



Corporate Governance Policy

This Policy sets out the principal features of corporate governance for Adelaide Workers' Homes Incorporated (AWH). AWH is committed to corporate governance that ensures accountability to tenants and other stakeholders for the long-term success of AWH.

The purpose of this policy is to encompass the mechanisms by which AWH are governed.

1. The Role of the Trustees

The Trustees of AWH are responsible for the corporate governance of AWH.

The Trustees continuously instil and reinforce a culture across the organisation of acting lawfully, ethically and in a socially responsible manner.

2. Delegation to Management

AWH vests responsibility for managing the day to day operations to the Executive.

2.1 The CEO is accountable to the Trustees for all authority delegated to the Executive and is to discharge this accountability through the provision of management reports and presentations to the Trustees on a regular basis.

3. Committees

The Trustees may establish Committees as it considers appropriate to assist it in executing its functions.

3.1 The Trustees appoint or revoke the appointment of Committee members. The Trustees will appoint a Chair of each Committee.

3.2 The Trustees annually review the effectiveness and performance of each Committee and the composition of each Committee to ensure each Committee has an appropriate balance of skills and experience.

3.3 The Trustees adopt a Charter for each Committee, setting out the responsibilities delegated by the Trustees to the Committee and the Committee's structure and operation.

3.4 The role of a Committee is to operate within the terms of its Charter and to make recommendations to the Board for decision.

3.5 The current Committees of the Board are:

- 3.5.1 Audit and Risk Committee;
- 3.5.2 Property and Investment Committee;
- 3.5.3 Stakeholders & Marketing;
- 3.5.4 Brand and Relationships Committee;

4. Conduct of the Trustees

In giving effect to this Policy, the Trustees will at all times, act honestly, fairly, diligently and in accordance with the relevant Constitution of AWH and the law.

4.1 Trustees are required to comply with their legal obligations in relation to disclosing and managing conflicts of interest.

4.2 Each Trustee is expected to observe the highest standards of corporate governance and act in a manner consistent with the AWH's Code of Conduct.

5. Matters reserved to the Trustees

The Board of Trustees has reserved the following responsibilities for its decision:

- approval of strategy and vision
- overall resource allocation to implement strategy and monitoring of the implementation of strategy through approval of budgets
- approval and monitoring of major investments or divestitures and strategic commitments
- approval and monitoring of capital structure
- approval and monitoring of financial reporting
- oversight of risk management, internal control and compliance systems including policies reserved to the Trustees
- appointment or removal of external auditors
- oversight of overall tenant service including tenant feedback
- having regard to the views and interests of tenants in Trustee decision making
- review of Executive performance
- review and approval of Executive contractual arrangements
- reinforcement of reputation, brand and community relations
- review of the size and composition of the Trustees
- Trustee nomination, selection, removal, succession planning and remuneration
- review of Board of Trustees performance

6. Chairman

The Trustees appoint the Chair of the Board of Trustees.

6.1 The principal role of the Chair is to provide leadership to the other Trustees and to ensure that they work effectively and discharge their responsibilities.

6.2 The Chair serves as the primary link between the Trustees and the Executive. The Chair works with the CEO to set the agenda for each Trustee meeting and is responsible for ensuring that all Trustees are adequately briefed in relation to issues addressed at Trustee meetings.

7. Chief Executive Officer (CEO)

The appointment and, where appropriate, removal of the AWH CEO is ratified by the Board of Trustees.

7.1 The Chief Operating Officer (COO) reports to the CEO and is also accountable to the Board of Trustees, through the Chair, for monitoring and enhancing corporate governance processes and ensuring that the principles and procedures of the Trustees are followed.

7.2 All Trustees have direct access to the Chief Operating Officer.

8. Tenants voice in decision making

Tenants voice means the inclusion of tenants perspective, feedback and consideration of impacts on the customer in decisions.

8.1 Trustees are committed to ensuring the tenants voice is considered during any decision making at AWH.

8.3 To further assist Trustees in ensuring this standard is consistently achieved, the following mechanisms have been adopted:

- Customer Service Charter - The Board approves the Customer Service Charter.
- Customer Service data - The Board will approve and monitor customer service benchmarks and reporting.
- Compliments, Complaints and Appeals - The Board will consider customer feedback reports summarising compliments, complaints and appeals received and managements analysis of trends or key issues.

9. Meetings of the Trustees and Committees

The Board meets in accordance with the Constitution.

9.1 Trustees will use all reasonable efforts to attend each meeting of the Trustees and Committees of which they are members.

9.2 Trustee and Committee papers are circulated electronically to Trustees prior to each meeting, typically no less than one day before the meeting. Trustees are expected to undertake adequate preparation to discharge their legal obligations and permit their effective contribution at each meeting.

9.3 Where required, Trustees can meet without the Executive present.

9.4 Minutes are produced for the review of the Chair within fifteen business days and approved by the Chair within a subsequent five business days. Once approved by the Chair, minutes are circulated to Trustees and then formally presented to Trustees for approval at the next Board meeting.

10. Conflict of Interest

The Trustees must comply with the AWH's Conflict of Interest policy, including advising the Board of any potential conflicts of interest on an ongoing basis. The policy directs the process for disclosure and management of conflicts by the Chair and the Trustees.

11. Access to Independent Advice and Management

11.1 Each Trustee may seek external, independent, professional advice at the expense of the AWH. It is expected that a Trustee will consult the Chair and CEO before obtaining external advice.

The policy of the Board is that external advice will be made available to all Trustees, unless the Chair agrees otherwise.

12. Board Performance

The Board is committed to reviewing and managing its own performance.

12.1 Annually the Chair undertakes a performance review discussion with each Trustee to give feedback on their contribution and performance as it relates to the effective governance of AWH.

12.2 Annually the Board schedules time to discuss areas of improvement a survey is conducted amongst Trustees to gain feedback on a range of matters relevant to Trustee performance, processes and effectiveness of interactions with management.

12.3 Every three years a survey of the Boards performance is undertaken, and every 5 years an external consultant should be used to conduct a survey of the performance for the Board

12.4 Every three years the Board conducts an external review of the performance of the Board and each Trustee. This external review process may typically include interviews with Trustees and the Executive as well as key stakeholders and generate recommendations so that the Board can continue to operate effectively with the requisite mix of skills and experience, and appropriate procedures. Following consideration of recommendations, the Board will discuss what actions have been committed at the next Board meeting.

12.5 The CEO will assist the Chair in scheduling these reviews and recording their completion.

13. Re-election and Term Limits

At each Trustee Meeting where the preceding years Annual Report is presented, the Trustees who wish to remain on the Board are advised to notify the Chair of their intention.

Any Trustee wishing to resign needs to do so in writing to the Chair.

14. Board Composition and Recruitment

The aim of the Board of Trustees of AWH is to be comprised with an appropriate mix and balance of skills, expertise, experience, diversity and independence.

The Governance and Culture Committee is responsible for the recommendations to the Board of Trustees in respect to the appointment of new Trustees. The process of selecting a new Trustee involves reviewing the experience of current Trustees, identifying any gaps in the Board skill-sets and experience, and at the election of the Board, may involve commissioning a recruitment firm to identify and present appropriate candidates following a comprehensive briefing as to the Board's requirements.

The Board of Trustees must have no less than 5 and no more than 8 Trustees.

Trustees of AWH require expertise and experience in one or more of the following areas, namely:

- finance;
- affordable housing development and procurement;
- law;
- such other areas as are determined necessary, from time to time by the Board of Trustees

The Audit and Risk Committee recommends to the Board of Trustees for endorsement the candidates that are considered Qualified Persons. The Audit and Risk Committee will have regard to a number of factors when considering candidates including technical skills and expertise, experience across relevant industries and diversity of background.

This will include:

- Technical skills and expertise – The Committee will assess gaps to prioritise recruitment. The Committee will consider how the candidates' technical skills and expertise complement the skills and expertise of other AWH Trustees and address priority areas.
- Independence – Does the candidate have independence from conflicts or perceptions of conflicts? This may include consideration of current or past interests such as whether a person works for a current or potential major business partner or competitor.
- Candidates considered by the Audit and Risk Committee as appropriate Qualified Persons will be presented to the Board of Trustees for consideration for appointment.

15. Induction, continuing education and access to information

15.1 New Trustees are provided with a letter of appointment which sets out their rights, duties and responsibilities.

15.2 New Trustees participate in an induction programme involving comprehensive briefings from the Executive and the Chair which can include site visits.

15.3 All Trustees have access to information and the Executive as required to fulfil their responsibilities and may make direct requests for information or briefings on specific matters through the Chair, CEO, COO.

16. Board meeting calendar

16.1 In January of each year a monthly Board calendar should be developed to assist for planning purposes, and where known, topics for each meeting should be prepopulated.

Policy information

Version:	1
Approved:	June 2023
Amended:	
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Approval required	Board