



## Law and Justice Foundation of New South Wales Board Charter

Law and Justice Foundation of New South Wales Board Charter V1.0

Effective from: 1 September 2022

Last Reviewed: 17 August 2022

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### 1. INTRODUCTION

- 1.1 The Law and Justice Foundation of New South Wales (**‘the Foundation’**) is a body corporate constituted by the *Law and Justice Foundation Act 2000* (NSW) (**‘the Act’**). The objects of the Foundation are to contribute to the development of a fair and equitable justice system which addresses the legal needs of the community and to improve access to justice by the community (in particular, by economically and socially disadvantaged people) (**‘the Objects’**). Section 5(2) and section 6 of the *Act* prescribe, but do not limit, the manner in which the Foundation may achieve the Objects.
- 1.2 Pursuant to section 13 of the *Act*, there is established a fund to be called the ‘Law and Justice Foundation Fund’ (**‘the Fund’**), comprised of the assets prescribed by section 14 of the *Act*. The Fund is the property of the Foundation and is to be maintained by the Foundation in accordance with sections 15 and 16 of the *Act*.
- 1.3 Pursuant to section 7 of the *Act*, there is to be a board of the Foundation (**‘the Board’**). The Board is responsible for determining policies for the implementation of the Objects, conducting and managing the affairs of the Foundation including delegating those functions and powers to the Director appointed pursuant to section 10 of the *Act*, and conducting any other functions conferred or imposed on it by the *Act* or any other statute.
- 1.4 Schedule 1 of the *Act* prescribes the composition of the Board, including appointment and removal of members of the Board, terms of office of members of the Board, the appointment of a Chairperson, quorum for meetings of the Board, voting by members of the Board and maintenance of minutes of meeting of the Board.
- 1.5 This Charter sets out the roles, functions and processes of the Board (**‘the Board Charter’**). To the extent of any inconsistency between the Board Charter and the *Act*, the *Act* prevails.

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### 2. ROLES AND RESPONSIBILITIES OF THE BOARD

- 2.1 The role and responsibilities of the Board are as follows:
  - (a) Approving the strategic direction of the Foundation including its vision, mission, strategy and implementation of the Objects including providing advice and guidance to the Director, Research Director and management of the Foundation in respect of those matters;

- (b) Reviewing and approving the financial budgets of the Foundation and thereafter monitoring the financial performance of the Foundation as against approved financial budgets;
- (c) Reviewing and approving the annual financial statements for the Foundation maintained in accordance with section 17 of the *Act*;
- (d) Approving significant acquisitions, divestments, major capital expenditure or other major financial commitments by the Foundation that exceed the delegated authority of the Director;
- (e) Approving the policies and procedures maintained by the Foundation to ensure that all payments made from the Fund are correctly made and properly authorised and adequate controls are in place over the assets of the Fund and in respect of incurring of liabilities by the Foundation;
- (f) Monitoring the integrity of the Foundation's accounting and reporting systems;
- (g) Selecting, appointing and terminating the external auditors engaged by the Foundation to audit its accounts annually in accordance with section 18 of the *Act* including ensuring the ongoing independence of the external auditors and performance of their audit activities;
- (h) Approving and monitoring the risk management strategies, policies and procedures to address financial and non-financial risks, internal compliance and controls and legal and regulatory compliance of the Foundation, including, but not exclusive to Workplace, Health and Safety ('**WHS**');
- (i) Monitoring and guiding the culture, reputation and standards of the Foundation to ensure they are consistent and aligned with achieving the Objects;
- (j) Approving and monitoring the methods and means of communication by the Director, Research Director and management to the Board to ensure timely, accurate and relevant information is provided to the Board to enable them to fulfil their duties;
- (k) Exercising an open, but critical, mind when considering proposals, plans, strategies and budgets, including where necessary, challenging the Director, Research Director and management of the Foundation including holding them accountable;
- (l) Approving the implementation and/or variation of policies in respect of the operation of the Foundation and undertaking regular reviews of those policies;
- (m) Establishing committees for the purpose of advising it on any activities of the Foundation, including approving charters of those committees, their composition, roles, responsibilities and procedures;

- (n) Appointing and removing the Director in accordance with section 10 and schedule 2 of the *Act* including the term of the Director's appointment and remuneration;
- (o) Monitoring the performance of the Director including determining the performance criteria to be met by the Director and evaluating the Director's performance at least once annually;
- (p) Determining the appointment and removal of the Research Director including the terms of their employment and performance criteria; and
- (q) Reviewing and approving succession plans for the Director, Research Director and management of the Foundation.

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### 3. COMPOSITION AND STRUCTURE OF THE BOARD

- 3.1 Clauses 1 - 4, 8 - 9 and 18 of Schedule 1 of the *Act* prescribes the composition and structure of the Board.
- 3.2 At least once biennially, the Board will review the mix of skills, knowledge, experience and expertise of the Board to ensure that it remains able to fulfil its obligations to the Foundation.

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### 4. THE CHAIRPERSON

- 4.1 The Chairperson of the Board is appointed as often as occasion requires by the Attorney-General of New South Wales. The Chairperson is to preside at a meeting of the Board at which they are present and has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.
- 4.2 The responsibilities of the Chairperson include, but are not exclusive to:
  - (a) Providing leadership to the Board in the performance of their roles and responsibilities;
  - (b) Managing the effective and efficient organisation and conduct of the Board's functions;
  - (c) Ensuring that the Board meets regularly;
  - (d) Following consultation with the Director, Research Director and/or other Board members (as appropriate) setting the agenda for Board meetings which agenda is appropriate to meet the strategic direction and Objects of the Foundation;
  - (e) Facilitating Board discussions to ensure that core issues facing the Foundation are addressed and that the Board considers and adopts strategies designed to achieve the Objects of the Foundation;
  - (f) Promoting constructive and respectful relations between Board members and between members of the Board, the Director, Research Director and management of the Foundation;

- (g) Ensuring the Board's compliance with this Charter including reviews and evaluation of the Board's performance;
- (h) Mentoring and meeting with the Director and/or Research Director; and
- (i) Promoting the interests of the Foundation in its relations with its stakeholders, including government, the legal assistance sector, other service providers and the community in general.

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## 5. THE DIRECTOR

- 5.1 The Director is to conduct and manage the affairs of the Foundation in accordance with the directions of the Board. The Director may not be appointed as Chairperson of the Foundation and may not act in the office of Chairperson.
- 5.2 The Board may delegate, by instrument in writing, any of the functions of the Foundation, other than the Board's power of delegation. By this Charter and any other instrument in writing, the Board has delegated to the Director the authority to manage the day-to-day operation of the Foundation other than those responsibilities reserved to the Board and the Research Director in this Charter. The Board may impose further specific limits on delegations to the Director through adoption of a Delegation of Authority Policy.
- 5.3 The roles and responsibilities of the Director are as follows:
  - (a) Providing effective leadership in all aspects of the operations of the Foundation including demonstrating behaviours and actions consistent and in alignment with achieving the Objects;
  - (b) Developing and recommending to the Board strategies, business plans and annual financial budgets for the Foundation;
  - (c) Implementing the strategic and business plans of the Foundation approved by the Board to achieve the Objects within approved financial budgets;
  - (d) Monitoring and implementing policies and procedures maintained by the Foundation to ensure that all payments made from the Fund are correctly made and properly authorised and adequate controls are in place over the assets of the Fund and in respect of incurring of liabilities by the Foundation;
  - (e) Preparing annual financial statements for the Foundation maintained in accordance with section 17 of the *Act* for approval by the Board and annual audit by the external auditors engaged by the Foundation in accordance with section 18 of the *Act*;

- (f) In conjunction with the Research Director and Foundation staff, preparing an annual report in accordance with section 19 of the *Act*, including engaging with and assisting the external auditors of the Foundation to audit the Foundation's annual financial statements for approval by the Board;
- (g) Developing and recommending to the Board business cases for significant acquisitions, divestments, major capital expenditure or other major financial commitments by the Foundation that exceed the delegated authority of the Director;
- (h) Developing, maintaining and improving the Foundation's risk management strategies, policies and procedures to address financial and non-financial risks, internal compliance and controls and legal and regulatory compliance of the Foundation, including, but not exclusive to WHS;
- (i) Developing policies and improvements to existing policies in respect of the operations of the Foundation to be provided to the Board for approval and thereafter implementing, and monitoring adherence to those policies;
- (j) Collaborating with, enabling and empowering the Research Director and research staff employed by the Foundation to achieve the Objects within approved annual budgets;
- (k) Directing, supervising, facilitating and enabling the Foundation staff to achieve the strategic direction and business plans of the Foundation within approved annual budgets;
- (l) Reporting to the Board with accurate and timely information to enable them to make fully informed decisions and fulfil their roles and responsibilities in an effective manner;
- (m) Being accountable for the actions of the Foundation staff;
- (n) In conjunction with the Research Director and staff of the Foundation to translate and disseminate research and work of the Foundation to stakeholders via various mediums including media, public relations and stakeholder engagement including to appropriately advocate and influence policy debate and legislative reform;
- (o) Building and maintaining strong stakeholder relations through strategic and ongoing engagement, partnerships, joint ventures and collaboration with stakeholders to advance the Objects;
- (p) Ensuring the Foundation complies with its obligations with respect to the retention and archiving of records of the Foundation in accordance with the *State Records Act 1998* (NSW); and
- (q) Acting within delegated authority.

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## 6. THE RESEARCH DIRECTOR

- 6.1 The Research Director is the leader and primary manager of the research staff and contractors engaged by the Foundation to undertake research as part of the Foundation achieving its Objects.
- 6.2 The Board may delegate, by instrument in writing, any of the functions of the Foundation, other than the Board's power of delegation. By this Charter and any other instrument in writing, the Board has delegated to the Research Director the authority to manage the day-to-day operation of the Foundation in respect of research other than those responsibilities reserved to the Board and the Director in this Charter. The Board may impose further specific limits on delegations to the Research Director through adoption of a Delegation of Authority Policy.
- 6.3 The Research Director is not a member of the Board. However, the Research Director is expected to attend meetings of the Board and to provide regular reports to the Board about the research undertaken by the Foundation.
- 6.4 The responsibilities of the Research Director include, but are not exclusive to:
- (a) Providing effective leadership in all aspects of the research work undertaken by the Foundation including demonstrating behaviours and actions consistent and in alignment with achieving the Objects;
  - (b) Assisting and providing advice to the Director with respect to developing strategies and work plans for the research to be undertaken by the Foundation for approval by the Board;
  - (c) Implementing the strategic and work plans of the Foundation in respect of research to be undertaken by the Foundation approved by the Board to achieve the Objects;
  - (d) Providing advice and recommendations to the Director in respect of financial planning and budgets in respect of research work to be undertaken by the Foundation to be included in the annual financial budgets for the Foundation prepared by the Director to be approved by the Board;
  - (e) In conjunction with the Director and Foundation staff, preparing an annual report prepared in accordance with section 19 of the *Act* for approval by the Board;
  - (f) In conjunction with the Director, developing and recommending business cases for significant major capital expenditure or other major financial commitments by the Foundation in respect of research, including, but not exclusive to engaging additional human resources to provide research capacity, that exceed the delegated authority of the Director and Research Director for Board approval;

- (g) Developing, maintaining and improving the Foundation's risk management strategies, policies and procedures to address risks associated with research work undertaken by the Foundation e.g. style guides and technical research methodologies to be adopted;
- (h) Developing policies and improvements to existing policies in respect of the research work of the Foundation to be provided to the Board for approval and thereafter implementing, and monitoring adherence to those policies;
- (i) Collaborating with the Director to assist the Foundation to achieve the Foundation to achieve the Objects within the approved annual budgets;
- (j) Directing, supervising, facilitating and enabling the Foundation research staff to achieve the strategic direction and work plans of the Foundation in respect of research within approved annual budgets;
- (k) Reporting to the Board with accurate and timely information in respect of research work being undertaken by the Foundation to enable them to make fully informed decisions and fulfil their roles and responsibilities in an effective manner;
- (l) Being accountable for the actions of the Foundation research staff;
- (m) In conjunction with the Foundation research staff assist, advise, enable and empower the Director to translate and disseminate research and work of the Foundation to stakeholders via various mediums including media, public relations and stakeholder engagement including, where appropriate, advocating and influencing policy debate and legislative reform;
- (n) In conjunction with the Director, build and maintain strong stakeholder relations through strategic and ongoing engagement, partnerships, joint ventures and collaboration with stakeholders to advance the Objects; and
- (o) Acting within delegated authority.

6.5 The Research Director is to report to the Director. However, in the event of any substantial disagreement in respect of significant decisions in respect of the policies, planning and execution of strategic and work plans associated with research work undertaken by the Foundation, the Director or Research Director may refer that decision to the Board for consideration and determination.

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## 7. BOARD COMMITTEES

7.1 The Board may establish committees for the purpose of advising it on any activities of the Foundation.

- 7.2 Any committee established by the Board may consist of such persons, whether members of the Board or not, as the Board resolves ought to be appointed.
- 7.3 The Board is responsible for determining and approving the charters for any committees it establishes, which charters will record the roles, functions, structure (including membership and composition) and processes of that committee.
- 7.4 The Board will review the charters of any committee as and when it considers appropriate, but at least once biennially.
- 7.5 Save for instances where there exists a conflict of interest, members of the Board are entitled to attend meetings of committees established by the Board. All members of the Board are entitled to receive copies of committee papers and minutes of meeting of committees.

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## 8. SECRETARIATE SUPPORT

- 8.1 The Office Manager or equivalent employed by the Foundation shall act as the Secretary of the Board, attending all meetings of the Board as required. The Office Manager is accountable to the Board, through the Chairperson, in respect of the functioning and processes of the Board.
- 8.2 The Office Manager is responsible for the organisation of meetings of the Board including attendance of members of the Board at meetings, coordination and dispatch of Board agendas and Board papers in a manner which is timely and efficient to ensure the effective conduct of meetings of the Board.
- 8.3 The Office Manager is also responsible for taking the minutes at Board and Committee Meetings and preparing draft minutes of meeting and/or resolutions for approval by the Chairperson and subsequent distribution to the Board. The Director and Office Manager are responsible for secure retention of the minutes of meeting approved by the Board and its subsequent lodgement with State Archives.
- 8.4 At all times, all members of the Board shall have direct access to the Office Manager.

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## 9. BOARD MEETINGS

- 9.1 The Board shall meet as often as is necessary to enable the Board to fulfil its roles and responsibilities as prescribed by the *Act* and the Charter.



- 9.2 All members of the Board are expected to be adequately prepared for meetings of the Board and any Committees on which they are a member which includes reviewing materials provided to them prior to any meeting of the Board or a Committee. Members of the Board are expected to attend and actively participate in meetings of the Board. Members of the Board are duty bound to question the Director, Research Director and management of the Foundation and/or raise any issues or concerns they have about the operation of the Foundation.
- 9.3 The Board recognises the central importance of open and constructive debate without fear or favour and is committed to that approach to meetings to enable the best outcomes for the Foundation. The Board is jointly and individually committed to the exercise of independent judgment when making decisions.
- 9.4 Subject to a contrary intention expressed in writing at the direction of the Board, the discussions and resolutions passed by the Board are confidential and the Board jointly and severally, subject to instances where they are compelled by law or it is necessary to disclose information in respect of the discussions and resolution of the Board to legal advisers, undertakes to maintain that confidence at all times.

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## 10. CONFLICTS OF INTEREST

- 10.1 Each member of the Board is subject to fiduciary duties and duties prescribed by law, including but not exclusive to those prescribed by the *Act*. Amongst others, members of the Board are duty bound to avoid placing themselves in a position of conflict of interest with the interests of the Foundation.
- 10.2 The Board expects that members of the Board will take all necessary steps to avoid any actions, positions or interests which could reasonably give rise to an objective actual or perceived conflict of interest with those of the Foundation.
- 10.3 To that end, members of the Board must:
- (a) disclose to the Board any actual or potential conflict of interest or duty that might reasonably be thought to exist as soon as practicable after a situation giving rise to that potential conflict arises;
  - (b) respond to any concerns raised by the Board to any actual or potential conflict of interest or duty;
  - (c) take all necessary and reasonable actions including implementing any actions recommended by the Board to resolve, manage or avoid any actual or potential conflict of interest or duty; and

(d) comply with the *Act* in relation to disclosing material personal interests and restrictions on voting.

10.4 If a conflict exists, any member of the Board to whom the conflict relates will leave the meeting when the Board is discussing any matter to which that conflict relates and will not vote on any resolution in respect of the matter(s) the subject of a conflict of interest.

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## 11. MEMBERS' ACCESS TO INFORMATION AND INDEPENDENT ADVICE

11.1 Members of the Board have the right to access any information in respect of the Foundation they consider necessary to fulfil their responsibilities and exercise independent judgment when making decisions, including access to the Foundation's management and auditors.

11.2 Subject to the approval of the Chairperson (acting reasonably) (or where the Chairperson wishes to seek advice, a majority of the Board), members of the Board may obtain independent professional advice at the Foundation's expense with respect to matters they consider necessary to fulfil their responsibilities as members of the Board, including as members of any committee of the Board.

11.3 Any advice obtained by a member of the Board will be made available to all members of the Board, unless it is personal to the issues of a member or a group of members of the Board and subject to maintaining any client legal privilege that may exist in that advice.

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## 12. REVIEW OF BOARD CHARTER

12.1 This Charter shall be reviewed by the Board biennially.

## 13. RELATED DOCUMENTS AND FORMS

*Law and Justice Foundation Act 2000 (NSW)*

Law and Justice Foundation of New South Wales Delegated Authority Policy

Law and Justice Foundation of New South Wales Board Member Induction Policy & Procedure

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## 14. APPROVED AND ADOPTED

14.1 This Charter has been approved and adopted by the Board at a meeting of the Board on 17 August 2022.

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## 15. VERSION CONTROL & AMENDMENTS

15.1 Changes from the previous version. This is version 1.

**Policy changes:**

- Nil

**Wording changes:**

- Nil