



## Governance and Management

### Principle:

1. The Tasmanian Council on AIDS, Hepatitis and Related Diseases (TasCAHRD) is a not-for-profit organisation, and as such does not exist to make a profit, has no shares and no shareholders. There are never any dividends declared or paid.
2. The owners of TasCAHRD as a not-for-profit organisation are its members. Each member has one vote, each member is equal.
3. The sole requirement to become a member of TasCAHRD is a preparedness to abide by the aims and objectives of the Association.

### The role of the Board

4. In TasCAHRD, authority is exercised by and rests with the Board of Management (Board), subject to the restrictions and requirements of the Associations Incorporation Act, TasCAHRD's Constitution and Rules, and other statutes.
5. To provide continuity of experience, half of the ten elected TasCAHRD Board members are elected for two-year terms prior to each Annual General Meeting by the financial members of the Association. The President, Secretary and three members are elected in one year, with the Vice-President, Treasurer and three members elected in the following year. The Chief Executive Officer is automatically a voting member of the Board.
6. The Board may invite Guest Advisers to attend meetings of the Board. Guest Advisers are granted full rights of participation in the activities of the Board except the right to vote, including the right to be kept informed of all events, issues and developments involving the Board and its affairs in the same manner as the voting members of the Board.
7. TasCAHRD's Constitution defines the number of Board members and how they are appointed, sets out the responsibilities of the Board, the minimum frequency of meetings, the size of a quorum and so on. TasCAHRD's rules may be altered only at a general meeting of financial members of the Association.
8. Noting Rule 23 (3) and (4) of the Constitution of the Association, no person should hold office for more than two years without formal election by the Association membership.

9. The Board is responsible for the strategic direction and operation of TasCAHRD. It oversees and guides the way TasCAHRD works by establishing Strategic Plans and policies to achieve the aims of the Council. Implementation of the strategies is achieved through Annual Business Plans, developed by the Chief Executive Officer in consultation with relevant stakeholders.
10. In accordance with its rules the Board delegates the management of day-to-day operations of TasCAHRD to the Chief Executive Officer.
11. All funding submissions must be submitted to the Board for noting if within the delegation of the CEO or before being lodged for consideration and approval if outside the Chief Executive Officer's delegation.

### **Board Reports - Consultation, Communication and Decision-Making**

12. Proposals outside of previously approved budgets come to the Board detailing the background, options, implications, costs and recommendations. The Board is then in a position to make an informed decision and approve or not approve such proposals.
13. To enable effective and efficient consideration of proposals once information has been gathered and options identified, proposals come to the Board in the form of a Briefing Note.
14. Each month, the Office Bearers, the Chief Executive Officer and Subcommittee Chairpersons submit reports to the Board meeting.
15. Occasionally, other Board members may submit reports through the President, and staff or volunteers may submit reports through the Chief Executive Officer. Where appropriate and at the discretion of the Chief Executive Officer, staff members are to be invited to attend meetings of the Board to present papers related to their areas of responsibility.
16. All reports are submitted with a covering Briefing Note. The report may inform on the progress of a specific project or on the activities of the officer concerned. The report and Briefing Note may include recommendations for the Board's consideration.
17. Briefing Notes are also used where the member is submitting a new proposal for the Board's consideration. These should always include full details; explaining the need behind the proposal, relevant statistical information, any known alternatives that could achieve the same end, full costing of the proposal, potential risks and importantly, detailed recommendations for the Board to consider. Each Briefing Note must also be subject to consultation and discussion with other relevant stakeholders before it is submitted to the Board.
18. All Briefing Notes are submitted to the Chief Executive Officer for oversight of staffing and budgetary implications respectively before going to the Board. If the full costing is incomplete or the proposal is outside current budget estimates or staffing capacity, the Treasurer is consulted and either the Treasurer or the Chief Executive Officer may ask for the Briefing Note to be reworked. When satisfied that this has been done, the Chief Executive Officer will include the Briefing Note in the next Board agenda.

19. The approval of the Treasurer and/or the Chief Executive Officer does not imply that they approve of the proposal being submitted, only that they believe that the budgetary and staffing implications of the proposal have been clearly and accurately stated.
20. A template of the Briefing Note is included in the Procedures Manual.

### **Planning, Monitoring, Goal-Setting, Reporting**

21. TasCAHRD operates under a contemporary style of business management. This approach links operational review, stakeholder consultation, performance management, accrual accounting, triennial strategic planning, annual budgeting and annual reporting by means of a formalised Business Planning cycle.
22. Consistent with this approach, the Board determines (within the scope of its Constitutional and historical Objectives and subject to its various funding agreements) the strategic direction of its work for the triennium, grouping its endeavours under a series of Goals and Objectives. Within each Objective, sets of major Key Strategies are defined, being areas of operation that are consistent with the relevant Objective.
23. Each Key Strategy gives rise to a group of Activities, individual tasks that together contribute to the meeting of the Key Strategy. These are identified in the annual Business Plan.
24. Each Activity is accompanied by a set of quantifiable, reportable measures called Performance Indicators which enable the Board to measure progress against each Activity, to take remedial or corrective action where required, and to report to Association members on a periodical basis.
25. The Business Plan itself, once finalised, provides the basis against which the Association's annual budget is drawn up, and can also be used to support the Board's submissions to Government for program funding. Performance against budget as well as against the Business Plan is the essential element of the Board's governance of the Association and of its accountability, both to the Association members and to Government.
26. The Business Plan is the basis of the Performance Agreements between the Board and its staff, and provides the most significant means whereby staff performance is monitored and measured, giving rise to the granting or withholding of performance bonuses.
27. Progress in meeting the Key Strategies set out in the Business Plan and associated budget is regularly monitored by the Board through the Business Services Subcommittee.
28. Finally, stakeholders and consumers have a number of opportunities to have input into or to comment on the Business Plan and budget: This takes the form of periodic stakeholder surveys, public forums and discussion papers. Performance against the Business Plan and budget are reported annually with copies available to all members and are subject to confirmation by the Annual General Meeting.

## Responsibilities of Board members

### Board Members

29. Members of the Board report to the Board or, in special circumstances, to the Executive Committee.
30. Board members are managers of the Association and have all the rights and responsibilities detailed by the *Associations Incorporation Act 1964* (Tasmania) and the *TasCAHRD Constitution*. As employers, Board members have other statutory obligations as well.
31. Each Board member serves for a term of two years when elected prior to an Annual General Meeting and has the following responsibilities to:
  - a). accept individual and collective responsibility for the proper governance of TasCAHRD within the meaning of the Tasmanian *Associations Incorporation Act 1964*, the *TasCAHRD Constitution*, and other relevant statutes and requirements;
  - b). pursue TasCAHRD's objectives as outlined in its Constitution and current Strategic Plan;
  - c). serve TasCAHRD as a voting member of the Board;
  - d). contribute to the development of priorities, policies, procedures and regulations for the operation of TasCAHRD;
  - e). monitor the performance of the organisation and its programs;
  - f). promote and support the endeavours of TasCAHRD.
  - g). regularly attend monthly meetings as scheduled (usually on the fourth Wednesday of each month at 5.30 pm);
  - h). attend Subcommittee meetings, if a member;
  - i). attend consultations, in-service workshops and other development activities;
  - j). attend and participate in special events as needed.
  - k). recruit and monitor the performance of the Chief Executive Officer;
  - l). monitor finances and ensure fiscal responsibility;
  - m). maintain and up-date long-range Strategic Plans, annual budgets and forward estimates;
  - n). be well-informed on issues and agenda items in advance of meetings;
  - o). contribute skills, knowledge, and experience when appropriate;
  - p). listen carefully and consider other points of view;
  - q). participate in organisational decision-making;
  - r). assume leadership roles in all Board activities, including fund-raising, as required;

- s). represent the organisation to the public and to private industry;
- t). educate him/herself about the needs of the people served;
- u). represent TasCAHRD when requested by the Board.

## **Office-Bearers**

32. Each Office-Bearer serves for a term of two years when elected prior to an Annual General Meeting and has the following responsibilities to:
- a). undertake such tasks as are delegated to him/her by the Board or the Association, with specific tasks as detailed below;
  - b). be a member of the Executive Committee of the Association;
  - c). be a Trustee of the Andrew Shaw Foundation.

## **President**

33. The President serves for a term of two years when elected prior to an Annual General Meeting and has the following responsibilities:
- a). presides at meetings of the Board, of such sub-committees of which s/he is appointed chair, and of General Meetings of the Association;
  - b). oversees the preparation of agendas for meetings of the Board and the Association;
  - c). conducts meetings in accordance with the Rules of the Association and with the Board's Standing Orders;
  - d). ensures that the sense of the meeting is properly ascertained on any question before it;
  - e). preserves order at meetings;
  - f). gives all persons present a reasonable opportunity to express their views on any question before the meeting;
  - g). declares the meeting closed;
  - h). vouches for the correctness of minutes of meetings by affixing his/her signature to them;
  - i). receives from the Returning Officer a certificate of the results of the annual election;
  - j). convenes special meetings of the Board;
  - k). (personally or by the appointment of a nominee) convenes or causes to be convened meetings of any Subcommittee of the Board and the Trustees of the Andrew Shaw Foundation;;

- l). represents the Board and the Association in dealings with the Chief Executive Officer and through the Chief Executive Officer with the staff of the Council;
- m). ensures the proper induction of all new Board members as outlined in the Board Orientation Procedure and maintains the currency of materials used for Board induction;
- n). shares the role of official spokesperson with the Chief Executive Officer;
- o). submits a monthly report to the Board where appropriate;
- p). in collaboration with the Chief Executive Officer, ensures that Board members are kept informed about significant developments between meetings of the Board;
- q). maintains harmony and good working relationships between members of the Board and be responsive to directions of the Board;
- r). ensures the on-going viability of the Board through his/her support for and encouragement of participation in the affairs of the Association and the Board by persons of diverse backgrounds and skills;
- s). represents the Association in liaison with the community, as appropriate;
- t). provides leadership to the Board and the Association in the long-term planning and development of the organisation and its programs.

### **Vice-President**

- 34. The Vice-President serves for a term of two years when elected prior to an Annual General Meeting and has the following responsibilities:
  - a). assists the President as required and, in the absence or unavailability of the President, carries out the functions and responsibilities of the President.

### **Treasurer**

- 35. The Treasurer serves for a term of two years when elected prior to an Annual General Meeting and has the following responsibilities:
  - a). liaises with the Chief Executive Officer on financial matters;
  - b). ensures appropriate liaison with accountants, auditors and bankers engaged by the Association as required;
  - c). ensures all general records, accounting books, records of receipts & expenditure connected with the operations and business of the Association appropriately kept;
  - d). (or the Chief Executive Officer of the Association or a person authorised in writing by them) receives and banks on behalf of the Association all moneys paid to the Association and issues official receipts therefore;

- e). ensures cheques drawn on the Association's bank account are authorised by either the Board, the Treasurer, the Chief Executive Officer or a person authorised in writing by the Treasurer at the direction of the Board;
- f). ensures that all cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments are signed by the Treasurer, or by such other member/s of the Board or other persons as the Board have approved for that purpose;
- g). in the absence of the President, Vice President and Secretary, presides as chairperson at every general meeting of the Association and at meetings of the Board;
- h). submits a monthly financial report to each meeting of the Board and tables a list of expenditure for the preceding month;
- i). ensures the work carried out by any firm contracted to provide accounting and administrative services to the Association is adequately supervised, and reviews any such contract as required;
- j). oversees and ensures year end accounts are prepared and delivered in time for auditing;
- k). assists with maintenance of asset register;
- l). assists the Chief Executive Officer with the preparation of budgets, funding submissions and other financial matters;
- m). oversees the correct allocation of expenditure to programs;
- n). ensures the maximum return possible is achieved on any funds invested by the Association.

## **Secretary**

36. The Secretary serves for a term of two years when elected prior to an Annual General Meeting and has the following responsibilities:
- a). ensures the required notice of meetings of the Board and Executive Committee is provided, and includes with that notice an agenda and copies of all papers for that meeting;
  - b). ensures the required arrangements for meetings of the Board, the Executive Committee are made;
  - c). ensures the recording of the Minutes of meetings of the Board, the Executive Committee and the Association, and the circulation of those minutes to members as directed;
  - d). in the absence of the President and Vice President, presides as chairperson at every general meeting of the Association and at meetings of the Board;
  - e). acts as the custodian of the Rules of the Association, and draws breaches of those Rules to the attention of the President;
  - f). receives, brings to the attention of the Board, and responds to correspondence relating to the affairs of the Board;

- g). causes to be maintained a comprehensive filing system for papers, correspondence, minutes etc relating to the affairs of the Board.

## **Public Officer**

- 37. The Public Officer, once appointed, serves until a replacement Public Officer is appointed by the Board and has the following responsibilities:
  - a). receives nominations for membership of the Association, refers those nominations to the Board, and upon determination so advises the nominee;
  - b). receives resignations from membership of the Association;
  - c). ensures notification to members that membership subscriptions are due, and notifies non-financial members that they have ceased to be financial and that their memberships will lapse;
  - d). ensures the maintenance of an up-to-date Register of all members of the Association;
  - e). causes to be delivered to the auditor a list of all the accounts, books, and records of the Association;
  - f). fulfils the requirements for calling a General Meeting of the Association, giving the required notice and ensuring that the agenda and papers for that meeting are prepared and distributed;
  - g). ensures the provision of a list of all financial members of the Association to the Returning Officer prior to each annual election;
  - h). fulfils the requirements of the Rules in relation to the expulsion of members from the Association;
  - i). maintains custody of the Common Seal of the Association;
  - j). notifies the Office of Corporate Affairs of any change in the status of the Association and any change in the personal details of the Public Officer (including initial notice of appointment);
  - k). causes a copy of the annual Auditor's Report to be lodged with the Office of Corporate Affairs.

## **Chief Executive Officer**

- 38. Day to day management and administration is delegated to the Chief Executive Officer. The Chief Executive Officer is the link between TasCAHRD's Board and its other staff.
- 39. The Chief Executive Officer, once appointed, serves for the duration of his/her contract of employment and has the following responsibilities:

- a). manages all aspects of the day to day operation of the Council as detailed in the Chief Executive Officer's contract of employment;
- b). submits a detailed monthly report and attend each meeting of the Board;
- c). makes recommendations to the Board on any function of the Council's operation;
- d). is one of two official spokespersons for the Council;
- e). performs other duties as directed by the Board.

## **Relationship between the Board and staff**

40. The relationships between the TasCAHRD Board, its Chief Executive Officer and staff are crucial to its success. The fundamental relationships are as follows:
  - a). The Board, acting after receiving the advice of its Selection Panel, decides who is to be Chief Executive Officer.
  - b). The Chief Executive Officer decides who the other staff members will be.
  - c). In line with the current Strategic Plan and through the approval of annual Business Plans and budgets the Board decides what it wants done and sets deadlines.
  - d). The Chief Executive Officer decides how things are to be done and manages the people and resources of TasCAHRD to achieve the goals set.
41. Board members often hold specific offices within the organisation and chair or serve on many TasCAHRD program-related committees. In undertaking these roles such Board members require and shall be granted direct access to relevant staff, and relevant staff require and shall be granted direct access to such Board members.
42. While all Board members are fully entitled to seek from the Chief Executive Officer and to be provided by the Chief Executive Officer with such information relating to the management of TasCAHRD and of its programs as is consistent with their corporate governance responsibilities, workplace-related contacts and relationships between Board members and staff should not go beyond the areas of responsibility entrusted to relevant Board/staff members.
  - a). Other than as set out in paragraph 41 and in the preamble to this paragraph, relationships between staff and Board members shall not go beyond social relationships. Board members shall not intrude themselves into the management of the Council without the President's explicit approval, and staff members shall not engage Board members in discussions about the management of the Council without the Chief Executive Officer's explicit approval.
  - b). The Chief Executive Officer shall stress this requirement with staff during orientation and on a regular basis thereafter, and the President shall stress this requirement with Board members during orientation and on a regular basis thereafter.

## **Board Subcommittees**

### **Subcommittees**

43. The Constitution establishes an Executive Committee that can be convened to consider matters of special urgency as necessary in between regular meetings of the whole Board. The Executive Committee is comprised of the Office Bearers of the Association (i.e.: the President, Vice-President, Treasurer, Secretary, Public Officer, and Chief Executive Officer).
44. The members of the Executive Committee of the Board are also the Trustees of the Andrew Shaw Foundation. The role of the Trustees, chaired by the President or nominee, is to manage the operations of the Andrew Shaw Foundation in accordance with Rules 36 – 53 (inclusive) of the Constitution.
45. The Board is able to establish Subcommittees comprising any of its members, staff or volunteers for any area of concern where a small working group could more effectively deal with a task. Subcommittees make reports and recommendations to the whole Board. There is currently only one 'standing' Subcommittee:
  - a). the Business Services Subcommittee, established to oversee the organisations management and performance against the annual Business Plan,
46. The Board may also appoint other members to liaise with staff or other organisations to further the aims and strategies of the Council.
47. The President is an ex officio member of all Subcommittees.

### **Terms of Reference**

48. All subcommittees have the following Terms of Reference:
  - a). to have oversight of developments with-in the program area(s) allocated to the Subcommittee.
  - b). to provide support to staff members employed in the program areas.
  - c). to provide reports where required to the monthly Board meetings.
  - d). to report on current action list items at monthly Board meetings.
  - e). to conduct work identified in the Business Plan in areas related to the subcommittee.
  - f). to address any issue referred by the Board.

### **Business Services Subcommittee:**

49. Function: To manage the Board's Business Planning process (including regular monitoring of progress against Business Plan objectives and exception reporting to the Board).

50. Members: President or nominee (Chair), Treasurer, Chief Executive Officer and two Board members (at least one of whom is to be a non-Executive member).

## **Annual Appointments**

### **Returning Officer**

51. At its first meeting following the Annual General meeting in each year, the Board shall, pursuant to Rule 24. (1) of the Constitution, appoint a Returning Officer to conduct the election of officers of the Association and members of the Board for the following year.

### **Honorary Legal Advisor**

52. The Board shall, in September each year, appoint as Honorary Legal Advisor a Board member with legal qualifications (or, if no member is a lawyer, a non-Board member with legal qualifications) to be the designated Legal Advisor for the purpose of drafting and approving employment contracts and for such other purposes as the Board with the agreement of the Honorary Legal Advisor may determine.

### **Occupational Health and Safety Officer**

53. The Board shall, in September each year, appoint a suitable employee nominated by the Chief Executive Officer to be the Responsible Officer to perform the duties as described in the Tasmanian Workplace Health and Safety Act (1995).

## **Board of Management Standing Orders**

54. The following “Standing Orders” for the conduct of Board meetings have been adopted with the intention of reducing the duration of meetings without limiting input from members. The Standing Orders may be suspended at the discretion of the Board.
- a). meetings are to be of two hour duration, and meals will not be provided;
  - b). any business not addressed during the set meeting times will be deferred to the following meeting, referred to a Subcommittee for report back to the Board, or referred to the Executive for consideration and report back to the Board;
  - c). no oral reports to the Board will be accepted at meetings and presenters of reports are not to read from reports (it is assumed all members are familiar with all information contained in the mail-out);
  - d). all reports other than standing reports are to be accompanied by a Briefing Note;
  - e). all proposals/papers must be submitted through the Chief Executive Officer, and where necessary the Treasurer, to assess staffing, financial and other implications nine (9) days before the meeting date;

- f). All Board papers must be forwarded to all Board members by the Secretary seven (7) days before the meeting date;
- g). lengthy information reports and background documents not requiring action by the Board will be noted in the agenda and tabled at the meeting. They will not be included in the mail-out unless significant or of importance. Members may obtain a copy of such reports by contacting the Office Manager or the Chief Executive Officer;
- h). prior to meetings all members are urged to contact the authors of reports to seek clarification of, or to discuss any aspect of the authors report, and/or to discuss with other members any issue of concern with any of the papers/reports. Where pre-meeting discussions have occurred, the movers of reports should note that in their presentation;
- i). the following debate procedures will apply; - the mover of the motion may speak to the recommendation - each member has the option of one contribution only to the debate - the seconder or mover may speak to close the debate - a vote is taken if necessary;
- j). written reports may be tabled on the day and may be received, but no action may be taken on recommendations made in those reports until the following meeting of the Board, or they may be referred to a Subcommittee or to the Executive.

## **Miscellaneous**

### **Conflicts of Interest**

55. Rules 6 and 27 of the TasCAHRD Constitution are to be interpreted as follows:

- a). payment to a Board member of the standard fee for services actually rendered as part of a TasCAHRD Program does not contravene Rule 6 and does not therefore trigger Rule 27.
- b). subject to a Board member submitting an appropriate invoice supported by timesheets and records covering their services to a TasCAHRD Program since their election to the Board, and subject further to those services being within the amount approved by a program manager and contained in the current Budget, a Board member may be remunerated for those actual services rendered, without in any way affecting a Board member's membership of the Board.
- c). where any Board member submits a claim for remuneration for services actually rendered to the Association, payment of that remuneration shall be subject to the application of withholding tax unless an Australian Business Number is provided.
- d). Each meeting of the Board seeks declarations of any real or perceived conflicts of interest from those present at the meeting.

## **Principles Relating to Fundraising Activities**

56. Prior to any fundraising activity, the Board should determine the purpose of the activity, the target of the activity, and the purpose on which the raised funds will be spent.
57. The Board should clearly allocate responsibilities in relation to fundraising activities (excluding World AIDS Day red ribbon selling), with specific roles established for any Fundraising Subcommittee, the Board, individual staff, and volunteers.
58. The annual Business Plan will incorporate the planning, implementation and evaluation of World AIDS Day and AIDS Awareness Week activities
59. The Chief Executive Officer should ensure early input of labour to assist the staff member responsible for World AIDS Day activities, and should examine all possible means of employing additional part-time staffing in the lead-up to AIDS Awareness Week /World AIDS Day, increasing the commitment closer to World AIDS Day.
60. Staff should be encouraged to take a direct interest in and contribute to the fund-raising process, with the associated skills development benefit being stressed.
61. The work of the staff member responsible for World AIDS Day activities in fund-raising on World AIDS Day should be incorporated into any Fundraising Subcommittee processes where a crossover occurs, including relevant staff members directly in the overall fund-raising process.
62. Fund-raising aims for the year and progress to date should be reviewed by any Fundraising Subcommittee and reported to the Board throughout the year.
63. The structure and processes established for World AIDS Day should not be changed on collection day.
64. Fund-raising social events in AIDS Awareness Week and on World AIDS Day should include events for under 35 year olds and for people on low incomes, as well as a top of the market, black tie event.
65. The Chief Executive Officer should have direct involvement in fundraising activities, but should not Chair any Fundraising Subcommittee.
66. A Fundraising Subcommittee, through its Chair, should negotiate direct access to TasCAHRD staff through the Chief Executive Officer.
67. Responsibility for fundraising activities should be left to any Fundraising Subcommittee established for that purpose, and the Subcommittee should provide regular reports to the Board. The Board, having delegated this responsibility, should not intervene.

## **Managing Projects On Behalf Of Other Agencies**

68. TasCAHRD will ensure that additional projects it manages or hosts do not impact on the effective delivery or financial management of core programs.

69. Where appropriate TasCAHRD will charge a levy for projects it manages. This levy is to be paid to TasCAHRD as a management fee for such projects to cover staff supervision, accommodation and infrastructure costs and should not exceed 15% of the projects overall budget. These charges will be identified as expenditure and income in relevant program budgets and financial reports.
70. TasCAHRD may decide to host a project of another organisation and in doing so may choose to charge a lower levy where there is mutual benefit for the project and TasCAHRD.

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