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| **Purpose:** | The Governance Policy is intended to clarify the content of the organisation’s Trust Deed / Constitution / Rules *delete not applicable* 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 Trust / Board *delete not applicable* or its Trustees / Board Members *delete not applicable*, which are addressed separately elsewhere. | | |
| **Scope:** | This policy applies to all Trustees / Board Members *delete not applicable*. | | |
| **Principles:** | Abide by the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of name of organisation. | | |
| **Version:** | Template to adapt | **Effective Date:** | Add date |
| **Approved by:** | Board | **Due for Review:** | 12 months |
| **Templates** | * Governance Induction Checklist * Conflict of Interest Register * Conflict of Interest Annual Disclosure Statement * Governance Code of Conduct * Governance Skills & Experience Matrix * New Trustee/Board Member Advert and Application | | |
| **Legislation:** | * Human Rights Act * Incorporated Societies Act * Charities Act | | |
| **Reference Documents:** | * Trust Deed / Constitution / Rules *delete not applicable* * Delegated Authority Levels Template * Policy and Procedure - Governance Recruitment and Induction | | |

**Policy**

The function of the Board of name of organisation is to collectively ensure the delivery of the organisation’s purpose and principles, to set its strategic direction, and to uphold its values.

**Responsibilities**

The Trustees / Board Members *delete not applicable* are collectively responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations

The responsibilities of the Trustees / Board Members *delete not applicable* 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 Trust Deed / Constitution / Rules *delete not applicable*.
* 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 budget, monitoring management and financial performance to ensure solvency, financial strength and good performance
* Financial reporting – considering and approving annual financial statements and required reports to government
* Organisational structure – setting and maintaining a framework of delegation and internal control
* Risk management – reviewing and monitoring the effectiveness of risk management and compliance; agreeing or ratifying all policies and decisions on matters which might create significant risk, financial or otherwise
* Dispute management – dealing with and managing conflicts including conflicts arising between Trustees / Board Members *delete not applicable*, staff members, contractors, volunteers or service/participant users
* Social responsibility – considering the ethical and environmental impact of all activities and operations and ensuring that these are acceptable; and
* Board performance and composition – evaluating and improving the performance of the Board

**Governance Structure**

The composition of the Board is outlined in name of organisation Trust Deed / Constitution / Rules *delete not applicable (refer* Clause add clause number).

The Board shall consist of not more than xx appointed Trustees / Board Members *(delete not applicable)* and not less than xx Trustees / Board Members *delete not applicable* (refer Clause add clause number).

There must be at least xx Trustees / Board Members *delete not applicable* present at a meeting to form a quorum (refer Clause add clause number).

Governance Attendance Policy

**Introduction**

Regular attendance at Board meetings is essential in order to maintain continuity and cohesion in the management and governance of name of organisation.

**Purpose**

This Attendance Policy is intended to encourage regular attendance at name of organisation’s Board meetings and to provide procedures to deal with any failures in such attendance.

**Policy**

Trustees / Board Members *delete not applicable* are expected to demonstrate their commitment to the organisation by attendance at Board meetings, except when prevented by unforeseeable events.

**Responsibilities**

It is the responsibility of the Chairperson to monitor the attendance of each Trustee / Board Member *delete not applicable* and to issue warnings as appropriate.

**Procedures**

The Chairperson or nominated Trustee / Board Member *delete not applicable* shall notify members of forthcoming meetings no later than xx working days before the set date of the meeting.

Where Trustees / Board Members *delete not applicable* are prevented from attending any Board meeting, they should notify the Chairperson of their intended absence.

Where a meeting is to be held either in the form of a teleconference or online, the Chairperson should notify Trustees / Board Members *delete not applicable* accordingly.  Participation in these meetings shall be equivalent to attendance at a regular meeting *delete if not applicable.*

**Attendance requirements**

A Trustee / Board Member *delete not applicable* will no longer hold office if they are absent without leave from xx consecutive meetings (refer Clause add clause number) *if applicable*.

**Process**

If a Trustee / Board Member *delete not applicable* is in breach of their attendance requirements then the Chairperson shall consult with them to discuss this matter.

If the Trustees / Board Members *delete not applicable* difficulties are resolvable, then the Chairperson shall attempt to resolve them.

If no mutually satisfactory resolution is possible, and if the Trustee / Board Member *delete not applicable* wishes to continue on the Board, then the Trustee / Board Member’s *delete not applicable* response will be put to the Board at its next meeting. The Trustee / Board Member *delete not applicable* shall be entitled to speak to this item. The remaining Trustees / Board Members *delete not applicable* will then decide what actions to take regarding that Trustee / Board Member’s *delete not applicable* future with the organisation.

The Board may remove any co-opted person for any reason, including (but not limited to) non-attendance *delete if not applicable*

When any person has been removed from the Board or from any committee under this provision, the Board will promptly initiate a process to recruit a new Trustee / Board Member *delete if not applicable*.

Board Grievances and Dispute Resolution Policy

**Introduction**

The Board of name of organisation is committed to reaching a speedy and just resolution of any disputes or grievances that may threaten the harmonious functioning of the Board.

**Purpose**

This policy is designed to set out the process for resolution of disputes or grievances involving Trustees / Board Members *delete if not applicable* that are unable to be resolved through respectful debate in Board meetings.

**Policy**

Where possible disputes will be resolved by mediation.

**Responsibilities**

It is the responsibility of the Chairperson to ensure that:

* Trustees / Board Members *delete if not applicable* are aware of this policy
* Disputes are handled respectfully, confidentially, and in accordance with natural justice

It is the responsibility of all Trustees / Board Members *delete if not applicable* to ensure that their usage of electronic media conforms to this policy.

**Process**

Subject to anything to the contrary contained within name of organisation’s Trust Deed / Constitution / Rules *delete not applicable*:

1. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute is raised with all parties.
2. If the parties are unable to resolve the dispute at such a meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
3. The mediator must be –
4. a person chosen by agreement between the parties; or
5. in the absence of agreement, a person appointed by the Board.
6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
7. The mediator, in conducting the mediation, must –
8. give the parties to the mediation process every opportunity to be heard; and
9. allow due consideration by all parties of any written statement submitted by any party; and
10. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
11. The mediator must not determine the dispute.
12. The mediation must be confidential and without prejudice.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise at law.

Conflict of Interest Policy

**Policy**

A conflict of interest may occur if a financial interest or a relationship influences or appears to influence the ability of a Trustee / Board Member *delete not applicable* to exercise objectivity. The Board places great importance on making clear any existing or potential conflicts of interest. All such conflicts of interest shall be declared by the Trustee / Board Member *delete not applicable* concerned. All conflicts of interest must be documented in the Conflict of Interest Register.

**Procedure**

Where a Trustee / Board Member *delete not applicable* has an actual or perceived conflict of interest, that Trustee / Board Member *delete not applicable* shall not initiate or take part in any Board discussion on that topic (either in the meeting or with other Trustees before or after the Board meetings), unless expressly invited to do so by unanimous agreement by all other Trustees / Board Member’s *delete not applicable* present. Where a Trustee / Board Member *delete not applicable* has an actual or perceived conflict of interest that Trustee / Board Member *delete not applicable* shall not vote on that matter.

Where a Trustee / Board Member *delete not applicable* has an actual or perceived conflict of interest related to their relationship with a staff member, contractor or volunteer of the organisation, supplier or any other person having dealings with the organisation, that Trustee / Board Member *delete not applicable* shall not initiate or take part in any Board discussion on that topic (either in the meeting or with other Trustees / Board Members *delete not applicable* before or after the Board meetings), unless expressly authorised to do so by the Board. The Trustee / Board Member *delete not applicable* with the conflict of interest shall not vote on that matter, unless expressly authorised to do so by the Board.

The Board may further supplement the definition of conflict of interest from time to time if it so wishes, and may specify the procedures to apply in such cases.

Trustees / Board Members *delete not applicable* and staff members are not barred from engaging in business dealings outside of their role with the organisation, provided that these are negotiated at arm’s length without the participation of the Trustee / Board Member *delete not applicable* concerned.

A Trustee / Board Member *delete not applicable* who believes another Trustee / Board Member *delete not applicable* has an undeclared conflict of interest should specify in writing to the Chairperson the basis of this potential conflict.

Conflict of Interest will be included as a standing agenda item for each board meeting.

Every year prior to the AGM each Trustee / Board Member *delete not applicable* and the Manager *delete if not applicable* will review and complete the Conflict of Interest Annual Disclosure Statement