

Catholic Family Life Board Terms of Reference

Purpose and Authority

1. The highest policy and decision-making body of Catholic Family Life (CFL) is the board of directors of Catholic Family Life Limited (CFLL) and the board of trustees of CFL Lumens Trust (CFL LT). They are collectively known as the CFL Board and are responsible for driving the mission and vision of CFL and ensuring that CFL is governed and managed responsibly and prudently to sustain its effectiveness, credibility and sustainability.

Board Composition and Terms

2. The compositions and terms of the boards are generally set out in the CFLL constitution and the CFL LT trust deed.
3. CFLL shall have 7 to 18 directors, and CFL LT shall have 6 to 15 trustees, at least half of whom shall be independent.
4. The terms of board members and office bearers are broadly similar for both boards:
 - All board members: 2-term term, renewable up to a maximum of 10 years
 - Chairman: maximum of 6 years
 - Deputy Chairman (optional position for CFL LT): maximum of 6 years
 - Treasurer of CFL LT (optional position): maximum of 4 years
 - Chair of the Finance Committee of CFLL: maximum of 4 years
 - Cooling-off period: Minimum of 2 years
5. The roles of the office bearers are:
 - Chairman: Provides leadership to the board and works closely with management, led by the Executive Director, to achieve organisational objectives.
 - Deputy Chairman: Assists the Chairman and deputises for him or her in his or her absence.
 - Treasurer / Chair of Finance Committee: Oversees the finances and accounts of CFL LT and CFLL, respectively.

Secretariat

6. The Executive Director and his or her staff provide administrative support to the CFL Board.
7. Meeting minutes and supporting papers are maintained by the secretariat and form part of the official board records.

Meetings

8. At least four meetings a year shall be scheduled and held for both boards, preferably on a joint basis.
9. The quorum for meetings shall be:
 - CFL LT: higher of 3 trustees or half the trustees
 - CFLL: at least half of the directors
10. Decisions of the meeting shall, where possible, be made by consensus. In the event of a vote, the Chairman of the meeting has a casting vote when there is a deadlock.
11. The following good meeting practices shall be observed:

- Advance notice of meeting date, time, venue and agenda to be given two weeks before the meeting.
- Proper agendas with supporting papers for all agenda items, as appropriate, shall be circulated one week before the meeting.
- Supporting papers and presentations shall follow the standard CFL format and should be concise and complete.
- Draft minutes or notes of the meeting to be issued to participants within a week after the meeting.

Responsibilities of the Board

12. **Governance and Compliance**
 - Ensure CFL's compliance with all applicable laws, including the Companies Act, Trustees Act, the Charities Act, and requirements from the Commissioner of Charities.
 - Fulfil general directorship and/or trustee duties under civil law
 - Prevent and address actual or potential conflicts of interest by adhering to established procedures
13. **Strategic Oversight**
 - Advance the mission and vision of CFL.
 - Oversee the work of the CFL Board and provide guidance to CFL management.
 - Establish board committees with specific terms of reference to undertake specific oversight functions and detailed preparatory work that requires expertise or focused attention beyond the capacity of the full board.
14. **Programme Development**
 - Advise, provide direction, and assist with the development and running of CFL programmes.
 - Ensure that programmes remain aligned with Catholic ethos and CFL's strategic intent.

Expectations of Board Members

15. **Service**
The role of a director or trustee is one of service. Board members are expected to apply themselves and, where appropriate, their organisations to contribute to CFL by:
 - Providing adequate time and expertise in and outside meetings.
 - Contributing financially within their means, and making financial sacrifices by not being compensated for board and other services.
 - Mobilising resources from their networks and organisations for the work of CFL.
 - Acting in the interests of CFL rather than those of other capacities and positions from which they come.
 - Positively enhancing CFL's standing in the community.
16. **Confidentiality**
Board members will often have access to sensitive information and should observe the confidentiality of all such information, especially donor data. The duty of confidentiality continues indefinitely after a board member has left the organisation.
17. **Conduct and ethics**
Board members should, in the course of their decision-making and actions, seek to abide by the CFL Code of Ethics.
18. **Conflicts of interest**
Board members shall act in the best interests of CFL, and must comply with all CFL policies and procedures in place to prevent and address any actual or potential conflicts of interest.

CFL's conflicts of interest policy and procedures include the submission of board members' employment and directorships when they first become directors or trustees, at the beginning of each calendar year, and whenever there are any changes.