

Board Charter

YMCA North Inc.



1. Role Of The Board

The role of the Board is to act in the best interests of the Association's members and other stakeholders by undertaking its business activities in a manner (both ethically and honestly) that will add long-term value to the the Association.

Strategic

- The approval and adoption of the long-term strategic plan developed in consultation with the Chief Executive together with Senior Management;
- Regularly reviewing performance relative to the plan;
- Monitoring and assessing the external environment and its impact on the plan and performance of the Association;
- The review of the long-term strategic plan having regard to the foregoing assessment;
- Assessing that the Association is appropriately resourced to enable execution of the plan.

Operational

- Selecting, and if necessary, replacing the Chief Executive and setting an appropriate remuneration package and ensuring adequate succession for that position;
- Approving the appointment and where appropriate the removal of the Chief Financial Officer (CFO), and giving guidance on other senior management appointments proposed by the Chief Executive and succession plans;
- Approving policies and practices and measurable objectives for achieving diversity;
- Approving and adopting the annual operational plan proposed by the Chief Executive together with senior management and monitoring results against that plan on a regular basis;
- Determining that the Association has in place accurate, timely and reliable reporting systems, internal controls and compliance activities, and monitoring performance in each of these areas (including submissions by 'whistle blowers');
- Confirming that systems are in place which facilitate the effective identification, management and mitigation of any significant risks to which the Association is exposed.

Financial

- Approving and adopting an annual budget for the financial performance of the Association and monitoring results on a regular basis;
- Oversight of the integrity of the Association's risk management and compliance, accounting and reporting systems;
- Determining that the Association's accounts conform to relevant accounting standards and provide members with a truthful and factual representation of the Association's financial position;
- Confirming the Association's financial position is able to meet its financial obligations as they fall due;
- Ensuring that appropriate arrangements are in place for auditing the Association's affairs and assets and the adequacy of the scope of the audit;
- Assessing the performance and independence of the auditors.

Governance

- Monitoring and assessing that an appropriate culture and management framework, including policies (which are reviewed bi-annually), are in place which require that the Association:
 - Complies with the law;
 - Conforms with the highest standards of financial and ethical behaviour;
 - Adheres to high environmental standards;
 - Provides a safe workplace.
- Checking that compliance with policies and procedures is properly monitored;
- Adopting clearly defined delegations of authority from the Board to the Chief Executive or Committees;
- Adopting formal processes for the selection of new directors and recommending them for consideration by members at general meetings;
- Confirming that all directors, after appropriate induction are provided with on-going access to the Association's operations, personnel and information to enable them to operate effectively in the discharge of their responsibilities;
- Reviewing the Board's own processes and effectiveness including its committee structure and the composition, scope and performance of those committees;
- Determining that the Association's governance practices are appropriate and provide for renewal of the Board, maintenance of Director's independence and alignment with interests of members and monitoring the effectiveness of them;
- Establishing and maintaining an appropriate structure of Board committees under appropriate charters formally constituted and adequately resourced, to enhance the Board's capacity to fulfil its responsibilities;
- Ensuring that the Association has in place a process that enables it to communicate effectively with its members and stakeholders through timely and balanced disclosures of all material information concerning the Association. Any such communications to be recorded on the Association's website;
- Ensuring procedures are in place for the declaration and recording of conflicts of interest of Directors and Employees;

Performance Review and Remuneration

- Approving the employee remuneration framework (including incentive plans) and ensuring that it is linked to the achievement of the strategic and operational plans of the Association;
- Agreeing appropriate performance indicators for the Chief Executive and providing feedback to the Chief Executive as to his performance and as to the performance of other Executives;



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2. Board Composition, Rotation and Nomination

Nomination

The responsibility for nominating Directors is viewed as a 'collective responsibility' for the Board as a whole. The Board will determine composition and rotation in accordance with the Nomination Policy.

Composition

The board will determine the composition of the Board, subject to the Association's Constitution. Before considering candidates for appointment to the Board, the Board will take into account the mix of skills, experience, expertise and diversity necessary to achieve strategic and diversity goals.

Rotation

Appointments are for terms of two years. A director retires at the end of the term but remains eligible for re-election. Any Director appointed by the Board as an additional Director or to fill a casual vacancy is required to be elected by the members at the first annual meeting after their appointment.

3. Chairman and Responsibilities

The Directors will elect one of their number to be President/Chairman and where necessary a Deputy President/Chairman.

The President/Chairman is responsible for co-ordinating the activities of the Board including to:

- Promote and maintain the independence of the Board from management.
- Be principally responsible for evaluating the Chief Executive's performance and to meet with the Chief Executive to discuss the Board's requirements and expectations and the evaluation of the Chief Executive's performance by the board.
- Establish a close working relationship with the Chief Executive and acting as his or her mentor.
- Conduct meetings of the Board and of members.
- Schedule Board meetings in a manner that enables the Board and its Committees to perform their duties responsibly while not interfering with the flow of the Association's business.
- Ensure that Board meetings are sufficiently well-planned and conducted in a manner that ensures the most effective and efficient use of Board time and energy.
- Prepare, in consultation with the Chief Executive, other directors and Committee chairpersons, the agendas for the Board and Committee meetings.
- Foster a constructive governance culture and assist the Board and management in assuring compliance with and implementation of this Code and to be principally responsible for recommending revisions thereto.
- Lead an annual work plan that ensures the Board addresses matters for which it is responsible in relation to strategy, remuneration, executive performance, financial reporting and budgets, dividends, audit, risk and governance.

4. Board Meetings

The Board is normally to meet at least eleven times per year. To enable appropriate review of Board materials (agenda and accompany reports) by Directors, these will be despatched to be received by Directors at least 5 business days in advance of meetings, (except in the case of Special Meetings due to some urgency): The materials provided to Directors will be of a quality which enable Directors to make informed decisions on all agenda items. All such materials to be used specifically and only for the purpose for which it is provided to each Director for Board purposes.

5. Board Committees

The Board may from time to time establish committees to assist in carrying out its responsibilities and adopt Charters setting out matters relevant to the composition, responsibilities and administration of such committees.

Only Directors may be members of and vote on a committee, but observers and advisers may be invited to attend in order to assist the work of the committee.

Each standing committee must be chaired by a Director other than the Chairman.

The Board will, as a minimum, establish the following Committees:

- Audit and Risk Committee
 - Remuneration Committee
 - Finance Committee
- for which individual Charters exist.

The Board may also delegate specific functions requiring specialist knowledge or experience to individual Directors or ad-hoc committees from time to time. The powers delegated to such individuals or committees will be described in Board resolutions. The Board does not have an identifiable Nominations Committee. This responsibility which includes appointments to the Board, strategy, business and financial plans is viewed as a 'collective responsibility' for the Board as a whole.

In order to be fully informed on matters for consideration, a Committee member may require the attendance of the Chief Executive, management, or the Association's auditors and advisers.

The Board will regularly review the performance of the Committees in accordance with their charters.



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6. Role of the Chief Executive and Management

The Board delegates to the Chief Executive all the powers and authorities required to manage the Association's day-to-day business, except those expressly reserved to the Board or one of its Committees as described in this Charter, and within the limits approved by the Board from time to time in the delegation framework.

The Chief Executive is responsible for:

- providing management of the day-to-day operations of the Association;
- managing the Association in line with the strategic plan, the annual budget and the strategies confirmed by the Board for managing risks;
- delegating the management function within authority limits determined by the Board from time to time;
- recommending policy and strategic direction of the Association for approval by the Board.

The Chief Executive is accountable to the Board for the exercise of the delegated authority and, with the support of its delegates, must report material matters to the Board with accurate and timely information.

Assistance to the Board

The CEO is accountable directly to the Board, through the Chair, for advising on corporate governance matters, including adherence to the Board Charter and co-ordinating all Board business.

All Directors will have direct access to the CEO and other Association Employees and advisers to satisfy information requests which they may have. Directors are not to instruct the CEO, CFO or other employees on, or interfere with, operational matters. Directors may request additional information at any time.

