



Aboriginal Housing Victoria

Board Charter

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1 Purpose and context

1.1 Introduction

This Charter provides an overview of the roles, responsibilities, obligations and authorities of the Aboriginal Housing Victoria Limited (AHV) Board of Directors (Board), both individually and collectively.

It supplements the AHV Constitution (Constitution) and the governing legislation and in the event of any inconsistency, the Constitution takes precedence.

The Charter is designed to support the Board to deliver strategic direction and effective oversight of the management of AHV functions and services.

1.2 Our Vision

That **Aboriginal Victorians secure appropriate, affordable housing as a pathway to better lives and stronger communities.**

1.3 Our Values

Respect and support for Aboriginal identity and culture and for our renters and stakeholders

Integrity, trust and honesty in all our business activities

Collaborative relationships with our community, renters, government and stakeholders

Kindness, compassion, courtesy and dignity in our relationships with our clients, our stakeholders and with each other.

1.4 Our Objectives

Excellent services. Deliver quality housing services uniquely tailored for mob, for stronger social, health and economic outcomes.

More homes. Grow, improve and diversify our housing portfolio, responsive to community needs.

Generational impact. Strengthen our partnerships to deliver generational change for our communities.

A stronger, more sustainable AHV. Advance AHV's future with strong governance, people, culture, systems and organisational capability.

1.5 Outcomes

- Reduced homelessness and housing instability for Aboriginal Victorians.
- Resilient and healthy renters, in quality housing
- Impact on housing policy and investment for Aboriginal Victorians.

- A thriving, future-safe AHV.

1.6 Incorporation and Governance

AHV is a not-for-profit public company, limited by guarantee registered under the *Corporations Act 2001* (Cth). A company limited by guarantee is a specialised public company designed for not-for-profit organisations which are formed for purposes beneficial to the community.

AHV's purpose, as set out in the Constitution is *"to develop, manage, maintain, hold, re-furbish, upgrade, acquire, sell, dispose, lease, hold bonds and collect rent in relation to affordable, secure housing and residential accommodation opportunities for Aboriginal people in Victoria that are adequate to meet their social, cultural and economic needs."*

AHV is registered as a charity with the Australian Charities and Not-for-profits Commission (ACNC) with a public benevolent institution subtype. AHV has been endorsed by the Australian Taxation Office as a deductible gift recipient and is entitled to access the following tax concessions: income tax exemption, GST concessions and fringe benefits tax exemption.

AHV is also a registered housing agency under the *Housing Act 1983* (Vic).

This form of company is subject to high standards of governance including under the ACNC's Governance Standards and the Housing Registrar's Performance Standards, as well as financial, audit and reporting requirements. As a charitable not-for-profit entity, Company Directors are prohibited from receiving dividends, bonuses or other profit distributions, and under this structure any surplus must be retained for investment in the furtherance of AHV's charitable purpose.

2 AHV Board structure and meetings

2.1 Structure

In relation to the operation of a company limited by guarantee, such as AHV, there are two key roles – the Company Directors and the members. At AHV, the Company Directors and the members are the same individuals – that is, each individual serves a dual role. When an individual becomes a Company Director they should also be appointed as a member. Similarly when an individual ceases to be a Company Director, they will need to resign from their role as member.

2.2 Number of Company Directors

The Board comprises no less than 5 and no more than 7 Company Directors.

2.3 Board skills and diversity

The Board will comprise individuals who have the skills and experience relevant to the pursuit of the AHV objectives in all or any of the areas of strategic planning, business and change management, governance, property development and asset management, finance and law.

The Board has a Board skills matrix setting out the skills and diversity that the Board has or is

looking for in order to identify any gaps in skills that the Board seeks. The Board skills matrix will be reviewed on an annual basis to ensure it remains appropriate for AHV's needs. The Governance Committee regularly reviews the diversity of skills, experience, gender, age, and personal attributes of the Board, to maintain an appropriate balance and optimise the Board's effectiveness.

All Company Directors must reside in Victoria and a majority must be Aboriginal.

2.4 Appointment of Company Directors

The appointment of a Company Director must be approved by the Board and comprise a term of approximately 3 years, commencing at the end of the annual general meeting at which they are appointed and expiring at the end of the third annual general meeting after their election, at which time they will retire.

A retiring Company Director is eligible for re-election but may only serve a maximum of 3 consecutive terms without a break in service of at least 3 years.

The Board may also appoint a replacement Company Director to any casual vacancy arising in the office of a Company Director. Any Company Director so appointed will hold office until the completion of the next Annual General Meeting.

2.5 Meeting frequency

The Board must meet as often as the Company Directors agree in order to perform its duties.

2.6 Quorum

No business may be transacted at a Board meeting unless a quorum is present at the time the business is considered. Unless otherwise determined by the Board, a quorum for meetings of the Board is half of the Company Directors plus one, or if the number of Company Directors is not a multiple of 2, then the odd number nearest to and greater than half of the Company Directors.

2.7 Voting at meetings

The Board generally operates by consensus but where consensus cannot be reached, decisions are made using the voting provisions of the Constitution. Under the Constitution decisions are decided by the majority of votes, where each Company Director present is entitled to one vote. In the event of a tie, the chair of a meeting will not have a casting vote and the motion will fail.

2.8 Agenda and Board papers

The Chair, in consultation with the CEO, will settle agendas for Board meetings. The CEO or Company Secretary will endeavour to arrange meetings; distribute agendas and supporting papers to Company Directors at least 7 days before the relevant meeting; keep and distribute minutes of each meeting; and ensure that minutes and reports are provided to the Board.

The proceedings and resolutions of meetings of Company Directors must be formally recorded as minutes of a company within one month of a meeting. Meeting minutes must be confirmed by

the board within a reasonable time after the meeting is held, signed by the chair of the meeting or the chair of the next meeting and kept with the Company records.

3 Role of Company Directors

Individual Company Directors bring specific and complementary skills and experience to the Board and ultimately share responsibility for the overall successful operations of AHV.

3.1 Company Directors' Code of Conduct

AHV's Company Directors are bound by the AHV Board Code of Conduct and their fiduciary duty to act in good faith and in the best interest of AHV, its renters, and the Aboriginal Community. They must fulfil all their legal obligations and provide leadership in respect to AHV's culture and values.

The Board has adopted a Code of Conduct consistent with the principles of the ACNC governance standards and AHV's Values and Cultural Statement.

3.2 Governance

It is the Board's responsibility to provide strategic guidance and effective oversight of the management of AHV, and to ensure that AHV complies with its legal obligations. The Board must ensure that AHV complies with the ACNC Governance Standards.

This includes a requirement that the Company Directors comply with the following duties:

- to act with reasonable care and diligence;
- to act honestly and fairly in the best interests of AHV and for its charitable purposes;
- not to misuse their position or information they gain as a Company Director;
- to disclose conflicts of interest;
- to ensure that the financial affairs of AHV are managed responsibly; and
- not to allow AHV to operate while it is insolvent.

Under the Housing Registrar's Governance Performance Standard, Company Directors must ensure that AHV is well-governed to support the aims and intended outcomes of its business, specifically in relation to the following:

- Ensuring coherent and robust strategic, operational, financial and risk planning;
- Ensuring effective, transparent and accountable arrangements and controls are in place for decision making to give effect to strategic, operational, financial and risk plans;

- Complying with legal requirements and relevant government policies; and
- Ensuring that the Board has members with appropriate expertise or that such is available to the Board.

The Board has delegated the responsibility of day-to-day management, operation and administration to its executive management team, with whom it meets regularly to discuss current and future business needs.

The Board considers the ongoing development and improvement of its own performance as a critical aspect of effective governance. To this end, the Board undertakes an annual evaluation of the performance of the Board, its Committees and Chair with results discussed at the Annual General Meeting.

To ensure AHV is governed by effective practices and procedures, it is the Board's responsibility to:

- ensure that AHV has an effective corporate governance structure in place, including by reviewing its Constitution;
- approve policies that establish a framework for AHV's governance; and
- ensure that all legal obligations of AHV are met.

3.3 Confidentiality

The proceedings, papers and minutes of the Board are confidential and may not be disclosed without approval of the Chair (or Alternate Chair, in the case of disclosure by the Chair), unless disclosure is required by law. Any regular and ad hoc release of information is subject to the policies and procedures as outlined within the AHV Communication Strategy and is a regular consideration of the Board.

3.4 Networking

Developing networks and working to promote the reputation of AHV are important components of a Company Director's role. Company Directors are encouraged to act as AHV ambassadors and to develop and maintain business and/or community connections, for the benefit of AHV.

3.5 Strategic planning

The Board is responsible, in conjunction with AHV management, for:

- providing leadership and setting strategic objectives for AHV;
- monitoring and overseeing management's implementation of AHV's strategic objectives, instilling of AHV's values and its performance generally;
- reviewing and approving strategic plans and performance objectives of AHV consistent

with the strategy and reviewing the assumptions and rationale underlying the strategic plans and performance objectives; and

- overseeing effective stakeholder engagement and relationship management.

3.6 Risk management

The Board is responsible for:

- approving and reviewing AHV's Risk management Framework, and Strategic Risk Register and Risk Appetite Statement; and
- endorsing the procurement of insurance policies.

3.7 Financial management

The Board is responsible for:

- monitoring financial results on an ongoing basis;
- approving the budget and financial statements and Annual Information Statement and ensuring that financial records are properly maintained and financial statements comply with appropriate accounting standards; and
- overseeing, reviewing and endorsing AHV's financial management, performance and sustainability.

3.8 Child safety and wellbeing

Company Directors are responsible for ensuring that AHV and all individuals who come into contact with children while performing their role for AHV comply with child safety laws, rules and requirements including the Victorian Child Safe Standards and the AHV Child Safety and Wellbeing policy at all times.

4 The Chair

4.1 Role of the Chair

The Chair is responsible for:

- leading the Board;
- ensuring that Company Directors are properly briefed in all matters relevant to their roles and responsibilities;
- setting agendas for and facilitating Board discussions so that they are effective, efficient and comply with AHV's values;
- ensuring there is an induction process for new Company Directors and ensuring

Company Directors are adequately supported during their tenure;

- managing the Board's relationship with management; and
- managing complaints about Company Directors and senior management.

4.2 Election of the Chair

At the first meeting of the Board after the annual general meeting, the Company Directors appoint from among their number a Chair who holds office until the end of the next annual general meeting, but who is eligible for re-election.

5 The role of the Company Secretary

The Company Secretary is responsible to the Board through the Chair and is appointed and dismissed by the Board. The Company Secretary's duties and authorities are determined by the Company Directors and include all company secretariat requirements under the *Corporations Act 2001* and the Constitution. The Company Secretary also provides secretariat and support services to the Board and its sub-committees; manages the preparation of the AHV annual report; and organises the annual general meeting of the Company. The Company Secretary is responsible for assisting the Board to ensure compliance with the requirements of the ACNC legislation and relevant provisions of the *Corporations Act 2001*.

6 The role of the Chief Executive Officer (CEO)

The CEO reports directly to the Board and is responsible for achieving AHV's objectives and vision for the future, in accordance with the strategies, budget and policies recommended and approved by the Board.

7 Board Committees

The Board has established three standing committees to support its deliberations and decision making: the Governance Committee, the Finance Audit and Risk Committee (FAR) and the Asset Committee. These committees are independent of but accountable to the Board and comprise appropriately qualified Directors, Executive Directors and expert advisors/attendees as required.

The Board reserves the right to appoint other committees from time to time as deemed necessary. Each committee has its own Terms of Reference outlining its purpose and powers, as delegated by the Board.

7.1 Governance Committee

The role of the Committee is to assist and advise the Board on matters that seek to ensure high standards of governance are maintained. The scope of the Committee's role includes but is not limited to Board succession planning, recruitment and training, performance and remuneration.

7.2 Finance Audit and Risk Committee

The role of the FAR Committee is to assist the Board to meet its responsibilities in relation to AHV financial reporting, compliance with legal and regulatory requirements, internal control structures, risk management systems and internal and external audit functions.

7.3 Asset Committee

The role of the Asset Committee is to drive, manage and implement AHV's Asset Management Strategy and Asset Management Plan, so that AHV's asset portfolio is best placed to meet service delivery needs into the future.

8 Audit

AHV's Board is responsible for selecting, appointing and removing a qualified external auditor, subject to the Board's approval at the annual general meeting. AHV's FAR Committee makes recommendations to the Board on the effectiveness and appointment of an external auditor.

The Auditor is entitled to:

- attend any general meeting;
- receive all notices of and other communications relating to any general meeting that a Company Director is entitled to receive, and
- be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity. This entitlement remains in circumstances where the Auditor retires at that meeting or a resolution to remove the Auditor or the agent from office is passed at that meeting.

9 Delegations of Authority

AHV's Board has reserved all powers for itself and delegated authority to management as outlined in the AHV Delegations of Authority. Where a delegation is not specified, the Board retains authority and approval to act must be obtained from the Board.

10 Company Director protection

AHV's Company Directors must exercise considered and independent judgement on the matters before them. To discharge this responsibility, Company Directors may need to seek independent professional advice from time to time. In such circumstances AHV will consider the payment of reasonable professional fees, subject to the approval of the Board.

10.1 Directors and Officers insurance

As a registered Victorian housing agency, AHV's Company Directors are insured for Director and

Officers' liability under the Victorian Managed Insurance Authority (VMIA).

11 Conflict of Interest

AHV's Company Directors have duties under the *Corporations Act*, ACNC Governance Standards, the general law and a range of performance standards in relation to conflict of interest. They are also bound by AHV's Conflict of Interest policies as outlined in its Governance Policy and are required to disclose any actual or potential conflicts of interest which may exist or might reasonably be thought to exist and manage any conflict of interest in accordance with the requirements of the policy.

12 Company Director remuneration

AHV Company Directors receive remuneration for undertaking their duties on the AHV Board, in line with industry benchmarking. The level of remuneration varies for attendance at Board meetings and Board Committees. Board and Committee Chairs receive a higher rate of remuneration, in recognition of their additional responsibilities.

The Board receives and considers advice on relevant market trends regarding remuneration. In consultation with the CEO and Manager Human Resources and Organisational Development, the Board reviews and makes recommendations regarding the remuneration framework of the Company Directors, CEO and Executive.

13 Stakeholder interests and communication

AHV respects the rights of all stakeholders, including renters, applicants, employees, directors and partners, and strives to facilitate the effective exercise of those rights. The Board seeks to ensure that all renters, clients, including those on the waiting list, and stakeholders have ready access to understandable and balanced information necessary to assess the performance of AHV.

The Board is committed to AHV's active engagement with renters, clients and stakeholders and is responsive to community needs.

In addition to the Annual Report, AHV utilises a range of print and electronic forms of communication, to support regular, accessible and culturally safe communication with renters, Aboriginal communities, and other stakeholders.

14 Disputes

The Board is committed to resolving disputes, conflicts and disagreements fairly and promptly. Company Directors in dispute will act in good faith to resolve the dispute as soon as possible.

It is expected that most conflicts will be resolved by informal discussion between parties. If a

dispute cannot be resolved by informal discussions:

Stage 1: The Chair will act as a facilitator to encourage the Company Directors to resolve the dispute. Other Company Directors will support the process as required. (If the Chair is party to the dispute, another Company Director, with the consent of the Chair and other Company Director(s) in dispute, may act as facilitator to encourage a resolution).

Stage 2: If all parties do not agree to facilitation, or facilitation cannot resolve the dispute, the Board may appoint an independent third party to act as mediator.

15 Policy Log

Version	Approval date	Approved by	Changes	Review Date
1	March 2015	AHV Board	New policy	
2	October 2023	AHV Board	Revised logo and terminology; minor updates	November 2026
3	25 September 2025	AHV Board	Updated terminology, legal compliance and consistency with new Strategic Plan	September 2028