



Upper Great Southern Family Support Association Inc

# Policy On BOARD OF MANAGEMENT

<b>Date Adopted:</b>	<b>July 2002</b>
<b>Date Last Revised:</b>	<b>October 2010</b>
<b>Review Date:</b>	<b>September 2011</b>



## Upper Great Southern Family Support Association Inc

### Policies and Procedures

<b>Policy and Procedure:</b> Board of Management	<b>Date Adopted:</b> July 2002
<b>Number of pages: 11</b>	<b>Date Last Revised:</b> October 2010
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## Board of Management

### Purpose of the Policy

The Purpose of this policy is to set out the role, which Board Members play in the overall governance and management of the organisation in respect of their statutory and fiduciary duties. These duties are prescribed within the Associations Incorporation Act (1987), Equal Opportunity Act (1984), Disability Discrimination Act (1992), Sex Discrimination Act (1984), Racial Discrimination Act (1975), Human Rights and Equal Opportunity Commission Act (1986), Workplace Relations Act (1997), Minimum Conditions of Employment Act (1993), Occupational Health, Safety and Welfare Act (1984), Privacy Act (1988), Income Tax Assessment Act (1936) and its subsequent amendments, Sales Tax Exemption and Classifications Act (1992), Disability Services Act (1993) and Standard 8 of the Disability Services Standards (1993).

### The Policy

The Board of Management shall recognise and adhere to their role and the associated procedures in order to ensure the best interests of the organisation and in accordance with their statutory and fiduciary duties.

### The Procedures

#### The Role of the Board falls into four areas:

1. Organisational Management and Governance

The roles of the Board in governance and management are:

- Setting organisational policies

- Examining and monitoring compliance with organizational policies and reporting against agreed performance standards
- Examining and monitoring compliance with legal requirements

The Board recognises that the Management of the Organisation and implementation of organisational policies is the responsibility of the Chief Executive Officer.

In relation to funding submissions, the Board will ensure that proposed new projects fit in with the strategic plan of the organisation. In situations when time constraints do not allow this, the Chief Executive Officer will have authority to submit funding applications without prior consultation with the Board. Submissions to be presented at the next Board meeting.

## **2. Policy Issues**

### **The role of the Board in relation to policy issues comprises:**

- Setting annual priority policy areas around implementation of the Strategic Plan  
Identifying the organisation's requirement to be involved with new or emerging issues raised from the sector
- Making decisions where changes to existing policy positions are proposed to be changed

Policy issues that are brought to the Board should fall into one of the

- following categories:
- Matters for decision making by the Board – i.e. issues which are considered strategic, important, and serious or where the Board has identified the need for ongoing involvement.
- Issues are brought to the Board in order to:
  - a) Canvas Opinion with regard to the issue
  - b) Provide ideas for future policy work by staff
  - c) Set the context of where the issue should be taken
  - d) Matters for information only – to inform the Board

In each instance, information should be presented to the Board in an agreed format.

Both Staff and Board Members can identify issues that should be brought to the Board. The Chief Executive Officer should be informed of any such issues, so that they can be incorporated onto the agenda.

Where a Board Member wishes to discuss an issue that has been placed on the agenda for information only, this should be raised at the beginning of the meeting, in the time allowed for re-ordering of the agenda.

Where a Board Member wishes to propose that the Board change its position on a policy issue, notice of a decision motion should be provided.

### **3. Role of Board Members outside Board Meetings**

Board Members should be available to share their expertise with staff outside Board Meetings. However, when this occurs, the Board Member should ensure that they are speaking in his/her personal capacity and not with the authority of the Board unless the Board has granted this authority.

Board members can speak to staff with the authority of the Board but formal approaches to Board Members by staff should be done via the Chief Executive Officer.

### **4. Representing**

#### **The Media**

The Chairperson and the Chief Executive Officer shall negotiate their respective roles in relation to media comment, depending on their respective skills and knowledge.

#### **Other Committees**

There is a role for Board Members to represent the organisation on external committees and in various consultative forums. Such representation takes place in accordance with the following principles:

- Statutory and ministerial appointments are to come to the Board for a decision on who will represent the organisation.
- Cases where the organisation has been invited to nominate a Board representative are to be brought to the Board for a decision.
- Other cases where the organisation is asked to nominate a representative are at the discretion of the Chief Executive Officer.
- Lobbying

Board Members may also represent the organisation in delegations to politicians as follows:

- Where this is strategically useful
- Where Board members are available
- Based on the skills and expertise of Board members in relation to the topic of the delegation

Board members may also be involved in joint delegations, on the understanding that they participate in their capacity as representatives of the organisation. Board members need the authority of the Board to represent the organisations in delegations.

## **Conflict of Interest**

From time to time, Board members may encounter conflicts of interest when participating in decision-making processes, as other professional or personal roles intersect.

### **Potential areas where a conflict may arise include:**

- Recruitment of staff or contractors
- Decisions to undertake projects or enter into partnerships
- Representing the organisation in other forums

### **In general, a conflict of interest can be said to arise if:**

- It is likely that the performance of a person's duties as a Board Member could be prejudicially influenced by that person's other interests, (private, personal or professional), or that a reasonable person would believe that the person could be so influenced.
- If a person's participation in the Board could be prejudicially influenced by the interests of the organisation the person is representing, or that a reasonable person would believe that the person could be so influenced.

The organisation expects that Board Members will be mindful of potential conflicts of interests, (or the likely perception of a conflict), and declare a conflict of interest before it arises. Appropriate action can then be taken in consultation with colleagues. Minutes of the meeting should note the conflict of interest and the relevant minutes are not to be forwarded to the member who has absented him/herself.

## **Board Meetings**

The Board has adopted the following strategies in order to ensure efficient and effective decision-making at Board Meetings. Meetings are held every month. A quorum for the Board Meeting is five.

### **Agenda Planning**

- The Chief Executive Officer and Chairperson plan the agenda before each meeting to:
- Allocate issues to be included for decision-making, discussion or information only, (based upon the input of staff and Board members).
- Ensure that the purpose for inclusion for issues is clear.
- Plan time allocation for different issues on the agenda.

### **Structure of Meetings**

- The following strategies will be used to ensure productive Board Meetings:
- The agenda will be structured to clearly identify non-discussion items, items for decision, items for discussion and items for information only.
- Time will be allocated at the beginning of each meeting for re-ordering and prioritisation of the agenda.

- Board Meetings will regularly include time for major discussion on key and emerging issues. These topics will be planned in advance.
- Items for the next agenda will be identified at the end of each meeting.

### **Decision making in Board Meetings**

- To be clear about decisions made by the Board and capture decisions:
- Areas for decision will be clearly indicated on the agenda, with recommendations from Staff included in the papers.
- As a decision is made the Chairperson will clarify to the meeting what the decision is.
- The minute taker may also request that the meeting clarify and confirm a decision.
- A register will be established recording all decisions made by the Board to ensure all decisions are captured and available for reference.

### **Reporting and presentation of materials**

The Board Papers will ordinarily include:

- Minutes of the previous meeting
- Financial Reports
- Papers provided for discussion
- Papers provided for information

Papers should be provided on all issues so that the Board Members can make informed decisions. Papers should indicate whether they are being provided for decision-making, information only or for discussion.

Papers are mailed/ emailed out to Board Members to arrive at least 3 working days prior to a meeting.

### **Role of Staff in Board Meetings**

Staff members have the right to attend Board meetings, if they wish.

The Board would normally expect staff to attend for discussion of issues in their area, where these have been placed on the agenda for decision and discussion. The Board does not otherwise expect staff to attend with the exception of the Chief Executive Officer and minute taker. If staff are present at Board Meetings, they would not be allowed to be present when issues of a sensitive or confidential nature are being discussed.

### **Records of Board meetings**

Minutes are taken at each Board Meeting. Once ratified the minutes are stored and can be made available on request. Current and previous years are kept within the office base and previous years are archived for a period of seven years.

### **Attendance at Board Meetings**

Board members are expected to attend meetings and advise if they are unable to attend. If a Board Member fails to attend three consecutive meetings, as in accordance with the organisational constitution, their membership will lapse except in exceptional circumstances.

### **Co-option of Board Members**

The board may co-opt additional members who have all of the rights and obligations of elected Board members.

UGSFSA uses co-options to fill gaps in expertise required to support the implementation of the strategic plan. Co-options are also used to support succession planning, through providing opportunities to train prospective Board Members.

The term of office for a co-opted board member is the same as an elected Board Member.

In order to select people for co-option, the Board will:

- Identify the areas where they are likely to need expertise, in accordance with the strategic plan priorities.
- Identify the expertise on the Board
- Identify any gaps in expertise
- Consider whether co-option is the best way to address these gaps.

When a decision is made to approach a person to become a co-opted member of the Board, a Board Member will be given the role of inviting that person.

### **Orientation for New Board Members**

New Board Members are provided with an orientation kit, which includes the policy and procedures manual, an organisational chart, copies of the constitution, strategic plan, annual report and Board policy.

An orientation session is provided each year after a new Board Member is elected.

### **Board Performance Appraisal**

UGSFSA promotes regular evaluation and feedback to the whole Board on its effectiveness. One of the best ways the Board can strengthen its governing capacity is to periodically assess its own performance. Such an assessment provides the Board with an opportunity to stand back from its usual preoccupations and reflect on how well the Board is meeting its responsibilities with regard to its mission.

Monitoring the Boards performance and getting feedback on how well the Board is doing is a crucial part of Board and Organisational learning. The performance areas evaluated include:

- Are we clear and in agreement about mission and purpose?
- Are values shared?

- Do we have a strong orientation for our new members?
- What goals have we set and how well are we accomplishing them?
- What can we do as a Board to improve our performance in these areas?
- Are we providing clear and relevant governance for the organisation?

### **Role of the Chief Executive Officer**

- The Board delegates day-to-day management of the organisation to the CEO.
- Within guidelines set by the Board, the CEO has responsibility for management of the organisation, including:
  - Implementation of the strategic plan, including development of and reporting against the operational plan.
  - Recruitment, management and supervision of staff.
  - Liaison with stakeholders.
  - Overseeing financial management of the organisation, including approving expenditure within delegation and budget.
  - Reporting to the Board
  - Acting as the public spokesperson for the organisation, as agreed with the Chair.

### **Strategic Planning**

The strategic plan is developed on a tri-annual basis. It is developed after a process of consultations with the Board, staff, members and other stakeholders. Production of the strategic plan is the responsibility of the CEO and the Board formally adopts the final document.

The strategic plan outlines the key goals and objectives of UGSFSA as well as broad strategies to meet these objectives. As a key document of the organisation, the strategic plan is available to be distributed to all members and to the public.

### **Operational Planning**

The operational plan is an internal document that is designed to support the implementation of the strategic plan. It includes key strategies, actions and areas of responsibility for staff members.

The operational plan is developed and reviewed annually. The CEO reviews the plan quarterly, to evaluate progress against targets and consider emerging priorities.

### **The Annual General Meeting**

The Annual General Meeting, (AGM), is a legal requirement. The AGM is usually held in November once the audited statement is received from the auditors. Notice of the AGM is provided in the newsletter and in mailing to members.

The standard agenda for the AGM includes:

- Minutes of the previous AGM

- Presentation of the Annual Report and Chairperson's report
- Treasurers Report
- Election of the returning officers
- Election of Board Members
- Appointment of the Auditor
- Lists of resolutions made by the Board during the year.

A quorum for the AGM comprises 5 members entitled to vote and present in person as at the time the meeting is held.

### **The Annual Report**

The annual report is published each year for the AGM. Typically, the annual report will include:

- A report from the Chairperson
- A report from the CEO
- Progress report against the organisation's strategic plan
- A report from the Treasurer
- Audited financial statements

Responsibility for producing the Annual Report and organising the AGM resides with the CEO. The CEO will liaise with the auditors and co-ordinate contributions from relevant staff, and co-ordinate production of the report by the administrative officer.

The Annual Report will be placed on the organisation's website.

UGSFSA is committed to meeting all Office of Fair Trading requirements in a timely and efficient manner.

Standard reporting requirements include:

- Advising of any changes to Board Members
- Proper conduct of the AGM and any general meetings
- Advising of any changes to the constitution
- Lodging annual returns
- Maintaining the register of members

The CEO is responsible for co-ordinating compliance with ASIC requirements, and delegates tasks to other staff members as necessary.

### **Code of Conduct for Board Members**

Board of Management will at all time:

- Ensure that the organisation conducts its affairs so as to promote the agency's aims and objectives.
- Understand their roles and responsibilities as a Board Member.

- Fulfill their responsibilities as a Board Member by attending as many Board of Management meetings as possible and tendering their apologies in advance if unable to attend any meeting.
- Prepare themselves properly for Board meetings by pre-reading the minutes of the previous meeting, the agenda for the forthcoming meeting and any supporting documentation.
- Satisfactorily complete any tasks allotted to them by the Board within the agreed time-frame.
- Act in good faith and in the best interests of the organisation, regardless of whether they have been nominated to the Board by another organisation or whether they are serving as a representative of another organisation.
- Act as an ambassador for the agency in their public and private dealings with other persons or organisations.

Only the Chairperson or Chief Executive Officer may make statements to the media or act as spokesperson for UGSFSA

- Keep the affairs of UGSFSA confidential and any information about families gained in the course of their role as Board Member, confidential. The Board Members will sign a Declaration of Confidentiality on election to the Board.
- Act honestly in the exercise of their powers and the discharge of their duties.
- Exercise reasonable care and diligence in the execution of their duties by keeping themselves informed about the agency's activities and financial position.
- Not make improper use of information gained through their position as a Board Member to gain, directly or indirectly, an advantage for themselves or any other person, or cause detriment to the agency.
- Not make improper use of their position as a Board Member to gain, directly or indirectly, an advantage for themselves or any other person, or cause detriment to the agency.
- Where they have personal interests that might give rise to conflicts of interests with their duties as Board Member, disclose the nature of those interests at the Board meeting and refrain from discussing, or voting on, the issue.
- Ensure the keeping of such accounting records as correctly explain the agency's transactions and financial position.
- Not make or authorise a statement to the Ministry of Fair Trading, the Australian Taxation Office, the agency's independent auditor or the agency's funding body which, to their knowledge, is false or materially misleading.
- Prevent the agency from incurring a debt if there are reasonable grounds for suspecting that the agency is insolvent at the time the debt is incurred or would become insolvent by incurring the debt or a number of debts.

**Review of the Policy**

This policy will be reviewed on an annual basis. However, if at any time the legislative, policy or funding environment is so altered that the policy is no longer appropriate in its current form, the policy shall be reviewed immediately and amended accordingly.