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| **Policy Context** | |
| **Standards or other external requirements** | Human Service Standards |
| **Relevant legislation** | Incorporations Reform Act 2012  Model Rules of Associations Incorporations Regulations 1998  Charities Act 2013  Fair Work Act 2009 |
| **Contractual obligations** | Department of Health and Human Services  Consumer Affairs Victoria  Commonwealth Departments  Various philanthropic, local government and other funding agreements |

# **1.15 GOVERNANCE (MANAGEMENT COMMITTEE PROCEDURES)**

# **INTRODUCTION**

Governance is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of HAAG.

Committee members take ultimate responsibility for the governance of the organisation. Governance is also concerned with the way the Committee works with the Senior Management, staff, volunteers, service users, members and other stakeholders, to ensure the organisation is effectively and properly run and meets the needs for which the organisation was set up.

# **PURPOSE**

The Governance Policy is intended to clarify the content of the organisation’s Constitution by making explicit the underlying principles of governance approved by the organisation. This policy does not cover legal or ethical issues concerning the role of the Committee or its members, which are addressed separately in the related policies listed at the end of this document.

# **DEFINITIONS**

***Governance***is the framework of systems and processes by which the Committee of Management fulfil its role (and the expectations of that role) to ensure accountability, transparency and effectiveness in HAAG ’s operations, and compliance with legal, ethical and regulatory requirements.

# **PRINCIPLES**

* The Committee of Management of HAAG is an elective, representative and collective body whose focus is on the strategic direction and the core policies of the organisation, rather than day-to-day operational decisions;
* It is the responsibility of the Committee to establish and maintain standing orders, policies and procedures, and systems of financial control, internal control, and performance reporting
* It is the responsibility of the Committee to clearly demarcate and delegate the functions of sub-committees, officers, management and other staff and agents.

1. **SCOPE**

* Organisational Management
* Committee of Management
* All organisational members

# **POLICY**

* 1. **Management Committee**

The Committee of Management has responsibility for the affairs of the organisation. The Committee is elected according to the Constitution.

* 1. **Election of the Committee**

See HAAG Constitution

* 1. **Roles of the Committee**

Committee meetings are held once a month for approximately two hours. There are additional sub-committee and working group meetings. There is an expectation that committee members participate fully in committee meetings, and are encouraged to be involved in working groups that are of interest to them.

1. **Chairperson:** The role of the Chairperson is to provide the principle leadership and responsibility for the organisation and the Committee.

***Desirable Attributes:***

The Chairperson should:

* Have the time to commit to the role
* be well informed of all organisation activities and able to provide oversight
* be a person who can develop good relationships internally and externally
* be forward thinking and committed to meeting the overall goals of the organisation
* have a good working knowledge of the Committee Constitution, rules and duties of office bearers
* be able to work collaboratively with other Committee Members
* be a good listener and attuned to the interests of members and other interest groups
* be a good role model and a positive image for the organisation in representing the Committee in other forums
* be a competent public speaker

***Specific duties include but are not limited to:***

* Chair Committee meetings ensuring that they are run efficiently and effectively
* Act as a signatory for the organisation in legal and financial purposes
* Regularly focus the Committee’s attention on matters of governance that relate to its own structure, role and relationship to any employees, volunteers and stakeholders.
* Periodically consult with Committee members on their role, to see how they are going and help them to optimize their contribution
* Work with the Committee to ensure:
  + The necessary skills are represented on the Committee and that a succession plan is in place to help find new Committee members when required
  + Goals and relevant strategic and business plans are developed in order to achieve the goals of the organisation
* Work with the Executive Officer to manage any paid employees of the Housing for the Aged Action Group including recruitment, retention, salary and performance reviews, etc.
* Serve as a spokesperson for the organisation when required
* Assist in the development of partnerships with sponsors, funding agencies, local and state government, and organisations that are relevant to the goals of the organisation

1. **Deputy Chairperson:** The role of the Deputy Chairperson is to shadow the Chairperson in providing leadership and responsibility for the organisation and the Committee and to step into the Chairperson’s roles where needed. It is often considered that the Deputy Chairperson will succeed the Chairperson and that this role is in preparation.

***Desirable Attributes:***

The Deputy Chairperson should:

* Be well informed of all organisation activities and able to provide oversight be a person who can develop good relationships internally and externally
* Be willing to step in for the Chairperson where needed including chairing meetings
* Be forward thinking and committed to meeting the overall goals of the organisation
* Have a good working knowledge of the Committee Constitution, rules and duties of office bearers be able to work collaboratively with other Committee Members
* Be a good listener and attuned to the interests of members and other interest groups
* Be a good role model and a positive image for the organisation in representing the Committee in other forums
* Be a competent public speaker
* Be able to raise concerns with the Chairperson where they arise

**Specific duties include but are not limited to:**

* In the event of the Chairperson being unable to fulfil his/her duties to step into that role
* In the absence of the Chairperson, chair Committee meetings ensuring that they are run efficiently and effectively
* Assist the Chairperson in deciding which matters are dealt with by the Executive, the full Committee and delegated to Committees
* Coordinate organisation planning to ensure appropriate plans are developed, presented to and reviewed by the Committee, and enacted as required
* Represent the organisation at meetings and forums as agreed with by the Chairperson
* Other duties as nominated by the Chairperson and / or Committee

1. **Secretary**

Note: the former term of Public Officer has been replaced with the term Secretary. The Secretary will work with staff to ensure all requirements are completed.

**Desirable Attributes:**

The Secretary should:

* Be organized
* Have computer skills
* Be a good communicator
* Be able to keep confidential matters confidential.

**The duties or the Secretary include:**

* maintain the register of members
* keep custody of the common seal (if any) of the Association and, except for the financial records, all books, documents and securities of the Association
* subject to the Act and the Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
* perform any other duty or function imposed on the Secretary by the Rules.
* The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment

1. **Treasurer**

The role of the treasurer is to be responsible for the financial oversight of the organisation to allow the Committee to provide good governance. The Treasurer is responsible to regularly report on the organisation’s financial status to both the Committee and the members. The Treasurer should work closely with the organisations finance worker, and seek advice on financial matters when needed.

**Desirable attributes:**

* Good organisational skills
* Some financial expertise
* Ability to maintain or interpret accurate records
* Honest and trustworthy
* Good communication skills
* Computer skills

**Specific duties include:**

* Convene the Finance sub-committee
* Work with HAAG’s finance worker to administer the financial affairs of the organisation, including
  + receive all moneys paid to or received by HAAG and issue receipts for those moneys in the name of the HAAG;
  + ensure that all moneys received are paid into the account of HAAG within five working days after receipt;
  + make any payments authorised by the Committee or their delegate, or by a general meeting of HAAG from the Association's funds;
  + ensure cheques are signed by at least two signatories
  + Present monthly financial reports at committee meetings
* Provide advice, or seek advice externally, to the Committee in their management of the organisations finances
* Work with the finance worker and Executive Officer to lead the annual budget process and ensure and appropriate annual budget is provided to the Committee for approval
* Ensure development and Committee review of financial policies and procedures
* Regularly report on the organisations financial status to both the Committee and the members
  + ensure that the financial records of the Association are kept in accordance with the Act; and
  + coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
* The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Association.

1. **Ordinary members**

The Constitution allows for up to 5 ordinary members to sit on the Committee. Ordinary members must have current membership and agree to the aims and objectives of the organisation.

All members of the Committee are expected to attend and participate fully in Committee meetings, including reading meeting materials and any skills development or training arranged for the Committee. The Committee of Management are encouraged to join sub-committees and working groups. New membership is encouraged.

New members will be inducted into the Committee and provided with an induction pack.

* 1. **Meeting procedures**

**The Committee of management meets monthly, according to *HAAG’s meeting schedule*. Meetings generally run for two hours and lunch is provided. Members can be reimbursed for their travel according to HAAG’s volunteer reimbursement procedure.**

**A yearly calendar of meeting dates is sent to all members by the Executive Officer at the beginning of the year. Reminder emails and letters with staff reports and an agenda are sent seven days before the meeting takes place.**

**The Executive Officer will:**

* Ensure that proper notification is given of Committee meetings as specified in the Association Rules
* Manage the general correspondence of the Committee except for such correspondence assigned to others
* Help and lead the Committee in providing systematic communication from the Committee to members and other relevant stakeholders
* Provide a summary of Committee Minutes for distribution to all members via website/email

**Sub-committees and working groups**

**Committee members and other members of the organisation are encouraged to participate in sub-committees and working groups, in the areas that interest them.**

**The sub-committees and working groups can make recommendations to the Committee of Management, which can then be put forward as motions for decision at the monthly Committee of Management meetings. The sub-committees themselves do not have decision-making power for the organisation, even if a quorum exists.**

**The exception to this is the Finance sub-committee, which may, on occasion need to make quick decisions regarding financial governance of the organisation. These decisions can only be made if a quorum of the Committee exists and all decisions made should be tabled at the Committee of Management meetings.**

**Every sub-committee and working group should report back on their activities at monthly Committee meetings and the relevant staff supporting these groups should include information on the working groups within their staff reports.**

**A list of current sub-committees and working groups is available as part of induction and on request.**

1. **RELATED DOCUMENTS**

*1.18 Key Legal Duties of COM*

*Meetings Schedule (year)*

*Volunteer Reimbursement*

*HAAG Constitution November 2019*