



Donald Simpson Community Centre

GOVERNANCE HANDBOOK

Approved by the DSC Board on 23 February 2023)



Acknowledgment

The *Governance Handbook* is the result of researching what other non-profit and community organisations had developed together with a variety of resources for non-profit organisations freely provided by Federal and State governments. These resources together with research focussing on the meaning of best practice or good governance in organisations, as well as theoretical underpinnings, and were all used to develop this Handbook. The Constitution was used as the overriding document given its legal status together with any relevant statutes.

No citations to individual documents are given unless the resource could provide additional insight within an Australian context or the citation is to a diagram or quote taken from another source. This is because the content is an amalgamation of various documents and research notes. The inclusion of multiple citations was considered but could have detracted from the reader's ability to comprehend the intended meaning and easily apply.

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1 INTRODUCTION

The *Governance Handbook* (the Handbook) is a key document describing the governance framework for how the DSC Board and Donald Simpson Community Centre (Centre) operate. The aim of the Handbook is to provide an effective and easy to read tool ensuring compliance with legal and other requirements including establishing the guidelines within which the Board's directors and the Chief Executive Officer work when carrying out their respective roles. The *Centre Management Board* means the Board of directors acting collectively (Rule 1).

The Handbook is necessary for:

- Outlining the *rules* within which everyone one at the Centre is to operate and work
- Separating the Board's role from the operational/management role
- Working effectively with and through the Chief Executive Officer
- Allowing monitoring to be made against policy expressing the Board's compliance with the Constitution and any statutory requirements.
- Freeing up the Board to spend most of its meeting time on important strategic issues outlined in the Strategic Plan including fund raising, members and community.

The term *rules* encompass any requirements in statutes, the Constitution, Centre policies or agreed practices approved by the Board unless stated otherwise. However, where there is specific reference to a rule in the Handbook such as *Rule 18.1*, this is a reference to the Constitution.

1.1 Related documents

The Handbook should be read in conjunction with the following Centre specific documents:

- Constitution
- Policy framework
- Strategic plan
- Annual report
- Delegations register.

2 BACKGROUND

In the years since establishment, the Donald Simpson Community Centre (the Centre) has continued to grow and is the only over 50s leisure centre of its kind in the Redlands. The Centre continues to offer a large range of health and wellbeing, recreational and educational activities and events.

Since the Centre's establishment, there have been changes at a governance level together with increased expectations from members, stakeholders and the community in general. The Board is committed to best practice governance to meet its legislative and corporate responsibilities as per the ASX's *Principles of Good Corporate Governance* and increased expectations. Part of best practice governance is for a Board to have a governance handbook and policy framework.

Principle 1: Lay Solid Foundations for Management and Oversight¹

Companies should recognise and disclose the respective roles and responsibilities of Board and management [articulated in a] framework designed to... clarify the respective roles and responsibilities of Board members and senior executives in order to facilitate Board and senior executives' accountability to both the company and its shareholders [and] ensure a balance of authority so that no single individual has unfettered powers.

This Handbook documents what the Board considers to be best practice *governance* for the Centre considering our vision, purpose and values.

2.1 Our vision

Your meeting place for our community

2.2 Our purpose

Enhancing life through activities, events and services.

2.3 Our values

- Community focussed and responsive
- Respectful, honest and open
- Professional and accountable
- Collaborative, inclusive and embracing diversity.

2.4 Governance standards

The Centre is a registered public company limited by guarantee under the *Corporations Act 2001* (Cth) and a registered charity under the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth). These Acts and the Constitution provide the authority to the Board to provide direction, control and responsibility for the management of the Centre and its affairs.

To be and remain registered with the ACNC, the Centre must meet the five governance standards listed below.

Standard 1: Purposes and not-for-profit nature of a registered entity. Registered charities ('registered entities') must be not-for-profit and work towards their charitable purpose. A charity must be able to demonstrate this to the ACNC and provide information about its purpose to the public (for example, by having a copy of its rules on the ACNC Register).

Standard 2: Accountability to members. Charities must take reasonable steps to be accountable to their members and provide their members adequate opportunity to raise concerns about how the charity is governed. This standard only applies to charities that have members (so not to trusts).

¹ Australian Stock Exchange (ASX). Corporate Governance Council, Principles of Good Governance and Best Practice Recommendations. June 2007.

Standard 3: Compliance with Australian laws. A charity must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a civil penalty of at least 60 penalty units (at the appropriate per unit).

Standard 4: Suitability of board members ('responsible persons'). Charities must take reasonable steps to ensure that their board members are not disqualified from managing a corporation (under the Corporations Act) or currently disqualified from being a board member for a registered charity by the ACNC Commissioner. Charities must take reasonable steps to remove board members who do not meet these requirements.

Standard 5: Duties of board members ('responsible persons'). Charities must take reasonable steps to make sure that their board members know and understand their legal duties and that they carry out some of the more significant of these duties.

2.4.1 Duties of responsible persons

A *responsible person* is not just the Centre's nominated contact person but refers to those persons responsible for governing the Centre. As a company limited by guarantee each of the Centre's directors is a *responsible person*.

Under governance standard 4 the Centre must make sure its *responsible persons* are suitable, and under governance standard 5 *responsible persons* must:

- act with reasonable care and diligence
- act honestly and fairly in the best interests of the charity and for its charitable purposes
- not misuse their position or information they gain as a responsible person
- disclose actual or potential conflicts of interest
- ensure that the financial affairs of the charity are managed responsibly, and
- not allow the charity to operate while it is insolvent.

3 BOARD ROLE AND FUNCTIONS

The Board's role is to **govern** the Centre rather than to manage and by doing so:

- Must act in the best interests of the Centre as a whole at all times.
- Sets the Centre's vision, purpose, values and goals.
- Takes responsibility for, and has authority to, determine all matters relating to the direction, control, policies, practices and management of the Centre.
- Does all things that may be necessary to be done in order to achieve the goals of the Centre.

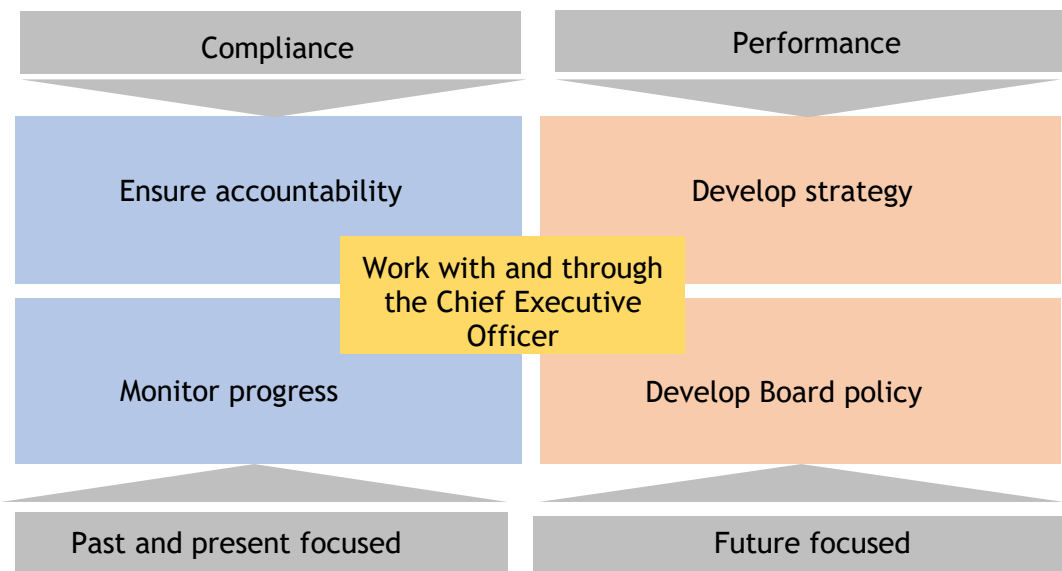
The Board has four main areas of focus² as shown in Figure 1 and these are executed by working with and through the Chief Executive Officer.

- Develop strategy
- Ensure accountability

² The breakdown of the Board's areas of focus is based on Tricker's model for analysing a board's activities. See Tricker, R.I. *International Corporate Governance: Text readings and cases*. NY. Prentice Hall, 1994, p49.

- Develop Centre policy
- Monitor progress.

Figure 1 Role of the Board



3.1 Functions of the Board

The main functions of the Board are:

- Strategic leadership
- Set Centre policy
- Monitor results
- Manage risk
- Ensure accountability
- Working with and through the Chief Executive Officer.

3.1.1 Strategic leadership

In partnership with the Chief Executive Officer, the Board will:

- Reinforce the Centre's core purpose by setting goals.
- Determine the future intentions by setting a vision.
- Establish a strategic direction for the Centre's viable future and document in a three-year *Strategic Plan* to be reviewed annually and adjusted as need be.
- Articulate the strategic outcomes by identifying the results expected to be achieved including the priority allocation of financial and other resources to particular activities, events, services and projects.
- Set and demonstrate the appropriate ethical and behavioural standards.
- Ensure member consultation is an integral part of strategic planning.

3.1.2 Policy setting

The Board will:

- Develop relevant governance policies.
- Ensure an appropriate *policy framework* exists and is appropriate to the Centre's needs.
- Amend and /or develop any new governance policies regarding the way the Centre delivers activities, events, projects and services.
- Delegate the responsibility to prepare and implement operational procedures to the Chief Executive Officer.

The *policy framework* captures and interprets any legislative and other statutory instrument changes or policy decisions made by the Board.

3.1.3 Monitoring progress

The Board will monitor the Centre's performance against strategic direction. In order to do this, the Board will identify key result areas and performance indicators that will assess progress against direction.

The Chief Executive Officer is responsible for overseeing the production of reports (against pre-stated performance measures) necessary for the Board to fulfil its obligation of reviewing financial and strategic performance.

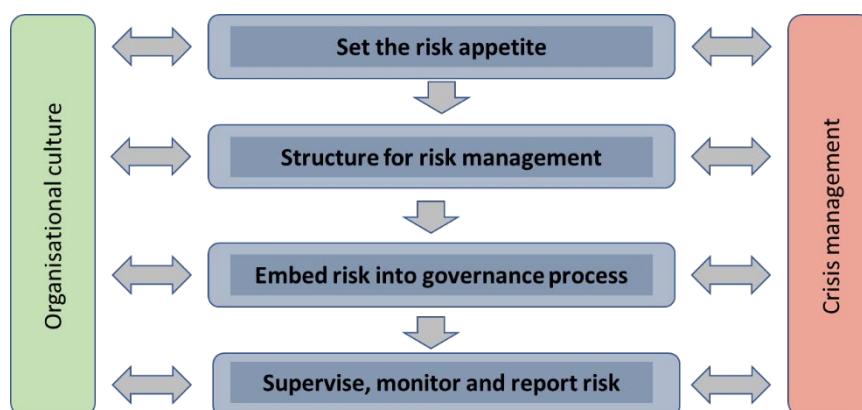
The reports will include updates on progress on the implementation of the *Strategic Plan* as well as operating results to confirm whether targets are being met. The Board may obtain additional internal reports from 'review' Boards and/or independent external sources if required, to verify information.

The Board will continually review and refine monitoring and reporting activities, in consultation with the Chief Executive Officer, to ensure that reporting is not an arduous task so only providing limited value whilst absorbing the limited resources of the Centre.

3.1.4 Risk management

The risk management roles of the Board and Chief Executive Officer are complementary. Whereas the Board is responsible for **supervising** risk, the Chief Executive Officer is responsible for **managing** risk. The Board's risk role is shown in .

Figure 2 Board risk roles



The Board has responsibility to:

- Develop the appropriate **risk culture** for the Centre including formal and informal structures and practices that the Centre, its employees, volunteers and members use to deal with risk on a daily basis.
- Identify how much risk the Centre is willing to accept - sometimes called the **risk appetite**.
- Delegate authority to the Chief Executive Officer to implement an appropriate **risk management structure** (risk system within the Centre. This will ensure that all major sources of potential opportunity of *harm* to the Centre (both existing and potential) are identified, analysed and treated appropriately with regulatory compliance and integrity in reporting achieved.
- **Embed risk** into governance processes by:
 - including risk as a standard agenda item at the Board meetings
 - conducting risk reviews and / or workshops as part of the annual Board program
 - ensuring that all directors and the Chief Executive Officer have knowledge about risk management and their role in risk
 - undertake regular reviews of the Centre's strategy and internal control policies.
- **Supervise, monitor and report** risk. The Board will receive regular reports on those areas of risk identified by the Chief Executive Officer (and any relevant *risk* focused Board) as part of the Chief Executive Officer's report at each Board meeting.

3.1.5 Accountability to members

The Board will:

- Recognise its fundamental accountability to its members, stakeholders and the community at large.
- Ensure the Centre effectively delivers its activities, events, services and projects and satisfies the reporting requirements of relevant funding bodies³.
- Ensure that policies and procedures are in place which will meet the specific requirements of relevant funding bodies.
- Support a culture of accountability across the Centre.
- Develop appropriate and timely linkage and consultation processes with members to receive advice and input regarding member expectations and Centre's direction.
- Adopt a process to ensure the independence of the Centre's auditor/s (Rule 25.2) to include:
 - Meeting with the auditor/s without the presence of the Chief Executive Officer, other staff or volunteers when not a member of the Board, on an annual basis.
 - Develop an open, unimpeded and constructive relationship with the auditor/s.
 - Be satisfied that the scope of the audit is adequate and carried out thoroughly with the full cooperation of Chief Executive Officer and staff.

³ Funding bodies may provide grants for one off projects, capital or recurrent expenditure.

3.1.6 Working with the Chief Executive Officer

The Board will:

- Select, monitor and if necessary, replace the Chief Executive Officer.
- Define the Board's expectations of the Chief Executive Officer's performance including the setting of a clear, annual performance agreement and key performance indicators.
- Provide regular, honest and rigorous performance feedback to the Chief Executive Officer on the achievement of expectations.
- Ensure there are positive conditions for the motivation of the Chief Executive Officer and ensure there are adequate training systems and support.
- Respect the delegations to the Chief Executive Officer by acknowledging the different but complementary roles of the Board and Chief Executive Officer.
- Communicate via the Chief Executive Officer if required to interact with the Centre's staff, volunteers, contractors or other users of the Centre.

3.2 Authorised delegations

The Board will decide which decisions can be made by, and which matters are reserved for, the Board. The Board may delegate any of its powers to any Board or Boards of director as they decide (Rule 23.1 DSC Constitution).

The Board will also determine which Board functions may be handled through delegations to the Chief Executive Officer, individual directors (where not already assigned through the Constitution or a statute), staff, coordinators or other volunteers.

The Board will ensure that a current *Delegations Register* is in place stating the financial and decision-making delegations for directors, management, staff, coordinators and volunteers. The delegations need to be effectively communicated, implemented and monitored. See Appendix 2 for *Delegations Register* template.

3.3 Board v. Chief Executive Officer - Differentiating roles

Table 1 summarises the roles of the Board versus the Chief Executive Officer.

Table 1 Differentiating roles

Board's Role	Chief Executive Officer's Role
Governs the Centre	Manages the Centre
Sets strategic direction	Implements strategic direction
Monitors strategic plan's implementation	Reports on progress against plan
Ensure effective delivering of activities, events, services and projects	Manages operational activities including employees, volunteers and contractors
Determines delegations	Applies delegations
Develops policy framework	Implements policies

Board's Role	Chief Executive Officer's Role
Develop risk culture and confirm <i>risk appetite</i>	Implement risk management structure

4 BOARD COMPOSITION AND OPERATION

The management of the Company (referred to as the Donald Simpson Community Centre or Centre) is vested in the *Centre Management Board* (the Board).

Under Rule 16.2 (a) of the Constitution, the Board consists of under the Constitution. Directors will be elected at the Annual General Meeting and all nominees must be financial members of the Centre.

The Board is comprised of the following with the first four positions making up the Board's Executive:

- Chair
- Deputy Chair
- Treasurer
- Secretary
- Directors (maximum of seven).

All directors have deliberative voting rights. The Chair does not have the power of a casting vote.

4.1 Term of office

At alternate annual general meetings, all directors must retire and the term of office of the retiring directors ends at the conclusion of the annual general meeting at which they retire. Retiring directors under this rule may nominate for re-election.

For re-election of retiring directors and vacancies refer to Rule 16.4 of the Constitution.

4.2 Election of office bearers

Office bearers are directors elected at the Annual General Meeting and comprise of:

- Chair
- Deputy Chair
- Secretary
- Treasurer

4.3 Vacation of office

Directors shall remain on the Board until they resign office, are required to vacate the office by law or are replaced by the members in accordance with the Constitution.

4.4 Director competencies

A director:

- Must be eligible under the Constitution
- Available to commit the time and effort required
- Must be able to read and interpret to a reasonable level all documents tabled or distributed as part of the Board's responsibilities
- Should be recognised as having particular skills or expertise required by the Board.

4.5 New Board member induction

The Board recognises that a proper induction is needed for all new directors.

Directors will be provided with an induction package on commencement which outlines the Board's governance processes and their roles and responsibilities whilst serving as a Board member. This *Handbook* together with the *Constitution* are two key tools in the induction package which will be provided digitally to each director.

The induction package will be reviewed annually or when there are applicable statutory or Centre policy changes, to ensure continued relevancy.

4.6 Director's development

A commitment to ongoing director development is a commitment to the continuing improvement of the Centre.

Directors are expected to continue their *professional* development and learning. This may be formally through recognised programs or attendance at Centre organised workshops, personal research, external seminars or any other means or combination.

As part of the annual budget cycle, the Board will request an allocation of funds to be used for the professional development of directors. This amount will be determined through consultation between the directors and the Chief Executive Officer. The amount may vary each year; it will depend upon the needs of the current directors and the financial position of the Centre.

The allocation of funds and the use of those funds for professional development will be determined by the Board.

Director development should address:

- Governance and directorship competencies
- Specific knowledge in regard to a Community Centre and its current and potential offerings.

Directors are expected to report to the Board on the outcomes of development activities if not organised by the Centre on their behalf.

The Board will participate in an annual governance workshop to be held preferably before the first meeting of the Board following the AGM.

4.7 Board and director evaluations

The Board commits to undertake an annual evaluation of its performance prior to each AGM. From time to time the Board may also commit to individual director performance evaluations to assist the individual.

The aim of individual evaluations is to identify competencies as well as professional development requirements to support the director in being an informed and active participant on the Board. The Board may engage an independent expert to facilitate the process.

The Board recognises that the role of a director has evolved over time and may be subject to statutory changes requiring an enhanced knowledge and skill set.

4.8 Insurance

The Centre has professional and public indemnity insurance to cover all activities of the organisation. Other relevant insurance is provided for directors and staff in relation to the provision of services. These include Directors Insurance and Workers Compensation.

Deeds of Indemnity are included in favour of any directors nominated by the Centre as representatives on other Boards or similar formal Boards.

4.9 Board and sub-Boards

The Board will establish sub-Boards as required which are required to report back to the Board at points in time. Generally, the Centre will have the following sub-Boards with other sub-Boards established if required at the Board's discretion:

- Executive Sub-Board
- Workplace Health and Safety Sub-Board

The Chair and Chief Executive Officer will be in attendance at each sub-Board. The Chair may either be a member of the Sub-Board or in an observer capacity. The Chief Executive Officer attends in an observer capacity.

4.9.1 Board principles

Principles for the operation of sub-Boards are as follows.

- A "sub-Board" exists when it is approved by the Centre Management Board (the Board). This applies to any group that is formed by Board action, whether or not it is called a *Board* and regardless of whether or not directors sit on the Board. This does not apply to Boards formed under the authority of the Chief Executive Officer (i.e., operational Boards).
- Sub-Boards are to help the Board do its job and are NOT established to help, facilitate, advise or exercise authority over employees nor delegate to any staff unless the Chief Executive Officer has specifically agreed to such delegations.
- Sub-Boards and their members have no individual authority to participate in the day-to-day management of the Centre. This includes making any representations or agreements with members, suppliers, customers, employees or other parties or organisations.

- Sub-Boards only make recommendations to the Board and may not make decisions on behalf of the Board except when formally given such authority from the Chair.
- Sub-Boards are able to include outside individuals from time to time in order to bring additional skills, experience or networks but only where this is not in conflict with the operational needs of the Centre.
- Sub-Boards require specific delegations from the Board as a whole. These will be contained in each sub-Board's respective *Terms of Reference*.

Terms of Reference have been developed for each sub-Board. Each Sub-Board *Terms of Reference* includes:

- Objectives, functions and powers (if any)
- Duties and responsibilities
- Membership
- subBoard Chair and their duties
- Arrangements for staffing, resourcing (authorised use of funds), providing access to Chief Executive Officer (authorised use of management time), procedures for obtaining independent external advice
- Reporting procedures and monitoring schedule of Sub-Board work (include Board minutes/reports with Board papers)
- A time limit 'sunset clause' (the Board can authorise extension or 'roll over' if required).

The role of the Chair of each Sub-Board is to:

- Convene the Sub-Board meetings
- Run the agenda of the meetings in accordance with the endorsed *Terms of Reference*
- Provide a report to the Board after each Sub-Board meeting including actions and recommendations

5 BOARD DIRECTORS

The term *director* is used to represent the members of the Centre Management Board and includes the Executive and all other directors whether they are referred to as directors or not. The definition of *director* does not extend to any other person who regularly attends a Board meeting e.g. Council representative.

5.1 Director's Code of Conduct

The *Code of Conduct* (the Code) outlines the standards the Centre's Board intends to apply to itself (see Appendix 3). Each director is required to sign an acknowledgement that they have received, read and will abide by the Code.

Under the Code, directors have an individual responsibility to ensure that the Board is:

- undertaking its role
- ensuring that in accordance with legal requirements and agreed ethical standards, directors act in accordance with this Code. If directors are unclear of their roles or experience difficulty, they are encouraged to approach the Chair for assistance in the first instance.

5.2 Access to professional advice

Directors are to exercise judgement on the matters before them. The Board and / or a director may from time to time need to seek independent, expert, professional opinion on a matter before them.

- If a director wishes to seek external advice about an issue or particular information, he or she is to discuss the request with the Chair.
- The Chair will consider the request and discuss with other directors.
- The Chair will ask the director or the Chief Executive Officer to get a quote on the cost of the external advice, and then make a decision.

Directors do not have the authority to seek independent advice without consulting the Chair, **unless they are funding the request personally.**

Approval for all expenditure associated with independent advice is to be provided by the Executive.

5.3 Confidentiality agreements

Directors must ensure confidentiality of documents and information that is available to them as part of the role. This includes:

- Do not make a record, divulge, or communicate to any person, any information concerning the Centre, its affairs or transactions.
- A breach will amount to a serious misconduct and entitle the Board to dismiss the director without prior notice.
- The restriction will continue to apply after termination of a director's term on the Board without limit in point of time but will cease to apply after the following:
 - Information becomes public
 - Disclosure of information which is required by law.
- Any documents, notes, memoranda, recorded messages, film or diaries regardless of whether in hard copy or digital relating to the affairs of any person or of the Centre made by a director in the performance of his or her duties, shall remain the property of Centre and must be surrendered upon termination of the director's term on the Board.

5.4 Communication with external parties

The Chair is authorised to comment on:

- Strategic matters including the Centre's future outlook.
- Resolutions to be put to the General Meetings of the Centre.
- Changes in directors, any matter related to the composition of the Board.
- Matters pertaining to the outcomes of the Board or Board processes.
- Other matters specifically related to members.

Directors may contact members where matters are of interest to them but any contract must be carried out in accordance with the *Code of Conduct*.

The Chief Executive Officer is authorised to comment on:

- Centre's future outlook as long as this is aligned to the agreed vision.

- Any operational matters.

5.5 Communication with internal parties

Directors have the right to communicate with internal parties within the Centre. This can be undertaken in the following ways:

- Via participation on an established Sub-Board
- Through a request via the Chief Executive Officer to speak with a Centre staff member if there is reason to do so. This does not limit the routine interaction of a member with a Centre staff member in the execution of their duties e.g., booking a day trip.
- Via organised opportunities for the Board to meet Centre staff, for example, during visits to Centre or at other Centre approved locations, or at celebratory events or functions.

5.6 Director access to Centre information

Directors have the right to inspect documents held by the Centre. However, directors need to be aware of the confidentiality of the information and to always act in the best interests of Centre.

When seeking information directors will:

- Approach the Chief Executive Officer to request the required information.
- If the information is not forthcoming, approach the Chair.
- If the information is still not forthcoming, write a letter to all Board members and the Chief Executive Officer detailing the request and why it is required.

Note: A director is entitled to the same information that may be obtained by any member for personal purposes (such as information on the re-election to the Board) at the director's personal cost if this applies e.g., photocopying charges. This type of request will not usually be captured in the register (see section 5.6.1).

5.6.1 Response process

When receiving a request to inspect documents the Chief Executive Officer will:

- Provide access to the requested documents within five business days.
- If this is insufficient time, then
 - inform the director requesting the information about possible delay
 - provide reason/s why
 - advise of when documents will be available to be inspected
 - advise of any access conditions.
- Record the director's request in the *Request for Information by Director Register* which will be reported on as part of Chief Executive Officer's monthly report to the Board.

If the director is not satisfied with the reasons for the delay, then the director can:

- Approach the Chair seeking clarification and or confirmation of reason/s for delay
- Write a letter to all Board members and the Chief Executive Officer detailing the request, why information is required, why the delay is unsatisfactory and asking for a date to be confirmed when documents can be inspected.

5.7 Expense protocol

Under Rule 16.6 of the Constitution, directors are entitled to be reimbursed for all travelling and other expenses properly incurred by them:

- in attending Board meetings or any Board of the directors,
- in attending general meetings of the Centre
- in connection with the Centre's business
- in performance of their duties.

However, in the spirit of volunteerism the practice is not to reimburse directors who instead meet their own travelling and other expenses as they relate to the management of the Centre.

In special circumstances travelling and other expenses may be met by the Centre if previously agreed by the Executive. Where this occurs receipts for all expenses must accompany any claim together with the Chair's formal approval.

Where reimbursement has been agreed by the Chair, this will be recorded as part of either the Chair or Chief Executive Officer's report to the Board unless the Chair considers this would be considered a breach of privacy.

5.8 Conflict of interest

A director who has a potential or actual material personal interest in a Centre matter must advise the other directors. This interest may or may not be related to financial matters.

On appointment, directors will have an opportunity to declare any such interests. These will be entered into Centre's *Conflict of Interest Declarations Register*.

The director must:

- give details of what the interest is
- state how it relates to Centre
- state at a director's meeting as soon as possible and the matter of conflict must be recorded in the minutes of the meeting.

To ensure directors have an opportunity to disclose new conflicts of interest, the first agenda item for each Board meeting will be the disclosure of any conflicts of interest.

Any amendments to disclosures are to be tabled at this time and entered into the *Conflict of Interest Declarations Register*.

The Board can request a director to take reasonable steps to remove the conflict of interest. If a director cannot or is unwilling or unable to remove a conflict of interest, then the director must excuse himself or herself from the room when discussion and voting occur on matters to which the conflict relates.

The entry and exit of the director concerned is to be recorded in the Minutes.

Directors do not have to absent themselves when either:

- A conflict of interest relates to an interest common to all members.
- The Board passes a resolution that identifies the director, the nature and extent of the director's interest and the relation of the interest to the affairs of the company.

- The Board clearly states that the other directors are satisfied that the interest should not disqualify the director concerned from discussion and/or voting on the matter.

5.9 Related party transactions

Related party transactions include any financial transaction between a director or staff member and the Centre and are to be documented at each Board meeting. If the Centre wants to give a financial benefit to a director or related party, it must get the approval of the Board members and document in the minutes.

An example of a related party transaction is the awarding of a contract to a company in which a director is a partner. An exemption to this requirement is where the financial benefit is given on arm's length terms.

A director or staff member shall exclude himself/herself from the approval process where a related party has made an application to them. Related party transactions will be acknowledged and documented in the Annual Report each year to demonstrate transparency and due process.

6 BOARD MEETINGS

Board meetings are a fundamental component of governance processes with each meeting critical as it is the main opportunity for directors to:

- Establish and review the strategic direction
- Discuss strategic issues and scenarios
- Obtain and exchange information with the Chief Executive Officer
- Obtain and exchange information with relevant external parties
- Obtain and exchange information with each other.
- Establish and review governance policies and delegated authority as necessary
- Receive reports and monitor the performance of the Centre.

The Board meeting agenda is an important component since it shapes the information flow and subsequent discussion at the meetings.

6.1 Meeting frequency

The Board must meet at least ten times in every calendar year at a time and date determined by the Board

Convening short notice meetings

At times there may be a requirement for the Board to make decisions between scheduled meetings if a matter arises that cannot be delayed until the next meeting. The Chair may call a meeting at short notice if required. This may be delegated to another Office Bearer if the Chair is unavailable.

In a situation requiring a short notice meeting, any three directors, of whom one is either the Chair or other Office Bearer, and at least two are also members, shall constitute a short-term directors' meeting.

By unanimous resolution these directors may issue instructions to the Secretary and/or employees of the Centre. The directors who meet shall report their reason for the meeting and instructions given, at the following Board meeting.

6.2 Meeting attendees

Board meeting attendees include:

- All directors of the Board
- Chief Executive Officer (usually at all meetings except when Chief Executive Officer employment related issues are discussed)
- Centre staff as required (may be requested by the Board to make presentations to the Board, provide advice, counsel and/or information and answer questions)
- Any other person invited by the Chair to assist with matters under consideration and only to present within the allocated timeframe.

6.3 Meeting cycle

The Board must meet at least 10 times in every calendar year (Rule 18.1).

To manage the agenda, an indicative timeframe is shown in Table 1. This timeframe should allow directors sufficient time to seek clarification or further information in advance of a meeting on any ambiguous items.

Table 2 Agenda and minutes timeframe

Item	Due by
Requests for ad hoc agenda items to the Chairman	10 days prior to the meeting
Agenda prepared by the Chair	7 days prior to the meeting
Agenda and all other papers circulated to Board meeting attendees	7 days prior to the meeting
Draft minutes circulated	No later than 14 days after the meeting

Note: With the agreement of the Chair, urgent matters can be added to the agenda at the meeting if not known by date agenda and paper are circulated to directors.

6.4 Conduct of meeting

The Chair will:

- Ensure that all members are heard.
- Retain sufficient control to ensure that the authority of the chair is recognised. This may require a degree of formality to be reintroduced when it is required to make progress.
- Take care that the decisions are properly understood and accurately recorded.
- Ensure that where discussion and debate require a decision, this is completed with a formal resolution accurately recording the conclusions reached.

6.5 Director attendance at meetings

Directors are to provide reasonable forward notification of attendance at (or apology regarding inability to attend) to the Secretariat or their delegate for all Board meetings.

Directors must notify the Secretariat or their delegate as soon as possible of if there is a subsequent cancellation or alteration of arrangements.

All directors attending Board meetings are expected to remain until the conclusion of the meeting. However, any director who has to leave early must notify the Chair in advance and this is to be advised at the commencement of the Board meeting with the director's name and time of departure recorded in the minutes. This is to ensure that all Board business is completed with a legal quorum.

If due to unforeseen circumstances a member must leave a meeting before its conclusion, an apology is made to the Chair and fellow members with the members' name and time recorded in the minutes. The Chair will check to ensure a legal quorum still exists and if not, any other matters are to be held over to the next meeting or dealt with if suitable, out of session. Where this happens, the matters and any decisions are recorded in the minutes with a statement explain the reason for the need to have a matter dealt with out of session.

6.6 Director conduct at meetings

Directors are expected to behave in a manner that is consistent with generally accepted procedures for the conduct of meetings, at all meetings of the Board and any sub-Boards. This also extends to any attendance at other meetings when representing the Centre.

This will include, but is not limited to:

- Acting in accordance with the Handbook and governing policies.
- Acting in a professional manner that is consistent with the letter and spirit of the *Code of Conduct*.
- Preparing thoroughly for each Board or Board event.
- Addressing issues in a respectful manner.
- Using judgment, common sense and tact when discussing issues.
- Ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another person is speaking).
- Contributing to the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in Board meetings. They have a duty to question, request information and raise any relevant Board issue. They are required to fully canvass all aspects of any relevant Board issue confronting the responsible governing of the Board.

Directors are expected to cast their vote on any resolution according to their own decision after forming their own independent opinion and judgement on the matter under consideration.

Before the conclusion of each Board meeting, directors will agree on items for public disclosure to be included in any Board communiqué and these will be recorded in the minutes.

6.6.1 Use of technology

Where a director is not able to attend a meeting in person, the use of technology is allowable provided there is reasonable opportunity to participate in the meeting and that the director can hear and be heard by each of the other directors present whether that is in person or via the use of technology (Rule 18.2).

6.7 Quorum and voting at Board meetings

A quorum consists of five directors entitled to vote on any motion that may be moved by the meeting. A quorum of directors must be present in order for a decision of the Board to be valid. If a quorum is not present at any time the meeting is not validly convened. However, this does not affect the validity of any business conducted before the absence of a quorum occurred (Rule 18.4).

Decisions shall be made by majority of votes by the directors present and entitled to vote at Board meetings whether in person or via technology.

The Chair does not have a casting vote in addition to any vote the Chair has as a director (Rule 18.7).

6.8 Agendas

The agenda should be included as part of the notice of the meeting and needs to set out items of business to be dealt with in the meeting. Agenda preparation includes:

- Chair ensuring that meeting content will only include those issues which according to this Handbook fall under the responsibility of the Board.
- Chief Executive Officer working in consultation with the Chair to prepare the agenda for each Board meeting.
- Agenda distributed to meeting attendees in accordance with timetable shown in Table 2.

6.9 Correspondence

Protocol for correspondence addressed to the Board.

- Presenting to the Board all such correspondence together with any required draft reply prepared by the Chief Executive Officer for signature by the Chair or relevant director e.g. Treasurer. The Chief Executive Officer is responsible for ensuring the draft reply meets the Board's expectations.
- Major correspondence will be included with the Board papers, unless such correspondence is received between the circulation of Board papers and the Board meeting. If that is the case any such correspondence can be tabled at the meeting. Major correspondence will normally be "For Noting".

6.10 Board papers

Protocol for the preparation and circulation of Board papers:

- The Chief Executive Officer is responsible for the preparation and circulation of Board papers. However, a Board paper may be prepared for circulation by another staff member, Director or volunteer.

- The Chair should vet papers or any other information supporting each draft agenda item. This is to ensure they adequately inform the debate, add to the discussion and help Directors to reach a decision.
- Board papers should be written succinctly. They should follow a consistent format and clearly identify the issues, (and if required) stating the recommended resolution.
- Board papers distributed to meeting attendees in accordance with timetable shown in Table 2.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular director, the Chair will instruct the Chief Executive Officer to remove the relevant Board paper from the set of Board papers sent to that director.

Where the Chair has a conflict of interest, the Chief Executive Officer will apply the same process as stated above.

6.10.1 Retention of Board papers

The Chief Executive Officer maintains a complete set of Board papers whether digital or in hard copy. Individual directors may also retain their own Board papers in a secure location. However

- The only official records of Board meetings are those retained on behalf of the Centre by the Chief Executive Officer.
- Directors may choose at their discretion to keep their own personal notes or comments on Board papers. Individual directors should be aware that the personal notes and comments they choose to make are discoverable under law and so should proceed with caution in this regard.

6.11 Minutes of Board and sub-Board meetings

Minutes of Board and Sub-Board meetings are important and form part of the official record of proceedings and resolutions. Minutes are prepared and distributed to meeting attendees in accordance with the timetable shown in Table 2 and should:

- Document the decisions including any dissensions or
- Highlight where there were areas of dissent or disagreement (where appropriate)
- Clarify Board's intent in particular matters

Minutes of the meeting are circulated to the directors. Once verified they are signed by the Chair prior to or at the next Board meeting.

Where the Board meets out of session, minutes from these meetings are recorded in the same way as normal meetings.

6.12 Board calendar

The *Board Calendar* will schedule all Board meetings as well as other major Board, corporate and Centre activities. These may include:

- Regular Board meetings
- Annual returns/report and AGM
- Scheduled Board meetings

- Annual strategic direction formulation review workshop
- Scheduled executive management presentations
- Policy monitoring schedule
- Regulatory compliance schedule - key corporate compliance dates
- Board/director performance evaluation/review
- Chief Executive Officer performance evaluation/review
- Stakeholder relationship priorities
- Key Centre events.

7 THE EXECUTIVE

The Executive is made up of the following Board positions:

- Chair
- Deputy Chair
- Treasurer
- Secretary.

The Executive may meet prior to each Board meeting and at other times as agreed.

7.1 Role of Chair

The Chair's role is a key one within the Centre. The Chair is considered the "lead" director and utilises his/her experience, skills and leadership abilities to facilitate the Centre's governance processes and ensure that the Board accomplishes its role. See Appendix 5 for position description.

7.2 Role of Deputy Chair

The Deputy Chair assists the Chair and fills in if he or she is unavailable. The Chair and Deputy Chair need to have a good working relationship and understand their respective roles as well as the Chief Executive Officer's, to ensure that duplication or confused direction does not occur.

The Deputy Chair also needs to assist the Chair with leadership, assisting with the activities of the Board within its specific terms of reference and delegated authorities, providing support with the Chair's guidance and direction.

7.3 Role of Secretary

The Secretary is legally responsible for maintaining the non-financial records of the Centre but may delegate to the Chief Executive Officer and any other director certain responsibilities. However, the Secretary still remains legally responsible pursuant to the law and as the Board otherwise determines (Rule 18.10).

Role of the secretary includes:

- Preparing, sending out and keeping original agendas, reports and minutes for the Board meetings
- Preparing and sending letters from the Board

- Keeping an up-to-date list of members of the Centre.

Where the secretary has delegated tasks to the Chief Executive Officer and or other directors they will still need to ensure that these tasks are done properly.

7.3.1 Recordkeeping

The following must be kept at the Centre's registered office:

- Minutes of meetings (in writing, as a digital copy or as an audio or video recording)
- Constitution
- Handbook
- Full set of all approved policies
- Register of members and former members
- Names and address of directors, officers and the Secretary (contact person)
- Financial records as required under any statute applying to the Centre
- The Chair shall ensure that proper minutes are kept of general meetings, Directors' meetings, sub-Board meetings and emergency directors' meetings, and that those minutes are distributed to directors as requested.

7.4 Role of Treasurer

The Treasurer is appointed by members at the Annual General Meeting and is responsible for receiving and accounting to the Board for all monies payable to or otherwise received by the Centre (Rule 18.9). The Treasurer is supported by the Chief Executive Officer and any other staff or volunteers as is required.

The role of the Treasurer is as follows:

- Chair the Finance Board.
- Through the Finance Board, ensure that the Terms of Reference for that Board are fulfilled.
- If required, convene a short-term meeting of the Board in the absence of the Chair in accordance with the Handbook.
- Liaise directly with the Chief Executive Officer in relation to matters of Centre finance reports, audit activities and other issues directly related to financial reporting to the Board.

7.4.1 Finances

All Centre money must be deposited into the Centre's bank account/s.

The directors shall determine how all payments by the Centre are authorised and executed through the approved delegations and or assigned responsibilities.

7.4.2 Financial reporting

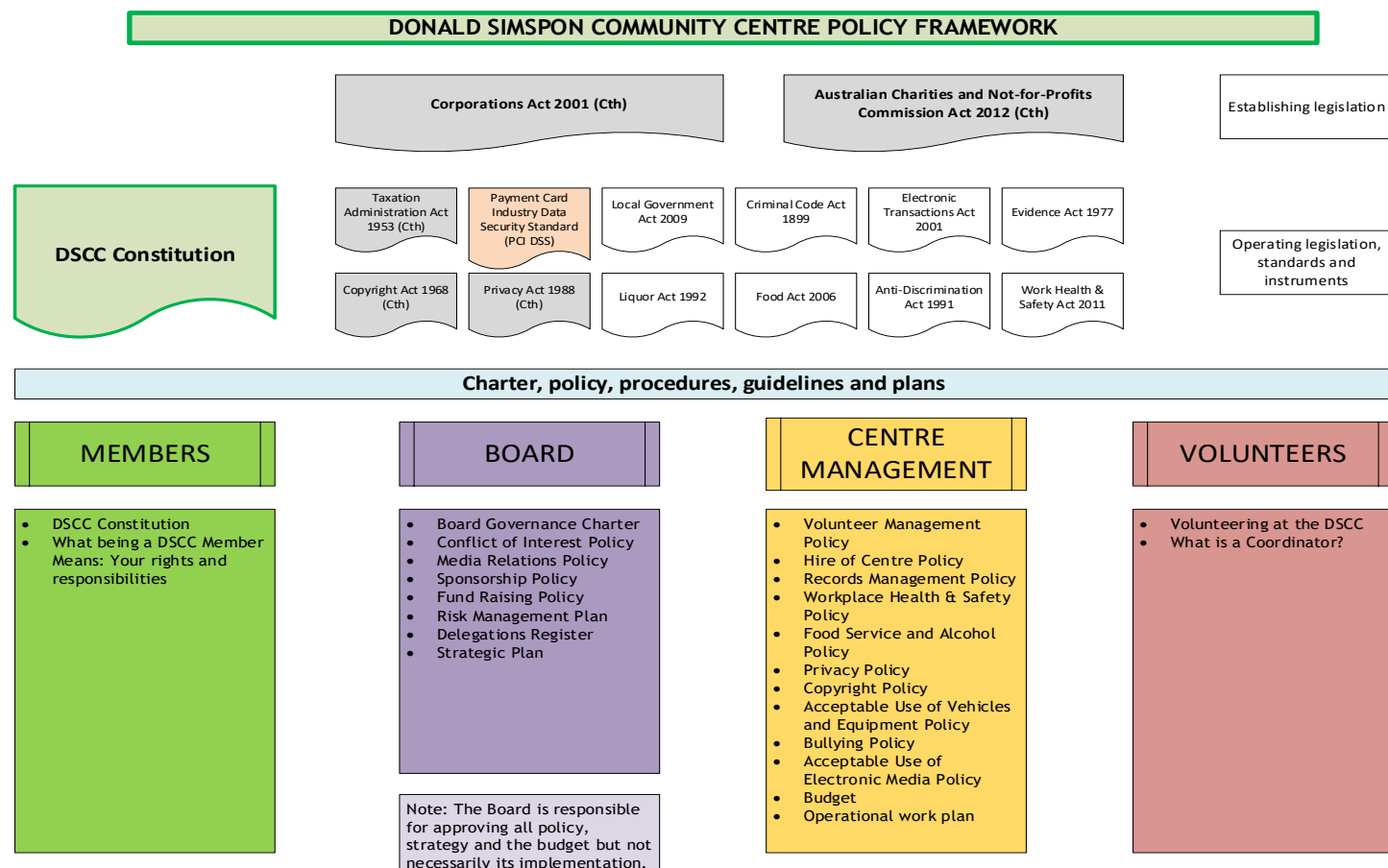
The Centre is committed to implementing best practice financial management across the organisation. In addition to the Treasurer, the Chief Executive Officer may be invited to attend Board meetings to report and talk to the financial reports.

The financial reports to the Board are required to be:

- Accurate
- Compliant with all regulatory requirements e.g., ATO and ASCI
- Prepared in accordance with Australian Accounting Standards
- Presented clearly and in an understandable manner, supported by graphs and diagrams where this is required

The Treasurer is required to sign off the financial report/s at each Board meeting and confirm the solvency of Centre.

Appendix 1 Centre policy framework



Appendix 2 Delegations register example template

Delegations Register for Financial and Key Decision Making

Approved by:		Date:		
Note: This delegations register is effective from the date of approval unless otherwise stated.				
Position	Delegation	Financial limitation	Instrument of Authority	Comment
Chief Executive Officer	Financial expenditure - operational	Expenditure up to \$300.	Constitution	Chief Executive Officer may expend up to their delegated financial amounts without first seeking Board approval.

CODE OF CONDUCT FOR MEMBERS OF THE CENTRE BOARD

This *Code of Conduct* represents the Donald Simpson Community Centre's (the Centre) commitment to high ethical standards and should be regarded as the minimum expectations for performance when a member of the Centre Management Board (the Board).

A Board member who fails to comply with this Code shall be considered in violation of the agreement and will be subject to appropriate disciplinary action.

1. Commitment

Board members when acting in their capacity as a director will:

- pursue as their highest priority the fulfilment of the mission of the Centre
- after that, promote the interests of the Centre itself
- after that, consider the interests of the Centre's members, stakeholders, employees, and the community and the environment in which it operates.

2. Compliance

Board members when acting in their capacity as a director will:

- ensure to the best of their ability that the Centre is complying with all applicable federal, state and local legislation and regulation
- comply with the Centre's constitution, its bylaws, its standing orders and its policies.
- ensure to the best of their ability and within the bounds of their authority that the Centre is observing sound financial practices and managing potential risks effectively, and is at all times in its dealings with other parties capable of meeting its legal and financial obligations

3. Conflict of Interest

Board members when acting in their capacity as a director:

- must not place their own interests, or the interests of any other person or body, before the interests of the Centre, or so act as to give the appearance of any such conflict
- must not engage in activities that are in conflict with the interests of the Centre that may negatively impact the reputation of the Centre, or that interfere with employees' performance of their job.
- must not enter into any financial relationship with the Centre without the approval of the Board, in whose deliberations on that issue the director shall have taken no part in
- must not through their own conduct bring the Centre into disrepute.

Employees refers to those persons employed by the Centre regardless of type or duration of employment including but not limited to permanent, temporary, consultants, contractors,

apprentices, trainees, vocational or work placement participants, work experience participants, volunteers or any other type of arrangement.

4. Conscientiousness

Board members when acting in their capacity as a director:

- exercise their independent judgement on the issues before them
- provide themselves with the information from within and without the organisation necessary to support the exercise of their judgements
- invest the time and effort required to fulfil the requirements of the position by reading the materials, participating fully in meetings, and carrying out any duties assigned by the Centre.

5. Communication

Board members when acting in their capacity as a director:

- educate themselves continuously to maintain the information base, the skills base, and the qualifications needed to oversee the affairs of the Centre effectively
- communicate the significance of the Centre's mission, its strategy, and its culture to members, employees, stakeholders and the community
- share with the Centre where appropriate and with their fellow directors, Centre volunteers and employees, the insights and practices they have developed in the course of their work.

6. Gifts or honoraria

Board members when acting in their capacity as a director:

- must not accept cash, gifts, gratuities, excessive favours or personal rewards intended to influence the Centre's decisions or activities. However, the acceptance of gifts of a nominal value (e.g., pens, calendars, advertising items) in recognition of work well done is permissible.
- must turn over to the Centre any honoraria they receive.

7. Confidentiality

Board members when acting in their capacity as a director:

- must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement with the Centre. This includes information about volunteers, Board members, funders, sponsors, donors, member organizations, partners, employees, contractors, and job applicants.
- must avoid inadvertent disclosure of confidential information through casual or public discussion, which may be overheard or misinterpreted.

8. Use of materials and property

Board members when acting in their capacity as a director:

- must not use or share materials and programs developed for the Centre that are the property of the organization in situations external to the Centre without prior approval.
- must not use the Centre's office equipment or stationery for personal purposes unless approved by the Chief Executive Officer.
- must obtain permission from the Chief Executive Officer or their delegate before removing any of the organization's property from the premises.

- are prohibited from sending material that is threatening, obscene, hateful, racist or otherwise inappropriate.
- must at all times use internet and email in a responsible and professional manner.

9. Drug and alcohol abuse

Board members when acting in their capacity as a director:

- must not attend meetings or represent the Centre while under the influence of drugs or alcohol. Any such breach may result in disciplinary measures up to and including removal from the Board.

10. Discrimination and harassment

Board members when acting in their capacity as a director:

- are expected to comply with the *Anti-Discrimination Act 1991*
- must not discriminate by reason of race, religious belief, colour, gender, mental or physical disability, marital status, ancestry, age, place of origin, family status, source of income or sexual orientation
- treat colleagues, members and the community with courtesy and respect.
- must not harass any other director, member, employee or person in the community and any such breach may result in disciplinary measures up to and including removal from the Board.

Harassment is interpreted as unwelcome conduct, comment, gesture, contact, or intimidating and offensive behaviour likely to cause offence or humiliation.

11. Acknowledgement

I have read this *Code of Conduct* and agree to follow it during my tenure as a Board member. I understand that failure to abide by the *Code of Conduct* may result in my removal from the Board.

Signature	
Name	
Date	

Appendix 4 Sub-Board sample terms of reference

Each sub-Board *Terms of Reference* includes:

- Objectives, functions and powers (if any)
- Duties and responsibilities
- Membership
- Sub-Board Chair and their duties
- Arrangements for staffing, resourcing (authorised use of funds), providing access to Chief Executive Officer (authorised use of management time), procedures for obtaining independent external advice
- Reporting procedures and monitoring schedule of Sub-Board work (include Board minutes/reports with Board papers)
- A time limit 'sunset clause' (the Board can authorise extension or 'roll over' if required).

The role of the Chair of each Sub-Board is to:

- Convene the Sub-Board meetings
- Run the agenda of the meetings in accordance with the endorsed *Terms of Reference*
- Provide a report to the Board after each Sub-Board meeting including actions and recommendations

SAMPLE TERMS OF REFERENCE MEMBERSHIP BOARD

1. Board Name

The Membership Board operates under the Centre Management Board (the CMC) and will be referred to in this document as "the Board".

2. Board Authority

The Board is

- a standing Board of the CMC
- governed by the Constitution and policies
- has the authority to make recommendations to the CMC on membership matters.

3. Accountability

The Board is accountable to the CMC and is responsible for submitting quarterly reports as a minimum. The Chair of the Board will attend meetings of the CMC.

4. Objectives

The Board acts on behalf of the CMC to deal with any membership matters with the following objectives.

- To provide advice to the CMC on membership matters.
- To participate in and make recommendations on applications to be a member of the Donald Simpson Community Centre (the Centre).
- To review membership fees and provide recommendations to the CMC for endorsing.

5. Composition

- The Board is made up of at least three members with a maximum of six.
- All members must have experience and/or an interest in membership matters.
- The Board must have at least one representative of the CMC.
- The Chair of the CMC and the Chief Executive Officer are automatically members of the Board.
- Other persons on the Board may be members of the Centre but not necessarily a member of the CMC.
- The Chair of the Board will be the CMC representative.
- Board members are appointed for a one-year term and the new Board is appointed for the following year by the end of December.

6. Meetings

The Board will meet a minimum of two times per year and more often, as needed.

7. Resources and Support

- 7.1 The CMC will provide the Board with meeting space and use of equipment such as photocopiers so that the Board can carry out its duties.
- The CMC will cover Board expenses such as photocopies and postage, if necessary.

8. Board Responsibilities

The Board will:

- Maintain membership related policy/s and recommend any changes to the CMC
- Create appropriate membership procedures
- Deal with any membership issues that arise and reporting findings to the CMC at the next meeting of the CMC unless of a routine and insignificant nature. Where this applies, then will be part of a quarterly report.
- Act as a resource on any membership matters.

These Terms of Reference will be reviewed annually.

Signature		Date approved	
Name		Date for review	

Position Statement **Chair, Centre Management Board**

The Chair is considered the *lead* director at the Donald Simpson Community Centre (the Centre). In this role they will utilise their experience, skills and leadership abilities to facilitate the Centre's governance processes and by doing so ensure that the Centre Management Board (the Board) accomplishes its role.

Board Leadership

The Chair will:

- Ensure the Board operates as an inclusive, well-functioning team
- Provide guidance to Board members on what is expected of them as directors
- Set the tone and foster an ethical Board culture
- Monitor that all the Board members behave in accordance with the director's *Code of Conduct* and take appropriate action in cases of non-compliance
- Ensure the Board has fully considered and approved an effective strategy for the Centre
- Ensure that the Board actively participates in setting the policies of the Centre
- Ensure that there is adequate monitoring, pursuit and performance of Board goals
- Initiate the process of regular and structured Board and director evaluations in accordance with the procedures laid out in the Handbook
- Ensure that all new directors undergo an appropriate induction program
- Review with all directors on a continuing basis their development needs and ensure that appropriate development occurs.

Ensuring Effective Board Meetings

In managing the Board, the Chair will:

- Together with the Chief Executive Officer, establish an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year
- Establish an agenda for Board meetings in consultation with the Chief Executive Officer
- Together with the Chief Executive Officer, ensure that appropriate Board papers are prepared and that the Board has the necessary information to ensure effective decision making
- Chair all Board meetings and conduct and facilitate Board discussions, decide on matters of order and guide the business in Board meetings as set out on the agenda, in the time available
- Convene Board meetings as per the requirements of the Constitution as reflected in the Handbook
- Ensure the effectiveness of the Board meetings, so that:
 - Time is allocated effectively
 - The right matters are considered during the meeting
 - Matters are considered carefully and thoroughly
 - All directors are given the opportunity to effectively contribute
 - Matters requiring decisions are resolved and noted.

- Together with the Chief Executive Officer, brief all directors in relation to issues arising at Board meetings
- Ensure Board decisions are properly implemented
- Vote by using a deliberative vote in the best interests of the Centre
- Sign the official minutes after they have been adopted.

Management Relations

The Chair will:

- Be the principal point of contact between the Board and Management, in particular the Chief Executive Officer
- Communicate with the Chief Executive Officer to ensure the Board is kept up to date on all relevant matters
- Regularly review or manage as appropriate, with the Chief Executive Officer and such other directors as required, the progress on important initiatives and significant issues facing the Centre
- While the Chief Executive Officer is the primary contact for operations matters, the Chief Executive Officer may call upon the Chair for assistance in dealings with:
 - Members, general public, suppliers and employees
 - Government and regulatory authorities
 - Other key stakeholders.
- Provide mentoring for the Chief Executive Officer
- Initiate and oversee the annual Chief Executive Officer evaluation process.

Stakeholder/Member Relations

The Chair will:

- Chair Annual General Meetings and special meetings of stakeholders/members
- Be the spokesperson for Board at AGM and in the reporting of performance and profit figures
- Be the spokesperson for Board on all governance matters
- Use his/her contacts where appropriate to assist Board
- Represent stakeholders' views to Board and Chief Executive Officer.

Delegations

The Chair is "first among equals" on the Board and as such has no additional power or authority above that of any other director. The exception to this is the Specific Responsibilities listed above and the following delegations:

- The Board delegates to the Chair the right to make any reasonable interpretation of the Board's words and intention in dealings with staff, members, suppliers and other stakeholders.
- The Board delegates to the Chair the approval of the Chief Executive Officer's leave and requests such as expense claims and professional development.

Succession Plan for Chair

The Chair is responsible for ensuring that there is a succession plan for the role of the Chair involving:

- Discussing with directors, who may aspire to the role of Chair, their development needs and, where possible and appropriate, assist such directors in their development as a potential Chair.
- As far as possible, ensure that several directors have had chairing experience of sub Boards and have undertaken other activities which would assist these directors to take the role of Chair if the position becomes unexpectedly vacant.
- Where possible, giving sufficient notice to the Board of any decision to step down from the position of Chair so that the remaining directors can give full consideration to the election of a new Chair in accordance with the Constitution.

Appendix 6 DSCC Board calendar 2020 - 2022

DSCC BOARD CALENDAR 2020-2022	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	July	Aug
Meeting schedule												
General Board meeting				NM								
Executive meeting												
Governance and strategic direction Board meeting												
Workplace health and safety Board meeting												
Centre development, catering and volunteers Board meeting												
Finance Board meeting												
Activities and fund-raising Board meeting												
Strategy formulation												
Strategic planning workshop												
Approve/review strategic plan												
Approve budget												

DSCC BOARD CALENDAR 2020-2022	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	July	Aug
Strategy implementation (Chief Executive Officer)												
Presentation to Board												
Chief Executive Officer												
Finalise/review contract												
Approve performance KPIs												
Assess performance (half yearly and full year)												
Review remuneration												
Accountability												
Financial reports												
<ul style="list-style-type: none"> approve half year financial report 												
<ul style="list-style-type: none"> review full year results - unaudited 												
<ul style="list-style-type: none"> approve full year - audited 												
Full year results - commentary												
Approve full year forecast												
Annual report												

DSCC BOARD CALENDAR 2020-2022	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	July	Aug
<ul style="list-style-type: none"> concept/drafts 												
<ul style="list-style-type: none"> approve 												
Monitoring and supervision												
Review Chief Executive Officer's reporting format												
Review Board and sub-Board reporting requirements												
Whole of business risk review												
Policy making and review												
Review Constitution												
Review governance handbook												
Review policy framework												
Review Code of Conduct												
Review delegated financial authority												
Review non-financial delegations												
Corporate governance												
Review Board performance including succession/s												

DSCC BOARD CALENDAR 2020-2022	Sept	Oct	Nov	Dec	Jan	Feb	Mar	April	May	June	July	Aug
Review Board meeting calendar												
Review terms of reference and composition												
• Governance and strategic direction Board meeting												
• Workplace health and safety Board meeting												
• Centre development, catering and volunteers Board meeting												
• Finance Board meeting												
• Activities and fund-raising Board meeting												
Member and stakeholder communication												
Approval of AGM notice and documentation												
Annual general meeting												
Other key stakeholder events												