

# THE HOUSING CONNECTION

## BOARD GOVERNANCE MANUAL



# THE HOUSING CONNECTION

## BOARD GOVERNANCE MANUAL

### TABLE OF CONTENTS

<b>1. OVERVIEW</b>	<b>4</b>
1.1 INTRODUCTION	4
1.2 NATURE OF THE COMPANY	4
1.3 ROLE OF THE BOARD	4
<b>2. GOVERNANCE ROLES AND RESPONSIBILITIES</b>	<b>4</b>
2.1 DEFINING ROLE AND RESPONSIBILITIES OF THE BOARD	4
2.1.1 KEY RESPONSIBILITIES	4
2.1.2 CONSTITUTION OF THE HOUSING CONNECTION	5
2.2 BOARD STRUCTURE	7
2.3 ROLE OF INDIVIDUAL DIRECTORS	7
2.3.1 GOVERNANCE RESPONSIBILITIES	7
2.3.2 RESPECT FOR CLIENTS, FAMILY MEMBERS, STAFF AND VOLUNTEERS	8
2.4 ROLE OF THE CHAIRPERSON	8
2.5 ROLE OF THE COMPANY SECRETARY	9
2.5.1 RESPONSIBILITIES	9
2.5.2 ACTIVITIES OF COMPANY SECRETARY	10
2.6 BOARD'S RELATIONSHIP WITH THE CEO AND STAFF	11
2.6.1 APPOINTMENT AND PERFORMANCE MANAGEMENT	11
2.6.2 DELEGATIONS	11
2.6.3 ADVICE	12
2.6.4 RESPONSIBILITIES OF CEO IN RELATION TO THE BOARD	12
2.6.5 LIMITATIONS ON CEO ROLE	13
2.6.6 BOARD'S RELATIONSHIP WITH MANAGEMENT AND STAFF	13
2.7 NON-VOTING MEMBERS OF THE BOARD	13
2.7.1 ROLE OF CLIENT REPRESENTATIVES	13
2.7.2 ROLE OF STAFF REPRESENTATIVES	14
2.8 CODE OF CONDUCT	14
2.9 CONFLICT OF INTEREST	14
2.10 PRIVACY AND CONFIDENTIALITY	15
<b>3. BOARD FUNCTIONS</b>	<b>16</b>
3.1 STRATEGY	16
3.2 CEO	16
3.2.1 SUCCESSION PLANNING	16
3.2.2 REMUNERATION	17
3.2.3 MENTORING	17
3.2.4 MONITORING AND ASSESSMENT	17
3.3 MONITORING OF ORGANISATIONAL PERFORMANCE	18
3.3.1 MONITORING PROCESS	18
3.3.2 AUDIT PROCESS	18
3.4 COMPLIANCE POLICIES AND PRACTICES	19

3.4.1	OVERSIGHT OF COMPLIANCE POLICIES AND PRACTICES	19
3.4.2	WORK HEALTH AND SAFETY COMPLIANCE	20
3.4.3	FINANCIAL CONTROL	20
3.5	RISK MANAGEMENT POLICIES, PRACTICES AND PERFORMANCE	21
3.6	POLICY FRAMEWORK	21
3.6.1	POLICY FRAMEWORK AND RATIFICATION	21
3.6.2	DELEGATIONS OF AUTHORITY	21
3.7	NETWORKING	22
3.8	STAKEHOLDER COMMUNICATION	22
3.8.1	ROLE IN COMMUNICATION	22
3.8.2	INTERNAL COMMUNICATION	22
3.8.3	EXTERNAL COMMUNICATION	22
3.9	DECISION MAKING	23
<b>4.</b>	<b>BOARD PROCESSES</b>	<b>23</b>
4.1	BOARD MEETINGS	23
4.2	BOARD MEETING AGENDA	24
4.3	BOARD PAPERS	24
4.4	BOARD MINUTES	25
4.5	BOARD CALENDAR	25
4.6	COMMITTEES	26
<b>5.</b>	<b>BOARD EFFECTIVENESS</b>	<b>27</b>
5.1	DIRECTOR PROTECTION	27
5.2	BOARD EVALUATION	28
5.3	ELECTION OF DIRECTORS	28
5.4	DIRECTOR INDUCTION	29
5.5	DIRECTOR DEVELOPMENT	30
5.6	DISPUTE RESOLUTION	30
	APPENDIX 1A CEO JOB DESCRIPTION	31
	APPENDIX 2: BOARD CODE OF CONDUCT	36
	APPENDIX 3: CEO COMPLIANCE REPORT – (TEMPLATE)	37
	APPENDIX 4: BOARD AGENDA (SAMPLE)	40
	APPENDIX 5A: ANNUAL BOARD COMPLIANCE CALENDAR AND AGENDA (SAMPLE)	42
	<b>RESOURCES</b>	<b>44</b>

## 1. OVERVIEW

### 1.1 Introduction

The purpose of this manual is to describe the governance policies of the Board of The Housing Connection. It outlines the system by which the organisation is directed and controlled. It involves authority, leadership, accountability, stewardship, direction and control. This manual should be read in conjunction with the following documents:

- The Constitution of The Housing Connection
- Introduction to The Housing Connection

### 1.2 Nature of the Company

The Housing Connection Ltd is a public company limited by guarantee in accordance with the *Corporations Act 2001 (C'wlth)*

[http://www.austlii.edu.au/au/legis/cth/consol\\_act/ca2001172/](http://www.austlii.edu.au/au/legis/cth/consol_act/ca2001172/)

According to the Constitution, the object of the company is to establish, undertake and coordinate activities, which will assist people with disabilities. The Board is therefore responsible for both quality disability support as well as undertaking all the responsibilities generally associated with running a company.

### 1.3 Role of the Board

The Board derives its authority through the constitution of The Housing Connection and the Corporations Act 2001. According to the constitution, the Board is elected by and accountable to members. (Refer Constitution, Part 3). The Board's job on behalf of its' membership is to ensure The Housing Connection achieves its' mission, vision, values, its' strategic goals and objectives and in doing so meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

The Board is elected by the members of The Housing Connection to manage its affairs on their behalf. The Board, as well as being accountable to clients and funding bodies, is ultimately working for The Housing Connection's membership.

In this governance manual, the terms Director and Board Member are used interchangeably.

## 2. GOVERNANCE ROLES AND RESPONSIBILITIES

### 2.1 Defining Role and Responsibilities of the Board

#### 2.1.1 Key responsibilities

The Board, that is the Directors collectively, is responsible for:

#### Strategy

- Determining the organisation's vision, values and purpose
- Setting strategy and effective business planning
- Identifying significant risks and reviewing how they are managed
- Overseeing effective organisational planning
- Stakeholder management

#### Performance

- Setting an ethical framework for the organisation through a Code of Conduct and maintaining ethical integrity

- Improving organisational performance (financial, program, operational systems and resources) through setting the strategic directions for the organisation, reviewing and approving goals and performance measures and setting policy
- Strategic management of human resources including selecting, appointing, supporting and reviewing the CEO
- Defining management delegations
- Ensuring adequate resources are available to achieve organisational goals and the effective management of resources
- Determining, monitoring and strengthening the organisation's programs and services
- Recruitment and orientation of new Board members
- Monitoring and assessing its own performance and enforcing whatever discipline it deems necessary upon its Directors in relation to matters such as attendance, participation, preparation and capacity to contribute to appropriate governance.

### Compliance

- Maintaining a duty of care for clients and employees
- Legal and contractual compliance with laws, regulations and policies through monitoring the performance of the organisation against approved plans and budgets and self-regulation of the conduct of directors individually and collectively as the Board
- Overseeing systems for compliance including internal and external financial audits, operational policies and procedures, chart of delegations, record keeping, IT management, risk management, Work Health and Safety, media and public relations.

### Accountability

- Providing proper financial oversight, viability and performance monitoring
- Maintaining accountability to all stakeholders
- Enhancing the organisation's public standing

As a public company limited by guarantee the Director's personal financial liability is limited as long as they perform their duties diligently. Directors may become personally liable if they knowingly take decisions that are negligent.

#### 2.1.2 Constitution of The Housing Connection

According to the Constitution, the Powers, Duties, and Responsibilities of the Board are as follows:

- (1) *The Board shall be called the Board of Directors of The Housing Connection and, subject to the Act and this Constitution and to any resolution passed by The Housing Connection in general meeting:*
  - (a) *shall control and manage the property, affairs and activities of The Housing Connection including its sub-committees, will be directed and managed by the Board;*
  - (b) *may exercise all powers of The Housing Connection other than those powers that are required by the Act, the Constitution or the Rules to be exercised by a general meeting of members of The Housing Connection;*
  - (c) *has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of The Housing Connection;*
  - (b) *may not act contrary to the provisions of the Act, the Constitution or the Rules; and*

- (c) *may delegate any of its powers to a director or any other persons or a sub-committee (in accordance with clause 27).*
- (2) *The Board, for the purposes of the objects of The Housing Connection, may exercise all of the powers of The Housing Connection to borrow money, and to mortgage or charge its undertaking and property (or any part thereof), and to issue debentures, debenture stock and other securities (whether outright or as security for any debt, liability or obligation of The Housing Connection).*
- (3) *No change to the Constitution or the Rules will invalidate any prior act of the Board which would have been valid if such change had not been made.*
- (4) *The Board must record minutes of all annual general meetings, general meetings and Board meetings to be entered into books kept for that purpose, in accordance with the Act. Such minutes should be signed by the chairperson of the relevant meeting or by the chairperson of the next succeeding meeting.*
- (5) *The Board will have power to appoint, remove and suspend employees of The Housing Connection, to determine their powers and duties, and to make such arrangements and enter into such agreements with them (or any of them) as the Board thinks fit, and (subject to the provisions of the Constitution) to pay them such salaries, wages and other remuneration (by way of pensions, gratuities or otherwise) as the Board may think proper, and the Board may delegate the powers contained in this clause (but not this power of delegation).*

According to the constitution, the Board is also responsible for the accounts:

- (1) *The Board of The Housing Connection shall ensure that:*
- (a) *all money due to The Housing Connection is collected and received and that all payments authorised by The Housing Connection are made;*
  - (b) *correct books and accounts are kept at the registered office showing the financial affairs of The Housing Connection including full details of all receipts and expenditure connected with the activities of The Housing Connection;*
  - (c) *at least once in every year the accounts of The Housing Connection will be examined and the correctness of the balance sheet ascertained by a qualified auditor.*

The Board is expected to lead The Housing Connection with an emphasis on:

- Future direction – strategy development
- Outward vision rather than inward concern - less 'hands-on' operations involvement
- Encouraging diversity of opinions, views and ideas
- Strategic leadership rather than administrative detail
- Collective rather than individual decisions
- A clear distinction between Board and CEO roles.

In order to fulfil its obligations, the Board is required to:

- Maintain an appropriate separation of duties and responsibilities between itself and the CEO

- Make every reasonable effort to ensure that The Housing Connection does not raise community, supplier or stakeholder expectations that are unable to be fulfilled
- Meet its responsibility to ensure that all staff employed by The Housing Connection are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation
- Regularly review its own performance as the basis for its own development and quality assurance to enhance board effectiveness
- Carry out its meetings in such a manner as to ensure fair, respectful and full participation of all Board members
- Be bound by strict rules of common law relating to conflicts of interest and must exercise care when making decisions to ensure that no conflict of interest occurs
- Act reasonably and prudently in all matters relating to the organisation, fulfilling director's fiduciary duties by always considering the interests of the organisation as paramount
- Ensure prejudices do not affect their conduct as Board members, especially in regards to biases in decision making
- Exercise the same degree of care in dealing with the administration of the organisation as a prudent person would exercise in carrying out a business
- Apply the resources of the organisation for the purposes set out in the constitution
- Protect the property of the organisation.

## 2.2 Board Structure

According to the Constitution of The Housing Connection:

- *The Board is comprised of a Chairperson and up to seven additional directors.*
- *Directors are elected by members at the Annual General Meeting in accordance with the requirements of the Constitution.*
- *In the event of vacancies on the Board, additional directors may be appointed in accordance with terms of election in the Constitution for directors and casual directors.*
- *Directors are elected each year and any director may only serve for ten years.*
- *Directors who have served for ten years may be re-elected after an absence of twelve months.*
- *The Board will, in accordance with the Act, appoint one (1) or more Secretaries for such term and upon such conditions as it thinks fit. Any Secretary so appointed may be removed by the Board at any time.*
- *The Board may appoint a Treasurer from the members of the Board. Any Treasurer so appointed may be removed by the Board at any time.*
- *The Board may appoint sub-committees to fulfil particular functions.*

## 2.3 Role of Individual Directors

### 2.3.1 Governance Responsibilities

Directors are expected to:

- Attend and participate in Board meetings and meetings of committees on which they serve
- Spend the time needed, and meet as often as necessary, to properly discharge their responsibilities
- Review meeting materials before Board and committee meetings
- Act at all times in a proper and lawful manner, with integrity, fairness and honesty. In addition they are expected to maintain an awareness of the impact of their professional and personal actions on the reputation and standing of the organisation



with members, clients, funding bodies, Government and other important stakeholders

- Exercise independent judgment when making decisions
- Keep Board information, discussions, deliberations and decisions that are not publicly known confidential
- Comply with their legal duties when discharging their responsibilities. These include to:
  - Act in good faith and in the best interests of the organisation
  - Act with care and diligence
  - Act for proper purposes
  - Avoid a conflict or interest or duty and to declare such conflicts to the Board
  - Refrain from making improper use of information gained through the position of Director or taking advantage of this position
- Avoid any action, position or interest that conflicts with an interest of the organisation or which gives an appearance of such a conflict.

Directors are encouraged to ask questions of, request information from, and raise any issue of concern with the CEO. Directors are encouraged, where possible, to ask any questions and raise matters of concern before a meeting so that the CEO and/or senior management is prepared to address them.

Directors, who are not office-bearers, make an important and valuable contribution to discussion, debate and decision-making. Their roles may include:

- Committee membership
- Carrying out actions as delegated by the Board
- Contributing to the quality of meetings by knowing and understanding the meeting procedures adopted by their Board
- Providing practical support to the office-bearers
- Responsible and informed decision making without conflict of interest
- Standing in for the Secretary as minute taker in his/her absence.

### **2.3.2 Respect for Clients, Family Members, Staff and Volunteers**

In accordance with the values of the organisation, the Board has responsibility for ensuring that clients are treated with respect and provided with a service of the highest possible quality within available resources. Similarly family members, staff and volunteers are accorded the same respect. The Board upholds these values themselves at all meetings, social functions and any interactions they may have with any individual.

## **2.4 Role of the Chairperson**

The Chairperson is elected at the Annual General Meeting to provide leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies.

The responsibilities of the Chairperson as chair of the Board include:

- Providing leadership to the Board
- Promoting the efficient organisation and conduct of the Board's functions
- Monitoring the performance of the Board
- Facilitating Board discussions to ensure core issues facing the organisation are addressed
- Briefing all Directors in relation to issues arising at Board meetings
- Facilitating the effective contribution and ongoing development of all Directors



- Promoting constructive and respectful relations between Board members, and between the Board and CEO and other members of senior management
- Representing the organisation to external parties as appropriate.

To discharge these responsibilities, the Chairperson requires:

- An understanding of intellectual disability and mental health issues, their impact on people and the needs of people living with such disabilities
- An understanding of the disability sector and key organisations
- A thorough understanding of the governance requirements of not-for-profit organisations.

To achieve the above the Chairperson:

- Is empowered to chair Board meetings with all the commonly accepted power of that position
- Monitors Board behaviour and processes so these are consistent with its own rules and statutory requirements
- Confines meeting discussion content to those issues that according to Board policy clearly belong to the Board, not the CEO, to decide
- Maintains deliberations that are fair, open and thorough but also timely, orderly and kept to the point
- Encourages all Board members to contribute to the Board's deliberations
- Interprets Board's policies in a manner that reflects both the stated intent and spirit of the policy or policies
- Has no authority to change unilaterally any aspect of Board policy
- Encourages the free flow of information to Board members necessary for sound governance. Therefore the Chairperson does not come between the Board and its formal links with the CEO
- May delegate aspects of the authority accompanying the position but remains accountable for its use
- Is not entitled to vote or participate in the deliberations on any matter in which he or she has a personal interest
- When aware of a real or potential conflict of interest involving one or more Board members takes whatever appropriate steps are necessary to ensure the conflict is managed in an appropriate manner within Board policies (Refer 2.9)
- Is accessible to the membership of The Housing Connection
- Is the major point of contact between the Board and the CEO, and will facilitate open and honest communication
- Is kept fully informed of significant circumstances by the CEO on all matters which may be of interest to the Board and that may affect the functioning of the organisation
- Regularly reviews, with the CEO, progress on important initiatives and significant issues facing the organisation
- Provides mentoring to the CEO
- Chairs the CEO appraisal process
- Commences the annual process of Board self-evaluation
- In the event of a Board decision being required between meetings, consults and seeks agreement from at least two other Board members

## 2.5 Role of the Company Secretary

### 2.5.1 Responsibilities

The company secretary is responsible for facilitating the company's corporate governance processes and therefore holds primary responsibility for ensuring that the Board processes

and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the **Chairperson**

The Board appoints and dismisses the Company Secretary, additional and/or acting secretaries. The Board must document responsibilities delegated to additional or acting secretaries.

Responsibilities of the Company Secretary under s 188 of the Corporations Act (which is not repealed by the ACNC) are to

- Maintain a registered office and to notify ASIC of any change in address within 28 days; (s 142)
- Keep the registered office open to the public during certain hours; (s 145)
- Notify ASIC of a change to the principal place of business; (s146)
- Lodge notices with ASIC regarding personal details of directors and secretaries; (s 205 b)
- Lodge reports with ASIC (s 319 (1))

### **2.5.2 Activities of Company Secretary**

Key activities of the secretary include:

#### *Meetings and Minutes*

In relation to meetings and minutes, the company secretary is responsible for managing Board processes including:

- Notifying the Directors in writing in advance of a meeting of the Board
- Ensuring members and Directors' meetings are properly called and held
- Ensuring the Agenda and Board papers are prepared and forward to directors prior to the Board meeting
- Recording, maintaining and distributing the minutes of all Board and Board committee meetings as required
- Maintaining a complete set of Board papers at the main office of The Housing Connection
- Preparing for and attending all annual and extraordinary general meetings of the organisation
- Recording, maintaining and distributing the minutes of all general meetings of the organisation.

#### *Compliance*

The Company Secretary is responsible for:

- Overseeing the organisation's compliance program and ensuring all legislative obligations are met including the requirements of Australian Securities and Investments Commission (ASIC), (ACNC) and the Australian Tax Office (ATO);
- Developing, implementing, communicating and maintaining of compliance policies, processes and procedures;
- Providing advice on corporate governance principles and director liability.
- Advising the Board on good practice in corporate governance;
- Promoting the compliance framework to safeguard the integrity of the organisation;
- Involvement in risk management.

#### *Governance Administration*

The Company Secretary is responsible for the following governance administration tasks:

- Maintaining the Register of Ongoing Conflicts of Interest;
- Maintaining the Register of policies as approved by the Board;

- Maintaining, updating and providing all Directors with an up-to date copy of the Board Governance Manual and associated governance documentation;
- Maintaining a complete list of Delegations of Authority;
- Reporting at each Board meeting documents executed under the Corporations Act and under the ACNC
- Any other services the **Chairperson** or Board may require.

## 2.6 Board's Relationship with the CEO and Staff

### 2.6.1 Appointment and Performance Management

The Board appoints the CEO who holds office until removal, resignation or retirement or according to the terms of their contract. The Board is responsible for a succession plan. The CEO reports directly to the Board.

The Board assesses the CEO's performance in relation to the achievement of goals, targets and responsibilities annually.

The Board is primarily responsible for strategic leadership while the CEO and staff members are responsible for internal management and execution.

(Refer Appendix 1A for CEO's job description. The CEO's responsibilities include strategic planning, organisational performance, serving as spokesperson for the organisation, succession planning and mentoring and leadership. (Refer Appendix 1B for an elaboration of these responsibilities)

The attached job description and responsibilities are for guidance only and are not binding on the Board. The Board may determine specific terms as it sees fit for the CEO providing the terms are within the general objectives and responsibilities set out in this document.

### 2.6.2 Delegations

Generally, the board has delegated to the CEO all its powers in relation to the organisation other than:

- Approvals above or beyond delegated authorities which are recorded in Board minutes
- Approval of major elements of strategy including any significant change in direction
- Major changes in operations
- Adoption of the annual budget including background papers
- Approval of the interim and final accounts
- Directors' responsibilities for Work Health and Safety
- Institution or defence of litigation which may affect the reputation or finances of The Housing Connection
- Any payments made to the CEO for expenses claimed which must be authorised and ratified by the Chair
- The details of any proposed appointment or dismissal of any Manager reporting directly to the CEO, whether budgeted or not. However, approval of the proposed action can be granted by the Chairperson with at least two other Board members where necessary
- Any major change of policy including standards of support, marketing, human

resources, financial including credit control and operations

- Any new projects to be undertaken by the organisation
- Any decision involving purchase or sale of property
- Any lease for property, rental, or relocation of the office premises.

The Board reviews the instrument of delegation annually to ensure appropriate levels of delegation are maintained and that all relevant issues are covered.

### **2.6.3 Advice**

The CEO should report the following to the Board for advice/noting:

- Bad debts in excess of 30, 60 and 90 days
- Any potential legal action against the organisation
- Any non-routine insurance claims against the organisation
- Any non-routine financial claims against the organisation
- Any significant slippage in adopted plans.

### **2.6.4 Responsibilities of CEO in relation to the Board**

The CEO is responsible for informing and supporting the Board. Therefore the CEO:

- Is responsible for the ongoing management of the organisation in accordance with the strategy, policy and programs approved by the Board to achieve the agreed goals
- Provides the connection between the Board and the operations
- Provides required information and reports in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board
- Authorises all expenditures approved in the budget
- Signs all contracts as formally approved by the Board
- Appoints and dismisses all employees except those reporting directly to the CEO, which must be ratified by the Board
- Manages the operation of the organisation
- Authorises and appoints another member of the Management team to serve as Acting CEO during periods of absence
- Provides financial reports that make clear
  - significant trends;
  - data relevant to agreed benchmarks and Board-agreed measures; and
  - additional financial data as determined by the Board from time to time.
- Informs the Board of significant external environmental trends, achievement of or progress towards the achievement of the Board's policies and strategic priorities, or changes in the basic assumptions upon which the Board's policies and priorities are based
- Informs directors when for any reason there is actual or anticipated non-compliance with a Board policy
- Informs the Board of any actual or potential serious legal conflict, dispute or claim that has arisen or might arise in relation to matters affecting The Housing Connection
- Provides the Board with the necessarily wide range of views and perspectives in support of effective decision-making
- Informs the Board of such occasions when it violates its policies, particularly when this relates to the CEO's ability to carry out his/her responsibilities
- Deals with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties
- Generally provides the Board with sufficient information to reach an informed decision on any matter.

### **2.6.5 Limitations on CEO's Role**

The CEO may not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to The Housing Connection or is in conflict with its policies, strategies and goals. The CEO's role is to ensure the sound and ethical management of the organisation in accordance with the stated policies, strategies and goals of The Housing Connection.

The CEO will not cause or allow the threat or development of financial harm, imprudent financial actions or decisions, or material deviation of expenditures from Board priorities. Therefore, the CEO will not:

- Use any organisational funds or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities
- Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves
- Allow undisputed invoices from suppliers of goods and services to The Housing Connection to remain unpaid beyond trade credit terms agreed with those suppliers
- Fail to pay staff in accordance with their employment contracts
- Make a single unbudgeted purchase or commitment exceeding \$5,000 without Board approval
- Allow tax payments or other government payments or returns to be overdue or inaccurately filed
- Violate Australian Accounting Standards
- Acquire, encumber or dispose of real property without Board approval
- Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card-holding staff
- Fail to assertively pursue receivables overdue
- Use resources for personal benefit, nor fail to ensure that all resources are used for the good of clients and staff.

### **2.6.6 Board's Relationship with Management and Staff**

The CEO is responsible for communicating Board decisions to staff and staff members are encouraged to communicate their views regarding matters before the Board through the CEO, the Manager: Client Services, the Finance Manager or the staff representatives on the Board.

Directors should not approach staff or contractors directly to seek information, perform any task, or function without the knowledge of the CEO. Similarly, staff members should not approach Directors without the knowledge of the CEO unless the matter directly concerns the CEO.

## **2.7 Non-Voting Members of the Board**

The CEO, other relevant staff and client representatives on the Board may attend meetings to contribute to the debate and to provide information. However, they have no voting rights on the Board and their presence is simply advisory. At any time, the **Chairperson** may request one or more non-voting members to leave the room for any part of the discussion.

### **2.7.1 Role of Client Representatives**

The role of client representatives enable Board members to have direct access to the views of the clients. Up to two client representatives are elected at the Annual General Meeting or during the year if necessary. Clients may report on any aspect of the service that affects them or their fellow clients. Client representatives may need support to express their views

or to canvass the views of other clients. While clients are encouraged to use the internal dispute resolution mechanism to deal with any problems they experience in the service, they are free to advise the Board at any point if they feel their difficulty is not being addressed properly.

### **2.7.2 Role of Staff Representatives**

Staff representatives are elected by the staff at a General Staff meeting held in the month before the Annual General Meeting or during the year if necessary. The staff representative is one way of providing Board members with direct access to the views of staff. Staff representatives are required to canvass the views of other staff through surveys, attendance at team meetings, discussions at General Staff Meetings and individual contact. The opinions of the staff representatives are valued and the Board will respond to any issues raised. Up to two staff representatives may be elected each year.

The roles of client and staff representatives ensure open communication channels and prevents the CEO from acting as a gatekeeper and blocking issues from reaching the Board.

## **2.8 Code of Conduct**

The culture and behaviour of the Board is fundamental to its effectiveness and to the performance of The Housing Connection as a whole. The code of conduct establishes Board's expectations for Directors who are required to comply with the highest standards of ethical conduct in all areas of its responsibilities and authority.

The Board Code of Conduct is in Appendix 2.

## **2.9 Conflict of Interest**

The Board places great importance on making any existing or potential conflicts of interest explicit and on the record and ensuring that it addresses any conflicts of interest that do arise with integrity. Board members are required to place self-interest and the interest of other individuals or organisations second to the interest of The Housing Connection.

A conflict of interest occurs to the Board member where the private or business interests of individual Board members are likely to be advanced through their role, activity or access to information as a member of the Board.

This point has implications for Board members who personally receive services or benefits from the organisation or are party to contracted arrangements with the organisation. Clients, family members of clients, staff, other service providers, staff of government departments, suppliers of goods or services and employers of clients are examples, and there may be others.

To avoid conflicts of interest, the Board follows the following process:

- Board members disclose to the Board any actual or potential business or personal matter which could lead to a conflict of interest of a material nature involving a Board member and his/her role and relationship with The Housing Connection. Such matters are declared and registered in the Register of Interest. The Board member involved brings his/her conflict of interest to the attention of the meeting or the Chairperson if the meeting is not in session for a ruling
- All such entries in the Register are presented to the Board and minuted at the first Board meeting following entry in the records



- All conflicts of interest are declared by the Board member concerned at the earliest time after the conflict is identified
- The Board determines whether the conflict is of a material nature and advises the individual accordingly. 'Material nature' means a situation where the private or business interests of individual Board members or their families are likely to be advanced through their role, activity or access to information as a member of the Board. Material nature may also mean a situation where the Board member's interest takes precedence over the interests of the organisation and/or other individuals within the organisation
- Where a conflict of interest is identified and/or registered and the Board decides that it is of material benefit to the individual or material significance to the organisation, the Board then determines the appropriate course of action. The individual concerned is asked to:
  - withdraw from any decisions pertaining to the matter; or
  - withdraw from any discussions and decisions pertaining to the matter; or
  - temporarily step down from the Board until the matter is resolved
- The member with the material conflict of interest only remains in the room during any discussion related to that conflict or issue with Board approval
- The Board determines what records and other documentation relating to the matter will be available to the designated Board member
- All such occurrences are minuted
- Individual Board members who are aware of a real or potential conflict of interest of another member have a responsibility to bring this to the notice of the Board. The procedure set out above then applies and is followed.

## 2.10 Privacy and Confidentiality

The Housing Connection is required under the *Disability Inclusion Act 2014* (NSW)

<http://www.legislation.nsw.gov.au/maintop/view/inforce/act+41+2014+cd+0+N>

the Commonwealth Privacy Act 1988 No 119

<http://www.privacy.gov.au/law/act>

and NSW Privacy and Personal Information Protection Act 1998 No 133

<http://www.privacy.gov.au/law/states/nsw>

and by our funding body to uphold client confidentiality in all that its activities. Board members are therefore obliged to treat with privacy, dignity and confidentiality any information they come across relating to clients' lives.

From time to time the Board will need to discuss a particular client's circumstances e.g. in relation to funding or Work Health and Safety. However, Board members are still required to maintain privacy. To give effect to this policy:

- Clients' full names are not to be used at Board meetings.
- Details of funding received by clients are contained in the financial report. Board members have a responsibility not to pass on this information or use it in any way except for the purpose of the work of the Board.
- Any documents pertaining to the work of The Housing Connection are kept in a safe and secure place. If Board members wish to dispose of any documents that are no longer needed, they are returned to the office for shredding. It is not appropriate for the documents to be placed in with general household waste collection.
- Board members are required to sign a Confidentiality Statement at the first meeting after they are elected or co-opted.



Any operational details regarding staff are a matter for Management rather than the Board. An exception to this may be in the case of a serious breach of responsibilities where the organisation has legal liabilities. Directors also maintain the confidentiality of staff members.

### 3. BOARD FUNCTIONS

#### 3.1 Strategy

The Board is responsible for formulating and approving strategy, including the development of major goals, in consultation with the senior management team. The Board is responsible for initiating an effective strategic planning process at least every five years, and for reviewing the implementation of this plan quarterly. As part of this process, all stakeholders – clients, members, staff, families and committee members – are consulted. Information gathered is collated and presented in a format in which specific goals and outcomes are identified, along with strategies for implementation and time frames. Recommendations made in the regular organisational evaluations are considered in formulating this Plan.

The Board has the final responsibility for setting the strategic direction and approving the strategic plan, taking into **account** all the views of stakeholders.

The strategic plan is updated *every five years (or earlier if the Board so determines) by management with the prior approval of the Board* taking into consideration the external and internal changes that are influencing directions. Each year at an agreed time the CEO outlines for the Board the proposed process for strategy development including:

- Review of previous plans
- The types of plans to be developed for the next year
- Time frames for these plans
- The Board's role in this process
- The relationship between the plans and the budget. Any proposal requiring significant resource decisions includes an analysis of how the proposal relates to the strategic plan.

The Board ensures that sufficient time is set aside at each meeting to discuss strategic matters.

The CEO reports on the progress of implementing the strategic plan quarterly.

#### 3.2 CEO

The Board is responsible for the appointment, remuneration, mentoring, assessment, succession planning and where necessary dismissal of the CEO.

##### 3.2.1 Succession Planning

The Board recognises that one of its major risks is the loss of key personnel, particularly the CEO. Therefore, the Board has a succession plan in place for the CEO, which includes details concerning the recruitment process, and designated roles, and responsibilities including advertising, selection and decision-making processes. The Housing Connection has a strong and proud history of promoting staff from within whenever possible and makes internal promotions whenever possible.

In order to protect the Board in the event of an unexpected loss of the CEO, the Manager: Client Services and the Finance Manager assume the roles of acting joint CEO's to ensure effective operations continue.

### 3.2.2 Remuneration

The Board is responsible for determining the remuneration package received by the CEO and for reviewing this annually. The Board ensures that this package is at a level commensurate with other not for profit organisations of similar size.

### 3.2.3 Mentoring

A key duty of the Board is to provide a sounding board and to mentor the CEO. The relationship between the Board and CEO is central to sound governance and directors are expected to provide frank and honest advice to the CEO. The **Chairperson** plays a key part of this role and will be in regular contact with the CEO

### 3.2.4 Monitoring and Assessment

The Board is responsible for providing support, guidance, direction and appraisal to the CEO. The CEO (or by delegation, the Manager: Client Services) is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation. Neither the Board nor individual directors "instruct" staff in any matters relating to their work. The Board's performance evaluation responsibilities are restricted to the CEO.

The Board may change its policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. However, as long as any particular delegation is in place and the CEO can demonstrate compliance with the intent and spirit of the Board's policies, the Board respects and supports the CEO choices.

The expert knowledge and experience of individual Board members is available to the CEO.

The Board undertakes regular performance monitoring of the CEO, which culminates in a formal annual assessment. The CEO performance is continuously, systematically and rigorously assessed by the Board against:

- Achievement of results against specified goals
- Compliance with organisational policies
- CEO Job Description

The Board in consultation with the CEO and the Board determines the timing, format and process for this meeting at the beginning of the performance-monitoring period.

The following process is adopted:

- The appraisal is scheduled at a time convenient to all parties.
- The **Chairperson** and one or two other Board members conduct the performance review
- All Board members, senior management and Board staff representatives are invited to give feedback as part of the performance review
- The CEO has the opportunity to provide input and will be given timely feedback on the outcome of the appraisal

- This feedback is taken to the Board and a letter confirming the outcome sent to the CEO
- Any areas that require improvement are carefully identified with recommendations for action given. These areas are reviewed three months after the initial appraisal.
- In monitoring the CEO performance, the Board takes into consideration any unpredictable management priorities that may have affected the achievement of other pre-determined indicators.

### **3.3 Monitoring of organisational performance**

#### **3.3.1 Monitoring Process**

The Board is responsible for monitoring of organisational performance. The Board is therefore charged with approving and monitoring key performance areas including quality service delivery, financial performance, staffing (performance and satisfaction) and Work Health and Safety.

The CEO is responsible for implementing a Quality Process that conforms with the requirements of the NSW Department of Human Services or other relevant authority including in particular the NDIS and ensuring external verification of compliance in this area.

The CEO is responsible for overseeing the production of regular reports and providing all documentation necessary to enable the Board to fulfil its obligation to review performance.

#### **Key Performance Indicators**

In order to monitor the organisation's performance, the Board monitors the following key performance indicators:

- Financial reporting including creditors, debtors, government grants, recurrent funding, cash flow, cash reserves, operating profit
- Staff reporting including numbers, satisfaction, issues raised in performance appraisals and potential industrial and Work Health and Safety issues
- Client reporting including numbers, quality, satisfaction, issues raised, complaints
- Progress on the implementation of strategic (quarterly) and operational (in regular Board reports) plans and reasons for any outcomes not achieved.

The Board considers any areas of poor performance and determines any action plan to be implemented.

#### **3.3.2 Audit Process**

The Board has in place a process for review and authorisation to ensure the truthful and factual representation of the organisation's financial position. The Treasurer reviews the annual financial statements.

The Board is responsible for the appointment of a qualified external auditor with appropriate knowledge and skills and experience relevant to The Housing Connection, subject to members' approval at the next Annual General Meeting. The Finance Manager reviews the performance of the auditor, their fees, independence and any question of resignation or dismissal on an annual basis, prior to the Annual General Meeting of The Housing Connection.

The external auditor is required to attend the Annual General Meeting and to be available to answer questions relating to:

- The conduct of the audit
- The preparation and content of the auditor's report
- The accounting policies and practices adopted by The Housing Connection in relation to preparation of financial statements
- The independence of the auditor.

### **3.4 Compliance policies and practices**

#### **3.4.1 Oversight of compliance policies and practices**

The Board is responsible for oversight of compliance policies and practices to ensure The Housing Connection adheres to legislation, regulations and standards. The Board is responsible for overseeing, reviewing and ensuring the reliability and effectiveness of The Housing Connection's compliance system. This compliance system is a quality control measure that is part of a proactive risk management strategy.

To carry out this responsibility, the Board is responsible for the following:

- Adhering to the highest of ethical standards by complying with a Code of Conduct (Appendix 2).
- Adopting systems, processes and procedures are to ensure full compliance with all relevant laws and regulations and approving the format of a compliance report.

The CEO is responsible for providing a Compliance Report (Appendix 3) for each Board meeting. This report or register is a list of compliance requirements identified by the Board and Management and maintained by the CEO. This report matches the policies and procedures of The Housing Connection with the relevant legislation and is therefore a key means for identifying key legislative and regulatory requirements, recording compliance activities, identifying any areas of risk and any training or process required to achieve compliance.

The CEO is responsible for ensuring legal compliance systems within the organisation. Aspects of this process may be delegated. As part of the Management report, s/he includes a compliance report that:

- Notes that the organisation is meeting its requirements or legal responsibilities for Board members, or notifies them of any issue of concern
- Covers the following areas:
  - Disability Inclusion Act and funding agreements
  - Financial solvency
  - Work Health and Safety (3.4.2)
  - ACNC requirements
  - ATO requirements
  - Industrial relations and employment awards
  - SCHADS modern award requirements
  - Insurances
  - Privacy (2.10)
  - Risk Management (3.5)
  - NDIS requirements

and such other reports as the Board may reasonably request.

(Refer Compliance Report Template Appendix 3)

### **3.4.2 Work Health and Safety compliance**

The Housing Connection considers the health, safety and welfare of all persons employed by the organisation and those affected by our operations to be of the utmost importance. Accordingly, The Housing Connection is committed to ensuring that the workplace is safe and without risk to the health, safety and welfare of all our clients, employees and contractors. The responsibilities of the Board in relation to Work Health and Safety, which may **not** be delegated, are to:

- Hold legal responsibility for ensuring legal compliance with all Work Health and Safety legislation
- Undertake due diligence in relation to Work Health and Safety. 'Due diligence' requires the Board to show that every reasonable precaution is taken to protect the health, safety and welfare of all persons in the workplace. The Board is required to be able to show that every person in the workplace understands and complies with the duties set out in the Occupational Health and Safety Act and associated Regulations.

The Board of The Housing Connection achieves this by:

- Monitoring compliance through the Management report and the Work Health & Safety System - including the Organisational Incident Report and Accident Report
- Requiring that The Housing Connection's Work Health and Safety Policy program is developed and promoted.
- Promoting a culture and an environment where safety is of the utmost importance to the running of the organisation.
- Approving the allocation of funds to ensure appropriate resourcing of Work Health and Safety programs.
- Establishing a system of corporate governance and risk management where Work Health and Safety performance is reported to and reviewed by the Board on a regular basis.

### **3.4.3 Financial Control**

The Board is responsible for maintaining the financial viability of The Housing Connection and for compliance with all requirements of ASIC. Budgeting/financial planning for any financial year or part of the year is designed to ensure the achievement of the Board-determined results. Accordingly, the CEO, in consultation with the Finance Manager, ensures that the budget:

- Contains sufficient information to enable:
  - credible projection of revenues and expenses
  - separation of capital and operational items
  - projection of cash flows
  - disclosure of planning assumptions.
- Does not create financial risk beyond Board-determined parameters
- Incorporates/accommodates medium- to long-term financial plans/projections and long-term organisational direction
- Is designed to achieve a 'bottom line', that is not materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget
- Results in Board-determined financial ratios being achieved
- Provides for current and future capital requirements
- Provides for the Board's developmental and other expenditure

- Plans for the Board-determined spread of revenue sources
- Provides transparency in any audit trail
- Demonstrates responsible management of the organisation's assets.

The CEO is responsible for informing the Board of any identified lapses in the above guidelines.

### **3.5 Risk management policies, practices and performance**

The Board is responsible for the overview of risk management policies, practices and performance. Risk management is the process of defining and analysing risks and then deciding on the appropriate course of action to minimise those risks while still achieving the goals of The Housing Connection. Risk management also allows the organisation to take advantage of opportunities that arise.

The objectives of the risk management system are to:

- Identify, analyse and appropriately address all major sources of potential opportunity for and harm to The Housing Connection
- Appropriately balance risk and reward potential
- Achieve regulatory compliance and accuracy in reporting
- Make clear to the Board and management the risks inherent in the work of The Housing Connection.

The Board undertakes an annual review of the risk strategy and risk profile and reviews all major strategies for their impact on the risk facing the organisation and take appropriate action.

The CEO is responsible for implementing appropriate risk management systems within the organisation and for reporting on risk in regular Board papers. Aspects of this responsibility may be delegated. The CEO includes a risk report for each Board meeting. The risk report will contain statements that notify the Board of any issues of concern.

### **3.6 Policy framework**

#### **3.6.1 Policy framework and ratification**

The Board is responsible for ensuring an appropriate high-level policy framework exists and for ratifying The Housing Connection's operational policies. These set the boundaries in which The Housing Connection must operate. Key policies of the Board include the Code of Conduct (2.8), Conflict of Interest (2.9) and Delegations of Authority (3.6.2).

#### **3.6.2 Delegations of Authority**

The Board of The Housing Connection has reserved all powers for itself. The Delegation of Authority Instrument sets out delegated authorities to management. Where a delegation is not specified in the Delegation of Authority Instrument, the Board retains the authority and approval to act must be sought from the Board.

The powers to direct and manage the organisation lie with the full Board. Consequently, individual directors have no individual authority to participate in the day-to-day management of The Housing Connection – including making representations, forming agreement with clients, families, employees or suppliers or other parties or organisation. The exception to



this principle occurs when the Board explicitly delegates an authority to the director individually. Such delegations are required to be recorded in minutes. In these circumstances, the Board as a whole is still responsible for the actions of the individual director.

Similarly, committees and their members require specific delegations from the Board as a whole and these are contained in the charter of each committee.

### **3.7 Networking**

The Board plays a key role in networking on behalf of the organisation to assist in achieving organisational goals. Developing contacts and working to promote the reputation of The Housing Connection are important ways in which directors can add value to the organisation. Directors are expected to be ambassadors for The Housing Connection and to develop and maintain connections that benefit the organisation.

The CEO and senior management have in depth knowledge of the organisation and are expected to use their networks to promote the organisation and further its interests. To enable the Board as a whole and the management team to achieve a productive relationship, directors are encouraged to get to know the senior managers and staff through attendance at social events.

### **3.8 Stakeholder communication**

#### **3.8.1 Role in communication**

Board members can play a critical role in communication with key stakeholders, in particular, members and funding bodies. The Housing Connection encourages effective communication between directors and stakeholders (members, clients, families, representatives of government departments and funding bodies) in forums such as the Annual General Meeting and social functions.

#### **3.8.2 Internal Communication**

The Board recognises that internal communication is one of the ways in which The Housing Connection can strengthen the organisation's culture and feeling of commitment among senior managers and employees. Internal communication can take place through staff surveys, direct communication with the senior management team, social events and emails.

#### **3.8.3 External Communication**

Communication with external stakeholders includes matters relating to strategic direction and decisions and information about operations. To fulfil its goals of external communication The Housing Connection employs a variety of tools including the website and social publications such as the annual report and strategic plan, media releases, newsletters, verbal or face to face briefings with external stakeholders, consultations, written correspondence and sector forums and networking opportunities.

Externally, the Board has delegated the Chairperson, the CEO and the Manager: Client Services to speak to external parties on matters associated with the organisation.

In circumstances when an individual director is asked to comment on behalf of the Board, the matter is referred to the Chairperson or CEO. No information or document is disclosed without the prior consent of the Chairperson or CEO. Information about the person



contacting the director, the reason for the contact and summary of any other relevant information is given to the Chairperson as soon as possible.

### **3.9 Decision Making**

The Board is responsible for providing the ultimate approval of major decisions – an essential part of Board effectiveness. The following principles are relevant to Board decision-making:

- Decision-making is informed, based on accurate and balanced information. It is provided in a timely manner, and relevant expert advice can be obtained to ensure that decision-making is enhanced and all statutory and legal obligations are met.
- The Board discusses issues deliberately, in a systematic and open manner. Decision-making requires that appropriate time be set aside to consider the matters at hand and to avoid premature decision-making. Personal differences and agendas are put aside to ensure that decisions are made in the best interests of The Housing Connection. Directors are required to be honest and forthright in their views.
- The Board considers alternative courses of action by examining different points of view and assessing the positive and negative consequences of proposals.
- The Board works towards consensus, trying to find areas of commonality, accepts differences and recognises the need for compromise where necessary.
- Major strategic decisions are, where possible, discussed over a number of sessions to enable the Board to have time to consider the issues, to indicate to management which options it wants evaluated, to seek information and independent advice.

## **4. BOARD PROCESSES**

### **4.1 Board Meetings**

The Board meetings and agenda are a fundamental part of effective governance. The Board meeting is critical as it is the main opportunity for directors to obtain and exchange information with each other, with the CEO and senior management and to make decisions. The Board of The Housing Connection meets at least three times each year in accordance with the constitution but in practice meets monthly.

Additional meetings may be held. A Board meeting can be convened when any directors or the Chairperson requests. In this situation a minimum of 48 hours notice must be given, unless it is an emergency meeting.

While it is envisaged that these will be physical meetings of directors, where required meetings may be convened electronically e.g. using teleconferencing, Skype or any other technology. When an individual member is unable to attend a meeting physically, s/he can join the discussion electronically.

The Board approves a schedule for upcoming Board and committee meetings at the first Board meeting following the Annual General Meeting.

The meetings occur at the offices of The Housing Connection, 31 Albert Avenue, Chatswood, NSW, and generally commence at 6pm.

Meetings are attended by all Board members, the CEO and any or all of the the Finance Manager and the Manager: Client Services as approved by the Chairperson. Other senior managers or staff members may also attend if required by the Board or at their request, if approved by the Chairperson. The Client and Staff Representatives to the Board also attend

the meeting. The Board can also agree to invite anyone to the Board meeting who may assist the Board in their deliberations.

Any urgent decision that cannot wait until the next Board meeting can be dealt with by circulating a resolution. All Directors approving the action are required to indicate this approval in writing. These documents are collated and form the approval for the action until the next meeting when the decision made is ratified and minuted. Any dissenting views are also minuted.

In order for a meeting of the Board to be valid, a quorum of at least three directors is required, in accordance with the constitution. A majority of votes by directors present and entitled to vote decides matters arising at the meeting. Each director has one vote on every occasion except the Chairperson who has a deliberative vote and in the case of an equality of votes, has a casting vote.

The Chairperson determines the degree of formality required at each meeting while maintaining decorum. The Chairperson ensures that all members are heard; retains sufficient control so that the authority of the chair is recognised; takes care that decisions are properly understood and recorded and ensures that the decisions and debate are completed with a resolution recording the decisions reached.

The Board may, at any time, meet in-camera, without any members of management or other non-voting members present to allow Directors to raise or explore issues or concern or clarification.

#### **4.2 Board Meeting Agenda**

The agenda is an important part of the Board meeting as it shapes information flow and discussion. (An agenda template is contained in Appendix 4.)

The CEO, in consultation with the Chairperson and Company Secretary prepares the agenda. After ratification by the Chairperson, the agenda is circulated to all Directors at least seven days prior to the meeting. Any Director can request the Chairperson to add an item to the agenda.

To streamline discussion, items on the agenda can be marked:

- Matters for noting e.g. major correspondence
- Matters for discussion
- Matters for decision.

#### **4.3 Board Papers**

Board papers provide essential preparation for Directors prior to the meeting. They supply the data and information necessary to ensure that discussion and decisions at meetings are as productive and effective as possible.

Board papers include:

- An agenda
- Minutes of the previous meeting
- Documentation supporting submissions that require decisions
- The CEO report
- Work Health and Safety Report

- Financial Reports
- Major Correspondence
- Other material relevant for directors

Board papers are circulated to Directors at least three days before each meeting.

#### **4.4 Board Minutes**

Board minutes contain brief reference to a relevant Board paper plus the decision made by the Board. Any director who dissents can have this recorded in the minutes.

The minutes are a concise summary of the matters discussed at the Board meeting and reflect a balance of discussion and resolution. They are in an easily readable format and provide sufficient material for a Director or any other reader (e.g. the auditor) to understand the business conducted, decisions reached, risks identified and the rationale for the decision.

Minutes are prepared in draft by the Company Secretary (or Minutes Secretary if this task is delegated) and sent to the Chairperson for review within a week of the meeting. Once approved by the Chairperson they are circulated.

At the beginning of the next meeting, minutes are reviewed, altered if necessary, approved and then signed by the Chairperson

#### **4.5 Board Calendar**

In order to provide an even distribution of work over the year, the Board adopts a rolling twelve-month Board calendar. Included are all scheduled meetings of the Board and its committees as well as major activities to be undertaken throughout the year.

To assist the Board to fulfil its governance responsibilities, the calendar:

- Regularly reviews policies and relevant strategic issues
- Provides assurance that all relevant compliance requirements are addressed
- Improves Board performance through education and continuous focus on its governance effectiveness.

Accordingly, the Board develops an annual agenda setting out a framework for its year's work. Examples of recurring and once-off agenda items include:

- Scheduled review of key results as indicated in the Board's policies (e.g. via CEO reports and presentations)
- Scheduled time for strategic thinking
- Scheduled assessment of organisational risk
- Consultations with key stakeholders as appropriate including staff and client surveys
- Governance education and policy monitoring
- CEO performance appraisal review meeting and remuneration review
- Preparation for or review of AGM matters and AGM
- Reviewing and approving annual budget
- Scheduled reporting by sub-committees
- Evaluating Board effectiveness
- Planning training and development for Board members

(See Appendix 5 for sample Board Compliance Calendar and Annual Agenda)

## 4.6 Committees

Committees are one way of improving the efficiency of the Board. A committee is a group of people to whom a specific role is delegated. The Board retains ultimate responsibility for actions recommended by each committee.

The capacity of the Board to establish committees is contained in the constitution:

### 27. Delegation by Board to Sub-Committee

- (1) *The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of The Housing Connection as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:*
  - (a) *this power of delegation; and*
  - (b) *a function, which is a duty, imposed on the Board by the Act or by any other law.*
- (2) *A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.*
- (3) *A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.*
- (4) *Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.*
- (5) *Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.*
- (6) *The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.*
- (7) *A sub-committee may meet and adjourn as it thinks proper.*
- (8) *A delegation may empower a sub-committee to invite non-members of The Housing Connection to join that sub-committee 'ex-officio' for a period not exceeding twelve months at a time.*

*'Ex-officio' members of a sub-committee must be approved by the Board, and must not represent a majority of numbers on the sub-committee. They shall remain 'ex-officio' members only so long as the Board approves.*

*'Ex-officio' members of a sub-committee may vote on matters before the sub-committee, but shall be bound by clause 28 of The Housing Connection's Rules governing voting and decisions.*

Each committee has its own charter to indicate its:

- Purpose – terms of reference
- Powers delegated to it by the Board;
- Resources required to complete its duties;
- Reporting requirements;
- Composition

**The chair of any committee provides a verbal update to the Board at Board meetings on the progress of the work of the committee. All committee minutes form part of the Board papers.** In addition to committees, the Board may, from time to time, appoint a Working Party for a specific purpose and time frame.

Sub-committees and working parties do not mirror operational divisions, projects, or staff functions. There may be occasions when, at the CEO's request when due to a shortfall in operational resources or skills, committee members are invited to assist the CEO with elements of his/her delegated responsibilities. When this is the case, the CEO:

- Determines the composition, frequency of meetings, purpose and goals and will generally manage the committee or working party
- Report to the Board as appropriate
- Is responsible and accountable for the performance of the committee/working party as appropriate

All such committees/working parties are regarded as belonging with the CEO and not the Board and thus are not deemed to be Board committees/working parties.

## **5. BOARD EFFECTIVENESS**

### **5.1 Director Protection**

In the not for profit sector, Directors put in considerable effort generally without any monetary reward. Yet, their responsibilities are the same as they are in commercial organisations. The need to protect Directors from litigation is paramount. As a matter of policy, therefore, the following measures of board member protection apply to Directors of The Housing Connection:

- Directors are entitled to seek information regarding any matter relating to the fulfilment their responsibilities. Information is obtained from the CEO or, if the required data is not provided, through the Chair.
- A complete set of Board papers is held by the CEO (by delegation from the Company Secretary) on behalf of all Directors. These papers are kept by The Housing Connection for at least seven years and Directors are entitled to access the papers relevant to the time they served on the Board at any time.
- Directors are expected to exercise considered and independent judgement on the matters before them. To discharge this expectation a Director may request access to independent professional advice. Any Director can request the Board to obtain this advice and such a request requires approval by the Board.
- Directors have open access to senior management as required.
- The Board collectively and each Director has the right to seek information from the Company Secretary to assist them in carrying out their duties.
- The Housing Connection will at all times carry suitable Directors and Officers Insurance as appropriate for the disability sector.

## 5.2 Board Evaluation

- The Board of The Housing Connection considers the ongoing development and improvement of its own performance as critical for effective governance. Therefore, the Board undertakes **an annual evaluation** of the Board as a whole and each individual Director. This evaluation takes place in time to discuss the results before each Annual General Meeting.
- The evaluation covers the Board's role, the Board and Director responsibilities, strategy and planning, performance monitoring and meeting processes.
- The Board may decide to engage external consultants to undertake the evaluation. If so, the process should be objective and independent and should encourage open and constructive discussion concerning Board performance. Each individual performance assessment remains confidential.
- The performance of the **Chairperson** is also reviewed on an annual basis. This review assesses aspects of leadership, effectiveness in Board meetings, relationships with management, relationships with members and ethical behaviour.
- The Board also reviews the role and functioning of any committee on an annual basis.

## 5.3 Election of Directors

- A formal and transparent process is undertaken in relation to selecting potential Directors.
  - Any Director, member or member of the management team may suggest a prospective Director. The Chairperson meets with this person. If s/he is considered suitable, at least one other Director meets with him/her.
  - The process for selecting Board members is defined in the Constitution:
- (1) *Nominations of candidates for election as members of the Board of The Housing Connection:*
    - (a) *shall be made in writing, signed by 2 members of The Housing Connection and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and*
    - (b) *shall be delivered to the Secretary of The Housing Connection not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.*
  - (2) *If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.*
  - (3) *If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.*
  - (4) *If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.*
  - (5) *If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.*
  - (6) *The ballot for the election of members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.*



- (7) *A nomination of a candidate for election under this clause shall lapse if that candidate has been elected to another office at the same meeting.*
- (8) *Where the number of members of the Board will fall below the quorum due to retiring under clause 16(2), and/or insufficient nominations are received to ensure a quorum, retiring Board members may continue to act for three (3) months, during which time new members must be appointed to the Board.*
- In the event of casual vacancies on the Board, the Chair and at least one other Board member interview the candidate before recommending their appointment.
  - Board members are elected for a period of twelve months. Each Director can be elected for up to five years after which they are required to retire. After a twelve-month period off the Board, an individual may renominate for Board membership.

The attributes The Housing Connection looks for in prospective Board Members are:

- Ability to support the principles of inclusive living and individually tailored support for people with a disability.
- Professional skills in a range of fields, including:
  - Disability
  - Mental Health
  - Social Work, community development, psychology, welfare or related fields
  - Fundraising, public relations and media
  - Marketing
  - Management and governance in Not-for-Profit organisations
  - Management and Business
  - Accountancy and finance
  - Law
- Willingness to:
  - Attend monthly or bi-monthly Board meetings as applicable and any special meeting required
  - Carry out any tasks as agreed at Board meetings
  - Review monthly reports as supplied by the CEO
  - Contribute to meetings in a cooperative and respectful spirit
  - Adhere to Code of Conduct and Ethics.

Diversity of membership is welcomed within the Board and all committees and anyone with something to offer to the organisation is encouraged to stand for election or, when vacancies exists, to be co-opted.

▪

## 5.4 Director Induction

In order to ensure the effectiveness of new Board members, each Director undertakes an induction to the work of the Board. Each new Director receives a Board induction pack that includes:

- A document titled Introduction to The Housing Connection
- The Constitution of The Housing Connection
- Current Strategic Plan
- A copy of this Board Governance manual
- The most recent annual report including financial report
- Current and recent meeting papers



- An organisational chart
- Contact details for other Board members and key staff
- The current year's meeting schedule
- The organisation's most recent external evaluation
- The Housing Connection's Practice Framework

New Directors also meet with the **Chairperson** and with the CEO for a briefing on:

- Background information on and information for key people in The Housing Connection and their responsibilities.
- The disability sector and key policy directions
- An analysis of The Housing Connection including its philosophy, services provided, its strengths and weaknesses
- Details of current and past financial performance
- Expectations of Board members.

### **5.5 Director Development**

The Housing Connection is committed to developing the capacities of Board members to fulfil their roles so they can contribute effectively to the work of the Board. From time to time guests will be invited to Board meetings to inform Directors about key developments in the sector or other issues relevant to their responsibilities.

The Housing Connection has some capacity to enable Directors to attend professional development programs in relevant areas including effective governance and the disability sector. Any director who wishes to attend a training program should request approval from the Chairperson.

### **5.6 Dispute Resolution**

This item refers only to disputes within the Board that are affecting the effective functioning of the Committee. In the first instance, Committee members are responsible for identifying and speaking up about any issues of concern that are affecting their capacity to fulfil their responsibilities. All conflict is expected to be dealt with in a respectful and professional manner. Members may speak with the **Chairperson** at any time to discuss concerns or difficulties they are experiencing.

In any circumstances when the Board is unable to resolve matters of dissent, the **Chairperson** may elect to invite an external facilitator to assist.

If the Board is unable to fulfil its responsibilities then a Special General Meeting is called to elect a new Committee.

Any discussions concerning disputes within the Board will take place without the CEO, staff representative and client representative present.

## APPENDIX 1A CEO JOB DESCRIPTION

<b>Job Title:</b> CEO <b>Reports to:</b> Chairperson, The Board of Directors <b>Location:</b> Chatswood NSW	<b>Overall Job Purpose:</b> The CEO will provide strategic and operational leadership to create, evolve and implement activities for the future success, growth and competitiveness of The Housing Connection
<b>Key Dimensions:</b> Number of Employees: Approximately 70 Direct Reports: 4 Annual Revenue: Approx. 3.5M (2017)	<b>Key Relationships</b> <ul style="list-style-type: none"> <li>• Senior Team members</li> <li>• Board of Directors</li> <li>• Funders/Government</li> <li>• Donors</li> </ul>

### Core Accountabilities

- **Leadership & Teamwork:** Provides strategic and operational guidance to The Housing Connection and selects and retains an effective senior management team. Works effectively within a team environment, co-operates with others, considers their needs and supports others within the team to achieve their objectives.
- **Planning:** In collaboration with the Board and the Senior Management Team and utilising The Housing Connection's Strategic Plan, develops and implements an annual (operational) business plan for The Housing Connection and ensures it is achieved within the agreed timeframes.
- **Operational Management:** Oversees the operational programs of The Housing Connection ensuring they are delivered on time and within budget. Implements actions to improve the service offering within funding guidelines.
- **Financial Management & Governance.** Ensures that current funding levels are maintained and increased over time. Monitors expenditure and ensures that projects are delivered in accordance with the budget. Ensures that good governance practices are in place and that they are reviewed on a regular basis and the Board is informed of all risks.
- **Advocacy & Service Development.** Regularly works with government agencies and community groups to influence policy, improve funding and the development and implementation of new services. The role acts as an effective ambassador for The Housing Connection.
- **Communication.** Listens, interprets and conveys information in a clear and accurate manner and provides timely delivery of information. Takes steps to ensure that high quality communication processes are in place (both internal and external) and that The Housing Connection is represented at all times in a positive light. Works to enhance the public image and brand recognition of The Housing Connection, and communicates this effectively within the community.
- **Culture:** Works closely with the Senior Management Team to provide an environment where employees can achieve their full potential and where a spirit of collaboration and co-operation are central to the operations of The Housing Connection.

### Specific Responsibilities

## **Leadership and Vision**

- To provide leadership and direction of The Housing Connection while being sensitive to the history, achievements and values;
- To appropriately delegate the tasks required to achieve the objectives of The Housing Connection to other members of the management team to the maximum extent possible, without relinquishing the role's accountability;
- To develop and coach members of the management team in achieving their objectives;
- To promote The Housing Connection and raise its profile through appropriate marketing; the establishment and enhancement of relevant networks and through participation in industry associations;
- Identify the organisations and individuals critical to the work of The Housing Connection and to maintain effective working relationships with them and;
- To enhance the reputation of The Housing Connection through high-level participation in appropriate leadership and sector initiatives.

## **Service Delivery**

To work collegially with appropriate others:

- To secure the continuity of service delivery, whilst maintaining the quality of service;
- With appropriate others, develop a framework that enables The Housing Connection to evaluate the impact of their/our services;
- To maintain a culture that fosters and rewards innovation and enhances person centred approaches in all aspects of service delivery and;
- To ensure that services operate within a defined and measurable quality framework.

## **Human Resources Management**

- To ensure that The Housing Connection maintains its position as an employer of choice within the disability sector;
- Ensure that the skills and capabilities of the staff are appropriate and that they are able to deliver the highest quality of service;
- To ensure that professional development opportunities are identified and embraced to enhance the capacity of the workforce to contribute to the broader functioning of the organisation and;
- To maintain a culture that enables The Housing Connection to operate in line with the values and Mission of the organisation.

## **Finance and Administration**

- To manage the finances of The Housing Connection to ensure the continued financial viability of the organisation;
- To oversee the administrative work at The Housing Connection and secure adequate administrative resources to support and facilitate the delivery of client services and;
- To seek complementary and alternative sources of revenue for The Housing Connection so that services may be enhanced.

## **Board**

- To be accountable to the Board for the management of The Housing Connection;
- To appropriately guide and advise the Board in all its deliberations;
- To work with the Board to grow The Housing Connection's independent fund-raising and identify other ways in which The Housing Connection may grow its revenue base and services;

- To assist the Board in fulfilling its due diligence and governance obligations and;
- To provide the Board with a detailed analysis of risk, and strategies to mitigate these where they arise.

## Government

- To have the principal responsibility for the relationship between appropriate funding agencies and The Housing Connection and be responsible for the development of effective government relations;
- To ensure that The Housing Connection is accountable to the Government under its funding agreements and provides all required information and;
- To ensure the preparation of funding proposals, tenders and all other documentation required for the securing of funding for the maintenance, development and growth of The Housing Connection services.

## Policy Development and Compliance

- To ensure that appropriate policies and procedures are prepared for The Housing Connection in accordance with the NSW Disability Services Act (1993), the NSW Disability Standards, NDIA and NDIS legislation and requirements and any other legislative or regulatory requirements, and that they are regularly monitored, updated and implemented and;
- Ensure that The Housing Connection is a safe workplace and adheres to its responsibilities under the Work Health and Safety Act 2011.

<b>Competencies – Executive/Senior Management</b>	<b>Competencies – Technical</b>
<ul style="list-style-type: none"> <li>• Clear understanding and personal commitment to the values of The Housing Connection</li> <li>• High-level skills in leadership, governance, strategic planning, operational and financial management, human resources, management information systems, external relations and networking and community service provision.</li> <li>• Competencies and an understanding of marketing with the ability to successfully drive appropriate marketing activities</li> <li>• Comprehensive experience in leading and working within a flexible multi-skilled team environment</li> <li>• Advanced interpersonal, communication and conflict resolution skills</li> <li>• Demonstrated experience in leading and supporting the development of a culture of innovation</li> </ul>	<ul style="list-style-type: none"> <li>• Demonstrated comprehensive knowledge of the Disability and not-for-profit sector</li> <li>• Cultural sensitivity and/or experience working in a multicultural and caring environment</li> <li>• Sound financial knowledge</li> <li>• Experience and familiarity with commonly used software applications such as MS Word, Excel, and PowerPoint.</li> </ul>

## APPENDIX 1B: RESPONSIBILITIES OF CEO

### 1. ***Strategic Planning***

- Develop, together with the Board, a long-term strategy and vision for the organisation
- Identify potential threats and opportunities and recommending actions for the implementation of the strategic plan
- Ensure the sustainability of the organisation through developing leadership capacities, a positive culture and ensuring there are sufficient resources and skills to implement programs successfully
- Promote an organisational culture that promotes good corporate governance and ethical practice
- Develop strategies and implementation plans for growth in accordance with the strategic plan
- Establish a strong and positive relationship with Board members and keeping the Board aware of the organisation's strategic and operational performance.

### 2. ***Organisational Performance***

- Encourage managers to evaluate and take actions that are consistent with the overall strategy and their key responsibilities and that lead to performance of the highest quality
- Lead the organisation to achieve all targets with respect to service delivery, risk management, governance and financial performance
- Drive improvement in all areas of the organisation
- Act as a sounding board and support for senior managers
- Consult, liaise and negotiate with internal and external stakeholders
- Implement measures to evaluate quality of services provided
- Develop goals for each senior manager
- Oversee the annual planning and budgeting process
- Adherence to annual budgets
- Follow up decisions made in Board and management meetings and ensure their effective implantation
- Conduct annual evaluation of direct reports.

### 3. ***Spokesperson for the organisation***

- Maintain contact and develop relationships with key stakeholders including members, government representatives, clients and families.

### 4. ***Succession Planning and mentoring***

- Establish, in cooperation with the Board, that there is an effective succession plan in place
- Develop capabilities of senior management to support succession
- Mentoring and guidance of management
- Provide a sounding board for members of the senior management team.

### 5. ***Leadership***

- Provide vision and inspiration to the staff team
- Manage operations including risk management, internal controls, systems and processes
- Provide a safe working environment
- Provide a positive role model as a member of the management team and in building

- a constructive working relationship
- Treat employees fairly and with respect
- Ensure senior managers understand the organisation's expectations of them and developing their capabilities
- Provide regular feedback and holding team members accountable for performance
- Build and maintaining relationships with members of senior management

## **APPENDIX 2: BOARD CODE OF CONDUCT**

Each Board Director fulfills the following Code:

- Acts honestly and in good faith and in the best interests of The Housing Connection as a whole at all times
- Has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office
- Uses the powers of office for a proper purpose, in the best interests of The Housing Connection as a whole
- Is responsible to key stakeholders including members, clients, staff members and funding bodies
- Does not make improper use of information acquired as a director
- Does not allow personal interests or the interests of any particular person to conflict with the interests of The Housing Connection
- Declares all interests that could result in a conflict between personal and organisational priorities (See 2.9)
- Has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board
- Maintains the confidentiality of any information received in the exercise of their duties. It is improper to disclose this information or allow it to be disclosed unless such disclosure is authorised by the Board or is required by law
- Does not engage in conduct likely to bring discredit upon The Housing Connection
- Is diligent, attends Board meetings and devotes sufficient time to preparation for meetings to allow for full and appropriate participation in the Board's decision making
- Scrupulously avoids deception, unethical practice or any other behaviour that is, or might be construed as, less than honest in the pursuit of The Housing Connection's business
- Acts in accordance with their fiduciary duties - this means that Board members are under a legal obligation to exercise their powers in the best interests of the organisation and to act in good faith
- Complies with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role
- Abides by Board decisions once reached, notwithstanding a member's right to pursue a review or reversal of a Board decision
- Does nothing that in any way denigrates The Housing Connection or harms its public image
- Is not involved in any operational matter of The Housing Connection unless specifically authorised by the Board
- Does not engage in behaviour that is disruptive during Board meetings.



### APPENDIX 3: CEO COMPLIANCE REPORT – (Template)

Compliance Area	Requirements	Status S=Complies I=Issue	Comments
<b>Client support and obligations under the Disability <u>Disability Inclusion Act 2014 (NSW)</u>, <u>NDIA and NDIS legislation and standards</u></b>	All contractual obligations and standards are being met		
<b>Program contracts</b>	The programs are meeting the conditions of contracts with funding bodies; MDS data up to date		
<b>ASIC and ACNC</b> Corporations Act 2001 (Commonwealth) ACNC Act 2012 (Clth)	All reporting up to date and accurate; requirements of legislation being met		
<b>Financial</b> (Corporations Act 2001 (Commonwealth))	Organisation is solvent; cash flow is positive; accounting standards being met; reporting meets standards set by Board and legislation; budget being met or variances approved by Board GST, superannuation payments up to date		
<b>Insurance</b>	Directors, Third Party (Public Liability & Workers Compensation), office, motor vehicle, and other insurances are in appropriate terms and amounts and up to date		
<b>Taxation</b>	All taxation obligations are met		

Compliance Area	Requirements	Status S=Complies I=Issue	Comments
<b>Employment, Industrial relations, compliance with SCHADS Modern Award</b>  (Fair Work Act 2009 (Commonwealth Fair Work regulation 2009 (Commonwealth) Industrial Relations Act 1996 Long Service Leave Act 1955)	Policies in place, employee disputes and performance being managed. Legislation being complied with.		
<b>Work Health and Safety</b> (Work Health and Safety Act 2011)	Policies and practice to manage and provide a safe workplace to all staff		
<b>Workers Compensation</b> (Workers Compensation Act 1987 No 70,  Workplace Injury Management and Workers Compensation Act 1998 No 86	Meeting injury management obligations and requirements of legislation		
<b>Quality measurement</b>	Quality management system with external verification approval is in place		
<b>Risk Management</b>	Risks for all clients, all new projects and financial processes are assessed and strategies in place to manage known or anticipated risks; Non-client risks identified in risk management plan and risk management policy and process in place		
<b>Privacy</b> Privacy Act 1988 (Commonwealth) No 119	Obligations to clients and staff under Privacy Act are met		

<b>Compliance Area</b>	<b>Requirements</b>	<b>Status S=Complies I=Issue</b>	<b>Comments</b>
Privacy and Personal Information Protection Act 1998 (New South Wales) No 133			

## **APPENDIX 4: BOARD AGENDA (Sample)**

**Meeting of the Board of The Housing Connection  
to be held on XXXXXXXX  
at 31 Albert Avenue, Chatswood, at 6pm**

### **1.0 MEETING OPENING**

- 1.1 Welcome and apologies
- 1.2 Disclaration of Conflicts of Interest

### **2.0 PREVIOUS MINUTES**

- Meeting held on YYYY
- 2.1 Approval of Minutes
- 2.2 Review of Action Log
- 2.3 Matters arising

### **3.0 CLIENT AND STAFF COMMUNICATION REPORTS**

- 3.1 Client Representative Report
- 3.2 Staff Representative Report

### **4.0 MATTERS FOR DECISION**

- 4.1 Strategic Decisions and Review of Strategic Plan
- 4.2 Risk Management
- 4.3 Other

### **1.0 5.0 MATTERS FOR DISCUSSION AND COMMUNICATION**

- 5.1 CEOManagement report
  - Compliance reports
  - WHS report
- 5.2 Financial ReportAccounts
- NDIS Dashboard

Other matters for discussion

### **6.0 MATTERS FOR NOTING**

- 6.1 Committee reports
  - SAM
  - Strategic Committee
  - Risk and Finance
  - Marketing

- 6.2 Board matters for Management
- 6.3 Board Calendar
- 6.4 Correspondence, Memberships etc

### **7.0 MEETING FINALISATION**

- 7.1 Agree Action Log
- 7.2 Meeting Evaluation
- 7.3 Next meeting

***(This page is blank)***

[illegible]

Month	1-7	8-14	15-21	22-28	29-31
January				Board Meeting Governance training Review CEO compliance report format	
February	Review Risk profile		SAM Committee	Board Meeting	Property Insurance expires
March	Training and development for Board members	CEO's performance review	SAM Committee	Board Meeting Revision of Strategic Plan	GST Due MDS return
April	Budget preparation	Policy Review including risk management policy	Client, staff and family surveys Car trade in review SAM Committee		
May			SAM Committee GM Performance Review	Board Meeting Preliminary review of budget Work Health and Safety Audit	Office Insurance expires
June	Board survey due. Review organisational performance and review Board performance		SAM Committee	Approve budget Operational Plan presented	MDS return Workers Compensation/ Public Liability GST Due



<b>July</b>	New Financial Year Car Insurance Expires Association Liability Insurance expires	Quality System implemented	SAM Committee	Board Meeting on Update Strategic Plan	
<b>August</b>	Finance and Audit Committee		SAM Committee Annual return		Audit commences
<b>September</b>	Preparation for Annual General Meeting		SAM Committee	Board Meeting	MDS return Notification of AGM GST Due Property Insurance Expires MDS return
<b>October</b>		Audited accounts complete	SAM Committee	Update Strategic Plan on	
<b>November</b>	Annual General Meeting ASIC report due Acquittals.	AGM scheduled	SAM Committee	Board Meeting Plan Board agenda for next year	
<b>December</b>					GST Due MDS return

## RESOURCES

### Websites:

#### Download it's your business chapters

- [Chapter 1 Corporate governance \(PDF\)](#)
- [Chapter 2 Legal issues \(PDF\)](#)
- [Chapter 3 Strategic business planning \(PDF\)](#)
- [Chapter 4 Financial management \(PDF\)](#)
- [Chapter 5 Strategic human resources \(PDF\)](#)
- [Chapter 6 Risk management \(PDF\)](#)
- [Chapter 7 Fraud prevention and control \(Fraud Prevention Toolkit\) \(PDF\)](#)
- [Chapter 8 Probity in employment \(PDF\)](#)
- [Chapter 9 Partnerships \(PDF\)](#)
- [Chapter 10 Quality Management](#)

#### Disability Standards

#### Australian Securities and Investments Commission (ASIC)

Phone: 1300 300 630

Email: [info.enquiries@asic.gov.au](mailto:info.enquiries@asic.gov.au)

<http://www.asic.gov.au/>

#### Australian Taxation Office (ATO)

<http://www.ato.gov.au/>

Bradfield Nyland Group and Spall Watter Group: *The Governance Development Resource Pack*, available on the Queensland's Community Door website:

[www.communitydoor.qld.gov.au](http://www.communitydoor.qld.gov.au)

Board source - Purpose of Board Manual: <http://www.boardsource.org/Knowledge.asp?ID=3.390>

#### Council of Social Service NSW (NCOSS)

Phone: 9211 2599 Ext 127

Email: [msu@ncoss.org.au](mailto:msu@ncoss.org.au)

[www.ncoss.org.au](http://www.ncoss.org.au)

#### FAHCSIA Corporate Governance Handbook for Company Directors and Committee Members

A Reference Guide to Understanding the Serious Commitment of being a Company Director or Committee Member

[http://www.fahcsia.gov.au/sites/default/files/documents/05\\_2012/gov\\_handbook\\_2010.pdf](http://www.fahcsia.gov.au/sites/default/files/documents/05_2012/gov_handbook_2010.pdf)

### Legislation:

NSW: [www.legislation.nsw.gov.au](http://www.legislation.nsw.gov.au)

Commonwealth Legislation: [www.comlaw.gov.au](http://www.comlaw.gov.au), NDIA and NDIS legislation.

National Disability Insurance Scheme (NDIS) <http://www.ndis.gov.au/>

Our Community – a range of resources available [www.ourcommunity.com.au](http://www.ourcommunity.com.au)

Queensland University of Technology Centre for Philanthropy and Non-Profit Studies,  
*Developing Your Organisation*, available at

<https://wiki.qut.edu.au/display/CPNS/Developing+Your+Organisation+Manual>

Westpac Guide for Community Board Members:

[http://www.westpac.com.au/docs/pdf/bb/guide\\_communityboard.pdf](http://www.westpac.com.au/docs/pdf/bb/guide_communityboard.pdf)

## Books

Ingram, Richard, T. 2002, **Ten Basic Responsibilities of Nonprofit Boards**, BoardSource, Washington

Kiel, Geoffrey; Nicholson, Gavin; Tunny, Jennifer Ann; Beck, James; 2012, **Directors at Work – A Practical Guide for Boards**, Thomas Reuters (Professional) Australia Ltd; Sydney.

Reviewing and approving this policy		
Frequency	Reviewer/s	Approver/s
3 Yearly	THC Board	Board

Version	Policy review and version tracking				
	Review	Date Approved	Approved by	Revision Note	Next Review Due
1.0	Apr 2015		THC Board	April 2015 – revised Agenda, updated for ACNC changes, allowed for different CEO job description, added new Committee Charters, deleted Endowment Fund Charter.	April 2014
2.0	Jan 2018	30/3/15	THC Board	Jan 2018-President changed to Chairperson Business Manager changed to NDIS and Operations Manager, accountant changed to Finance Manager, NDIA and NDIS references introduced.	Dec 2019
3.0	Jan 2018	3/4/2018	THC Board	Jan 2019- updates made as per Board resolutions passed.	Jan 2021 (currently under review)