation of OSHCA.
- Directors are expected to act as ambassadors for OSHCA and are expected to develop and maintain connections for the benefit of OSHCA.

### **6. Stakeholder Communications**

#### **6.1 Protocol for Interaction with Internal and External Parties**

- There may be times when a Director will be approached by an individual or groups to comment on behalf of the Board or OSHCA. When such situations occur, the Director shall:
  - refer the person to the President as appropriate for comment;
  - refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the Board; and
  - report as soon as possible to the Board, the person who made contact, the reason for the contact, and a summary of any other relevant information.

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#### **6.2 Hospitality and Gifts**

- While the Board recognises the need from time to time to give or accept normal business courtesies in accordance with ethical business practices, Directors shall not:
  - ask for such courtesies; and
  - accept gifts, services, benefits or entertainment that might influence, or appear to influence, the Directors' conduct in representing OSHCA.
- All gifts, services, benefits or entitlements provided to a Director shall be reported to the Secretary for recording in the Gifts and Benefits register.

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## **PART C: EFFECTIVE GOVERNANCE**

## **7. Director Protection**

### **7.1 Information Seeking Protocol**

- Directors shall have access to OSHCA records as needed for any proper purpose.
  - When seeking information, Directors shall approach the Secretary to request the required data.
  - If the data is not forthcoming, then the Directors should approach the President.
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### **7.2 Access to Professional Advice**

- A Director is expected to exercise considered and independent judgement on the matters before them. To discharge this expectation, a Director may from time to time need to seek independent, professional advice on matters before them.
  - Prior to seeking professional advice a Director shall inform the President about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice.
  - Where more than one Director is seeking advice about a single issue, the President will endeavour to coordinate the provision of the advice.
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### **7.3 Access to Board Papers**

- The complete set of Board papers shall be held by the Secretary for a period of at least seven years.
  - Directors are entitled to access the papers for the period when they were a Director on request, even if they have ceased to be Directors.
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### **7.4 Insurance**

- OSHCA shall arrange for the benefit of each Director, a policy of Directors' and Officers' (D&O) insurance in such reasonable industry accepted form approved by the Board.
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## **8. Director Remuneration**

### **8.1 Fees and Expenses**

- No fees are paid to Directors of OSHCA
- OSHCA shall fund or reimburse the reasonable travelling, accommodation and other expenses of Directors when engaged in the business of OSHCA.

- Any expenses shall be supported by appropriate documentation and approval of the Treasurer.
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## **PART D: BOARD PROCESSES**

### **9. Board Meetings**

#### **9.1 Conduct of Meetings**

- The President determines the degree of formality required at each meeting while maintaining the decorum of such meeting. As such, the President shall:
  - ensure that all members are heard;
  - retain sufficient control to ensure the authority of the President is recognised; and
  - take care that the decisions are properly understood and well recorded.

Feedback on meetings is welcomed and should be provided to the President or Secretary.

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#### **9.2 Preparation and Circulation of Board Papers**

- The Secretary in consultation with the President be responsible for the preparation and circulation of the Board pack.
  - All Board papers must be circulated to Directors to arrive, (electronically) a minimum of seven days before the Board meeting.
  - All Directors are expected to have read and considered all board papers prior to participating in the meeting.
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#### **9.3 Retention of Board Papers**

- The Secretary shall be responsible for maintaining in digital form, a complete set of Board papers dating back to a maximum of 7 years.
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#### **9.4 Note Keeping on Board Papers**

- The only the approved minutes of Board meetings are the official record kept.
  - Only the official set of agendas, Board papers and minutes shall be kept.
  - If Directors annotate papers to assist them during meetings, these should be subsequently destroyed or deleted.
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#### **9.5 Minutes**

- Minutes will be recorded in meetings by the Secretary or an assigned minute taker.
  - Draft minutes will be provide to the President within 5 days of meeting for approval.
  - Draft minutes will then be provided to Directors for reference only.
  - Minutes will be approved by the next meeting of the Directors.
  - Minutes will be signed by the President once approved and kept as the record of the meeting.
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## **9.6 Electronic Signatures**

- OSHCA Board accepts the use of electronic signatures as a legitimate form of authorisation for the signing of documents, minutes and circular resolutions.
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## DOCUMENT CONTROL PAGE

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