Centre: 6	Governance Committee

Applies to: Governance Committee	Version: 2
Specific responsibility: Governance Committee	Date approved:
	Next review date:

Policy context: This policy relates to	
Standards or other external requirements	National Quality Framework: Standard 7.1 Effective leadership promotes a positive organisational culture and builds a professional learning community. - Element 7.1.1 Appropriate governance arrangements are in place to manage the service. FACS: 1.1 Governance The governing entity defines clear goals and purposes for the organisation, develops strategies to achieve and monitor the organisation's goals and is accountable for all its activities.
Legislation or other requirements	Association Incorporations Act 2009

POLICY STATEMENT

The SHNC's Governance Committee has stipulated responsibilities, a nomination procedure for Government Committee positions, Government Committee member roles, an orientation process for new members, a code of behaviour and an outline for Government Committee meetings and keeping of minutes.

PROCEDURES

6.1 Governance Committee Roles and Accountability
The role of the Governance Committee is to:
• Oversee the operations and activities of the organisation to ensure it fulfils its aims, objectives and targets;
• Govern the organisation within the approved budget and in accordance with SHNC's stated objectives, policies and procedures as specified in the Policy and Procedures Manual.
The Governance Committee is accountable for all matters pertaining to SHNC and is directly responsible for all matters except those that are formally delegated.

6.2 Governance Committee Duties
• Act as a body through the Chairperson.
• Ensure its own competency by making sure a range of skills and expertise exist, or providing training for its members, in the areas of:
  ▪ Governance;
  ▪ Legislation and ethics;
  ▪ Strategic planning;
  ▪ OH&S and environmental requirements;
  ▪ Finances;
  ▪ Human resources; and
  ▪ Service promotion.
    o Provide portfolios to specific [Governance Committee] members for a particular project.

Terms of Agreement (Forms A-F002 to A-F007) have been developed for each Governance Committee position, specifying that member's role in governance. Governance Committee members are required to sign their specific Terms of Agreement on appointment.

6.3 Governance Committee Responsibilities
The SHNC Governance Committee should ensure that it is fulfilling its role and responsibilities at all times. The responsibilities of the Governance Committee are:

6.3.1   Legal
Ensure that SHNC operates in line with:
- Its constitution;
- The Associations Incorporation Act 1984;
- Funding agreements;
- Other legislation/regulations.

6.3.2   Policy and Planning
Oversee setting of the strategic direction and monitor the progress of SHNC through a Strategic Plan (reviewed and updated yearly);
- Setting overall policy;

Ensure that SHNC has clear goals
6.3.3   Financial
Undertake financial accountability by ensuring that SHNC:
- Has an approved budget for the year;
- Has sufficient income to meet the budget requirements;
- Follows the conditions of all Funding Agreements;
- Properly accounts for funds and completes an independent audit every year.

6.3.4   Human Resources
- Be involved in recruitment processes;
- Appoint a selection panel for recruitment purposes;
- Be involved in disputes and appeals as and when required.

6.3.5   Risk Management
Identify and manage major risks to SHNC, including WH&S, to ensure long-term success of the organisation.

6.3.6   Other Responsibilities:
- Ensure SHNC has a strong membership and community support and is a strong and viable organisation;
- Represent the organisation in a positive way;
- Appoint the Manager;
- Support and work closely in conjunction with the Manager (through the Chairperson);
- Promote the organisation;
- Approve fund raising activities as required;
- Not interfere with the day to day operations of staff;
- Self-evaluate the efficacy of the Governance Committee using the Governance Committee Self Evaluation (Template A-T008);
- Ensure minutes of all Governance Committee meetings are recorded.

6.4   Centre Manager Delegated Responsibilities
The Manager is delegated to carry out the following management functions delegated by the Governance Committee. The delegated responsibilities of the Manager are to:

6.4.1 Legal
Ensure:
- Staff employment agreements are complied with, proper tax is deducted, and safe working conditions are provided;
- The service has adequate insurance cover;
- The service operates within relevant Federal, State and Local Government laws and regulations.

6.4.2 Policy and Planning
- Deliver high quality and effective services to clients;
- Keep the Policy and Procedures Manual up-to-date and ensure it is put into practice.

6.4.3 Financial
- Ensure that expenditure is within the budget;
- Support the Governance Committee in income generation and ensuring the conditions of the Funding Agreements are followed;
- Ensure sound financial practices and documentation so that funds are properly accounted for during the annual independent financial audit;
- Approve expenditure within limits designated by Governance Committee.

6.4.4 Staff
- Recruit the best possible staff;
- Provide staff with support, direction, training and supervision;
- Conduct staff appraisals.

6.4.5 Other Responsibilities
- Promote SHNC so that it becomes a strong and viable organisation;
- Represent the organisation;
- Regularly inform the Governance Committee of outstanding WH&S risks;
- Report to the Governance Committee.

The Manager's position description outlines the management responsibilities in full.

6.5   Assistant Manager Responsibilities
The Manager delegates responsibility for specific programs, services or activities to subordinate managers as designated in their job descriptions.

6.6   Governance Committee Composition/Selection

6.6.1 Nomination for Governance Committee Position
Governance Committee position nominations are a part of the AGM. A *Governance Committee Member Nomination Form* is located at Form A-F009.
The positions available are:
1. Chairperson (details of role in *Terms of Agreement Chairperson* (Form A-F003))
2. Public Officer (details of role in *Terms of Agreement for Public Officer* (Form A-F004))
3. Secretary (details of role in *Terms of Agreement for Secretary* (Form A-F005))
4. Treasurer (details of role in *Terms of Agreement for Treasurer* (Form A-F006))

Up to 5 other members of the Governance Committee, as specified by the Constitution (details of role in *Terms of Agreement for Governance Committee Member* (Form A-F002).

6.6.2 Nominating Guidelines
To assist in maintaining sound governance the following guidelines are to be followed:
- The conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election

- Where possible, at least 1 or 2 new members to be elected annually.
- Officers can re-nominate after positions become vacant.
- Individuals who are volunteering for SHNC must resign from their former volunteering role once they become Governance Committee members.
- Staff members cannot be members of the Governance Committee.
- The Governance Committee will encourage nominations for Governance Committee membership from people with a range of cultural backgrounds and areas of interest.
- The Governance Committee will ensure its composition provides a range of appropriate skills and expertise to enable Governance Committee members to deal with issues relevant to the organisation.

6.7   Orientation for New Governance Committee Members

6.7.1   Orientation Program
The Chairperson will take all new Governance Committee members through the Orientation Program prior to the first Governance Committee meeting. The new member will be introduced to and briefed about the following information:
- The Constitution;
- Code of behaviour;
- Conflicts of interest;
- Confidentiality;
- Governance Committee roles and responsibilities;
- Legal responsibilities and statutory requirements;
- Decision making processes;
- Grievance procedures for staff, Governance Committee and service users;
- Government policies / funding systems;
- Budget;
- Strategic and/or Business Plan;
- Information about funding sources;
- Back issues of annual reports;
- Organisation chart;
- Staff position descriptions;
- History of the Centre;
- Purpose, philosophy and objectives;
- Annual project plans / service plans of all Projects;
- Information about management meetings.

6.7.2   Orientation Process
The first Governance Committee meeting following the AGM will include specific orientation information for new Governance Committee members.

6.8   Code of Behaviour for Governance Committee Members
The Governance Committee will operate most effectively if everyone is aware of the expectations of them. To clarify expectations, the following code of behaviour for Governance Committee members has been developed. Governance Committee members agree to:
- Abide by the philosophy of SHNC;
- Observe all the rules of SHNC including those specified in the Constitution, the Associations Incorporation Act 1984 and any others set by the Governance Committee or the membership of SHNC;
- Act as 'one' or 'a body';
- Follow any policies and procedures set down in the SHNC Policy and Procedures Manual;
- Maintain confidentiality and privacy on SHNC issues;
- Attend monthly Governance Committee meetings whenever possible, and if unable to attend, to send apologies;

- Not act on SHNC matters without the consent of the Governance Committee;
- Not interfere with the role of the Manager, except through formal performance appraisal processes;
- Not interfere in the day-to-day operations of SHNC;
- Adhere to all the accounting procedures of SHNC;
- Represent SHNC in a positive way and actively participate in its governance;
- Not discuss confidential issues with people outside of SHNC or with staff or members of SHNC without the consent of the Governance Committee;
- Follow any grievance procedures set down by the Governance Committee to try to resolve conflicts;
- Not abuse, physically or verbally, staff, volunteers or members of SHNC;
- Avoid any conflict of interest.

If a member of the Governance Committee fails to abide by the above rules they may be liable to expulsion from the Governance Committee.

All Governance Committee Members are required to sign their agreement to abide by the Code of Behaviour as part of the *Terms of Agreement* (Forms A-F002 - A-F007 depending on the position).

6.9   Governance Committee Meetings
7.9.1 Regular Meeting Schedule
Governance Committee meetings are held on the second Tuesday evening of every month from 6.00pm till 8.00pm as day and time arranged by the Governance Committee at the commencement of the year. The Governance Committee as required may arrange other meetings.

Regular working groups are held regularly by agreement to plan and discuss matters pertaining to the Festival, Marketing and Governance.

6.9.2   Meeting Attendance
Management Governance Committee meetings should be attended by all Governance Committee members and the Manager. Guests may be invited to attend meetings (by the Governance Committee's Chair) for a specific purpose. In line with SHNC's constitution any Governance Committee member who does not attend three (3) consecutive Governance Committee meetings without providing a reasonable excuse can be expelled by a majority vote of the Governance Committee.

6.9.3   Agenda
An agenda will be drawn up by the Manager in consultation with the Governance Committee's Chair and circulated to all Governance Committee members at least 7 days before the Governance Committee meeting.

6.9.4   Quorum
The quorum for Governance Committee meetings is 4 Governance Committee members, one of whom must be the Chair, Deputy Chair or Secretary.

6.9.5   Role of the Manager at Governance Committee Meetings
Manager attends Governance Committee meetings to provide advice and information to the Governance Committee to assist it in its deliberations. The Manager should also prepare a *Manager's Monthly Report*, which includes the following information:
- Staffing information:
- Any changes to staff/volunteers
- Staff on leave
- Staff training
- Staff vacancies
- Any disputes, grievances;

- Major activities since the last Governance Committee Meeting (including submissions, networking, mandated reports, outcomes achieved);
- Plans/major activities coming up - present plans for the time leading up to the next Governance Committee meeting and notice of any special events;
- An update on current projects, services and clients including any client complaints;
- Issues for consideration by the Governance Committee - present any issues which have arisen during the month including problems, conflicts of interest, new ideas and suggestions;
- A monthly financial report;
- Resources;
- WH&S report.
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Note: the Assistant Manager may assist The Manager in report preparation.

6.9.6   Role of Coordinators:
The Coordinators provide advice and information to the Manager to assist him/her in deliberations. The Coordinators prepare a Monthly Report that is given to the Manager who then tables it at the Governance Committee meeting. The report contains the following information:

- Staffing information:
- Any changes to staff/volunteers
- Staff on leave
- Staff training
- Staff vacancies
- Any disputes, grievances;
- Major activities since the last Governance Committee meeting (including submissions, networking, mandated reports outcomes achieved);
- Plans/major activities coming up - present plans for the time leading up to the next Governance Committee meeting and notice of any special events;
- An update on current projects, services and clients including any client complaints;
- Issues for consideration by the Governance Committee - present any issues which have arisen during the month including problems, conflicts of interest, new ideas and suggestions;
- A monthly financial report;
- Resources;
- WH&S report.

6.9.7   Minutes
Minutes of any meetings must be recorded. Whoever is taking the minutes should be sure to record information for each column when appropriate and must ensure that whenever action is agreed to by the meeting a person and time to complete is identified. The minutes will be issued to Governance Committee Members within 7days after the meeting and presented at the following meeting for resolution. A copy of the minutes must be filed in the Governance Committee Meeting File. The Secretary is responsible for making sure that procedures for minutes are followed.

6.10   Register of Governance Committee Members
The Secretary will make sure that a *Register of Governance Committee Members* is maintained up-to-date. The location of the current copy of the Register of Governance Committee Members is shown in Appendix A-A001a.

8.0   REFERENCES

R-001   Office of Fair Trading
http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations/About_associations.htmlR-002
Association Incorporations Act 2009
http://www.legislation.nsw.gov.au/maintop/view/inforce/act+7+2009+cd+0+N

R-003   Model Constitution
   http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations/Incorporating_an_association/About_the_constitution/Model_constitution.html
R-004   Role of Public Officer
http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations/Incorporating_an_association/Public_officer.htmlR-005 Annual General Meeting information
   http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations/Running_an_association.html - Annual_general_meetings

9.0   DOCUMENTS
Part A   Appendices
A-A001a   Computer and/or Filing System locations of important SHNC documents
A-A001b   Computer and/or Filing System locations of Funding Agreements

PART A: APPENDICES

COMPUTER AND/OR FILING SYSTEM LOCATIONS OF IMPORTANT SHNC DOCUMENTS

> **A-001**

a)   Important Documents

Item	Computer Location	Filing System Location
Certificate of Incorporation		Crown street office
Current Service Brochures	Manager's computer	Crown street office
Constitution / Rules of Association	Shared Docs: Policies & Procedures	Crown street office, AGM 2012 folder
Register of Members	Server:Reception:SHNC	Crown street office, Current Memberships folder
Register of Board Members	Server:Reception:SHNC : AGM 2012	Crown street office, MC 2013 folder
Governance Committee Meeting File	Manager's computer	Crown street office, MC 2013 folder
[Insert other documents]	[Insert reference]	[Insert reference]
[Insert other documents]	[Insert reference]	[Insert reference]

b)   Funding Agreements

Name of Funding Body	Project / Service Funded	Computer Location	Filing System Location
		[Insert reference	[Insert reference]
		[Insert reference]	[Insert reference(s)]

DOCUMENTATION

Documents related to this policy	
Related policies	Centre 2. Description & Organisation Chart Centre 3. Vision Centre 4. Incorporation Centre 5. Constitution
Forms, record keeping or other organisational documents	**Part A Forms** A-F001 Application for Membership A-F002 Terms of Agreement Governance Committee Member A-F003 Terms of Agreement Chair A-F004 Terms of Agreement Deputy Chair A-F005 Terms of Agreement Secretary A-F006 Terms of Agreement Treasurer A-F007 Terms of Agreement Public Officer A-F008 Appointment of a Proxy Form A-F009 Governance Committee Member Nomination Form **Part A Templates** A-T001 Notice of Annual General Meeting Letter A-T002 Annual General Meeting Agenda A-T003 Manager's Monthly Report A-T004 Governance Committee Meeting Agenda A-T005 Governance Committee Meeting Minutes Template A-T006 Register of Members A-T007 Register of Governance Committee Members A-T008 Governance Committee Self-Evaluation

Reviewing and approving this policy		
Frequency	**Person responsible**	**Approval**
Bi-annually	Governance Committee & Manager	Governance Committee

Policy review and version tracking			
Review	**Date Approved**	**Approved by**	**Next Review Due**
1			
2			
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