



Group Board Charter and Corporate Governance

This Policy sets out the principal features of corporate governance for St George Community Housing and its subsidiaries (SGCH Group). The SGCH Group is committed to exceptional corporate governance that ensures accountability to members, customers, the communities in which we work, employees and other stakeholders for the long-term success of SGCH Group.

The purpose of this policy is to encompass the mechanisms by which the companies in the SGCH Group are governed.

1. The Role of the Board

The Board of Directors of St George Community Housing Limited (including its subsidiaries) (together “the Boards” for collectively “the SGCH Group”) is responsible for the corporate governance of each entity of the SGCH Group.

The SGCH Group’s Board undertakes its role with the objective of ensuring the long-term success of each entity and the SGCH Group for the benefit of customers, the communities in which we work, and other stakeholders.

The Board continuously instils and reinforces a culture across the organisation of acting lawfully, ethically and in a socially responsible manner.

2. Delegation to Management

The constitution of each entity in the SGCH Group vests responsibility for managing the Company’s business and affairs to the respective Board. Each Board has specifically reserved some matters for its decision and delegates authority for all other matters that are necessary for the day-to-day management of the SGCH Group’s business to management through the CEO.

- 2.1 Authority limits for the CEO (and any limits for sub-delegation by the CEO to senior management) are approved by the Board from time to time principally through the Delegations Policy.
- 2.2 The CEO is accountable to the Board for all authority delegated to management and SGCH Group’s performance and is to discharge this accountability through the provision of management reports and presentations to the Board on a regular basis.

3. Committees

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

- 3.1 The Board appoints or revokes the appointment of Committee members. The Board will appoint the Chair of each Committee who shall not be the Group Chair of the Board (with the exception of the People and Culture Committee), from each Committee’s members.
- 3.2 The Board annually reviews 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 Board adopts a charter for each Committee, setting out the functions and responsibilities of the Committee, those responsibilities delegated by the Board 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 or, where a Committee has been delegated responsibility, to discharge those responsibilities.
- 3.5 The permanent Committees of the Board are:



- 3.5.1 Audit and Risk Committee;
- 3.5.2 Property Portfolio and Investment Committee;
- 3.5.3 People and Culture Committee;
- 3.5.4 Safety and Sustainability Committee.

4. Conduct of the Board

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

- 4.1 Directors are required to comply with their legal obligations in relation to disclosing and managing conflicts of interest.
- 4.2 Each Director is expected to observe the highest standards of corporate governance and act in a manner consistent with the SGCH Core Values and Code of Conduct.

5. Matters reserved to the Board

The Board has reserved the following responsibilities for its decision:

Stakeholder	Responsibility
Members	<ul style="list-style-type: none"> • approval of business strategy and vision • overall resource allocation to implement strategy through approval of budgets • monitoring of the implementation and delivery of strategy • approval and monitoring of major investments or divestitures and strategic commitments • approval and monitoring of legal and capital structure • approval and monitoring of financial reporting • oversight of risk management, internal control and compliance systems including policies reserved to the Board • appointment or removal of external auditors, and determination of the remuneration and terms of appointment of the auditors • oversight of regulatory and contractual compliance and reporting
Customers	<ul style="list-style-type: none"> • approval of customer service standards (SGCH Promise) • approval of the SGCH Group’s Customer Service Charter • oversight of overall customer service including approval and monitoring of performance benchmarks, customer feedback and customer impact benchmarks • having regard to the views and interests of customers in Board decision making
Employees	<ul style="list-style-type: none"> • recruitment of the CEO • review of CEO performance



	<ul style="list-style-type: none"> • review and approval of CEO contractual arrangements, remuneration and benefits • approval of Executive Management Team remuneration and benefits • oversight of succession planning for the CEO, Executive Management Team and such other executives as the Board may determine • oversight of people and culture policies, strategies, structures and practices including the adequacy and effectiveness of safety management.
Business partners	<ul style="list-style-type: none"> • providing stewardship and oversight of the management of government and third party assets and the arrangements entered into with these parties, including those with investors and lenders
Community and other stakeholders	<ul style="list-style-type: none"> • oversight of the management of social, safety, economic and environmental objectives consistent with the delivery of sustainable outcomes for stakeholders • approval and monitoring of performance benchmarks and community feedback • reinforcement of reputation, brand and community relations
Directors	<ul style="list-style-type: none"> • review of the size and composition of the Board • Director nomination, selection, removal, succession planning and remuneration • review of Board and Committees' performance

6. Group Chair and Deputy Chair

The Directors appoint a Director as Group Chair of the Board and a Director as Deputy Group Chair of the Board.

- 6.1 Where the Group Chair is absent from a Board meeting, the Group Chair for the meeting is the Deputy Group Chair unless the Deputy Group Chair is also absent in which case the Group Chair for the meeting will be appointed by the present members of the Board.
- 6.2 The principal role of the Group Chair is to provide leadership to the Board and ensure that the Board works effectively and discharges its responsibilities.
- 6.3 The Group Chair serves as the primary link between the Board and management. The Group Chair works with the CEO and Company Secretary to set the agenda for each Board meeting and is responsible for ensuring that all Directors are adequately briefed in relation to issues addressed at Board meetings.
- 6.4 The duties and responsibilities of the Deputy Chair will be determined by the directors from time to time and will be subject to regular review.

7. Company Secretary

The appointment and, where appropriate, removal of the Company Secretary is ratified by the Board.



7.1 The Company Secretary reports to the CEO or a delegate of the CEO and is also accountable to the Board, through the Group Chair, for monitoring and enhancing corporate governance processes and ensuring that the principles and procedures of the Board are followed.

7.2 All Directors have direct access to the Company Secretary.

8. Customer voice in decision making

8.1 Customer voice means the inclusion of customers' perspectives and feedback, and consideration of impacts on customers in decisions made by the Board.

8.2 The Board is committed to ensuring the customer voice is considered during any decision making at SGCH.

8.3 The core obligations of the Board in relation to its responsibilities to customers are these:

What	Description
Customer Service Charter	The Board approves the Customer Service Charter. All customers of SGCH (applicants, tenants, residents) have rights set out in our Customer Service Charter which includes rights to provide feedback.
Customer Service data	The Board will approve and monitor customer service benchmarks and reporting.
Compliments, Complaints and Appeals	The Board will receive and consider quarterly customer feedback reports summarising compliments, complaints and appeals received and managements analysis of trends or key issues.

8.4 The Board will continuously consider the opportunities and ways for it to engage sensitively with customers, improve its understanding of customers' lived experience and the impact on customers of SGCH services, and to ensure the voice of customers is heard.

8.5 The following are examples of ways the Board might at any time seek to engage and inform itself about the experiences of customers:

What	Description
Customer events	Attending customer events to interact with customers and staff and solicit direct feedback on SGCH's performance and the customers' experiences.
Site visits	To visit the communities, places and homes of customers.
Organised interactive information sessions	With staff and customers to gain insights and learn directly about how services impact customers. With service providers and other experts.
Strategy days and site visits	To discuss the ways that SGCH strategy can deliver customer objectives, including by visiting other housing



	<p>projects and engaging with partners about solutions for the provision of customer objectives.</p> <p>Dedicating time at Board meetings to reflect and consider the customer voice and learnings.</p>
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8.6 There are various customer forums for customers to engage with SGCH staff and Management and to have their voice heard and to make suggestions for improvements and operations. These forums include:

What	Description
Tenant Member of SGCH	<p>The Board is accountable to members and will transparently report on matters at meetings with members.</p> <p>The SGCH Constitution provides that each person who is a Current Tenant of SGCH may apply and be granted membership of SGCH. Tenant sign up packs include membership application information.</p>
Tenant Coordination Panel	<p>This is a formal tenant group that provides a mechanism for customer feedback and involvement.</p> <p>Management will present to the Board reports from or on behalf of the Panel:</p> <ul style="list-style-type: none"> Summarising matters and suggestions raised by tenants Commenting on customer experience Providing an overview of the top issues that customers believe the Board should consider <p>The Directors may meet with the panel members formally or informally during or outside the Tenant Coordination Panel meetings.</p>
Local tenant voice forums	<p>Provide customers the opportunity to hear from Management and provide feedback.</p>

8.7 Attendance by Directors at community and customer forums will involve consultation and agreement from customers or their representatives about the form of engagement.

9. Meetings of the Board and Committees

The Board meets in accordance with the Constitutions of each SGCH Group entity, and requirements of the Registrar for Community Housing.

- 9.1 Directors will use all reasonable efforts to attend each meeting of the Board and Committees of which they are members
- 9.2 Board and Committee papers are circulated electronically to Directors prior to each Board and Committee meeting, typically no less than seven days before the meeting. Directors are expected to undertake adequate preparation to discharge their legal obligations and permit their effective contribution at each meeting.
- 9.3 At each Board meeting, Directors are given the opportunity to meet without management present.



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

10. Conflict of Interest

The Directors must comply with the SGCH Group'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 Directors.

11. Access to Independent Advice and Management

- 11.1 Each Director may seek external, independent, professional advice at the expense of the SGCH Group. It is expected that a Director will consult the Group Chair, CEO or Company Secretary before obtaining external advice. The policy of the Board is that external advice will be made available to all Directors, unless the Group Chair agrees otherwise.
- 11.2 Each Director has direct access to information and management following consultation with the Chair and CEO.

12. Board Performance

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

- 12.1 Reviews are intended to cover matters including Board contribution and performance, interaction between management and between Board members, consideration of relevant skills, and structure and conduct of Board meetings. The review process should generate recommendations so that the Board continues to operate effectively with the requisite mix of skills and experience and appropriate procedures.
- 12.2 At regular periods the Board agenda will include a reflection by the Board on the effectiveness of the Board at its meetings.
- 12.3 At least annually the Group Chair undertakes a performance review discussion with each Director to give feedback on their contribution and performance, to obtain feedback on the performance and effectiveness of peer Directors, and for the Group Chair to obtain feedback on their effectiveness as these relate to the effective governance of SGCH.
- 12.4 Every three years the Board conducts an external review of the performance of the Board as required by the Registrar of Community Housing. Following consideration of the recommendations Directors will report to Members in the Annual Report what actions have been committed.
- 12.5 In the years when an external review is not conducted, the Chair of the People and Culture Committee, the Group Chair and Company Secretary will facilitate an annual survey conducted amongst directors and senior managers to gain feedback on a range of matters relevant to Board and Director performance, processes and effectiveness of interactions with management.
- 12.6 The Company Secretary will assist the Chair of the People and Culture Committee and the Group Chair in scheduling these reviews and recording their completion.

13. Re-election and Term Limits

At each Annual General Meeting, a sufficient number of Directors (being approximately one-third of the Directors each year) will retire in rotation to ensure that each Director serves a term not exceeding three years.



- 13.1 Prior to standing, each director undergoes a performance evaluation which is considered by the Board in making a recommendation in respect to re-election. Members will be provided with a summary of the Board's recommendation and the reasons for it.
- 13.2 Unless otherwise resolved by the Board, no Director will be renominated for election if they have completed nine years of service (typically comprising three terms). In considering renominations, the Board will have regard to orderly succession such that no more than approximately one third of Directors are retiring in any given year.

14. Board Composition and Recruitment

The Board of each SGCH Group entity is constituted in accordance with the Constitutions of each entity. The aim is to have each Board comprised of Directors with an appropriate mix and balance of skills, expertise, experience, diversity and independence.

The People and Culture Committee is responsible for the recommendations to the Board in respect to the appointment of new Directors. The process of selecting a new Director involves reviewing the experience of current Directors, 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 Constitution of each SGCH entity requires that Directors be a Qualified Person which means an individual having, as decided by the Board of Directors, expertise and experience in one or more of the following areas, namely:

- as a non-executive director;
- as a CEO or senior executive;
- strategic finance / accounting;
- property / housing development / procurement;
- government / social policy development;
- community housing provider industry / social housing management;
- technology / information;
- legal;
- audit and risk;
- community welfare;
- asset management;
- human resources;
- infrastructure investment / capital raising;
- environment, social and governance ("ESG"); and
- such other areas as are determined necessary, from time to time, by the Board for the furtherance of the Company's Object.

The People and Culture Committee recommends to the Board for endorsement of candidates as Qualified Persons. The People and Culture 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 update a skills matrix and assess gaps to prioritise recruitment. The Committee will consider how the candidates’ technical skills and expertise complement the skills and expertise of other SGCH Directors 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 has been employed by the SGCH Group, works for a current or potential major business partner or competitor.
- Gender diversity – The SGCH Group is committed to gender equality and recognises the benefits of diversity on the Board. SGCH will target a 40:40:20 gender mix on each Board, meaning that at any one time there is no less than 40% female Directors, 40% male Directors, and 20% of Director positions that may be filled by either a male or female Director.
- Tenant Directors - The St George Community Housing Limited constitution provides for the appointment of up to 2 Tenant Directors. As Board recruitment is skills based, Tenant Members with appropriate skills may apply for vacancies where there are, or will be, less than 2 Directors who are Tenants.
- Candidates considered by the People and Culture Committee as appropriate Qualified Persons will be presented to the Board for consideration for appointment. New Directors must stand for election at the Annual General Meeting immediately following their appointment. The Board will provide a statement to Members summarising why a candidate is supported or not supported for election.

The Company Secretary will support the Group Chair and Chair of the People and Culture Committee in the processes of review of board composition and recruitment.

15. Induction, continuing education and access to information
 - 15.1 New Directors are provided with a letter of appointment which sets out their rights, duties and responsibilities.
 - 15.2 New Directors participate in an induction programme involving comprehensive briefings from management on SGCH Group and key issues and site visits.
 - 15.3 Briefings are provided to Directors at each Board meeting. In addition, each Director is expected to participate in continuing education programmes conducted for Directors, involving regular briefings by internal and external specialists on matters relevant to their role as Directors and key business and industry developments. The Group Chair will encourage participation of individual Directors in continuing education programmes.
 - 15.4 All Directors have access to information and members of management as required to fulfil their responsibilities and may make direct requests for information or briefings on specific matters through the Group Chair, CEO, or Company Secretary.

16. Document Retention Policy

- 16.1 The “Relevant Time” is defined in this section 16 to mean promptly after the relevant meeting where the formal minutes of the preceding meeting are confirmed by the meeting.
- 16.2 Board and Board committee papers are the property of the SGCH Group.
- 16.3 The Company Secretaries will be responsible for managing the deletion of Directors’ notes on board papers in the Board software system.



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- 16.4 Each Director undertakes to destroy or delete copies of board and committee papers and notes (in whatever form, including soft copies and hard copies) at the Relevant Time, except if the documents are relevant to current or anticipated legal proceedings.
- 16.5 The Company Secretaries will only retain on the company record CEO approved papers tabled to meetings, formal minutes of those meetings confirmed by the subsequent meeting and any correspondence they have access to between Directors and Management in relation to items of business (noting that information received by one Director should be provided to all Directors either before or during a Board meeting).

Related laws, regulations and standards

- [Australian Charities and Not-for-profits Commission Act 2012 \(Cth\)](#)
- [Australian Charities and Not-for-profits Commission Regulation 2013 \(Cth\)](#)
- [Corporations Act 2001 \(Cth\)](#)
- [ASX Corporate Governance Council Principles and Recommendations 2019](#)
- [Community Housing Providers National Law \(NSW\)](#)

Policy Information

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