



## **BOARD CHARTER**

NORTHERN COALFIELDS COMMUNITY CARE ASSOCIATION LIMITED  
ACN 003 605 267

Adopted March 2026

## Foreword

All directors agree that it is an honour to be appointed to the board of Northern Coalfields Community Care Association Limited. We understand that together we are assuming responsibility for overseeing the interests of the company, including the legal and ethical duties that come with being on a board of a charitable, not-for-profit organisation that receives public funds. As directors, we agree to act in the best interests of our members and to uphold our fiduciary duties to the best of our ability, on behalf of our members, supporters, our dedicated employees and the many individuals and families who have been a part of our organisation for over 35 years. This Board Charter is intended to assist us in fulfilling our responsibilities. It also makes it clear to our members and stakeholders that we take our responsibilities seriously and are accountable.

A handwritten signature in black ink, appearing to read 'John Cleary', with a stylized flourish at the end.

**John Cleary**  
**Chair of the Board**  
**Northern Coalfields Community Care Association Limited**

## Our Purpose

|                     |  |
|---------------------|--|
| <b>Our Mission:</b> | To deliver dynamic services to our community as we age.                                |
| <b>Our Vision:</b>  | To always put people first, partnering in excellence to become the provider of choice. |

|  |   |
|--|---|
| <b>Our Values:</b>                                 |   |
| <b>RESPECT</b> – We treat all people with dignity. | <b>INTEGRITY</b> – We do what we say we will do.      |
| <b>COMPASSION</b> – We care for all people.        | <b>CONNECTION</b> – We engage and support all people. |

### The Board's commitment to the elderly people we serve

- We will serve the collective interests of our people and take their concerns, needs and aspirations into account in our decision making.
- We will remain accountable to our people through transparent processes and the free flow of information, subject to privacy and confidentiality considerations.
- We will ensure that there is a meaningful level of engagement with and, representation of, the elderly people we serve in our consumer advisory panels.

### Aged Care principles (Aged Care Act)

- Person centred care
- Empowering workers and carers
- Transparent and sustainable Aged care
- Continuous Improvement

### Commitment to Aged Care Quality Standards

- The individual
- The organisation
- The care and services
- The environment
- Clinical Care
- Food and Nutrition
- The Residential Community

## Our primary Regulatory Framework

### Aged Care Quality and Safety Commission

As a registered and accredited Aged Care provider, Northern Coalfields Community Care Association Limited the organisation must comply with the Aged Care Act, the Aged Care Code of Conduct and the Aged Care Quality Standards and associated industry Quality Indicators.

### Safework NSW

As an employer of around 250 NSW-based employees, Northern Coalfields Community Care Organisation Limited must comply with all work health and safety regulation, including the national requirements of the Fair Work Act and all NSW workplace regulation. With most employees being Award employees, Northern Coalfields Community Care Association Limited must also comply with the provisions of the relevant Award

### **Australian Charities and Not-For-Profit Commission (ACNC)**

As an Australian registered charity, the company must comply with the requirements of the Australian Charities and Not-for-profits Commission Act as well as a number of governance standards. In order to undertake fundraising activities, Northern Coalfields Community Care Association Limited must hold an authority to fundraise and comply with charitable fundraising law.

### **Australian Securities and Investment Commission (ASIC)**

As an Australian public company limited by guarantee, Northern Coalfields Community Care Association Limited must comply with Australian corporate and taxation legislation including the Corporations Act and the Income Tax Assessment Act. We must also comply with consumer protection law, privacy law (including the Australian Privacy Principles) and environmental protection law

## **Role of the Board**

The board is responsible for the overall governance, performance and strategic direction of Northern Coalfields Community Care Association Limited. Day-to-day management is the responsibility of the CEO. The board's primary functions are as follows:

### **Leadership**

Provide leadership and support to the CEO and the organisation by demonstrating a culture of ethical and responsible behaviour.

### **Strategy Formulation**

Define the organisation's vision, commitment, and values and use these as the foundation for the development of a strategic plan.

### **Appointing and working with the CEO**

Recruit, evaluate, work with and, if necessary, discharge the CEO.

### **Financial and Business Oversight**

Oversee, evaluate, review and monitor the organisation's overall performance.

### **Compliance**

Ensure the company fulfills its legal responsibilities through robust and effective compliance and control systems.

### **Risk Management**

Establish an appropriate risk management framework and set the risk appetite within which the board expects management to operate.

### **Policy Making**

Oversee the establishment and monitoring of board-level policies and procedures, ensuring they provide continuity and a consistent point of accountability.

### **Delegation**

Establish a policy for the delegation of its authority (but not its responsibility) to the CEO and others in specific circumstances.

## Governance Framework

### Board

- Code of Conduct for Directors
- Conflicts of Interest Policy
- Committee terms of Reference
- Director Education and Training Policy
- Delegations Manual
- Board Charter

### Employee Policies

- Policies and Procedures Manual
- Code of Conduct for Employees

### Strategy and Risk

- Strategic Plan
- Risk Management and Control Plan
- Risk Appetite Statement
- Business Resilience Statement

### Our Constitution

### Aged Care Quality Standards

- Aged Care Code of Conduct
- Aged Care Principles
- Aged Care Act

## Role of a Director

### Director Qualifications

- An effective board must have qualified directors with a mix of skills and experience.
- The board has identified several attributes that are desirable for potential directors.
- Any candidate for directorship must apply detailing their relevant skills and experience. This should include:
  - Previous experience working in the Aged Care Sector and/or with the elderly
  - Ability to develop and implement strategic objectives
  - Previous experience managing risk and implementing risk controls
  - Previous experience in the Not-for-Profit Sector
  - Previous board experience
  - Legal, compliance and IT expertise
  - Financial and accounting expertise.

### Director Commitment

- Regular preparation for, attendance and participation at meetings by directors is critical to the good governance of the organisation.
- It also allows each director to comply with his or her legal duty of care and fiduciary oversight.
- The commitment required of each director may vary depending on Committee membership however there will generally be:
  - A minimum of eleven board meetings a year.
  - Commitment to Director education (general and sector).
  - Commitment to attending various NCCCA events and activities.

- Several board workshops a year.
- Numerous Board committee meetings.
- Attendance at and the company's annual general meeting held in November each year.

**Examples of Above the line and Below the line behaviour with respect to our values:**

| <b>Value</b>      | <b>Above the line behaviour</b>   | <b>Below the line behaviour</b>  |
|-------------------|---|--|
| <b>Respect</b>    | <ul style="list-style-type: none"> <li>• Listen actively without interrupting, give full attention.</li> <li>• Engage respectfully with differing viewpoints, exploring issues constructively.</li> </ul>                       | <ul style="list-style-type: none"> <li>• Dismissive or negative body language.</li> <li>• Distrustful tone, second guessing, or undermining others' credibility.</li> </ul>  |
| <b>Integrity</b>  | <ul style="list-style-type: none"> <li>• Follow through on commitments and deliver what we say we will.</li> <li>• Demonstrate personal accountability – own actions and decisions.</li> </ul>                                  | <ul style="list-style-type: none"> <li>• Staying silent in the face of poor behaviour.</li> <li>• Lack of honesty, transparency, or willingness to engage in open dialogue.</li> </ul>                             |
| <b>Compassion</b> | <ul style="list-style-type: none"> <li>• Allow others to speak and be heard.</li> <li>• Treat colleagues with the same care and respect we expect for residents/clients.</li> </ul>   | <ul style="list-style-type: none"> <li>• Unkindness, abruptness, rudeness or dismissiveness.</li> <li>• Using 'compassion' as a reason to delay discharging your duties.</li> </ul>                                |
| <b>Connection</b> | <ul style="list-style-type: none"> <li>• Engage meaningfully with residents, staff and colleagues – not just performatively.</li> <li>• Maintain healthy boundaries while remaining accessible, visible and engaged.</li> </ul> | <ul style="list-style-type: none"> <li>• Mixed messages or inconsistent communications that cause confusion.</li> <li>• Approaching interactions with self-interest rather than organisational benefit.</li> </ul> |