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Mount Beauty Neighbourhood Centre INC

GOVERNANCE POLICY

Revision history

Version Number	*Changes made*	*Person responsible*	*Date updated*

Communication strategy

Manager/staff	*Type of communication*	*Person responsible*	*Frequency*

Mount Beauty Neighbourhood Centre INC

Contents

1.0 Introduction

Mount Beauty Neighbourhood Centre Inc (MBNCI), referred to as the 'Centre' is incorporated under the provisions of the Incorporation Act 2012.

The governance of a not-for-profit is undertaken by the board or governance. The governance of an organisation is different to the everyday work of the organisation. Boards and committees make strategic decisions and management, and staff or volunteers action the governance decisions.

Good governance means complying with the law and legal duties and carrying out the governance role in the best interests of the not-for-profit.

The powers and duties of the MBNCI Board are as prescribed by the Incorporation Act 2012. In accordance with the Act, the Board has a Statement of Purposes and are guided by the rules of incorporation.

The Board identifies and represents the interests of its membership and conducts its affairs openly and with integrity, reflecting the highest level of good management and governance, in a way that recognises the separation between governance and management.

This document is intended to provide guidance to all who are involved with the MBNCI. It is a living document that will be reviewed and updated on a regular basis.

This Governance Manual is one of four policy manuals that govern the way the MBNCI carries out its roles and should be read in conjunction with the:

- MBNCI Financial Policy and Procedure Manual
- MBNCI Health, Safety and Environment Policy and Procedure Manual
- MBNCI Human Resources Policy and Procedure Manual

Other references which relate to this manual are:

- The Strategic Plan, which sets out the MBNCI strategies and actions for the future (< 3 years)
- Model Rules for an Incorporated Association https://www.consumer.vic.gov.au/library/forms/clubs-and-not-for-profits/incorporated-associations/model-rules-for-an-incorporated-association.doc
- Neighbourhood Houses Victoria is the peak body for the neighbourhood house sector https://www.nhvic.org.au/
- Neighbourhood Houses Victoria Community Development Practice Framework https://www.nhvic.org.au
- Not for Profit Law https://www.nfplaw.org.au/governance
- Consumer Affairs Victoria https://www.consumer.vic.gov.au/
- Health Records Act (Victoria) 2001 https://www2.health.vic.gov.au/about/legislation/health-records-act
- Information Privacy Act and Information Privacy Principles (IPP)

  https://ovic.vic.gov.au/privacy/information-privacy-principles-full-text
- Australian Charities and Not-for-profits Commission (ACNC)

  https://www.acnc.gov.au/tools/factsheets/holding-meetings

2.0 Statement of Purposes

Our Vision

The Mount Beauty Neighbourhood Centre Incorporated continues to engage with and support the Upper Kiewa Valley Community by providing opportunities to pursue education and skills development, to foster social connections and to strengthen community resilience.

Our Objectives

- ✓ Continuing to engage with the community to maintain awareness of community needs
- ✓ Providing leadership in community engagement and responsiveness
- ✓ Facilitate the MBNC growth through sustainable financial and human resource practices
- ✓ Function as a central hub for the community
- ✓ Build strong, mutually beneficial partnerships with regional and community
- ✓ Provide relevant and enabling opportunities for learning and education

Our Values

- ✓ Collaboration and sharing resources
- ✓ Good communication demonstrated by listening with respect to partners, community members, students, and colleagues
- ✓ Demonstrating positive regard through cooperation
- ✓ Supporting volunteers through praise, regular meetings & training
- ✓ Demonstrating passion for providing and attending to our customers

The MBNCI Board will constantly promote the aims of our organisation as set down by its members who are comprised of local communities. MBNCI will offer only those services, which are reflective of our members' needs. MBNCI will conduct the business in a manner, which reflects the commitment to social justice principles:

Equity: a fairer distribution of economic resources and power.

Access: ensuring fair and equal access for all people to those services that are important for their quality of life.

Participation: maximising the opportunities for people to participate in the circumstances, which affect their lives.

Rights: developing fairer, more comprehensive rights that are equally enforceable by all people regardless of their income and social background.

3.0 Board Charter

The Board charter sets out the role and responsibilities of the Board of MBNCI. The conduct of the Board is governed by the Rules of Incorporation adopted by the MBNCI.

Operational matters relating to the Board such as number of meetings per year, notification of interest, and election of members are governed by the Rules of Incorporation adopted by the MBNCI and are not reproduced here.

The Board has two purposes: compliance and performance. Board members have a number of legal obligations or 'duties' that they must comply with and understand. These legal obligations come from several sources, including:

- legislation
- common law
- the organisation's rules, and
- the organisation's policies

The Board is the legal authority of the Centre (MBNCI). Collectively, the Board has the following key leadership responsibilities:

- Setting strategic direction by developing plans, strategies, and budgets to ensure accountable and efficient operation of the Centre
- Maintaining the long-term viability of the Centre by ensuring that resources are generated and managed in a responsible and accountable manner
- Monitoring the performance of the Centre as outlined by the goals within the strategic plan
- Articulating, maintaining, and endorsing the Centre's vision, objectives, and values.
- Ensure up-to-date and effective risk profile and management strategy

It delegates authority for the operation and administration of the Centre to the Centre Manager or their nominated person in charge in their absence.

The Board has no operational involvement in the conduct of the Centre's business activities and delivery of services. Its role is confined to setting and reviewing policy. The role of the Board is governance rather than management which is the domain of the staff.

Governance focuses on the Centre's wider issues of purpose, including the setting and monitoring of strategic direction, and the establishment and monitoring of Board-level policies.

3.1 The Board / Centre Relationship

The Board works in close partnership with the Centre to ensure that its objectives and goals are achieved, supporting, and resourcing the Centre staff and volunteers to carry out their responsibilities.

The Centre Manager is responsible for:

- Policy direction of the operations of the organisation
- The efficient and effective operation of the organisation
- Providing Manager Reports to the Board in an accurate and timely manner

3.2 General Board Member Role

A general member is expected to work collaboratively with other Board members in the governance of the Centre to ensure it fulfills its aims and objectives. Members of the MBNCI Board, providing leadership in the good governance of the MBNCI are expected to:

- Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings.
- Bring knowledge and skills relevant to the Centre's operations.
- Have a willingness and enthusiasm to become familiar with MBNCI operations.
- Identify opportunities, consistent with the Centre's vision, objectives, and values to generate income for the Centre.
- Respect the confidentiality of sensitive issues or business items under negotiation or discussion.
- Adhere to a Code of Conduct as it relates to behaviour in Board meetings, sub-Board meetings and when representing the MBNCI in the public realm.
- Ensure all views are given due consideration.
- Participate in regular reviews of Board performance. Individual Board members are expected to reflect on their own performance as it relates to their own contribution to deliberations and decision making.
- Participate in skills development opportunities to enhance the value of their contribution to the Board as a whole.
- Declare conflict of interest as referenced in the MBNCI HR policy.

Members of the Board of the Mount Beauty Neighbourhood Centre Inc. commit to:

- Act with honesty and integrity; be open and transparent in their dealings; use power responsibly and strive to earn and sustain public trust of a high level.
- Work collaboratively; be open to new ideas; listen to others' perspectives; Be willing to compromise.
- Act in good faith in the best interests of the MBNCI.
- Demonstrate accountability for their actions; accept responsibility for their decisions; not engage in activities that may bring themselves or the MBNCI into disrepute.
- Act fairly and impartially; avoid bias, discrimination, caprice, or self-interest; demonstrate respect for others by acting in a professional and courteous manner.
- Use information appropriately. Ensure information gained as a Board Member is only applied to proper purposes and is kept confidential.
- Use the position appropriately, and not use the position as a member of the Board to seek an undue advantage for self, family members or associates, or to cause detriment to the MBNCI; ensure that they decline gifts or favours that may cast doubt on their ability to apply independent judgement as a Board member.
- Act in a financially responsible manner. Understand financial reports, audit reports and other financial material that comes before the Board; actively inquire into this material.
- Exercise due care, diligence, and skill. Ascertain all relevant information; make reasonable enquiries; understand the financial, strategic, and other implications of decisions.
- Comply with the establishing legislation, or its equivalent. Act within the powers and for the functions set out in the Rules of Incorporation adopted by the MBNCI.
- Demonstrate leadership and stewardship; promote, and support the application of the MBNCI values, act in accordance with the Code of Conduct.

3.3 President Role

The MBNCI President provides leadership to the Board and is expected to inspire, guide, and have the confidence of the Board, Centre management and staff and the MBNCI membership.

This leadership is exercised by:

- Maintaining organisation focus on stated aims and objectives, good governance and promoting MBNCI membership engagement in MBNCI activities
- Acting as a sounding board or conduit for new and emerging issues and themes
- Maintaining the Centre's focus on its Vision, Objectives and Values
- Chairing all meetings of the MBNCI Board, in an inclusive outcome focused way that values diversity of opinion, manages dissent and implements the MBNCI governance culture
- Developing an excellent working relationship with the Centre that furthers the interests of the MBNCI, its members and its purpose
- Providing advocacy on behalf of the Centre and a spokesperson role on policy issues of major importance
- Advocating for and representing the MBNCI in appropriate forums
- Signing official documents
- Developing the meeting agenda in collaboration with the Centre Manager

3.4 Treasurer Role

The Treasurer (and Co-Treasurer where relevant) is responsible for oversight of all financial matters. This includes budget preparation, record keeping, transactions, investments and preparation of quarterly and annual profit and loss statements.

The associated duties can be generalized into three (3) broad categories:

- General financial oversight to MBNCI affairs and Board Policies through; active Board discussion, reporting, participation, responsibility for bringing to the attention of the President, Centre Manager and Board any matters of concern regarding financial governance.
- Ensuring that the financial affairs of the MBNCI are presented to the Auditor annually by the finance department in an open and transparent manner and with the application of appropriate accounting standards and practices.
- General financial oversight and recommendation to MBNCI Board in matters of Financial planning, Budgeting, Financial Reporting, through the application of appropriate standards of bookkeeping, records keeping, and audit process outcomes.

3.5 Secretary Role

The Secretary is responsible for administrative tasks in addition to attending and ensuring board meeting minutes are recorded. In this capacity the secretary ensures the completion of correspondence on behalf of the board and organisation and provides personal administrative support to board members when required.

- The secretary may be authorized to receive legal notices on behalf of the organisation.
- The role of secretary on a board of governance is a voting position.
- If neither the president nor vice president of the board can attend a board meeting, the secretary may temporarily step into their place.
- The secretary in consultation with the Centre Manager ensures that the board's actions are in line with legal requirements and the organization's bylaws.

3.6 Sub-Board (Committee)

The MBNCI Board recognises that there are times when a sub-Board can act more effectively than can the full Board. They may put in place standing sub-Boards and ad hoc Boards to engage in business that can be more efficiently transacted by such means.

The Board has the authority to establish standing sub-Boards and ad hoc Boards to assist it in its work.

- The number of sub-Boards will be kept to a minimum.
- The Board shall clearly define the terms of reference of each sub-Board, including their membership, roles, procedures and functions, and the boundaries of their authority.
- Sub Boards may from time to time co-opt non-Board members to serve on a sub-Board to bring additional skills and experience consistent with any directions given to the sub-Board by the Board.
- Unless explicitly empowered by the full Board, sub-Boards cannot make binding decisions. The function of sub-Boards is to solve problems for and/or make recommendations to the Board Only the full Board has the power to make decisions or policy. Even where power is delegated, the Board still bears responsibility.
- Unless the Board determines otherwise, the Centre Manager shall sit ex-officio on all MBNCI sub-Boards but may delegate their attendance to any other person.
- Sub Boards should always have regard to the MBNCI Strategic Plan when exercising its functions.
- The Board is responsible for appointing members, disbanding, and setting the terms of reference for sub-Boards.
- The Secretary is responsible for keeping records of terms of reference of MBNCI sub-Boards and for ensuring that sub-Board minutes and papers are submitted to MBNCI for ratification.
- Sub Boards, whether ad hoc or standing sub-Boards, cannot exercise authority over staff, nor shall they delegate tasks to any staff unless the Centre has specifically agreed to such delegations. All sub-Boards of the MBNCI shall submit their minutes to the Board Executive.
- All sub-Boards of the MBNCI shall review their terms of reference annually, including their membership and the results of their work and so report to the Board Executive.
- All ad hoc Boards shall be dissolved by MBNCI resolution once they have completed their work and, if requested, have provided a written report to the Board Executive.

3.7 Board decision making

The chairperson (chair) appointed by MBNCI presides at board meetings. If the chair is absent, the deputy chairperson appointed by the Board presides. If both are absent, the board appoints a Board member who is present to preside at the meeting.

At times, Board decisions will be required between meetings to enable more timely action on an issue, opportunity, or event. MBNCI has adopted a policy to facilitate decision-making through e-mail where appropriate.

To facilitate decision-making between Board meetings, the MBNCI Board shall use a process of email discussion and decision making.

Email decision making will be by unanimous vote to ensure that all Board Members are happy with decision being made.

Once a quorum has been reached, any Board Member who does not respond to an email request for a decision will be presumed to not be in dissent.

If there is dissent, further discussion will take place face to face at the next Board meeting; however, in the circumstances where a decision cannot be held over until then, a teleconference or videoconference will be arranged so that a decision can be made by a majority as per the MBNCI Constitution.

Where decisions need to be made quickly and cannot be left until a face-to-face Board meeting:

It must be ensured that as much information as is needed to fully explain the issue is circulated to all Board members with a clear indication that the matter will require decision-making and specifying a date by which discussion must be concluded.

Any discussion should be distributed through the “reply to all” feature to ensure that all Board Members are aware of comments and discussions around the issue, however, it may also be appropriate for discussion to be directed solely through the Centre Manager or a nominated Board Member, who shall summarise the responses and distribute to the Board for further discussion.

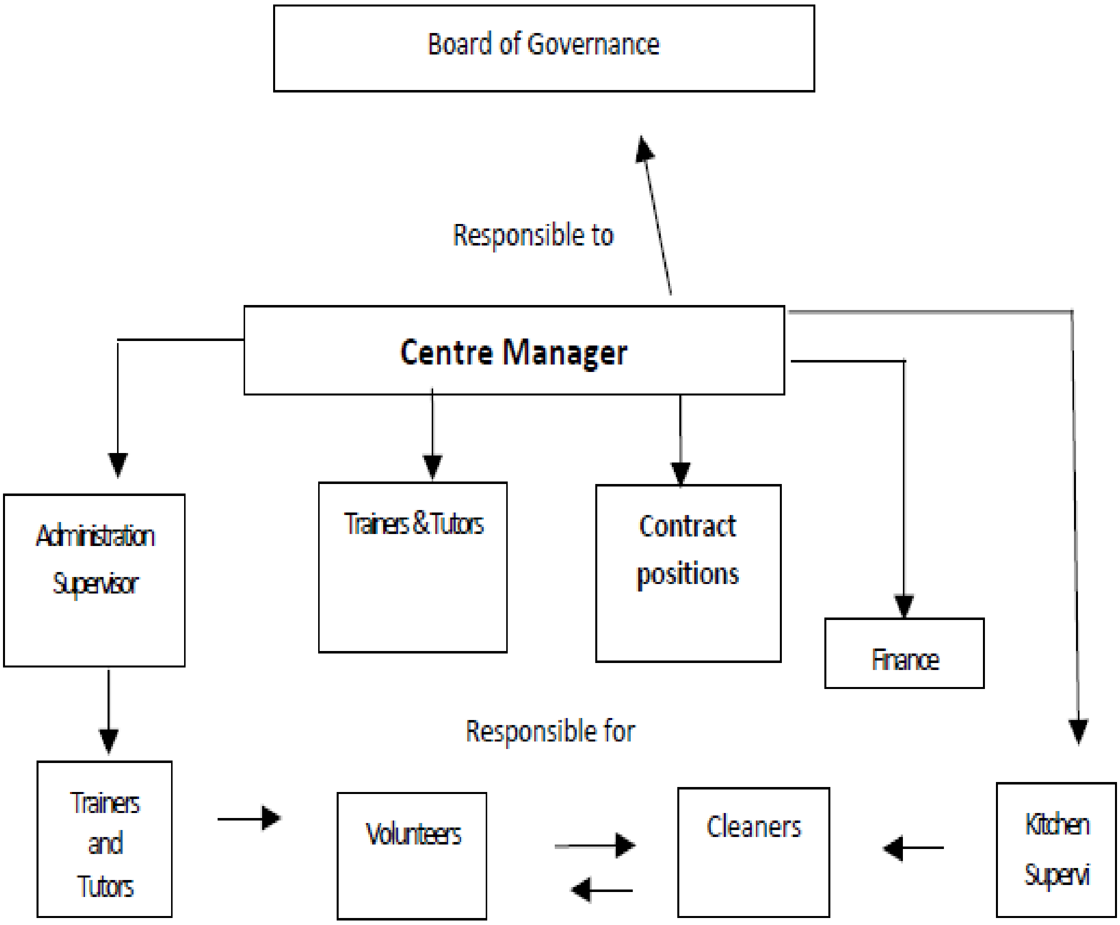
On the date agreed for final response, a decision will be taken as affirmative if a quorum of members have responded. Nonresponse will be taken as non-dissent.

Any decisions made through this process will be by unanimous vote. Where there is dissent, the decision will be tabled for further discussion at the next face to face Board Meeting.

If the decision cannot be held over until the next face to face Executive Committee meeting, then a teleconference to discuss the issue will be arranged.

Results of any decision-making process will be forwarded to all Board Members as soon as any decision has been made. Any email decisions made shall be placed on the agenda and minutes at the first Board meeting following the email process.

3.8 Organisational Structure



4.0 Volunteer Policy

Mount Beauty Neighbourhood Centre Inc. values the role of volunteers and recognizes their unique contribution to the Centre and to the Neighbourhood House sector. MBNCI applies the Neighbourhood House sector Community Development Model and style of practice in all its activities, including volunteer recruitment, induction, and management. https://www.nhvic.org.au/community-development-practice

MBNCI values the role of volunteers as essential to the organisation. Volunteers are respected for their skills and talents. MBNCI aims to maximise volunteer's potential by creating opportunities to utilize their talents and abilities, to develop social connections, enhance communication skills and develop a greater knowledge and understanding of the Neighbourhood House sector.

MBNCI shall clearly specify the work of volunteers to ensure that their place of work is conducive to preserving their health, safety, and general wellbeing.

- Prior to commencement of work, all volunteers are required to complete a Working with Children Check as requested by the Centre Manager. A Police Check may also be required if requested by the Centre Manager.
- The Centre Manager / Supervisor will provide the volunteer with information regarding appropriate policies.
- Volunteer responsibilities and tasks will be negotiated between the volunteer and the Centre Manager / Supervisor.
- The Centre Manager / Supervisor will introduce the volunteer to the Centre staff and volunteers.
- The Centre Manager / Supervisor will conduct an induction to the standard operating procedures relevant to office and kitchen functions, including safe work and evacuation procedures.
- The Centre Manager / Supervisor will manage, support, and oversee the work of all volunteers.
- The Centre Manager / Supervisor will conduct regular meetings with volunteers to ensure the volunteer and MBNCI responsibilities are being met.

5.0 Staff recruitment, selection, and management

The purpose of this policy is to ensure all the recruitment, selection, and appointment activities at MBNCI are conducted in a high quality, professional manner that complies with the relevant legislation.

The Board of Mount Beauty Neighbourhood Centre Inc. (MBNCI) is legally responsible for the employment of all paid staff of the MBNCI. It is believed that the vision, objectives, and values of MBNCI are achieved through the work of a strong team consisting of the Board, paid staff, students, and volunteers. The individuals working with MBNCI are recognized as the organisation's greatest resource and will be supported, encouraged, and helped to grow professionally in their work. The recruitment and selection of paid staff needs to ensure that applicants demonstrate the education, experience, and skills to carry out their roles and duties and a commitment to working within the structures, objectives, and values of the MBNCI.

MBNCI is committed to good employment practice which includes ensuring all staff have clear lines of responsibility, guidelines, achievable goals, the opportunity for further training and professional development and employer support.

The Board will ensure that recruitment processes will be planned, professional, objective and will apply equal opportunity principles.

The Board will ensure that an appropriate staff selection framework is developed for all positions to ensure that objective means of selection are applied to all vacancies.

The management of staff will follow all legal requirements of employers and apply best practice in the effective management, professional development, and support of staff.

Employees will be provided with clear guidelines and expectations and with regular and effective feedback on their work performance.

All paid staff will be provided with ongoing professional supervision and support, (both formal and informal) from the Board or an individual appointed by the Board to act on its behalf.

MBNCI will not discriminate and will employ staff best suited for a position based on knowledge, experience, qualifications, and specific qualities. MBNCI will employ staff under the appropriate awards and provide and maintain a work environment that is safe and without risks to health.

- ⇒ *Refer MBNCI HR Policy*

6.0 Confidentiality & Privacy

Mount Beauty Neighbourhood Centre Inc. respects and protects the privacy and personal information of all individuals with whom we deal. This policy applies to the Board, employees, volunteers, students who are involved with MBNCI.

MBNCI Privacy Policy ensures that information collected and held about individuals is kept and undertaken within the state and federal privacy requirements, particularly the Health Records Act (Victoria) 2001 and the Information Privacy Act (Victoria) 2000.

Mount Beauty Neighbourhood Centre Inc will:

- Only collect personal information with prior knowledge and consent
- Only use personal information provided for the purposes for which it was collected.
- Not disclose personal information to a third party unless prior consent is obtained.
- Ensure that personal information will not be disclosed to other state institutions or authorities except if required by law or other regulation.
- Manage personal information in a secure environment.
- Remove personal information from our system when it is no longer required.

7.0 Conflict of Interest

The conduct of MBNCI community wide is pursued in a manner that is constitutionally and socially responsible. MBNCI will fully disclose any matters, which may seem to imply a conflict of interest between other persons and or groups with whom MBNCI are associated.

8.0 Financial Accountability

MBNCI will conduct their financial affairs using acceptable accounting principles and requirements set down by funding bodies, the Australian Taxation Office, and the Associations Incorporation Act.

⇒ *Refer MBNCI Finance Policy*

9.0 Auspicing

CURRENT POLICY REQUIRED FROM TRISH

10.0 Code of Ethics

Mount Beauty Neighbourhood Centre Inc. supports and is committed to the philosophy and principles of the Neighbourhood House sector. The Code of Ethics of Mount Beauty Neighbourhood Centre Inc. supports this philosophy and principles. https://www.nhvic.org.au/principles