AURORA MULTICULTURAL
ADVISORY HUB INC

AP-006 - BOARD CHARTER
Public Edition
Publication Number: AP-006
Version: 1.0
Approved by: Board of Directors
Published: August 2026
Review Cycle: Every two years, or earlier where required

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1. Purpose

This Board Charter explains the role, responsibilities and operating principles of the Board of Directors of Aurora Multicultural Advisory Hub Inc.

The Charter is intended to support transparent, accountable and effective governance.

It describes how the Board provides strategic oversight, protects Aurora's charitable purpose, monitors organisational performance and ensures that the organisation acts lawfully, ethically and in the interests of the communities it serves.

This public edition should be read together with Aurora's:

- Constitution and current governing rules.
- Governance Handbook.
- Strategic Plan.
- Code of Conduct.
- Conflict of Interest Policy.
- Risk Management Framework.
- Financial Management Framework.
- Other approved governance policies.

Where there is any inconsistency between this Charter and Aurora's governing rules or applicable legislation, the governing rules and legislation take precedence.

2. About Aurora

Aurora Multicultural Advisory Hub Inc. is a Victorian incorporated association and an Australian registered charity.

Aurora works to strengthen multicultural communities through:

- Community capability development.
- Leadership.
- Education and employment pathways.
- Wellbeing and social inclusion.

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- Strategic partnerships.
- Evidence-informed programs.
- Organisational capacity building.
- Community participation and advocacy.

Aurora is committed to operating with integrity, accountability, transparency and responsible stewardship.

3. Role of the Board

The Board is Aurora's principal governing body.

Its role is to provide strategic leadership and oversight while ensuring that the organisation remains:

- Faithful to its charitable purpose.
- Compliant with applicable laws and regulatory obligations.
- Financially responsible.
- Effectively governed.
- Responsive to community needs.
- Sustainable over the long term.

The Board governs the organisation but does not ordinarily manage its day-to-day operations.

Operational management is delegated to the President and Executive Leadership Team within approved authority, policies, budgets and strategic direction.

4. Governance Principles

The Board applies the following principles.

Mission Stewardship

- ❖ The Board protects Aurora's charitable purpose, vision, mission and values.

Collective Responsibility

- ❖ Board decisions are made collectively.

  Once a decision is properly made, all directors are expected to support its implementation while retaining the right to have dissent accurately recorded.

Independence of Judgement

- Directors exercise objective and independent judgement in the best interests of Aurora.

Accountability

- The Board is accountable to Aurora's members, regulators, funders, donors, partners and communities.

Transparency

- The Board supports appropriate disclosure of Aurora's governance, performance and use of resources.

Ethical Leadership

- Directors are expected to demonstrate integrity, professionalism and respect.

Community Responsiveness

- The Board considers lived experience, community insight and stakeholder feedback when making strategic decisions.

Continuous Improvement

- The Board regularly evaluates its own effectiveness and strengthens its governance capability.

5. Board Responsibilities

The Board is responsible for the following areas.

5.1 Charitable Purpose and Strategic Direction

The Board:

- Protects Aurora's charitable purpose.
- Approves the Strategic Plan.
- Reviews strategic priorities.
- Ensures activities remain aligned with Aurora's mission.
- Monitors progress against agreed outcomes.
- Considers emerging community needs and opportunities.

5.2 Governance

The Board:

- Approves key governance frameworks and policies.
- Maintains clear governance and accountability arrangements.
- Ensures Board and executive responsibilities are appropriately separated.
- Monitors compliance with governing rules.
- Supports effective and ethical decision-making.
- Reviews the effectiveness of Aurora's governance systems.

5.3 Financial Stewardship

The Board:

- Approves annual budgets.
- Monitors financial performance and sustainability.
- Oversees financial controls.
- Reviews significant expenditure and commitments.
- Monitors financial risks.
- Ensures charitable resources are used responsibly.
- Supports diversified and sustainable funding.
- Reviews financial reports and statutory reporting obligations.

5.4 Risk and Assurance

The Board:

- Sets Aurora's approach to risk.
- Oversees strategic and material organisational risks.
- Reviews risk reports.
- Ensures appropriate controls and assurance processes are in place.
- Monitors safeguarding, privacy, financial, operational and reputational risks.
- Ensures significant risks are escalated and addressed.

5.5 Executive Leadership

The Board:

- Provides direction and oversight to executive leadership.
- Approves the executive organisational structure where required.
- Monitors executive performance.
- Supports clear accountability.
- Ensures appropriate succession and workforce planning.
- Maintains professional and constructive relationships with management.

5.6 Organisational Performance

The Board:

- Reviews organisational performance.
- Monitors delivery of strategic and annual priorities.
- Reviews program outcomes and community impact.
- Considers financial and non-financial performance information.
- Ensures corrective action is taken where performance is below expectation.

5.7 Legal and Regulatory Compliance

The Board ensures that Aurora maintains appropriate systems to comply with:

- Victorian incorporated association requirements.
- Australian charity regulation.
- Tax and financial obligations.
- Employment and workplace requirements.
- Privacy obligations.
- Fundraising requirements.
- Funding agreements.
- Safeguarding and child-safety obligations.
- Other applicable legal and contractual requirements.

6. Responsibilities of Individual Directors

Each director is expected to:

- Act in good faith and in Aurora's best interests.
- Exercise reasonable care and diligence.
- Use their position responsibly.
- Use organisational information appropriately.
- Avoid improper personal benefit.
- Understand Aurora's purpose, strategy and key risks.
- Prepare for and attend Board meetings.
- Participate constructively in decision-making.
- Ask informed and appropriate questions.
- Maintain confidentiality.
- Disclose conflicts of interest.
- Comply with the Code of Conduct.
- Support collective Board accountability.
- Undertake relevant governance development.

Directors must act for Aurora as a whole rather than represent a particular personal, professional or community interest.

7. Board Composition

Aurora seeks a Board that collectively provides an appropriate mix of:

- Governance experience.
- Legal knowledge.
- Financial and accounting capability.
- Risk and assurance expertise.
- Community development experience.
- Health and human services knowledge.

- Business analysis and strategy.
- Marketing and communications.
- Digital and multimedia capability.
- Government and policy experience.
- Fundraising and philanthropy.
- Cultural and lived-experience insight.
- Leadership and organisational development.

Board renewal should consider:

- Skills.
- Experience.
- Diversity.
- Independence.
- Community understanding.
- Strategic needs.
- Capacity to contribute.

Directors are elected or appointed in accordance with Aurora's governing rules.

8. Office Holders

Aurora's governing arrangements include office holders required under its governing rules.

Their responsibilities may include:

- Supporting effective Board leadership.
- Ensuring meetings are properly conducted.
- Maintaining governance records.
- Supporting legal and regulatory compliance.
- Overseeing financial reporting.
- Facilitating communication between the Board and Executive Leadership Team.

Detailed operational responsibilities are governed by Aurora's internal governance instruments and approved delegations.

9. President and Board Leadership

The President provides leadership to the Board and supports effective governance.

The President's governance responsibilities include:

- Chairing Board and general meetings where applicable.
- Promoting constructive discussion.
- Ensuring directors have an opportunity to contribute.
- Supporting disciplined decision-making.
- Maintaining focus on strategic matters.
- Facilitating an effective relationship between the Board and Executive Leadership Team.
- Supporting Board performance and development.
- Ensuring significant governance concerns are addressed.

The President does not act alone on matters reserved for collective Board decision.

10. Board and Management Relationship

Aurora maintains a clear distinction between governance and management.

The Board

The Board determines:

- Strategic direction.
- Governance expectations.
- Risk appetite.
- Major organisational priorities.
- Approved budgets.
- Reserved decisions.
- Performance and accountability expectations.

The Executive Leadership Team

The Executive Leadership Team:

- Implements the Strategic Plan.
- Manages day-to-day operations.
- Delivers programs and services.
- Manages employees, volunteers and contractors.
- Develops partnerships and funding opportunities.
- Maintains operational systems.
- Reports performance, risks and decisions to the Board.

The Board supports management through clear direction, appropriate challenge, oversight and timely decisions.

11. Matters Reserved for the Board

The Board retains authority over significant governance and strategic matters, including:

- Changes to Aurora's charitable purpose.
- Approval of the Strategic Plan.
- Approval of the annual budget.
- Approval of annual financial reporting.
- Major organisational commitments.
- Significant financial or contractual obligations.
- Governance frameworks and key policies.
- Material changes to organisational structure.
- Appointment or removal of key executive positions where required.
- Significant risk decisions.
- Establishment of Board committees.
- Constitutional or governing-rule changes.
- Major partnerships, mergers or structural arrangements.

- Matters requiring member approval.
- Other matters reserved under legislation or Aurora's governing rules.

More detailed delegations are maintained internally.

12. Delegation

The Board may delegate authority to:

- The President.
- The Secretary and Chief Operating Officer.
- The Executive Director.
- Board committees.
- Other authorised officers.

Delegation does not remove the Board's ultimate accountability.

Delegated authority must be:

- Clearly documented.
- Limited to an approved scope.
- Exercised within approved budgets and policies.
- Reported appropriately.
- Reviewed periodically.

13. Board Meetings

The Board meets as often as required to fulfil its responsibilities.

Board meetings should:

- Follow an approved agenda.
- Prioritise strategic and governance matters.
- Include timely and accurate papers.
- Record decisions and actions.
- Identify conflicts of interest.

- Monitor risks and performance.
- Provide appropriate opportunity for discussion.
- Maintain accurate minutes.

Directors are expected to attend regularly and advise the appropriate office holder where attendance is not possible.

Meeting frequency, notice, quorum and voting requirements are governed by Aurora’s governing rules.

14. Board Papers and Information

Directors must receive sufficient information to make informed decisions.

Board papers should be:

- Accurate.
- Relevant.
- Concise.
- Timely.
- Evidence-informed.
- Clear about decisions required.
- Clear about financial and risk implications.

Directors may request additional information where reasonably required to fulfil their duties.

Confidential Board information must be protected and used only for legitimate governance purposes.

15. Decision-Making

The Board seeks to make decisions through informed and constructive discussion.

Decisions should consider:

- Aurora’s charitable purpose.
- Strategic alignment.
- Community benefit.

- Financial sustainability.
- Legal obligations.
- Risk.
- Ethical implications.
- Stakeholder impact.
- Organisational capacity.
- Long-term consequences.

Board decisions are made in accordance with Aurora's governing rules.

Material decisions must be accurately recorded in the minutes.

16. Conflicts of Interest

Directors must disclose actual, potential or perceived conflicts of interest.

Where a conflict exists, the Board will determine appropriate management arrangements, which may include:

- Recording the conflict.
- Restricting access to relevant papers.
- Requiring the director to leave the discussion.
- Preventing participation in the decision.
- Applying another proportionate control.

Conflicts are managed transparently and in accordance with Aurora's Conflict of Interest Policy.

17. Confidentiality

Directors may receive confidential, personal, commercial, legal or sensitive community information.

Directors must:

- Protect confidential information.
- Avoid unauthorised disclosure.
- Use information only for proper governance purposes.
- Maintain privacy and information security.

- Continue to observe confidentiality after leaving the Board.

Public communication on behalf of Aurora must be made through authorised channels.

18. Code of Conduct

Directors must comply with Aurora's Code of Conduct.

Expected behaviour includes:

- Respectful communication.
- Professional conduct.
- Honesty.
- Fairness.
- Cultural respect.
- Responsible use of authority.
- Protection of confidential information.
- Appropriate management of conflicts.
- Compliance with laws and policies.
- Support for a safe and inclusive environment.

Bullying, harassment, discrimination, victimisation, corruption and misuse of position are not tolerated.

19. Safeguarding

The Board oversees Aurora's commitment to safe, respectful and inclusive environments.

The Board ensures that appropriate systems support:

- Child safety.
- Protection of vulnerable people.
- Cultural safety.
- Prevention of abuse and exploitation.
- Reporting and response mechanisms.
- Safe recruitment and engagement.

- Appropriate conduct by employees, volunteers, contractors and partners.

Safeguarding is treated as a governance responsibility, not only an operational requirement.

20. Board Committees and Advisory Groups

The Board may establish committees or advisory groups where additional focus or expertise is required.

These may support areas such as:

- Finance and audit.
- Governance and nominations.
- Risk and assurance.
- Programs and impact.
- Fundraising and partnerships.
- People and culture.

Each committee must operate under Board-approved terms of reference.

Committees advise or exercise delegated authority within their approved mandate. They do not replace the accountability of the full Board.

21. Board Induction and Development

New directors receive an induction covering:

- Aurora's purpose and history.
- Governing rules.
- Strategic priorities.
- Governance responsibilities.
- Director duties.
- Financial position.
- Major risks.
- Key policies.
- Organisational structure.

- Programs and partnerships.
- Community context.

Directors are expected to maintain and develop the knowledge required to perform their role effectively.

22. Board Performance

The Board periodically reviews its effectiveness.

The review may consider:

- Strategic focus.
- Quality of decision-making.
- Meeting effectiveness.
- Skills and composition.
- Director participation.
- Governance capability.
- Relationship with management.
- Risk oversight.
- Community accountability.
- Progress against strategic priorities.

Findings are used to improve Board performance, induction, recruitment and succession planning.

23. Stakeholder and Community Accountability

The Board recognises that Aurora exists to create public and community benefit.

The Board supports accountability through:

- Annual General Meetings.
- Annual reporting.
- Public governance publications.
- Community consultation.
- Stakeholder engagement.

- Complaints and feedback mechanisms.
- Transparent communication.
- Regulatory reporting.
- Evaluation of community outcomes.

Community voice and lived experience should inform strategic oversight without displacing the Board's legal and fiduciary responsibilities.

24. Financial and Non-Financial Reporting

The Board receives regular reporting covering matters such as:

- Financial performance.
- Budget position.
- Funding and cash flow.
- Strategic delivery.
- Program performance.
- Community outcomes.
- Workforce matters.
- Partnerships.
- Risk and compliance.
- Significant incidents.
- Decisions required.
- Corrective actions.

Reporting should enable the Board to identify emerging issues and take timely action.

25. Access to Advice

Where necessary, the Board may seek independent professional advice to support informed decision-making.

This may include advice relating to:

- Governance.

- Legal matters.
- Finance.
- Tax.
- Risk.
- Employment.
- Safeguarding.
- Regulatory compliance.
- Major contracts or partnerships.

Access to advice must be proportionate, properly authorised and in Aurora's interests.

26. Review of the Charter

This Board Charter will be reviewed:

- At least every two years.
- Following changes to Aurora's governing rules.
- Following material legislative or regulatory change.
- Following a significant governance review.
- Where the Board determines that revision is required.

The Board must approve amendments.

Public Accountability Statement

Aurora's Board is committed to governing the organisation with integrity, diligence and accountability.

The Board will protect Aurora's purpose, responsibly steward its resources, monitor organisational performance and remain responsive to the communities and partners who place their trust in the organisation.

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Publication Information

Publication Number: AP-006
Title: *Board Charter — Public Edition*
Version: 1.0
Published: August 2025
Publisher: Aurora Multicultural Advisory Hub Inc.
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