

## GOVERNANCE POLICY

Policy number:	2	Version:	0.1
Drafted by:	Maryann Liethof	Approved by Board on:	11 October 2018
Responsible Committee:	Governance and Risk Management	Scheduled review date:	As Required

### EXECUTIVE SUMMARY

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.

#### 1. INTRODUCTION

Governance in the community sector is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of an organisation are appropriate for the organisation.

Board members take ultimate responsibility for the governance of their organisations. However, governance is not a role for Boards and Board members alone. Governance is also concerned with the way Boards work with chief executives and 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.

#### 2. POLICY

The Board of Polio Australia is an elective, representative, and collective body:

- It is elective, in that the determination of Board members is the prerogative of members through the election process. That process is determined by the individual State based Polio Networks who make up Polio Australia and by the Board in voting for Independent Members.
- It is representative, in that no member can be mandated by their constituency to adopt a particular position if they do not believe it to be in the best interests of the organisation. Whatever the constituency of any member, all members are committed to acting selflessly and making decisions and voting on governance decisions solely in the best interests of the organisation.
- It is collective, in that while each member should put the point of view of their constituency, and each member has the right to argue for their own point of view and to vote for that position, once a collective decision has been taken Board members are required to support that decision.

#### 3. FUNCTION

The function of the Board of Polio Australia is to collectively ensure the delivery of the organisation's objectives, to set its strategic direction, and to uphold its values. The Board should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing appropriately and is complying with all its legal, financial, and ethical obligations.

The responsibilities of the Board that cannot be delegated to any other person or body include:

- Compliance monitoring – ensuring compliance with the objects, purposes and values of the organisation, and with its constitution;
- Organisational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them;
- Strategic planning – reviewing and approving strategic direction and initiatives;
- Regulatory monitoring – ensuring that the organisation complies with all relevant laws, regulations and regulatory requirements;
- Financial monitoring – reviewing the organisation’s budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the organisation;
- Financial reporting – approving the appointment of the auditor and reviewing their performance, considering and approving annual financial statements and required reports to government;
- Organisational structure – setting and maintaining a framework of delegation and internal control;
- Leadership selection – selecting, evaluating the performance of, rewarding and, if necessary, dismissing the organisation’s Executive Officer (EO);
- Succession and remuneration planning – planning for Board, EO and executive succession, and determining senior management remuneration;
- Risk management – determining policy;
- Dispute management – determining policy;
- Social responsibility – determining policy; and
- Board performance and composition – evaluating and improving the performance of the Board.

#### **4. RELATIONSHIP WITH MANAGEMENT**

The Board should focus on the strategic direction and the core policies of the organisation and avoid becoming involved in day-to-day operational decisions. Where individual Board members do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

#### **5. MEMBERSHIP**

- The Governance and Risk Management Sub-Committee shall have a minimum of three appointed members that come from the Board of the organisation.
- The Business Manager is required to attend the Governance and Risk Management Sub-Committee to present and discuss the relevant issues.
- If the Board identifies a need for additional expertise then an external expert can be appointed to Governance and Risk Management Sub-Committee.
- Any other Board member may also attend.


#### **6. MEETINGS**

- The Treasurer will be the Chair of the meeting and present a report to the Board meeting.
- The quorum for the meeting will be two members.
- To be held regularly with a minimum of four meetings per year. Each of these meetings to precede a Board meeting.
- The Chair of the meeting will ensure the proceedings of the meeting are accurately minuted, recorded and endorsed prior to the next meeting

**7. REVIEWS**

- Each year as part of the Board performance review process, there will be a performance review of the Governance and Risk Management Sub-Committee.
- Each year the Governance and Risk Management Sub-Committee reviews the Terms of Reference and recommends them to the Board.

**AUTHORISATION**

Signature of President: 

Name of President: Gillian Thomas

Date of approval by the Board: 11<sup>th</sup> of October 2018

**Polio Australia Incorporated**