

THE CHARTER OF THE BOARD OF DIRECTORS



TABLE OF CONTENTS

From the Chairperson and CEO of Youth Off The Streets	2
Board Charter	3
Code of Conduct for Board Members	11
Audit, Finance and Risk Committee Charter	12
Development Committee Charter	15
Nomination Committee Charter	17
Services Committee Charter	19

Attachments

1. Criteria for Prospective Board of Directors	21
2. Process for Board Member Selection	22
3. Board Members Performance Analysis and Review	23

Youth Off The Streets Limited (Youth Off The Streets) is a registered charity helping marginalised young people to discover greatness within, by engaging, supporting and providing opportunities to encourage and facilitate positive life choices. We support these youth as they work to turn their lives around and overcome immense trauma such as neglect, physical, psychological and emotional abuse.

Since we opened in 1991, Youth Off The Streets has grown to provide a wide range of services offering a full continuum of care. We provide crisis care for young people still living on the streets with our food van, Youth Off The Streets refuge and outreach program.

We run Sydney's only non-medicated detox treatment centre specifically designed for adolescents and Key College, our accredited high school in Redfern, provides educational opportunities and support for young people living on the streets.

Our farms, located in the Southern Highlands and the Hunter Valley provide medium to long term residential rehabilitation opportunities for young people who have made a commitment to living a drug and crime free lifestyle. While they are in our care these young people attend our accredited secondary school, Matthew Hogan School. Many of these young people go on to successfully achieve their School Certificate and, in increasing numbers, their Higher School Certificate.

Young people living on our farms are given counselling, life skills and vocational training. The average length of stay is between six months to two years. Once they feel ready to move out we provide a semi-independent living and mentor program, help them with further study or to find employment, and support both the employer and our young people through their first year of working together.

A decade of experience has taught us that education is the most effective way to break to cycles of abuse that can trap young people. Our new National Schools Program now delivers innovative drug prevention and early intervention programs to schools Australia-wide while we continue to operate in four locations for our schools; Matthew Hogan School, Canyonleigh; Eden College, Macquarie Fields; Key College, Surrey Hills and Chapel School, Merrylands.

In summary, Youth Off The Streets is a non-denominational agency for Australia's marginalised youth committed to excellence in programming and outcomes.

This Charter is a public declaration by the Youth Off The Streets' Board of its understanding and acceptance of its roles and responsibilities on behalf of all stakeholders.

Youth Off The Streets is a registered charity and as such, operates as a non-profit organisation. Our ABN Number is 29 100 388 412.

Our patron is the former Governor General of Australia, Sir William Deane AC KBE. We are very proud to say that Lady Helen Deane has agreed to be our second Patron.

www.youthoffthestreets.com.au

Mrs Anna Ainsworth
CHAIRMAN

Father Chris Riley
CEO

**YOUTH OFF THE STREETS LIMITED
BOARD CHARTER**

1 BOARD RESPONSIBILITIES

1.1 The Board has the following overall responsibilities:

- (a) charting the direction, strategies and financial objectives for the Company and monitoring the implementation of those policies, strategies and financial objectives; and
- (b) monitoring compliance with regulatory requirements and ethical standards.

1.2 Within the context of the overall responsibilities set out in section 1.1, and in addition to matters expressly required by law to be approved by the Board, the Board has the following specific responsibilities.

- (a) to oversee the Company's control and accountability systems;
- (b) to monitor and assess management's performance in carrying out any strategies, meeting any objectives and observing any budgets approved by the Board, and to ensure that sufficient resources are available to management for those purposes;
- (c) to ratify the appointment, if any appointment is to be made, and where appropriate the removal of, the Chief Operating Officer (COO) and/or Chief Financial Officer (CFO);
- (d) to approve and monitor financial and other reporting;
- (e) to establish appropriate internal and external audit arrangements and confirm that they are operating effectively;
- (f) to approve the application of membership to the Company
- (g) to approve commitments in excess of discretionary limits that it may have from time to time delegated to the Chief Executive Officer (CEO), COO and senior management;
- (h) to approve each of the following:
 - (i) the strategic plan and performance objectives, at least every two years;
 - (ii) the budget, at least annually;
 - (iii) significant changes to organisational structure;
 - (iv) the entering into partnerships, the acquisition of businesses and the establishment, disposal or cessation of any significant business of the Company;
 - (v) any public statements which reflect significant issues of the Company's policy or strategy; and

- (vi) any changes to the discretions delegated from the Board; and
 - (i) to review on a regular and continuing basis:
 - (i) senior executive succession planning (in particular for the CEO); and
 - (ii) senior executive development activities.
- 1.3 In performing the responsibilities set out above the Board should at all times:
- (a) be guided by the aims and objectives, the broad goals and objectives, and mission of the Company; and
 - (b) act in accordance with the duties and obligations imposed upon them by the Company's Constitution and by law.
- 1.4 The Directors shall appoint as Chairman of the Board one of the Non-Executive Directors who satisfies the criteria for independence as stated in section 4 below, and the Chairman will hold this office for a period of three consecutive years or less if the Directors so decide and is eligible for re-appointment.
- 1.5 The Board may delegate its responsibilities to Committees, in accordance with section 7 below.

2. RELATIONSHIP BETWEEN BOARD AND MANAGEMENT

- 2.1 The Board delegates general responsibility for the operation and management of the Company to the CEO, COO and Deputy Director of Services (DDS).
- 2.2 Management is accountable to the Board and fulfil this responsibility through the provision of reports, briefings and presentations to the Board on a regular basis throughout the year.
- 2.3 Directors have access to senior management through the CEO at any time. In addition to regular attendance by senior management at Board meetings, Directors may seek briefings from senior management on specific matters.
- 2.4 Directors shall direct all questions of management through, or as agreed with, the CEO.
- 2.5 The Chairman will be the main point of contact between the Board and CEO ensuring the Board's views are communicated clearly and accurately.

3. BOARD MEMBERSHIP

- 3.1 The Board should, if practical, comprise a majority of Non-Executive Directors who satisfy the criteria for independence stated in section 4 below.

4 INDEPENDENCE OF DIRECTORS

- 4.1 A Director is only to be regarded as independent if the Director is independent of management and free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of the Director's unfettered and independent judgement.
- 4.2 In considering whether a Director is independent under section 4.1, the Board is to have regard to:
- (a) any information, facts or circumstances that the Board considers relevant; and
 - (b) any materiality thresholds, standards or guidelines that the Board may adopt from time to time.
- 4.3 If a Director is or becomes aware of any information, facts or circumstances which will or may affect that Director's independence, the Director must immediately disclose all relevant details in writing to the Company Secretary and the Chairman.
- 4.4 The Board will regularly assess the independence of each Director in light of disclosures made in accordance with section 4.3 to where practical provide that the Board continues to comprise a majority of independent Non-Executive Directors.

5. NON-EXECUTIVE DIRECTORS

- 5.1 Non-Executive Directors collectively should:
- (a) constructively challenge and contribute to the development of strategy;
 - (b) scrutinise the performance of management, particularly in relation to meeting agreed objectives, and monitor the reporting of performance;
 - (c) take reasonable and proper steps to satisfy themselves that all financial information is accurate, and that there are adequate and proper financial controls and systems of risk management and that the controls are maintained and the systems robust;
 - (d) prepare or ratify senior management succession plans;
 - (e) review and where appropriate, constructively challenge proposals presented by management;
 - (f) request additional information where they consider that the information supplied by management is inadequate to support informed decision making.
- 5.2 Non-Executive Directors individually should inform themselves to a reasonable extent about the subject matter of all decisions they are called upon to make as Directors of the Company.

- 5.3 Before appointment, Non-Executive Directors must disclose to the Chairman the nature and extent of their other appointments and activities and, when advising their willingness to accept appointment, demonstrate that they understand what is expected of them, and confirm that they are willing to make the necessary commitments, and will have available the time required, to discharge their responsibilities.
- 5.4 The Board should satisfy itself that processes and plans are in place to maintain an orderly succession of appointments to the Board and an appropriate balance of skills.
- 5.5 Non-Executive Directors are expected to maintain the skills required to discharge their obligations to the Company.

6. MEETINGS

- 6.1 Board papers should, where possible, be provided to Directors at least 5 days prior to the relevant meeting.
- 6.2 The Board should hold scheduled meetings at least 9 times each year. The Board may at any time, and the Company Secretary must, on the request of:
 - (a) the Chairman; or
 - (b) any Director,

convene an unscheduled meeting of the Board on notice that is reasonable in the circumstances. Individual directors proposing to call meetings should first inform and consult with the Chairman. Urgent decisions, where it is not practical to convene a meeting, may be made by resolution circulated in writing, in accordance with the Company's Constitution, although it is recognised as desirable that the use of circular resolutions should be kept to a minimum.

- 6.3 Board agendas should be settled by the Chairman in consultation with the CEO and Company Secretary.
- 6.4 The Company Secretary will record the minutes of Board meetings which shall be made available for review by Directors.

7. BOARD COMMITTEES

- 7.1 The Board may from time to time establish Committees to assist it in carrying out its responsibilities. For each Committee the Board must establish a Charter setting out matters relevant to the composition, responsibilities and administration of the Committee.
- 7.2 The Board shall as a minimum establish the following Committees:
 - (a) an Audit, Finance and Risk Committee;
 - (b) a Development Committee;
 - (c) a Services Committee; and

(d) a Nomination Committee.

- 7.3 Any decision-making power delegated to a Committee must be specified by the Board. All policy decisions should be matters reserved for the Board.
- 7.4 The agenda for a Committee meeting should be settled by the Committee Chairman with the Committee Secretary, and distributed to Committee members with supporting papers sufficiently far in advance of scheduled meetings to permit adequate preparation.
- 7.5 Each Committee must formally report to the Board at least annually. The report should contain all matters relevant to the discharge by the Committee of its role and responsibilities during the period covered by the report. In addition each Committee should report to the Board on specific issues as and when required under its Charter.

8. SELF ASSESSMENT

- 8.1 The Board shall undertake an annual performance evaluation of itself that:
- (a) compares the performance of the Board with the requirements of this Charter;
 - (b) identifies any particular goals and objectives of the Board for the next year; and
 - (c) identifies any necessary or desirable improvements to Board or Committee Charters.
- 8.2 The method and scope of the performance evaluation will be set by the Board

9. CONFLICTS OF INTEREST

- 9.1 A Director must inform the Board or, in advance, the Chairman, if he or she has a conflict or potential conflict of interest in relation to any particular item of business to be considered by the Board. Unless decided otherwise by the other members of the Board, the Director should be absent from discussion and decision on that matter.

10. RETIREMENT FROM THE BOARD

10.1 Non-Executive Directors

Non-Executive Directors are expected to review their membership of the Board from time to time, taking into account their length of service on the Board, age, qualifications and experience (in light of developing best practice standards and the Company's then current policies), together with the other criteria considered desirable for composition of a balanced Board and the overall interests of the Company.

10.2 Executive Directors

- (a) An Executive Director must resign from the Board immediately if the Director ceases to be retained by the Company.

- (b) The Board may, in exceptional circumstances, recommend that an Executive Director who has resigned in accordance with section 10.2(a) be reappointed to the Board as a Non-Executive Director.

11. OUTSIDE DIRECTORSHIPS

11.1 Non-Executive Directors

- (a) In addition to any review by the Board, Non-Executive Directors should continually evaluate their ability to discharge their commitments to the Company, in the light of the other directorships or similar offices they hold, such as senior executive appointments.
- (b) Non-Executive Directors must notify the Chairman in writing before accepting appointment as a Director of any company (other than the Company or any related body corporate of the Company) or to any similar office. Before accepting the appointment, the Director must have regard to:
 - (i) the views and wishes of the Chairman on the Director acting simultaneously as a Director of the Company and as a Director of another company or entity (whether in competition with the Company or not); and
 - (ii) any current policies of the Board on multiple directorships.

11.2 Executive Directors

An Executive Director shall not accept appointment as a Director of any company (other than the Company or any related body corporate of the Company), or to any similar office, without the prior approval of the Board.

12. GENERAL MATTERS

- 12.1 A record of Board submissions and papers, and of material presented to the Board, is to be maintained and held by the Company Secretary together with minutes of meetings, and is accessible to all Directors.
- 12.2 Periodic site visits, by all Directors, to aid their understanding of the business of the Company, should be scheduled and coordinated by management. Directors are expected to give priority to attendance at these visits.
- 12.3 The Board may have access to independent advisers where the need arises. If it becomes appropriate for a Director to obtain external professional advice separate from advice obtained on behalf of the Company, that advice should be arranged in consultation with the Chairman, and the advice so obtained should ordinarily be provided to all Directors. The Company will meet the cost of obtaining the advice.
- 12.4 Management should supply the Board with information in a form, timeframe and quality that will enable the Board to effectively discharge its duties.
- 12.5 Directors should be entitled to, and be prepared to request, additional information where they consider that the information supplied by management is insufficient to support informed decision-making.

13. CODES OF CONDUCT

13.1 The Board should adopt:

- (a) a Code of Conduct to guide the Board Members and promote high ethical and professional standards and responsible decision-making, ; and
- (b) a Company Code of Conduct which sets out the minimum acceptable standards of behaviour expected of the Board Members, employees and volunteers of the Company and its related bodies corporate and guides those persons in compliance with legal and other obligations to its members, partners and other stakeholders.

13.2 Board Members must comply with all codes of conduct adopted by the Board under section 13.1.

14. INDUCTION PROCEDURES AND CONTINUING EDUCATION

14.1 The Board will, through the Nomination Committee, from time to time establish induction procedures for new appointees to the Board.

14.2 All new Directors are required to undergo an induction programme which enables Directors to gain an understanding of:

- (a) the Company's financial, strategic, operational and risk management position;
- (b) their rights, duties and responsibilities; and
- (c) the role of the Board committees.

14.3 New members of the Board are to be provided with background material on the Company's business activities.

14.4 Each Director may, with prior written approval from the Board, undertake continuing professional education to assist the Director in the proper exercise of powers and discharge of duties as a Director or as a member of a Committee.

15. ACCESS TO THE COMPANY SECRETARY AND EMPLOYEES

15.1 Each Director has a right of access to the Company Secretary at all times.

15.2 Any Director may:

- (a) request the attendance at a meeting of the Board of any employee of the Company or a related body corporate; and
- (b) subject to the law, have access to any document, report, material or information belonging to the Company or a related body corporate.

16. CONFIDENTIALITY

The Directors acknowledge that all proceedings of the Board and its Committees are strictly confidential and that (without limiting other sanctions) a Director who breaches this confidentiality will be expected to resign from the Board unless the Board otherwise determines, subject to legal requirements and insurance compliance.

17. REVIEW OF BOARD CHARTER

The Board will regularly review this Charter and the Charter of the Board Committees to ensure that it is appropriate to meet the needs of the Company and the Board and to comply with developing best practice standards.

DATE:

CHAIRMAN: Anna Ainsworth

**YOUTH OFF THE STREETS LIMITED
CODE OF CONDUCT of BOARD MEMBERS**

Board Members of Youth Off The Streets Limited (YOTS) follow the Code of Conduct outlined below:

- (1) Board Members must act honestly, in good faith and in the best interests of YOTS as a whole.
- (2) Board Members should devote adequate time and expertise to YOTS's activities.
- (3) Board Members must use his/her powers of office for a proper purpose and in the best interests of YOTS as a whole.
- (4) Board Members must recognise that his/her primary responsibility is to YOTS as a whole but should, where appropriate, have regard to the interests of all stakeholders of YOTS.
- (5) Board Members must not make improper use of information acquired as Board Members.
- (6) Board Members must not take improper advantage of his/her position as Board Members.
- (7) Board Members must not allow personal interests, or the interests of any associated person, to conflict with the interests of YOTS.
- (8) Board Members have an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness and commercial reasonableness of all decisions taken by the Board of Director and Officers.
- (9) Board Members shall make reasonable enquiries so as to ensure that YOTS is operating efficiently, effectively, and legally towards achieving its goals.
- (10) Confidential information received by Board Members in the course of the exercise of his or her Director and official duties remains the property of YOTS or the company or person from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by YOTS or the company or person from whom the information is provided, or is required by law.
- (11) Board Members shall not engage in conduct likely to bring discredit upon YOTS.
- (12) Board Members have an obligation to publicly support YOTS and decisions of the Board.
- (13) Board Members have an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of the YOTS Constitution and Board Charter.
- (14) Board Members should properly manage any conflict with the interests of YOTS.

YOUTH OFF THE STREETS LIMITED
AUDIT, FINANCE and RISK COMMITTEE CHARTER

1. COMMITTEE PURPOSE

- 1.1 The primary function of the Audit, Finance and Risk Committee (the Committee) is to assist the Youth Off The Streets Limited (YOTS) Board of Directors in fulfilling its responsibilities by reviewing:
- (a) YOTS financial reporting, including the application of accounting policies and financial management, capital, expenditure and revenue.
 - (b) The performance and independence of external audit.
 - (c) The effectiveness of the business risk management framework including internal controls, compliance with applicable laws, regulations, standards and best practice guidelines, and the protection of the entity's assets.

2. COMMITTEE RESPONSIBILITIES

- 2.1 The committee is to:
- (a) In relation to financial performance and reporting:
 - (i) Ensure adequate and appropriate financial reporting, including assessing the appropriateness of accounting policies and practices and ensure that disclosures meet the minimum requirements.
 - (ii) Review the annual budget and recommend to the Board for approval.
 - (iii) Review financial performance against budget during the financial year and make appropriate recommendations to the Board.
 - (iv) Review other financial matters, as required, and make recommendations to the Board as appropriate. Included is the review of financial plans (annual budgets, capital expenditure budgets and forecasts and cash flows) for any new business venture, major capital expenditure or major maintenance outside the budget as approved by the Board.
 - (b) In relation to risk management and compliance:
 - (i) Ensure that an appropriate overall risk management framework is in place with at a minimum, annual reporting to the Committee and the Board.
 - (ii) Review risk assessment annually to ensure that key risk areas are identified and managed.
 - (iii) Evaluate the procedures established by Management to ensure the Company's compliance with laws and regulations.

- (iv) Consider any breaches in financial and risk management policies and procedures reported by the COO, CEO or Auditors.
- (c) In relation to external audit:
 - (i) Ensure that independent external auditors are appropriately engaged to fulfil the needs of YOTS.
 - (ii) Review the scope of the external audit and the quality and effectiveness of the external auditor's performance.
 - (iii) Meet formally with the auditor for discussion of draft report prior to finalisation of the auditor's final report.
 - (iv) Review management's response to matters raised by the external auditors.
- (d) In relation to other issues:
 - (i) Review of the Investment Policy annually, including allowable investment vehicles, with any recommendations for change to the policy to be reviewed for recommendation to the Board. The results of this review and any recommendations for changes to this policy are to be recommended to the Board for approval.
 - (ii) Review the Company's delegations of authority and recommend any changes to the Board for approval.
 - (iii) Review and make the appropriate recommendations on any other operating issue which may materially affect the financial and or legal risks to the Company's operations.

3. COMMITTEE MEMBERSHIP

- 3.1 Committee membership shall consist of at least three and not more than five Board Members. The CEO and COO are invited by standing invitation to attend. Other members of the YOTS' Executive may be invited from time to time to present papers.
- 3.2 Committee membership is to be reviewed every two years with recommendations for any changes to be recommended to the Board for approval.
- 3.3 The Secretary of the Committee will be the Secretary of the Company.

4. COMMITTEE REPORTING OBLIGATIONS

- 4.1 The Chairman of the Audit, Finance and Risk Committee must report to the Board meeting following each committee meeting. The report should include:
 - (a) Any formal resolutions of the committee.
 - (b) Any recommendations to the Board requiring action and/or approval.

- 4.2 The Committee's minutes (including details of members present) must be submitted to the Board at its next meeting.

5. MEETINGS

- 5.1 The Audit, Finance and Risk Committee shall meet monthly. An annual work plan will guide the agenda for each meeting.
- 5.2 The external auditor is to be invited to meetings as required.
- 5.3 The external auditor shall have access to the Committee Chairman at any time.

6. COMMITTEE PERFORMANCE REVIEW

The Committee should undertake an annual review of its own performance and report the results to the Board.

7. CHARTER REVIEW

The Board must approve the Charter and all amendments to the Charter. The Charter shall be formally reviewed on a periodic basis, but at least every two years.

DATE:

CHAIRMAN:

**YOUTH OFF THE STREETS LIMITED
DEVELOPMENT COMMITTEE CHARTER**

1. COMMITTEE PURPOSE

The primary function of the Development Committee is to assist the Youth Off The Streets Limited (YOTS) Board of Directors in fulfilling its responsibilities by reviewing:

- 1.1 The current status of YOTS fundraising and strategic income generation initiatives.
- 1.2 Proposals for both general and specific purpose fundraising activities and ensuring that they are consistent with the underlying goals and values of YOTS.
- 1.3 Ongoing developments in fundraising and income generation, including corporate partnerships, in the not-for-profit sector with a view to recommending to the Board of YOTS any suitable initiatives.

2. COMMITTEE RESPONSIBILITIES

The committee is to:

- 2.1 In relation to current and proposed fundraising initiatives:
 - Ensure that fundraising and income generation initiatives are budgeted and regularly monitored and that this information is communicated to the Board on a regular basis.
 - Undertake regular reviews in respect to the efficiency and effectiveness of current initiatives and make appropriate recommendations to the Board.
 - Assess the appropriateness of any new proposals for fundraising and income generation, including corporate partnerships, in respect to the goals and values of YOTS and make appropriate recommendations to the Board.
- 2.1 In relation to YOTS strategic development plans:
 - Review key elements of YOTS annual strategy plan and ensure that there are appropriate fundraising and income generation mechanisms in place to support any major new service initiatives.
 - Consider, and if appropriate, formulate new and innovative fundraising and income generation strategies in consultation with YOTS senior management and make appropriate recommendations to the Board.

3. COMMITTEE MEMBERSHIP

- 3.1 Committee membership shall consist of at least two and not more than four Board Members. The YOTS Chief Operating Officer (COO) and the Group Manager Corporate and Development Services will be members of the Development committee. Members of the YOTS' Development staff may be invited from time to time to present papers.
- 3.2 Subject to Board approval, the Chairperson of the Development Committee may invite external specialists and volunteers to serve as committee members.

- 3.3 Committee membership is to be reviewed every two years with recommendations for any changes to be recommended to the Board for approval.
- 3.4 The Secretary of the Committee will be the YOTS Group Manager Corporate and Development Services.

4. COMMITTEE REPORTING OBLIGATIONS

- 4.1 The Chairperson of the Development Committee must report to the Board meeting following each committee meeting. The report should include:
- Any formal resolutions of the committee.
 - Any recommendations to the Board requiring action and/or approval.
- 4.2 The Committee's minutes (including details of members present) must be submitted to the Board at its next meeting.

5. MEETINGS

- 5.1 The Development Committee shall meet monthly.

6. COMMITTEE PERFORMANCE REVIEW

- 6.1 The Committee should undertake an annual review of its own performance and report the results to the Board.

7 CHARTER REVIEW

- 7.1 The Board must approve the Charter and all amendments to the Charter. The Charter shall be formally reviewed on a periodic basis, but at least every two years.

DATE:

CHAIRMAN:

**YOUTH OFF THE STREETS LIMITED
NOMINATION COMMITTEE CHARTER**

1. COMMITTEE PURPOSE

The primary purpose of The Nominations Committee (the Committee) is to support and advise the Youth Off The Streets Limited (YOTS) Board on Board matters including policies, performance, composition and succession planning. This includes identifying, evaluating and recommending candidates to the Board.

2. DUTIES and SCOPE

- 2.1 The Committee will establish processes for the identification of suitable candidates for appointment to the YOTS Board to ensure an appropriate mix of expertise and experience and consider plans for succession. The Committee will retain a list of suitable nominations for succession planning.
- 2.2 The Committee will recommend to the YOTS Board nominees for membership of the YOTS Board.
- 2.3 The Committee will establish processes for the review of performance of the YOTS Board, both collectively and individually. The Board Chair will carry out an annual performance review of Board members.
- 2.4 The Committee will consider Board related policies including processes for the orientation and education of new Directors to the YOTS Board and policies to facilitate continuing education and development of Directors.

3. COMPOSITION AND CHAIR

- 3.1 Committee membership shall consist of at least three and not more than five Board Members. The CEO will be a member of the Committee. The Chair of the Board will be a member of the Committee.
- 3.2 The Chairman of the Committee shall be an independent Non Executive Director of the YOTS Board as appointed by the YOTS Board.
- 3.3 The Committee may invite Board Members to meetings to discuss particular nominations.
- 3.4 The Secretary of the Committee will be a Board Member.
- 3.5 Committee membership is to be reviewed every two years with recommendations for any changes to be recommended to the Board for approval.

4. COMMITTEE PROCEDURES

- 4.1 The Committee will meet no less than twice a year or more frequently if required, and will be convened and conducted on the same principles as those that apply to the YOTS Board.
- 4.2 Quorum – a meeting of the Committee shall be taken to be convened if at least two Members are present.

5. COMMITTEE REPORTING PROCEDURES

5.1 The Chairman of the Committee must report to the Board meeting following each committee meeting. The report should include:

- (a) Any formal resolutions of the committee.
- (b) Any recommendations to the Board requiring action and/or approval.

5.2 The Committee's minutes (including details of members present) must be submitted to the Board at its next meeting.

6. COMMITTEE PERFORMANCE REVIEW

The Committee should undertake an annual review of its own performance and report the results to the Board.

7. CHARTER REVIEW

The Board must approve the Charter and all amendments to the Charter. The Charter shall be formally reviewed on a periodic basis, but at least every two years.

DATE:

CHAIRMAN:

**YOUTH OFF THE STREETS LIMITED
SERVICES COMMITTEE CHARTER**

1. COMMITTEE PURPOSE

The primary function of the Services Committee is to assist the Youth Off The Streets Limited (YOTS) Board of Directors in fulfilling its responsibilities by reviewing YOTS services and the performance and outcomes of the individual programs.

2. COMMITTEE RESPONSIBILITIES

2.1 In relation to services the committee is to:

- (a) Ensure adequate and appropriate services reporting, including assessing the appropriateness of services policies and practices and ensure that disclosures meet the minimum requirements.
- (b) Review the services in relationship to the mission, strategic and business plans of the organisation and make recommendations to the Board as appropriate.
- (c) Review the services delivery, assessment and outcomes and make appropriate recommendations to the Board. The review will include an annual program of service visits.
- (d) Evaluate the procedures established by Management to ensure the Company's compliance with appropriate government bodies. Review these procedures on an annual basis.
- (e) Identify and assess the operating risks associated with any proposed new service or programme initiative to be undertaken by YOTS and make recommendations to the Board as appropriate.

3. COMMITTEE MEMBERSHIP

3.1 Committee membership shall consist of at least three and not more than five Board Members. The CEO will be a member of the services committee. Members of the YOTS' Services staff may be invited from time to time to present papers.

3.2 Committee membership is to be reviewed every two years with recommendations for any changes to be recommended to the Board for approval.

3.3 The Secretary of the Committee will be a Board Member.

4. COMMITTEE REPORTING OBLIGATIONS

4.1 The Chairman of the Services Committee must report to the Board meeting following each committee meeting. The report should include:

- (a) Any formal resolutions of the committee.
- (b) Any recommendations to the Board requiring action and/or approval.

- 4.2 The Committee's minutes (including details of members present) must be submitted to the Board at its next meeting.

5. MEETINGS

The Services Committee shall meet monthly.

6. COMMITTEE PERFORMANCE REVIEW

The Committee should undertake an annual review of its own performance and report the results to the Board.

7. CHARTER REVIEW

The Board must approve the Charter and all amendments to the Charter. The Charter shall be formally reviewed on a periodic basis, but at least every two years.

DATE:

CHAIRMAN:

YOUTH OFF THE STREETS LIMITED
CRITERIA for PROSPECTIVE BOARD MEMBERS

1. A Board Member of the organisation will be chosen on the following criteria:
 - value adding to the dimensions of the Board;
 - value add to discussion and decision making process based on individual social, environmental or financial experience;
 - understanding of corporate governance;
 - understanding the human face of charity work and compassion involved in reaching out to marginalised and disadvantaged young people;
 - diversity based on age, experience, gender and nationality; and
 - value add in the ability to contribute to the funding through introductions resulting in direct funding or political influence.

2. A Board Member will be willing to assist the organisation in:
 - preparedness to learn about the organisation and its philosophy - embracing the total vision of YOTS;
 - help define and monitor the way in which organisational core values and principles are expressed through relationships within and outside the organisation;
 - time commitments;
 - attend monthly board meetings;
 - reading Board papers prior to meeting;
 - induction process through visiting the facilities and meeting staff and youth;
 - available from time to time to attend functions ;
 - volunteer time to better understand the compassion involved in reaching out to marginalised and disadvantaged young people;
 - participation in sub-committees; and
 - preparedness to assist by the introduction of others to the organisation's aims and objectives when the opportunity arises.

3. What our organisation pledges in return:
 - provision of comprehensive documentation of the organisations aims and objectives;
 - timely provision of documentation to ensure full and comprehensive assessment of the organisation's financial position; and
 - to alert all to any unforeseen events which may affect the standing of the organisation in a timely manner.

**YOUTH OFF THE STREETS LIMITED
PROCESS for BOARD MEMBER SELECTION**

On an annual basis the Board should review, the size and composition of the Board with consideration to the criteria for membership of the Board.

If a vacancy occurs on the Board and the above review has shown need for a new member the following process will take place regarding the appointment of additional Board members.

Board members and senior executives will be invited to submit nominations of prospective Board members to the nominations committee with regard to the criteria of Board membership and the particular skill set required by the Board at that particular time with the view to expanding the professional skill base of the Board.

This is a selection process and all nominations will be viewed for their skills level and interest. Each nominee will be invited to put forward his or her Curriculum Vitae for consideration and discussion by the Nomination Committee. The suitable nominees will be interviewed by the Nominations Committee and the outcome recommended to the Board for acceptance.

Following the acceptance of a new board member all those who were nominated will be contacted again, thanking them for considering this position and, if they were considered appropriate, asked if they would be happy for YOTS to approach them in the future if their particular skill set is appropriate at that time. In this way we hope to ensure ongoing good will and succession planning with appropriate nominees.

YOUTH OFF THE STREETS LIMITED
BOARD MEMBER PERFORMANCE ANALYSIS AND REVIEW

Generally Board members will comply with Section 8 and 9 of the Constitution and with the Board Charter.

In accordance with Section 8 of the Board Charter, self-analysis should be undertaken to appraise performance. On a regular basis and at least annually, each Member of the Board should determine (and to what degree) he/she:

1. Is familiar with the Constitution of Youth Off The Street Limited (YOTS), the Board Charter and any other governance documentation of YOTS.
2. Is aware of all the responsibilities and obligations of the office of Director.
3. Is fully informed of the Board's affairs.
4. Is able to participate in internal and external events.
5. Attends Board Meetings (and selected Board Committee Meetings) regularly.
6. Acts at all times in the best interests of YOTS.
7. Maintains confidentiality and integrity.
8. Refrains from using information given as a Board Director other than for the benefit of YOTS.
9. Believes that he/she has the abilities, skills, experience, and enthusiasm, which are of value to the organisation.
10. Remains sympathetic with and prepared to contribute to the purpose and objectives aimed at achieving high quality in the provision of services to Australia's disadvantaged youth.
11. Understands the financial statements and performance position of the organisation.
12. Understands the key elements of the YOTS Strategic Plan.
13. Asks searching and revealing questions which yield satisfactory answers when in doubt about any significant issue affecting YOTS or its membership.
14. Is willing to accept the obligations involved in being a Director and carry out the duties with reasonable care and due diligence.
15. Retains an enthusiasm, interest and energy to contribute to the future success of YOTS and the achievement of its aims.
16. Can continue to meet the requirements of a Board Director, having agreed to be bound by the various elements of the Board Charter.