



# BOARD OF MANAGEMENT

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<b>Drafted by</b>	Nick Avery	<b>Approved by BoM on</b>	
<b>Responsible Person(s)</b>	Board of Management Office Bearers	<b>Number of Pages</b>	12
<b>Relevant Forms:</b>	<ul style="list-style-type: none"><li>• Commitment Statement Form</li><li>• Board Confidentiality Agreement</li><li>• Board Member Nomination Form</li></ul>		

## PURPOSE OF THE POLICY

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

## THE POLICY

The Board of Management of South West Autism Network Inc (SWAN) shall recognise and adhere to their role and the associated procedures in order to ensure the best interests of the organisation and in accordance with their statutory and fiduciary duties.

## THE PROCEDURE

The Role of the Board falls into four areas:

### Organisational Management and Governance

The roles of the Board in governance and management are:

1. Setting organisational policies
2. Examining and monitoring compliance with organisational policies and reporting against agreed performance standards
3. Examining and monitoring compliance with legal requirements

The Board recognises that the Management of the Organisation and implementation of organisational policies is the responsibility of the CEO.

In relation to funding submissions, the Board will ensure that proposed new projects fit in with the strategic plan of the organisation.

## Policy Issues

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

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

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

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

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

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

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

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

## Role of Board Members outside Board Meetings

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

All operational communication between Board Members and staff should be inclusive of the CEO.

## Representing

### The Media

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

### Other Committees

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

- Statutory and ministerial appointments are to come to the Board for a decision on who will represent the organisation.
- Cases where the organisation has been invited to nominate a Board representative are to be brought to the Board for a decision.

### **Lobbying**

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

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

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

## **CONFLICT OF INTEREST**

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From time to time, Board Members may encounter conflicts of interest when participating in decision-making processes, as other professional or personal roles intersect. Potential areas where a conflict may arise include:

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

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

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

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

## **BOARD MEETINGS**

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The Board has adopted the following strategies in order to ensure efficient and effective decision-making at Board Meetings. Meetings are held every month. A quorum for the Board Meeting is (3) three.

### **Agenda Planning**

The CEO and Chairperson plan the agenda before each meeting to:

- Allocate issues to be included for decision-making, discussion or information only, (based upon the input of staff and Board Members).
- Ensure that the purpose for inclusion for issues is clear.
- Plan time allocation for different issues on the agenda.

### **Structure of Meetings**

The following strategies will be used to ensure productive Board Meetings:

- The agenda will be structured to clearly identify non-discussion items, items for decision, items for discussion and items for information only.
- Time will be allocated at the beginning of each meeting for re-ordering and prioritisation of the agenda.
- Board Meetings will regularly include time for major discussion on key and emerging issues. These topics will be planned in advance.

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

To be clear about decisions made by the Board and capture decisions:

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

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

The Board Papers will ordinarily include:

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

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

Papers are emailed out to Board Members two days prior to a meeting.

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

Staff members shall only be authorised to attend Board meetings with the prior approval of the CEO.

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

### **Records of Board meetings**

The Minutes are confidential and shall only be made available on request by a Statutory Body. Current and previous years are kept within the office base and previous years are archived for a period of seven years.

### **Attendance at Board Meetings**

Board Members are expected to attend meetings and advise if they are unable to attend. If a Board Member fails to attend three consecutive meetings, as in accordance with the organisational constitution, their continued membership of the Board will be reviewed.

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

The Board may co-opt additional members as such terms and conditions determined by the Board.

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

The term of office for a co-opted Board Members is as determined by the Board from time to time.

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

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

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

### **Orientation for New Board Member**

New Board Members are provided with an orientation kit, which includes the policy and procedures manual, an organisational chart, copies of the constitution, strategic plan, annual report, and Board policies. An orientation session is provided for each new Board Members is elected.

### **Board Performance Appraisal**

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

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

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

### **Role of the CEO**

The Board delegates day-to-day management of the organisation to the CEO. Within guidelines set by the Board, the CEO has responsibility for management of the organisation, including:

- Implementation of the strategic plan, including development of and reporting against the operational plan.

- Recruitment, management and supervision of staff.
- Liaison with stakeholders.
- Overseeing financial management of the organisation, including approving expenditure within delegation and budget.
- Reporting to the Board
- Acting as the public spokesperson for the organisation, as agreed with the Chair.

### Strategic Planning

The strategic plan is developed every five years. It is developed after a process of consultations with the Board, staff, Board Members and other stakeholders. Production of the strategic plan is the responsibility of the CEO and the Board formally adopts the final document.

The strategic plan outlines the key goals and objectives of SWAN as well as broad strategies to meet these objectives. As a key document of the organisation, the strategic plan is available to be distributed to all Board Members. Copies of the current strategic plan are available from the office.

### Operational Planning

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

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

### The Annual General Meeting

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

The standard agenda for the AGM includes:

- Minutes of the previous AGM
- Presentation of the Annual Report and Chairperson's report
- Treasurers Report
- Election of the returning officers
- Election of Board Members
- Appointment of the Auditor
- General

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

### The Annual Report

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

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

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

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

### **Compliance with Department of Commerce (DOC)**

SWAN is committed to meeting all DOC requirements in a timely and efficient manner.

Standard reporting requirements include:

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

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

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

Board of Management will at all times:

- Ensure that the organisation conducts its affairs so as to promote the agency's aims and objectives.
- Understand their roles and responsibilities as a Board Member.
- Fulfil their responsibilities as Board Members by attending as many Board of Management meetings as possible and tendering their apologies in advance if unable to attend any meeting.
- Prepare themselves properly for Board meetings by pre-reading the minutes of the previous meeting, the agenda for the forthcoming meeting and any supporting documentation.
- Satisfactorily complete any tasks allotted to them by the Board within the agreed time-frame.
- Act in good faith and in the best interests of the organisation, regardless of whether they have been nominated to the Board by another organisation or whether they are serving as a representative of another organisation.
- Act as an ambassador for the agency in their public and private dealings with other persons or organisations. Only the Chairperson or CEO may make statements to the media or act as spokesperson for SWAN.
- Keep the affairs of SWAN confidential and any information about families gained in the course of their role as Board Member, confidential. The Board Members will sign a Declaration of Confidentiality on election to the Board.
- Act honestly in the exercise of their powers and the discharge of their duties.
- Exercise reasonable care and diligence in the execution of their duties by keeping themselves informed about the agency's activities and financial position.
- Where they have personal interests that might give rise to conflicts of interests with their duties as Board Members, disclose the nature of those interests at the Board meeting and refrain from discussing, or voting on, the issue.
- Ensure the keeping of such accounting records as correctly explain the agency's transactions and financial position.
- Not make or authorise a statement to the DOC, the Australian Taxation Office, the agency's independent auditor or the agency's funding body which, to their knowledge, is false or materially misleading.

- Prevent the agency from incurring a debt if there are reasonable grounds for suspecting that the agency is insolvent at the time the debt is incurred or would become insolvent by incurring the debt or a number of debts.
- No past staff of SWAN may serve on the Board of Management unless five years has passed since the date their employment ceased.

### **Review of the Policy**

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





## South West Autism Network Inc

### BOARD MEMBER COMMITMENT FORM

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The Board of Management exists to secure and promote the financial, legal and ethical wellbeing of the organisation and to ensure that it fulfils its mission.

As a member of the Board of Management of South West Autism Network Inc (SWAN), I understand that I have a duty of care to always work in the best interests of the organisation, a duty of loyalty to put the good of the organisation first and avoid any conflicts of interest and a duty of obedience to be faithful to the central goals of the organisation and follow its governing documents.

In furtherance of these commitments and responsibilities I will put forth my best individual effort to:

- Attend, fully prepare for, and diligently participate in Board meetings, committee meetings and special events.
- Make an annual personal financial contribution at a level that is commensurate with my financial means.
- Actively participate in helping to develop resources for the organisation.
- Act in the best interests of the organisation, and excuse myself from discussions and votes where I have a conflict of interest.
- Strive to keep abreast of trends, issues, and current developments that may affect the organisation.
- Stay informed about what is going on in the organisation, asking questions and requesting information as needed. I will participate in and take responsibility for making decisions on issues, policies and other Board matters.
- Actively voice my opinions and concerns, and open-mindedly consider everyone else's opinions and concerns, in all Board decision making. I will trust that we all share a constant passion for this organisation's mission.
- Exercise my authority as a Board member only when acting in a meeting with the full Board or when appointed by the Board.
- Represent the organisation in a positive and supportive manner at all times.
- Bring a sense of humour and active listening to my participation in meetings.
- Work collaboratively with staff and other Board members as partners toward achievement of our goals.
- Strictly maintain the confidentiality of all privileged or sensitive information provided to me to safeguard the organisation's reputation and integrity, as well as the privacy rights of individuals and donors connected with the organisation and the Board. I accept this principle as one that should survive my period of Board service.

If I do not fulfil these commitments to the organisation, I will expect the Board chair to discuss my responsibilities with me.

In turn, I expect the organisation to be responsible to me in the following ways:

- Providing me with regular financial reports and analyses and updates on significant organisational and personnel activities.
- Providing me with opportunities to discuss important organisational issues with the Board chair and executive director as appropriate.
- Offering me opportunities for professional development as a Board member.
- The staff and Board members will respond in a straightforward fashion to questions that I feel are necessary to carry out my responsibilities to this organisation. Board members and staff will work with me in good faith toward achievement of our goals.

If the organisation does not fulfil its commitments to me, I can call on the Board chair to discuss the organisation's responsibilities.

I certify by my signature that I understand the foregoing expectations that accompany my Board service and will do my best to live up to them as a member of the Board of Management of South West Autism Network Inc.

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Name of Board Member

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Signature

Date

**Note:** *Subsequent to its adoption by the Board of Management, this Statement will be provided to all continuing and prospective Board Members and nominees as appropriate.*



## South West Autism Network Inc

### BOARD OF MANAGEMENT: CONFIDENTIALITY

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#### Introduction

Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

#### Purpose

The purpose of this policy is to facilitate effective governance of South West Autism Network Inc (SWAN) by ensuring Board confidentiality.

#### Policy

Board members must keep confidential all information pertaining to matters dealt with by the Board. This includes Board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has left the Board.

Maintaining confidentiality as a general rule will also help ensure observance by Board members of the following legal duty:

*A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:*

- *gain an advantage for themselves or someone else; or*
- *cause detriment to the organisation.*

If a request is made for access to one or more Board Papers\*, the Board may on a case by case basis resolve to provide access to the document/s. In considering this request, the Board will have regard to:

- the importance of maintaining confidentiality to facilitate effective Board meetings;
- the importance of complying with the law – including privacy law - and recognizing that the law sometimes creates duties to disclose or protect information;
- whether the person requesting the document is a member, and the important role of members in holding the Board accountable; and
- the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

Nothing in this policy is intended to prevent the Board from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Board in carrying out its functions.

Any person (such as staff or advisors) who is not a member of the Board but is present at a Board meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

\* **Board Papers** means all written communications to Board member/s including without limitation monthly/quarterly Board papers, submissions, minutes, letters, email correspondence, memoranda, Board committee and sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to the Board member as a Board member during his or her time in office.

### Responsibilities

The Chair is responsible for bringing this policy to the attention of prospective Board members.

The Secretary must ensure that it is included in the induction kit (if such a kit exists) for new Board members.

Requests for access to Board Papers should be made to the Secretary who should include consideration of the request as an item on the Board agenda.

### Procedures

The Secretary shall ensure that Board Papers are created, maintained and distributed in a manner which is consistent with their confidential status. They shall be kept separately from other (non-confidential) documents and stored in a manner which limits access to them by unauthorised persons (including employees).

In circumstances where a request for access to Board Papers has been made, and there is reason to believe that there are laws governing the disclosure or non-disclosure of the document, the Chairperson or CEO will obtain legal advice on the matter to assist the Board in its consideration of the request.

## CONFIDENTIALITY STATEMENT

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I, \_\_\_\_\_  
have read and understood SWAN policy Board of Management and agree to maintain the confidentiality of SWAN members, the Board of Management and the organisation as a whole.

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Signature

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Name

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Date