

# GOVERNANCE POLICY

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## COMMITTEE OF MANAGEMENT

### **Legal and Financial Accountability**

The Committee is responsible for ensuring that DMCC meets all legal requirements and remains accountable to its donors and other stakeholders, including the State Government. More particularly, the Committee needs to make sure that DMCC acts according to its stated mission and for the purpose for which it receives tax exemption.

### **Strategic vision and objectives**

It is the Committee's role to:

- define the organisation's demographics or constituency;
- describe its Mission;
- set its values and ethical guidelines;
- determine long-term goals.

Strategic planning enables groups to think through and document what they are doing, and for whom, and why they are doing it. The process encourages examination of established directions and strategies for contemporary relevance and results.

### **Planning**

A responsibility of the CoM is to plan the direction of the organisation.

This will comprise:

1. A Strategic Plan set for a three year period, outlining the key priorities, measures and outcomes for where the organisation wants to be in the future. The Strategic Plan will be used by the Committee to monitor performance towards achieving outcomes. Components of the plan may include:
  - a. Vision, Mission and Values
  - b. Identification of key strategic areas to focus on in the next few years
  - c. Priorities within those strategic areas, what the intended outcome is and how the organisation might know it has achieved the outcomes (measures)
  - d. Resource Plan – Anticipated human and physical resources needed to carry out the plan (including technology and accommodation)
  - e. Financial plan – projections for the next three years
2. An Annual Plan setting the priorities for the organisation for the next 12 months the Annual Plan. The Annual Plan identifies the activities to be undertaken in the period, their relationship to the Strategic Plan and the budget for those activities.

### **Budget**

The budget translates the organisation's individual program goals and strategies into a financial plan for the next 12 months. The Committee must finalise and approve the annual budget and needs to sign off on any items of expenditure outside the approved budget.

### **Partnerships**

From time to time DMCC may enter into partnerships with other community organisations. These partnerships may be for projects, programs or services. Agreements with other organisations formalise arrangements for collaboration that set out clear purpose, objectives, roles and responsibilities, financial arrangements, dispute settlement, activities and agreed outcomes.

Partnerships can be formed on a range of levels from networking through to collaboration:

- *Networking* involves the exchange of information for mutual benefit.
- *Coordinating* involves exchanging information and altering activities for a common purpose.

- *Cooperating* involves exchanging information, altering activities and sharing resources
- *Collaborating*, in addition to the other activities described, includes enhancing the capacity of the other partner for mutual benefit and an agreed purpose.

Partnerships can only be entered into with the agreement of the CoM in accordance with the Strategic Directions and must benefit the organisation.

## **Advocacy**

The Committee is a primary link between the organisation and the broader community. It represents the interests of DMCC to the broader community and it should filter the diversity of stakeholder views back within the organisation.

### *To the community*

Committee members must be familiar with DMCC's programming to be able to clearly articulate the DMCC mission, accomplishments and goals. They need to be able to develop communication strategies that constantly build public awareness and reach new and broader audiences.

### *For the community*

Individual Committee members can provide a voice for important segments of the organisation's constituency to influence future directions and individual strategies (although you must always keep in mind your obligation to the DMCC as a whole).

At the same time Committee members need to constantly have their "ears to the ground". It is critical that they take the time to regularly listen to candid internal and external views of how the organisation is performing.

Communications need to be structured to provide serious feedback that can potentially have a direct impact on the DMCC's policy and future strategies.

## **Sub Committees**

Sub-committees are a way of distributing the workload of a management committee, and for making the most use of the expertise of the organisation's members. In this way, people who may not have the time to serve on the management committee can be co-opted onto a sub-committee for a limited time to carry out a project. The role and responsibilities of a sub-committee and its relationship to the management committee should be clearly defined.

The CoM may establish a subcommittee to consider an issue or issues on behalf of the CoM.

A CoM member will be appointed by the CoM to convene the Sub-Committee.

A Sub Committee may be made up of CoM members, or a mix of CoM members and others. Sub Committee members may be appointed by the CoM directly, or by the CoM appointed convenor.

Unless explicitly empowered the CoM, subcommittees cannot make binding decisions. For the most part, the function of subcommittees is to solve problems for and/or make recommendations to the Committee on which the latter, and only the latter, has the power to make decisions or policy. Even where power is delegated, the Committee still bears responsibility.

The CoM may draw up Terms of Reference(TOR) for a Sub Committee or a Sub-committees may be asked to draw up terms of reference at their first meeting for consideration and ratification by the CoM

TOR should include:

- Composition of the group;

- Purpose of the Sub Committee, expected goal/outcomes;
- Proposed timelines, including the lifespan of the Sub Committee;
- Limits of authority; and
- Reporting & Meeting Schedule

The Convenor of a Sub Committee should report to the CoM as agreed within the TOR.

- All ad hoc committees shall be dissolved by DMCC resolution once they have completed their work and, if requested, have provided a written report to the Executive Committee.

### **Code of Ethics**

The Committee of Management shall:

- Be diligent, attend Committee meetings and devote sufficient time to preparation for meetings to allow for full and appropriate participation in the Committee's decision-making.
- Observe confidentiality relating to non-public information acquired by them in their role as Committee Members and not disclose such information to any other person.
- Meet regularly to monitor the performance of management and the organisation as a whole. To do this the Committee will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the Committee.
- Ensure there is an appropriate separation of duties and responsibilities between itself and senior management and that no individual has unfettered powers of decision-making.
- Ensure that the independent views of Committee members are given due consideration and weight.
- Ensure that stakeholders are provided with an accurate and balanced view of the organisation's performance, including both financial and service provision.
- Regularly review its own performance as the basis for its own development and quality assurance. Individual Committee Members should also review their own performance with a view to ensuring a suitable contribution to Committee deliberations and decision-making and, if found lacking, should either pursue training or assistance to improve their performance, or resign.
- Carry out its meetings in such a manner as to ensure fair and full participation of all Committee members.
- Ensure that the organisation's assets are protected via a suitable risk management strategy.
- Ensure that personal and financial interests do not conflict with the duty to the organisation.

### **Conflict of Interest**

The Committee of Management of DMCC is committed to high standards of ethical conduct and accordingly places great importance on making clear any existing or potential conflict of interest.

The Committee of Management places great importance on making clear any existing or potential conflicts of interest. A conflict of interest exists where there is a divergence between the individual interests of a person and their responsibility to DMCC, such that an independent observer might

reasonably question whether the actions or decisions of that person are influenced by their own interests.

Examples of conflict of interest could be (but are not limited to):

- When an employee/committee member or his/her immediate family or business interests stands to gain financially from any business dealings, programs or services of the organisation.
- When a committee member him or herself offers a professional service to the organisation.
- When an employee/committee member stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.
- Where an employee/committee member or the ex/officio member of the committee has a role on the governing body of another organisation, where the activities of that other body may be in direct conflict or competition with the activities of DMCC.

Members shall declare any conflicts of interest either at the start of any committee meeting concerned or when a relevant issue arises. The nature of this conflict of interest should be entered into the meeting minutes.

Where a conflict of interest or potential conflict of interest is identified and/or registered, the committee member concerned shall leave the room as soon as that item comes up for discussion. The concerned committee member shall not vote on that issue, nor initiate or take part in any committee discussion on that topic (either in the meeting or with other committee members before or after the committee meetings), unless expressly invited to do so by unanimous agreement by all other members present.

If a person declares themselves to have existing or potential conflict of interest confidentiality will be respected.

### **Committee of Management Succession**

Good Practice demonstrates that committee members should change according to strategic direction and priorities. If the Committee has been much the same for several years, there are questions to be asked. Are the members staying because we can't get new members, or because we can't muster the courage to ask the others to leave? Members should discuss well ahead of time the particular capabilities the Committee needs.

A healthy Committee consists of members with commitment, knowledge and / or skills to support the strategic direction of DMCC. In order to achieve organisational outcomes, the Committee will:

- a) carry at an annual skills analysis to identify strengths and gaps to support the strategic and Annual plan.
- b) seek to co-opt (if applicable) members as per the rules to fill knowledge / skills gaps.
- c) maintain an induction kit for new Committee members which will be presented at Committee Induction immediately following the Annual General Meeting.
- d) decide to provide or seek a mentoring role to prepare interested members for other positions.
- e) decide to provide or seek a mentoring role to prepare interested organisations members to become Committee members. Committee Meetings

## **COMMITTEE OF MANAGEMENT MEETINGS**

The main function of a Committee member is to take part in Committee meetings. All major decisions are made at the ordinary committee meetings so it is impossible to be an effective member if you are not a regular attendee.

### **Purpose of Meetings**

The primary reason for holding meetings is to allow the Committee to make decisions. However, meetings also serve a range of other important functions, providing a forum where:

- Committee members are regularly brought together to focus on their roles and responsibilities, identify problems and plan for the future
- Members are encouraged and motivated
- Ideas are shared and discussed and then discarded, improved or implemented
- Tasks are allocated and reported on
- Regular updates about relevant issues are provided
- Members can get to know each other, professionally and personally

Committee members will be involved in a range of meetings during their term. Meetings include:

- *Committee Meetings* (held regularly or as the need arises to consider particular issues, depending on the focus of the committee)
- *Subcommittee Meetings and Working Groups*
- *Annual General Meetings* (used to recap on the year's progress, chart a direction for the future and elect new members or office bearers)
- *Extraordinary Meetings* (held between general meetings when urgent decisions need to be made)

### **Meeting Structure**

Decisions may be made through putting forward a motion, a seconder and a show of hands. The decision will be noted in the minutes.

Some meetings are held behind closed doors and are subject to strict rules of confidentiality; others are fully open to the public. Even open meetings may sometimes move into confidential mode, asking observers to leave while certain sensitive issues are discussed.

### **Meeting Lingo**

Not all first-time Committee members will be familiar with all the terms that are bandied about during Committee meetings. The following is provided to help the uninitiated make some sense of it all.

### **The Agenda**

The agenda is the list of things that will be discussed during the meeting. It is usually sent to Committee members a week in advance of the meeting to ensure everyone has a chance to read and digest it before the meeting starts.

Agendas go further than a simple list, also providing supporting information (explanations, related documents, etc.), as well as details about who will address each item and recommendations for action.

The Agenda also includes the date and time, attendees, apologies, conformation and Matters addressed.

## **The Minutes**

The Minutes are the official record of the actions and decisions of the Committee. They are taken every meeting and approved the next time the Committee meets. Generally, meeting minutes will include:

- The date and time of the meeting, including start and finishing times;
- Attendees including absences and apologies and noting when people have left and re-entered the meeting;
- A summary of the main points made during the discussion of each item;
- The result of each item discussed, decisions made or deferred and may also including the number of votes for and against.

The minutes show what positions and what actions the Committee has committed itself to and they may be referred to as the official record days and weeks and even years after a decision has been made.

## **Motions and Resolutions**

A "motion" is a proposal for action. "Moving" a motion merely means putting the proposal forward to be voted on. Sometimes motions are amended or reworded before being put to the vote. If the motion is approved by the Committee, it is referred to as a "resolution" (i.e. the Committee's decision), which can be legally binding.

## **Quorum**

Quorum The word "quorum" refers the minimum number of Committee members who have to present for the Committee to legally transact business as per the constitution. The quorum for DMCC CoM meetings is half the committee membership plus one.

## **The Role of the Chair**

Committee meetings cannot take place without a Committee Chair. The role of the Chair is to ensure the meeting is conducted efficiently and that meeting rules are adhered to. The Chair should facilitate discussions; keep members on track and the meeting on time. When a topic has been fully discussed, the Chair will often summarise the points and put the motion (proposed by a committee member) to the Committee for a decision or vote.

## **Between Meetings**

Committee members should not think that their role begins when the Committee meeting starts and ends when it closes. Before meetings, members should make a careful reading of the agenda and ensure they clarify any points that are unclear. After meetings, members should review the minutes as soon as they are circulated (while they are fresh in their minds) and make note of any amendments they think are needed. Members should also carry out any tasks they have been assigned and keep track of their progress for reporting purposes at the next meeting.

Between meetings urgent decisions may be put to the Committee by 'circular resolution'. A circular resolution is distributed by the Coordinator via email outlining a decision to be made, providing information required by Com members to consider the decision and a date by which a response is required. Each CoM member should respond via email indicating their support, or otherwise, for the proposal. If by the stipulated date a majority of CoM members has indicated support for the proposal action may be taken as if the matter has been decided by the CoM. Any circular resolution must be ratified by the CoM at the next meeting of the CoM.

## COMMUNICATIONS POLICY

It is the responsibility of all staff, Committee members and volunteers to ensure that effective media relations are maintained in order to achieve the aims of DMCC.

DMCC should seek to establish and maintain a good and open relationship with the media. It is important that the organisation works with the media to communicate important public information messages about its work and its goals.

The Coordinator and the Committee Chair are authorised to speak on behalf of DMCC and statements on behalf of DMCC shall only be made by Chair CoM or the Coordinator. Where information or public comment is requested or required the requesting party should be referred to Chair CoM or the Coordinator.

Staff, Committee members and other volunteers are encouraged to deliver public presentations that discuss DMCC's work and its goals, however such presentations must be authorised by the Chair or CoM prior to delivery.

### **Staff committee members and volunteers must not** when using social media

- imply that they speak as a representative of the DMCC unless specifically authorised to do so;
- use or disclose any confidential information or personal information obtained in their capacity as an employee/contractor of DMCC
- make any comment or post any material that might otherwise cause damage to the DMCC's reputation or bring it into disrepute.



## **ENVIRONMENTAL MANAGEMENT POLICY**

DMCC acknowledges a responsibility for, and a commitment to, protection of the environment at all levels.

It will fully comply with environmental legislation and will:

- Implement a purchasing policy which will give preference, as far as practicable, to products and services which cause least harm to the environment
- Minimise waste and pollution and develop and operate environmentally sound waste management procedures
- Increase awareness of environmental responsibilities among staff and service users
- Promote environmental management policies and practices at every level (e.g. energy efficient appliances, water saving devices and practices, alternative energy sources, recycled and renewable materials)
- Avoid wherever practical the use of environmentally damaging substances, materials and processes

## **ACKNOWLEDGEMENT OF COUNTRY POLICY**

The DMCC wishes to embed the practice of acknowledging the traditional owners of the land in the work of the organisation.

DMCC believes that making the Acknowledgement of Country a routine part of any public event embeds a culture of respect for Indigenous Victorians in our day to day lives. The routine Acknowledgement of Country is a simple but powerful reminder of our past and an affirmation of our desire to see Indigenous Victorians thrive into the future.

DMCC requires all Executive Committee and staff members at public events convened by DMCC, or when representing DMCC at public events organised by others, to acknowledge the traditional owners if someone else has not already done so.

DMCC does not mandate the words to be used in the Acknowledgment of Country but leaves the choice of wording to the discretion of the staff or Executive Committee member.

## **ACCESS AND EQUITY POLICY**

### Access

- As a service provider, DMCC will make its services and activities available to everyone who is entitled to them, free of any form of discrimination on the basis of a person's country of birth, language, culture, race, religion, disability, gender or sexual orientation.
- As an employer DMCC will ensure people with diverse backgrounds, attributes and abilities have access to paid positions, training, promotion and volunteer opportunities.

### Equity

- As a service provider, DMCC will develop, promote and deliver services on the basis of fair treatment of all those clients who are eligible to receive them.
- As an employer DMCC will create a work environment where employees and volunteers are treated with fairness and respect and have equal access to opportunities in line with their aspirations and abilities.

### Responsiveness

- As a service provider, DMCC will be sensitive to the needs and requirements of people with diverse backgrounds, attributes and abilities, and be responsive as far as practicable to the particular circumstances of individuals.

All DMCC staff, and volunteers wherever feasible, shall have adequate support and training to provide services and information accessible to all people.

DMCC shall promote diversity in the membership of its Committee of Managements, sub-committees and working groups.

DMCC shall, where necessary, provide information in languages other than English, and through print, electronic media, and disability-appropriate methods of communication.

## **PRIVACY & CONFIDENTIALITY POLICY**

The DMCC is committed to protecting the confidentiality and security of information provided to us. In terms of the relevant Privacy Legislation, we ensure that personal information will not be disclosed to others, except if required by law or other regulation.

We will only collect personal information with the prior knowledge and consent of individuals.

We will only use personal information for the purposes for which it was collected.

We will not disclose personal information to a third party.

You have the right to access any personal information held by us that relates to you.

We will take reasonable steps to protect all the personal information we hold in hard copy and electronic format from misuse or loss.

## DEED OF DELEGATION

Function	Authority of the Governing Body	Authority of the Coordinator
<b>Planning</b>	<p>All decisions to endorse and monitor strategic and business plans</p> <p>Endorse policies and procedures relating to all other planning activities</p>	<p>Prepare recommendations for endorsement by the submission to governing body</p> <p>Implement and evaluate decisions endorsed by the governing body</p> <p>Expend endorsed budgeted amounts</p>
<b>Policy Development</b>	<p>Endorse policy and procedure for policy-making</p> <p>Endorse all policies and procedures relating to the governance and management of the organisations affairs, activities and interest</p>	<p>Recommend and prepare draft policies and procedures relating to governance and management of the organisations affairs, activities and interests</p> <p>Develop, implement and evaluate operational policies and procedures in line with the Committee endorsed policy on policy making</p> <p>Expend budgeted amounts</p>
<b>Staffing</b>	<p>All decisions regarding the position of Coordinator – terms and conditions of employment, position description, performance indicators, performance appraisal</p> <p>Endorse policies and procedures to establish an appropriate framework for employment and industrial relations</p> <p>All decisions to create new positions where they are on budget</p>	<p>All decisions re hiring, termination and replacement of staff, and creating new positions within budget</p> <p>Implementing policies re staff applications for overtime, time-in-lieu, all categories of leave, training and professional development</p> <p>Implementing policy re industrial matters</p> <p>Keep the Committee advised regarding effectiveness of policies and procedures and recommend improvements or adjustments</p>
<b>Financial</b>	<p>Endorsement of forward annual budgets and cash flow projections</p> <p>Approval of the Format, content and language of monthly financial reports to the governing body and accompanying interpretation and commentary</p> <p>Approval of unanticipated expenditure of amounts in excess</p>	<p>Prepare recommendations including:</p> <ul style="list-style-type: none"> <li>- Obtaining financial resources</li> <li>- Competitive tendering</li> <li>- Budget preparation</li> <li>- Negotiating contractual agreements</li> <li>- Organisational performance indicators, performance measures</li> </ul>

	<p>of \$</p> <p>Endorsement of policies and procedures relating to asset and risk management, debt avoidance/management and investment</p>	<p>and internal controls</p> <ul style="list-style-type: none"> <li>- Asset and risk management</li> </ul> <p>Make decisions about internal financial, administrative, information and accounting systems up to \$? And within budget limits</p>
<b>Marketing/Promotion</b>	<p>Endorse all policies, budgets and strategies</p>	<p>Expend \$ for any promotional activities within budget limits</p> <p>Make and implement decisions on external contacts within the endorsed marketing strategy</p> <p>Make recommendations re external commitments to key organisations or networks</p> <p>Act as spokesperson for the organisation within the Committee endorsed policy and strategic framework</p>
<b>Constitution, Legal</b>	<p>All decisions</p>	<p>Make recommendations on funding, service and contractual agreements</p> <p>Commit the organisation only after committee endorsement or within the strategic and policy framework</p> <p>Deal promptly with any legal, legislative, statutory or contractual matters and advise the Committee immediately</p> <p>Make recommendations re preparation for the Annual General Meeting, auditing of the annual accounts, the Annual Report and organisation reporting obligations</p>
<b>Grievance/Conflict Resolution</b>	<p>Endorse relevant policies and procedures at governance, management and operational levels</p>	<p>Act promptly as outlined in internal policies and procedures or industry requirements and advise the Committee as appropriate</p>