



Board Charter & Governance Policy

1. Purpose

The Board of Lovemore Project is committed to strong, ethical, and effective governance to ensure the organisation achieves its mission, complies with all legal and regulatory requirements, and maintains the trust of stakeholders.

This Charter outlines the Board's role, responsibilities, composition, and operating principles.

2. Role of the Board

The Board is responsible for:

1. Strategic Direction – Approving the vision, mission, values, and strategic plan.
2. Oversight – Monitoring performance, financial sustainability, and risk management.
3. Compliance – Ensuring compliance with the ACNC, Corporations Act 2001 (Cth), ACFID Code of Conduct, DFAT requirements, and other relevant laws.
4. Accountability – Acting in the best interests of Lovemore Project and its beneficiaries.
5. Resource Stewardship – Overseeing responsible management of funds, assets, and donor resources.
6. Safeguarding – Upholding Child Safeguarding, PSEAH, and other duty-of-care obligations.

3. Responsibilities

The Board will:

- Approve and monitor annual budgets and financial reports.
- Approve and review key organisational policies.
- Oversee fundraising and ethical marketing.
- Appoint, support, and evaluate the Executive/Project Coordinator.
- Approve major contracts and partnerships.
- Monitor compliance with risk management, safeguarding, and MEL frameworks.
- Ensure appropriate succession planning.

4. Composition

- Size – Minimum of 3 and maximum of 9 Directors as per the Constitution.
- Skills & Diversity – Members should collectively possess skills in governance, finance, fundraising, international development, and risk management, with a commitment to diversity and inclusion.
- Independence – A majority of Directors should be independent of management and free from material conflicts of interest.





5. Board Member Duties

All Board members must:

- Act in good faith and in the best interests of Lovemore Project.
- Act with care and diligence.
- Avoid and declare conflicts of interest (see Conflict of Interest Policy).
- Not misuse their position or information.
- Maintain confidentiality of sensitive organisational matters.
- Comply with the Code of Conduct and relevant laws.

6. Meetings

- Frequency – At least four per year, plus the Annual General Meeting (AGM).
- Notice – Meeting agenda and papers to be circulated at least 7 days prior.
- Quorum – As set in the Constitution.
- Decision-Making – By consensus where possible; otherwise by majority vote.
- Minutes – Approved at the next meeting and signed by the Chair.

7. Committees

- The Board may establish committees (e.g., Finance, Risk & Audit; Fundraising & Partnerships) with clear Terms of Reference.
- Committees report to the Board and cannot make binding decisions unless delegated.

8. Relationship with Executive/Project Coordinator

The Board delegates day-to-day management to the Executive/Project Coordinator, who is accountable to the Board.

The Board will:

- Provide strategic guidance and oversight.
- Avoid involvement in operational matters unless necessary.
- Review performance against agreed goals annually.

9. Performance & Development

- Board performance to be reviewed at least every two years.
- Members to undertake ongoing governance and compliance training..





10. Ethical Standards

The Board will model ethical leadership by:

- Acting with integrity, transparency, and accountability.
- Promoting diversity, inclusion, and respect.
- Upholding the principles of good governance and international development ethics.

11. Related Policies

- Constitution
- Code of Conduct
- Conflict of Interest Policy
- Risk Management Policy
- MEL Policy

12. Review

This Charter will be reviewed every three years or earlier if required by changes to legislation, donor requirements, or best practice.

- Approved by: Board of Directors – Lovemore Project
- Date: 12/09/25
- Next Review: 12/09/28

