

Application	Board only
Purpose	This policy describes and defines mechanisms which support the Board in fulfilling its governance roles in a manner that is fully aligned with the constitution and good governance.
References	<i>Associations Incorporation Reform Act 2012</i> <i>Fair Work Act 2009 (Cth)</i>
Associated policies/procedures	BPM-001 Code of Conduct and Board responsibilities policy BPM-003 Board and CEO Relationship policy BPM-004 Addressing conflict, grievances and complaints policy BPM-007 Managing conflicts of interest policy
Associated forms	N/A

Policy scope

The roles and responsibilities of the Board are outlined in the Victorian AIDS Council Inc Constitution (the Constitution). The Constitution specifies a number of matters about broad process, including as to meetings of members, the frequency of Board meetings, quorums of the Board. The Constitution takes precedence over Board policy. The Board is authorised by clause 23.5 of the Constitution to delegate specific responsibilities to “committees, working groups, staff and Members of VAC”.

This policy describes and defines mechanisms which support the Board in fulfilling its Governance roles in a manner that is fully aligned with the Constitution and good Governance.

The three key mechanisms which support the work of the Board and which are covered in this policy are:

- filling casual vacancies of the Board
- meetings of the Board
- delegation of preparatory and review tasks to Committees or task groups of the Board.

In articulating roles for, and delegations to, Committees and task groups of the Board, the Board remains clear that these groups support the work of the Board but do not diminish the authority or responsibility of the Board as a whole.

This policy complements BPM-001 Code of Conduct and Board responsibilities policy.

1. Filling casual vacancies of the Board

From time to time, it will be necessary to fill a vacancy on the Board, created by the resignation of a current board member. Subject to clause 29 of the Constitution the method of filling this vacancy is as follows:

- 1.1. The Board determines whether it wishes to fill the vacancy, or leave it unfilled until the next election.
- 1.2. If the Board wishes to fill the vacancy, the person filling that position does so in accordance with the Constitution, completing the term of the person originally elected to the Board.
- 1.3. The Board should make every effort to ensure this appointment is made to address the skills required on the Board, ensuring reasonable efforts are taken to have at least 2 people living with HIV (see, cl 25.2).
- 1.4. If the vacancy is created within 60 days of the election of board members, then the results of that election can be used to make the appointment, i.e. appointing the next person who would have been appointed at the general election.

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1.5. If the vacancy is created more than 60 days after the election of Board members, then the Board will advertise in appropriate media for an expression of interest to fill the casual vacancy. The advertisement will include criteria developed by the Board to fill any skills gaps on the Board at that time. The Board will ask the person or person's nominating to provide information about themselves, and the Board will formulate a process to determine who (if any) are the best fit with the advertised criteria.

2. Meetings of the Board

- 2.1 Subject to the terms of clause 30 of the Constitution the Board meets face-to-face on a monthly basis 11 times a year and its annual schedule of meetings is agreed at the first meeting after the annual general meeting (AGM); this schedule ensures that there is no more than 60 days between meetings.
- 2.2 Meetings will start at the agreed time providing there is a quorum (any five members of the Board). If no quorum is achieved the processes specified in the Constitution will be followed.
- 2.3 The Board, through the President or any three (or more) of its members, may determine at any time to hold a special meeting of the Board outside of its scheduled cycle of meetings. All board members must be notified in writing in a timely manner of such meetings including the purpose of the meeting. The President of the Board will be responsible for ensuring appropriate communication to all members of the Board in respect to special meetings of the Board.
- 2.4 The President of the Board normally chairs board meetings; in his/her absence or in circumstances where the President has a conflict of interest, the meeting will be chaired by the Vice-President or other board member agreed to by the board members in attendance.
- 2.5 The chair may elect to temporarily vacate the chair for another member of the Board for particular agenda items in order to freely participate in discussion or if she or he has a conflict of interest pertaining to the matter under discussion.
- 2.6 The chair is responsible for:
 - adhering to the meeting agenda or proposing agenda variation to members in attendance
 - managing time allocations for agenda items
 - ensuring issues are broadly canvassed
 - encouraging open and full discussion
 - addressing issues of process that may arise during the course of the meeting
 - clarifying and confirming decisions
 - ensuring transparent management of any declared or identified conflicts of interest that have potential to impact on board discussion and decision-making or which are likely to raise issues of probity or appropriateness (see BPM-007 Managing conflicts of interest policy).
- 2.7 All matters for discussion at board meetings will be included in the board agenda; both the agenda and supporting information will be circulated to all board members at least four days prior to meetings. All board members are expected to have read board documents before the meeting.
- 2.8 The President, or in his/her absence the Vice-President will finalise the board agenda based on the Board's annual work plan (see 3 below) and taking into account any emerging issues identified by the Chief Executive Officer (CEO) or Committees or working groups or members of the Board.
- 2.9 All members will be asked to declare any potential conflicts of interest in respect to the agenda at the commencement of the meeting. (See BPM-007 Managing conflicts of interest policy)
- 2.10 The Board reserves the right to hold *in camera* discussions and the CEO, staff representative, guests and observers may be asked to absent themselves from such discussions. Decisions made as a result of *in camera* discussion will be recorded in the minutes of the meeting by the Vice President or other nominated board member.

2.11 Decision-making by the Board will be by consensus whenever possible, although a show of hands may be called for at any time and in respect to issues where there is clearly difference in opinion. The Board will not normally use secret ballots in decision-making. Complex matters requiring depth of discussion may be held over from one meeting to the next for decision by agreement of the meeting or decision of the chair.

2.12 The CEO will provide a minute taker for meetings of the Board and minutes of the previous meeting will be ratified at the commencement of the next meeting of the Board. Draft minutes (including actions) will be circulated to the Board within ten working days of the board meeting, and again as part of board papers for the subsequent meeting.

3. Annual work plan of the Board and board information requirements

3.1. The Governance Committee of the Board will submit to the Board, at the soonest possible time after the AGM, an annual work plan for the Board's approval.

3.2. The annual work plan will ensure that the agenda for each meeting balances:

compliance and strategic matters

pre-determined content and opportunity to address emerging issues relevant to the Governance role information (or consent) items and items requiring active consideration and debate.

3.3. The annual work plan of the Board will provide for:

- a cyclical program of Governance policy review
- monitoring performance against the organisation's strategic plan and review of the plan
- discussion of strategic issues and articulation of the agency 'position' or view on key issues
- discussion of and tasks associated with CEO and board performance review
- budget approval and financial monitoring
- consideration of the auditor's report and management letter
- monitoring of risk and risk management plans
- monitoring of quality and quality improvement plans
- monitoring of organisation culture and workforce features against agreed benchmarks/goals
- board succession planning
- stakeholder (including staff) and member communications on key issues
- consideration of CEO, President and Committee and task group reports.

3.4. Based on the approved annual work plan the Governance Committee will ensure reporting requirements of the Board are articulated for the CEO and Committees of the Board in order to ensure the Board is briefed at a level of detail that is appropriate to the Governance role and that supports sound decision-making and effective performance monitoring.

4. Committees and task groups of the Board

- 4.1. In addition to the Executive of the Board, which is prescribed by the Constitution (refer Constitution clause 24), the Board has established four standing Committees pursuant to the terms of clause 23.5 of the Constitution. The Committees established by the Board are:
 - Finance, Risk and Audit
 - Governance
 - Community Research and Endorsement Panel.
- 4.2. There will be no more than 4 board members on any one Committee (except on approval by the President).
- 4.3. No board member except the President may be on both the FRAC and Governance Committees.
- 4.4. The President may attend any committee meeting as deemed necessary.
- 4.5. The Chair of a Committee, may, on an 'as needs' basis, invite the Chair of another Committee, or a member of the Executive, to attend and participate in a meeting of the committee to discuss matters of concern to that committee. For example, the Treasurer as Chair of the Finance, Risk and Audit Committee may invite the Chair of the Governance Committee to participate in a meeting of FRAC to address a matter of concern to both committees.
- 4.6. The Board may at any time review the need for and/or vary its Committees.
- 4.7. Each Committee of the Board is delegated specific roles and responsibilities by the Board and these may be varied by the Board.
- 4.8. The Board may elect to establish additional, specific purpose, limited-term task groups; when this occurs the Board will provide a specific delegation and specify membership, period of operation and reporting requirements.
- 4.9. The Board may elect to establish joint Committees or collaborative task groups in conjunction with partner or stakeholder organisations. In doing this the Board will negotiate, through the President or other nominated representative, appropriate terms of reference and representation – but agreed roles and terms will not diminish in any way the responsibilities or authority of the Board.
- 4.10. Each Committee and task group of the Board works to support effort of the Board as a whole and does not replace or reduce the authority of the Board as a whole.
- 4.11. Each Committee shall have a chair. The chair will directly report to the President on the outcomes of each meeting in a timely manner, and be responsible for accurate minutes as a record of each Committee meeting.

5. Delegations to committees

- 5.1. Finance, Risk and Audit Committee
 - 5.1.1 Delegations to this committee are:
 - preliminary review of financial reports
 - oversight of the development of draft financial strategy, including budget, fundraising and income streams
 - drafting and initial review of financial and risk-related policy
 - preliminary review of the risk register and control arrangements
 - review of internal financial control arrangements
 - organisation of the selection process for the external auditor and any necessary liaison with the auditor
 - review of this delegation and making recommendations to the Board on any changes
 - annual internal audit program. With respect to committee members representing the organisation see the relevant governance policy.

5.1.2 Provides that Finance, Risk and Audit Committee membership is:

- Board Members:
 - the Treasurer, as Chair
 - up to 3 additional board members
- Advisory Members:
 - the CEO
 - the Director People, Finance and Operations
 - any other staff member or external person as required by the Committee from time to time.

5.1.3 Meeting and reporting expectations The Board expects that this Committee will:

- meet up to 11 times per year
- adopt a prioritised annual work plan
- report to the Board on a monthly basis with particular reporting and discussion items scheduled into the annual work plan of the Board
- maintain and make available to the Board minutes of its meetings.

The CEO will ensure an appropriate level of executive support is made available to this Committee.

5.2. Research, Advice and Promotion

5.2.1 Delegations to this Committee are:

- determine and make recommendations to the Board as to whether (or not) Research is of a nature that should be endorsed by VAC in circumstances where VAC/GMHC had been requested to endorse specific Research projects
- recommend to the Board the appropriate VAC response to requests to actively support specific Research projects through recruitment of volunteers or provision of resources (including in-kind)
- identify areas in which Research effort should be prioritised and strengthened and propose to the Board associated influencing and advocacy strategies
- develop and recommend to the Board the VAC response to contemporary Research issues of relevance being debated in the public arena
- appropriately broaden the Committee membership to ensure expertise across a range of Research areas and adequate representation by positive people.

5.2.2 provides that the Research Advice and Promotion Committee membership is:

- Board members
 - up to 3 board members one of whom will chair
- Advisory members
 - the CEO
 - a staff representative working in a relevant professional area
 - up to three individuals external to VAC who will add value to the work of the Committee; these members will be identified by the VAC members of the Committee.

5.2.3 Meeting and reporting expectations. The Board expects that this Committee will:

- meet at least 3 times per year either electronically or face-to-face; at least one of the meetings will be face-to-face
- adopt a proactive approach to identifying Research gaps and responding to contemporary debate of relevance
- report to the Board at least twice each year
- maintain and make available to the Board minutes of its meetings.

The CEO will ensure an appropriate level of executive support is made available to this Committee.

5.3 Governance Committee

5.3.1 Delegations to this Committee are:

- drafting and preliminary review of Board policy (excluding Finance and risk)
- drafting and review of overarching membership strategy
- leading and reviewing succession planning initiatives of the Board
- managing the Board's performance review process
- assisting the President to manage grievances and complaints as specified in BPM-004 Addressing conflict, grievance and complaints policy
- oversight of preparation for general meetings and special meetings of members
- oversight of the preparation of the annual report
- monitoring compliance with the Constitution and the *Associations Incorporation Reform Act 2012*
- drafting the Board's annual calendar of work and articulating the related board information requirements
- reviewing this delegation and making recommendations to the Board on any changes.

5.3.2 Governance Committee membership is:

- Board members
 - Up to 4 board members, one of whom will chair
- Advisory Members:
 - the CEO
 - the Director People, Finance and Operations as required by the Committee from time to time.
 - any other staff member or external person as required by the Committee from time to time.

5.3.3 Meeting and reporting expectations

The Board expects this Committee will:

- meet up 11 times per year
- adopt a prioritised work plan
- report to the Board at least four times a year with particular reporting and discussion items scheduled into the annual work plan of the Board
- maintain and make available to the Board minutes of its meetings.

The CEO will ensure an appropriate level of executive support is made available to this Committee.

5.4 Remuneration Committee

5.4.1 Delegations to this Committee are:

- The primary purpose of the Remuneration Committee is to ensure that all staff have Remuneration and employment conditions that are in line with all relevant awards and regulations.
- The Remuneration Committee will ensure as far as it is possible that the level and composition of Remuneration of the exempt employees is sufficient and reasonable and that their relationship to their performance is clear and in line with their KPI's
- The members of the Committee will develop fair and reasonable processes for any Remuneration review of the exempt employees preferably using sector based Remuneration benchmarking and after considering the financial position of the organisation at that time. The Committee will make recommendation to the Board of a proposed window of salary increase (i.e. between 2% to 5%) for approval by the Board. Once approved, this parameter will be used by the Executive/CEO in the review processes.

5.4.2 Remuneration Committee membership is:

- The Executive Officer Bearers (President, Vice President and Treasurer).

5.4.3 Meeting and reporting expectations

The Board expects this Committee will:

- Meet yearly or as required
- Report to the Board yearly or as required with its recommendations
- maintain and make available to the Board minutes of its meetings

5.5 Office Bearers of the Board

The role and responsibilities of the Office Bearers of the Board are limited by the Board to meeting at the instigation of the President to address urgent matters arising between meetings of the Board as per the delegations prescribed in clause 6 (below).

The membership of the Office Bearers is prescribed by the Constitution as follows (refer Constitution clause 24.1).

The Officer Bearers of the Association shall be:

- a) the President
- b) the Vice-President
- c) the Treasurer
- d) the person employed as the Executive Officer of the Association.

The Officer Bearers of the Association shall constitute the Executive of the Association to which the Board shall delegate such powers and functions as the Board considers appropriate.

The Board expects the Executive will:

- meet infrequently (or not at all if there is no cause to meet), face-to-face or electronically
- provide a full and transparent report to the Board on any action it initiates or matter it addresses
- maintain and make available to the Board minutes of any meetings held.

5.6 Board Executive Coverage

The Board Executive must, at all times, have at least two individuals acting in the Executive. If, for whatever reason, two of the three positions are temporarily vacant for up to two weeks, the Chair of the Governance Committee will assume one of the positions. If it is anticipated that the temporary vacancy is to be longer than two weeks, the Board will delegate a Board member to fulfil one of the executive positions until the incumbent can resume duties.

6. Delegations to the President, Vice-President and Treasurer

The Board elects the President, Vice-President and Treasurer and provides the following delegations:

a) President

- to assume any role articulated as being a responsibility of the President in the rules of the organisation
- manage the meetings of the Board (including the meeting agenda) and report to the Board on a regular basis
- be the primary board point of contact and support for the CEO, and lead CEO recruitment and performance review processes (see BPM-003 Board and CEO relationship policy)
- manage conflicts and grievances according to BPM-004 Addressing conflict, grievance and complaints policy
- represent the organisation in a manner consistent with Board policy
- lead and/or participate on Committees or task groups of the Board as required
- ensure the Board conducts regular and rigorous appraisals of its own performance
- ensure the Vice-President is consistently and appropriately briefed in order to support him/her to act in the role of President should this become necessary at any time.

b) Vice-President

- assume any role articulated as being a responsibility of the Vice-President in the rules of the organisation

- act in the role of President in the absence of the President and provide related reports to the Board
- - Assist the President as requested
- manage any conflicts of interests or grievance involving the President
- participate on Committees or task groups of the Board as specified in the Constitution and/or this policy or at the request of the President

c) Treasurer

- assume any role articulated as being a responsibility of the Treasurer in the rules of the organisation as detailed in the Board Financial Governance Policy BPM-005 and the Board Delegations document BPM-009
- chair the Finance, Audit and Risk Committee
- provide financial and risk reports to the Board on behalf of the Finance, Audit and Risk Committee as detailed in BPM-005
- support the Board to ensure all members of the Board have an adequate level of financial literacy to contribute responsibly to the financial Governance of the organisation
- liaise with the CEO and delegates as necessary to ensure Board and Finance, Audit and Risk Committee information and reporting requirements are met
- present the audited financial statements to the Annual General Meeting on behalf of the Board
- liaise with the Board's auditor on behalf of the Board as necessary.