



ST VINCENT DE PAUL SOCIETY CANBERRA/GOULBURN SPECIAL WORKS COMMITTEE CHARTER APPROVED BOARD OCTOBER 2023

1. Structure

- 1.1 The Special Works Committee (the Committee) is a committee of the Board of St Vincent de Paul Society, Canberra/Goulburn (the Board). This charter governs the purpose and proceedings of the Committee.
- 1.2 Nothing in this charter limits any of the powers or responsibilities of the Board or the Board President (the President).

2. Special Works

- 2.2 The Rule states that “Special Works may be established where a Conference or Council identifies a specific need which cannot be satisfied within the normal scope of the Conference or Council activity.”
- 2.3 “Special Works” are largely managed by the Special Works directorate at St Vincent de Paul Society Canberra/Goulburn (the Society), however, some are also managed by the Community Engagement and Youth Programs directorate. It is the intention of this Committee that it is concerned with Special Works across the Society. However, whilst The Rule includes the “operation of retail centres” as “Special Works”, they are not covered by or included for the purposes of this Charter.

3. General Purpose

- 3.1 The role of the Committee is to advise and assist the Board, in exercising their authority in relation to the provision of Special Works by Vinnies Canberra/Goulburn. The Committee is accountable to the Board for its performance. The Committee’s work is supported by the Chief Executive Officer (CEO) and his or her nominees, principally the Director Special Works and Director Community Engagement and Youth Programs and the Secretary of the Society.

4. Committee responsibilities

The primary responsibilities of the Committee are to:

- 4.1 Ensure risks associated with Special Works are highlighted and appropriately managed;
- 4.2 Ensure good two-way communication between the Board and Special Works programs;
- 4.3 Contribute to the Special Works annual business plan;
- 4.4 Review the Special Works quarterly dashboard;
- 4.5 Report to and advise the Board on the provision of Special Works; and

4.6 Monitor the financial situation of the Special Works programs.

5. Exercise of Powers

5.1 The Committee must exercise the powers delegated to it in accordance with any directions, strategies, objectives, or policies of the Board; and

5.2 Recommendations by the Committee, where the Committee has no delegated power, shall not be binding on the Society unless they are appropriately approved by the Board.

6. Composition of the Committee

6.1 The membership of the Committee shall be up to five Society members with a minimum of one Board member, all appointed by the Board.

6.2 The Chair of the Special Works Committee is appointed by the Board.

6.3 The term of office for Committee membership shall be determined by the Board but shall not exceed four years maximum.

6.4 The Committee can co-opt experts, as appropriate, with the approval of the Board.

6.5 While the CEO, Director Special Works, Director of Community Engagement and Youth, are not officially members of the Committee and do not vote, they will be available to attend meetings as requested; and

6.6 Secretarial support will be provided by the Secretary of the Society or other delegate approved by the Board. This person will not be an official member of the Committee.

7. Access to Management

The Committee, in performing its functions, may:

7.1 Request any employee of the Society to attend a meeting of the Committee.

7.2 To the extent permitted by law, access any document, report, material, or information in the possession of an employee or external adviser to the Society; and

7.3 Have direct access to executive management of the Society.

8. Access to independent advice

8.1 The Committee may obtain reasonable independent professional advice to assist in the proper exercise of its powers and responsibilities, with the costs to be borne by the Society. The Committee should obtain approval from the Board Chairperson to obtain such advice.

9. Meetings

9.1 The Committee shall meet at least four times a year or more frequently as circumstances dictate.

9.2 Meetings shall either be face to face or via teams or a combination of both as considered appropriate to meet the Committee's needs; and

9.3 Any member of the Committee can request a meeting to be convened.

10. Quorum

10.1 At least fifty percent plus one of the members present in person or by using technology, shall constitute a quorum. A quorum must be present for the full duration of the meetings of the Committee.

11. Attendance at Meetings

11.1 The CEO, Director Special Works and the Director of Community Engagement and Youth Programs, or their delegates, may attend all meetings of the Committee, other than those meetings or parts of Committee meetings which are deemed to be closed to management; these positions are Advisers with no voting rights.

11.2 Other employees may be asked to attend should the Committee believe it requires such attendance; and

11.3 The Chairperson of the Board may attend any meetings called by the Committee and participate in its deliberations.

12. Confidentiality

12.1 Committee members, and employees of the company and advisers are required to keep all matters pertaining to deliberations of the Committee confidential.

13. Committee Papers

13.1 Committee papers shall be prepared by the Secretary in conjunction with the Committee Chair and shall be distributed at least five working days prior to any Committee meeting. The content of the papers shall be agreed upon by the Committee Chair prior to dispatch.

14. Committee Minutes

14.1 The Secretary shall prepare minutes of meetings and have them approved by the Committee Chair. Minutes should also be provided to the next meeting of the Board for noting/information.