

CORPORATE GOVERNANCE POLICY

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| 1. **PREAMBLE** |
| The Small Enterprise Association of Australia and New Zealand (SEAANZ)is a not-for-profit, volunteer based, Incorporated Association and its Board of Directors is responsible for ensuring that SEAANZ has an appropriate corporate governance structure with proper accountability and control systems in place.  The SEAANZ Constitution is the key governance document and this policy document is subordinate to the Constitution.   1. **THE BOARD**   In carrying out its responsibilities, the Board will at all times recognise its responsibility to act honestly, fairly and diligently in serving the interests of the Association and its members.  The Board comprises:   * a Chair * a Deputy Chair: Governance * a Deputy Chair: Small Business * a Secretary * a Treasurer * up to five additional members to form a Board of Directors of up to ten members in all. * a quorum is deemed as being 50% +1 members of the Board   All Directors are elected to the Board for a one year term.  The Board tenure and the nomination process for Directors to be elected to the Board are detailed in the Constitution and the Board Membership Policy.  Members seeking to be elected to the Board are to meet the criteria for Board membership as detailed in the Board Membership Policy document.   1. **THE ROLE OF THE BOARD**  * To protect the rights and interests of the members of SEAANZ and to be accountable to them for the overall management of the Association. * To create and review a statement of mission and vision that articulates the Association’s goals and aspirations and sets a strategic direction for the Association, including the review and approval of a Strategic Plan and a Business Plan. * To review progress of the Association and in conjunction with the Chair direct and monitor management’s performance against the Strategic Plan, Policies, Business Plan and Budget. * To review the performance of the Board against performance measurements of the Association and the performance of the Directors to ensure that all Directors are in compliance with the Association’s Corporate Governance Policy. * To set the risk appetite for the Association and ensure that management has established a sound system to evaluate and manage risk and to ensure that internal control reporting systems are effective.  1. **RESPONSIBILITIES OF AND DECISIONS RESERVED FOR THE BOARD**  * Setting corporate governance policy. * Establishing delegations of authority that permit the Chair to manage the Association. * Considering and deciding on any matters outside the delegations of the Chair. * Developing and maintaining a succession plan for Board membership, management and Mentors. * Providing input to and final approval of and oversight of the Strategic Plan. * Approving an annual Business Plan and Budget. * Monitoring compliance with financial budgets and considering and approving unexpected expenditure in excess of budget or expenditure not included in the budget.   Such expenditure items are to be accompanied by a submission detailing the economic benefits to be derived, together with a calculation showing how the excess or unplanned expenditure will impact on the year’s financial results.   * Monitoring compliance with all legal and regulatory obligations. * Approving the Association’s annual financial statements. * Calling meetings of members other than when requested by the requisite number of members in accordance with the Constitution. * Any other specific matters nominated by the Board from time to time.  1. **MEETINGS OF THE BOARD**  * The Board will meet at least six times each year and may at the discretion of the Chair meet more frequently in order to fulfil its duties. * The quorum for a meeting of the Board is defined in the Constitution as 50% of the Board plus 1 Director, to be present at meetings of the Board. * Any Directors who believe they have a conflict of interest with any matter raised at a SEAANZ Board meeting are to declare their interest to the Chair and refrain from discussion and voting on the particular matter.  1. **BOARD TENURE AND BOARD NOMINATION PROCESS**   The Board tenure and the nomination process for Directors to be elected to the Board are detailed in the Constitution and the Board Membership Policy.   1. **BOARD DELEGATED AUTHORITIES**   the Board delegates to the Chair:   * The responsibility, powers and discretions necessary to implement the Association’s strategies and policies and effect day to day management of the Association.   The Chair will however refer to the Board matters that are sensitive, extraordinary or strategic in nature.   * Payment of all expenditure incurred under the Association’s operating Budget. * Negotiation, completion and sign off under the hand of the Chair, all agreements and contracts relating to the delivery of services and special programs by SEAANZ. * Negotiation, completion and sign off under the hand of the Chair, all agreements and contracts involving capital expenditure included in the budget. * Selection, appointment and management of staff including performance reviews and compliance with job descriptions. * Establish working parties as required and ensure that working parties are provided with appropriate terms of reference including timetables for achievement of goals, tasks and reporting requirements  1. **BOARD EVALUATION AND REVIEW**  * The Board will undertake a formal self-evaluation of its performance annually, at the meeting immediately following the end of the Financial Year.   This evaluation will assess the effectiveness of the Board as a whole, compare performance with the requirements of the Constitution and set goals, objectives and program of work for the coming year.   * The Board evaluation may be conducted in such a manner as the Board deems appropriate and may involve a third party expert in governance.  1. **BOARD / MANAGEMENT INTERFACE**  * The primary interface between the Board and management / staff is through the Chair.  1. **BOARD ACCESS TO INFORMATION**  * Management will supply the Board with information in a form, timeframe and quality that enables them to effectively discharge their duties. * Individual Directors may, through the Chair, request that management provide any information relevant to the role of Director of the Association subject to such a request not breaching the privacy of any individual (client, fellow member of the Association or staff member). * All Directors shall bring an independent judgment to bear in decision making.  1. **APPOINTMENT AND ROLE OF THE CHAIR**   The Chair is to be a member of the Association, elected by the members  The Chair is responsible for:   * Leadership of the Board and overseeing the Board in the effective discharge of its governance and supervisory role. * Conducting an annual review of the performance of the Board to ensure that all compliance matters are in order and that the Board is meeting its obligations under its Corporate Governance Policy. * Conducting an annual review of Directors to ensure they are in compliance with the Corporate Governance Policy and that any deficiencies revealed are addressed. * Maintaining dialogue with members of the Association to ensure their right to be heard and that the members expectations are being met. * Providing support for the administration and acting as the prime point of contact between operations and the Board. * Attending important functions of interest to the Association and meetings with associated stakeholders. * Ensuring the effective contribution of all Directors and working as a team. * Ensuring a constructive and respectful relationship between the Board and management. * Conducting the Board’s meetings and functions and meetings as an efficient organisation. * Committing the time necessary to discharge effectively his/her role as Chair.  1. **THE ROLE OF THE DEPUTY CHAIR(s)**   The Deputy Chair is responsible for:   * Working and liaising with the Chair and assisting him/her to carry out the duties as Chair. * Deputising for Chair in the Chair’s absence or when requested to do so by the Chair. * In conjunction with the Chair, providing support to the administration and secretariat * Maintaining dialogue with the members of the Association. * Attending, with the Chair important functions of interest to the Association and meetings with associated stakeholders.  1. **THE ROLE OF THE SECRETARY**   The Secretary is responsible for:   * Providing notices of and agendas for forthcoming meetings to members of the Association (Special General Meetings and Annual General Meetings) and to Board members for Board meetings. * Preparing minutes of meetings and distributing to members of the Association (Special General Meetings and Annual General Meetings) and Board members (for Board Meetings). * Despatching of Board nomination applications prior to Annual General Meetings and be the returning officer for nominations from candidates seeking to be elected to the Board of the Association. * Being the Returning Officer for members seeking to vote by proxy at any meeting of the Association. * Attending to requirements under the Incorporated Associations legislation or the Department of Justice and Regulations.  1. **THE ROLE OF THE TREASURER**   The Treasurer is responsible for:   * Ensuring that the Association’s accounting system is efficient, up to date and capable of providing a proper accounting function for the Association. * Supporting the Chair and management in the preparation of and presentation to the Board, on a monthly basis, detailed financial statements for the Association showing income and expenditure for the past month and a comparison to budget together with a year to date summary and a comparison with the year to date. * Preparing and presenting to the Board and to members of the Association at each Annual General Meeting, detailed financial statements for the year ended the previous 30th June, together with a comparison with previous year’s results and a comparison with the budget for the full year to 30th June. * Attending to taxation returns (if required) and any other regulatory requirements relating to the financial status of the Association.  1. ***EXECUTIVE COMMITTEE***   The Board has established an Executive Committee comprising the Chair, Deputy Chair(s) and Treasurer, to meet on an “as required” basis to provide support to the Chair and a platform for the informal sharing of ideas away from the formality of a Board meeting.   1. ***CONTRACT NEGOTIATIONS AND COMPLETION***  * All discussions and negotiations with Council, Government or funding bodies concerning grant funding are to be conducted by the Chair, with the assistance of the Deputy Chair(s) and other Directors if and when required. * Board approval to the final negotiated contract is required prior to it being executed. * All contracts involving capital expenditure of over $10,000 or operational expenditure of over $1,000 or more are to be approved by the Board and such requests should be accompanied by a business case which details a cost/benefit analysis, the economic benefit to be derived from the expenditure, a payment schedule and a timetable for completion of any work to be performed under the contract.  1. **MEDIA AND EXTERNAL RELATIONS**  * The Chair and Vice Chair(s) are the authorised spokespersons for the Association. * Directors may from time to time, be asked by the Chair to assist with media and external relations issues where their specific areas of expertise is necessary or beneficial in addressing particular matters. * If approached by a member of the media or other external organisation regarding any matter, Directors are to refer the matter to the Chair.  1. **BANK ACCOUNT OPERATIONS**  * Bank accounts of the Association will be maintained with a nearby recognised Bank which meets the needs of the Association. * All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by two Directors of the Association or otherwise as the Board may decide.   Present signatories authorised by the Board are the:  Chair  Deputy Chair  Treasurer   * Any payments made through Internet or other electronic banking facilities are to be authorised by two separate, independent password holders to a maximum of $5,000 per day. * All changes to authorised signatories or pass word holders are to be approved by the Board prior to being advised to the bank.  1. **REVIEW OF THE ASSOCIATION’S CORPORATE GOVERNANCE POLICY**  * The Board will review this policy document annually to determine its adequacy for current circumstances and make any changes considered necessary.   APPROVED BY THE BOARD / /2020  ……………………………… ……………………………….  (Chair) (Secretary) |