WASEMA INC.

Women's Association South East Melbourne Australia Incorporated

BOARD GOVERNANCE CHARTER

01 JANUARY 2021

PURPOSE

WOMEN GROWTH AND DEVELOPMENT
WOMEN OUT OF ISOLATION
LISTENING TO WOMEN
FRIENDSHIP
SOCIAL INCLUSION
EMPOWERING
RESPECT
UNDERSTANDING
WASEMA INC.
a place of welcome and friendship
COMMUNITY
VOLUNTEERING
WOMEN
UNITY
STRENGTH
SHARING
TRUST
DIVERSITY
SUPPORT
BELONGING
HONESTY
INTEGRITY

Table of Contents

Governance Role

Board Committee Structure

- **Number of Board Members**
- **Appointment of Board Members**
- **Skills Required for the Board**
- **Duration of Appointment**
- **Vacation of Office**

Role of the Board

- **Matters reserved for the Board**

Role of Individual Board Members

- **Board Members Code of Conduct**
- **Expectations of Board in the Board Process**
- **Conflict of Interest and Related Party Transactions**

Role of the Chairperson

- **Inside the Boardroom**
- **Outside the Boardroom**

Role of the Vice Chair

Role of the Secretary

Role of the Treasurer

Role of the CEO

Board Processes

Board Meetings

- **Meeting Frequency**
- **Meeting time and Location**
- **Conduct of Meetings**
- **Quorum and Voting at Meetings**
- **Emergency Decision Making – Circular Resolutions**

Board Meeting Agenda

- **Agenda Content**

- **Agenda Preparation**

Board Papers

- **Preparation and Circulation**
- **Retention of Board Papers**

Board Minutes

Board Calendar

Key Board Functions

Strategy

Performance Monitoring and Communication

- **Communication – Protocol for interaction with internal and external parties**

Compliance

- **Legal**

Risk Management

CEO Evaluation

Delegation of Authority

- **Specific Delegation**

Continuing Improvement

- **Board Evaluation**

Board Protection

- **Information Seeking Protocol**
- **Access to Professional Advice**
- **Access to Board Papers**
- **Insurance**

Board Renumeration

Board Development

Board Selection and Induction

Appendix A – Standard Agenda

Appendix B – Board Calendar

Appendix C – Audit and Risk Committee Charter

Appendix D – Board Performance Review Format

INTRODUCTION

WASEMA Inc, Women's Association South East Melbourne Australia is an Incorporated Association.

Euphemistically, the Hummingbird effect is about creating innovation; and with this concept, so was born WASEMA - Women's Association of South East Melbourne Australia.

WASEMA began as an informal network at the end of December 2015, where twenty women's groups came together in collaboration, working collectively to achieve each individual group's particular aims and goals.

At first the following Women's Friendship Cafes joined our network:

- Multicultural Women's Friendship Network
- Thai Women's Friendship Network
- Asian Friendship Association
- Cambodian Women's Friendship Association
- Thai Information and Welfare Association
- Burmese Women's Alliance
- Frankston Women's Friendship Café
- Daughters of Eve Friendship Café (Frankston)
- Indonesian Women's Friendship Network (IWFN)
- Indonesian Society of Victoria (PERWIRA)
- Multicultural Playgroup Victoria (MPV)

- Multicultural Muslim Women's Network
- Australian African Women's Health Advisory Group
- Victoria Australia Samoa Seniors Inc (VASSI)
- Cook Islander Women's Alliance

Each group managed their own activities, grants and projects, meeting each month to share, collaborate, hear guest speakers, and support each other.

This period of collaboration with a range of multicultural women's groups was the precursor for WASEMA (Women's Association South East Melbourne Australia) Inc. Through trust and common vision, our informal network took the decision to incorporate on 29th July 2019, so as to be able to deliver services and activities more effectively in the communities that our women's and community groups represent.

IN 2019 WASEMA acquired a major grant from the Department of Social Services to establish nine WASEMA Friendship Cafes within the City of Greater Dandenong, Casey and the Shire of Cardinia. This grant is administered by the Muster Grant Committee.

Eight WASEMA Friendship Café's now exist in the following locations (As of September 2020)

- City of Greater Dandenong – Springvale, North Dandenong, Dandenong
- City of Casey – Endeavour Hills, Narre Warren South
- Shire of Cardinia – Officer, Cockatoo, Emerald

1.	Springvale WASEMA Friendship Café	Tuesdays	10.00-12.00
2.	North Dandenong WASEMA Friendship Café	Wednesdays	10.00-12.00
3.	Wellsprings WASEMA Friendship Café	Thursdays	10.00-12.00
4.	Endeavour Hills WASEMA Friendship Café	Tuesdays	10.00-12.00
5.	Strathaird WASEMA Friendship Café	Wednesdays	10.00-12.00
6.	Bridgewood WASEMA Friendship Café	Tuesdays	10.00-12.00
7.	Cockatoo WASEMA Friendship Café	Wednesdays	10.00-12.00
8.	Emerald WASEMA Friendship Café	Thursdays	10.00-12.00

The organisation is emerging as a valuable support service for Women in the South East of Melbourne and has supported over 2700 through numerous activities in 2019/2020.

Women receive a range of benefits through their association with WASEMA, some of those being:

1. Conducting face to face (when able to) and virtual WASEMA Friendship Cafes on designated days and time; as an alternative to onsite operations
2. Connecting with participants and sharing responsible information daily via WhatsApp, Facebook, instant messaging, emails, texting
3. Weekly wellbeing telephone communications with participants
4. Emergency relief referrals
5. Connecting to services and stakeholders through referrals
6. Connecting through referrals from third parties
7. Training and Mentoring (CDW's and Volunteers)

This Board Governance Charter details the current WASEMA Inc approach to Corporate Governance and is structured into four sections:

- Governance Roles
- Board Processes
- Key Board Functions
- Continuing Improvement

KEY INFORMATION

Official Name

Women's Association South East Melbourne Australia (WASEMA) Inc.

Incorporation Association Date

29TH OF JULY 2019

ABN

81 152 282 818

GST

REGISTERED 01 OCTOBER 2019

Business Names

- WASEMA FRIENDSHIP CAFÉ - REG 30 JAN 2020 TO **30 JAN 2023**

- WASEMA WOMEN'S FRIENDSHIP CAFÉ - REG 21 NOV 2019 TO **21 NOV 2022**

Registered Address

NEW - MC+S (MECURI, COVELLI, SCARTON) ACCOUNTANTS –

1/37 PRINCES HWY, DANDENONG. VIC 3175 - PAID YEARLY FOR SECRETARIAL SERVICES.

Charity Status

REGISTERED AS A CHARITY

NOT REGISTERED FOR DEDUCTIBLE GIFT RECIPIENT - TAX DEDUCTABLE GIFTS (DGR)

Purpose Statement

To increase the mental wellbeing and social and economic capacity of Women from all cultural backgrounds

The Association is established to be a charity whose purpose is to promote social or public welfare by supporting and advocating for women of multicultural backgrounds.

Without limiting the ways, the Association can pursue this purpose, the Association will:

- establish and run Women's Friendship Cafes to provide culturally appropriate education, mentoring, and well-being opportunities for women across Victoria;
- provide information about women's issues and opportunities to engage in community programs, including in collaboration with other women's welfare agencies and service;
- provide a safe space for women to work together on common projects, grants, events and activities;
- advocate around issues relevant to the welfare of women of multicultural backgrounds.
- provide a network for women's groups to share activities, experiences and challenges

Our Vision

WASEMA envisions an Australia where:

Women are confident and able to take their equal place in the social, cultural, economic, educational and political life.

Our Mission

Is to provide a place of welcome and friendship

Our Values

- To openly share our knowledge and networks
- Integrity/Honesty
- Dedication to helping women
- Respect Diversity
- Non judgemental / Non discriminative
- Commitment
- Responsibility/Accountability
- Collaboration
- Compassion

Our Capabilities

Is to enable neighbourhoods where women make friends, feel a sense of belonging, and meet family, work and security needs.

For women to connect across divides of culture, education, ability, age and to be linked in friendship and support.

For families and communities to benefit from the wellbeing, strength, and leadership of women.

Our Stakeholders

- DSS – Department of Social Services (Grant)
- Local Government, Community Centres, Benefactors
- 9 Board Members
- 11 Muster Grant Committee Members
- 11 Staff Members

- 66 Volunteers
- 104 Registered Members

GOVERNANCE ROLES

Board Structure

Number of Board Members

Currently, there are 9 Members of WASEMA appointed to the Board.

- Chairperson
- Vice Chair
- Secretary (Public Officer)
- Treasurer
- 5 General Board Members

Appointment of Board Members

Board Members are appointed under the terms of the Association's constitution. Subject to the number of Board Members allowed under the constitution, a Board Member may be appointed by an ordinary resolution of the Association in a general meeting. In the situation of a vacancy occurring between such election the Board will appoint a replacement board member. Such a board member will only hold office until the next AGM of the Association.

Skills required on the Board

Ideally the Board should contain the relevant blend of expertise in:

- Governance
- The needs of the members
- Understanding of Women's issues
- Financial Management
- Contractual and Partnership and Stakeholder arrangements

Duration of Appointment

Board Members are appointed for a 1 year term subject to the Board standing for re-election at each AGM.

Vacation of Office

It is envisaged that Board Members shall remain on the Board until required to vacate the office by law or as detailed in the Constitution. The terms and conditions for the Board Members are contained in their letter of appointment. Where a Board Member vacates their position, the board will appoint a casual Board Member who will stand for election at the next AGM.

Role of the Board

The Board plays a major role in improving the performance of the Association by setting the strategic direction of the organisation and monitoring the Associations performance. It is also responsible for the direct conduct of Board Members both as individuals and collectively as the Board. It has obligations to ensure compliance of the Association and operates in a manner to maximise the grants and funding it receives to benefit its members.

The key functions of the Board can be described as :

GOVERNANCE

- Implement governance standards, structures and processes that are designed to ensure accountability, transparency, responsiveness, rule of law, stability, equity and inclusiveness, empowerment, and broad-based participation.

STRATEGY

- Set strategy, its formulation and approval, including the development of major goals
- Approve Capital Expenditure and major operating plans;

FINANCIAL AND OPERATIONAL PERFORMANCE MONITORING AND COMMUNICATION

- Approve the annual Budget and review progress towards achieving the same;
- Monitor the Associations performance
- Communicate with key stakeholder groups, in particular members

RISK MANAGEMENT

- Set and overview risk management policies, practices and performance;

RECRUITMENT AND ASSESSMENT

- CEO Selection, monitoring, evaluation, mentoring, renumeration and, when necessary, removal of the person in charge of operations.

COMPLIANCE

- Set up and oversee compliance policies and practices;
- Ensure the Association's activities and performance are in compliance with its Memorandum and Articles of Association

POLICY

- Ensure an appropriate top-level policy framework exists and ratifying specific policies;
- Establish and determine the powers and functions of the Committees of the Board

Matters Reserved for the Board

The following decisions must be referred to the Board for approval.;

Appointments

- Appointment of the CEO
- Appointment of Sub Committee Chairs
- Appointment or removal of the Board Secretary and/or Board Treasurer to the Board
- Senior Management appointments
- Membership and terms of reference of board committees

Board and Senior management

- Delegations of authority to the CEO and Sub Committee Chairs
- Ratification of the organisation chart
- Approval of renumeration and incentive policies
- Approval of senior management renumeration
- Management contracts
- Approval of succession plans
- Disclosure of conflicts of interest
- Assessment of the organisation's CEO and Sub Committee Chairs performance
- Assessment of Board performance
- Matters concerning the governance of the organisation

Relations with the members and stakeholders

- Arrangements for the AGM and other members' meetings
- Matters relating to reports as required by the relevant Laws and Regulations
- Suggestions for nominations of Board Members for election by the members

Financial Matters

- Approval of annual accounts and board reports
- Approval of accounting policies
- Approval of the internal audit plan
- Bank accounts and signatories

- Acceptance of audit reports including management letters

Association Business Strategy

- Approval of strategic objectives
- Approval of strategic plan
- Approval of proposals for major expansion or closures
- Approval of budgets
- Approval of priorities and performance indicators

Capital expenditures

- Approval of the capital expenditure budget and alterations to it
- Approval of work programs
- Approval of priorities
- Approval of individual expenditure items above approved limit

Major transactions not included in the budget or outside the ordinary course of business

Actions or transactions which might involve questions of legality or propriety

Internal controls and reporting systems

- Risk Assessment and insurance
- Risk Management policies
- Approval of the Association policies, including compliance with the law
- Approval of reporting systems

Role of Individual Board Members

As members of the peak decision making body in the Association, Board members share ultimate responsibility for the Associations overall success. Therefore, Board Members have an individual responsibility to ensure the Board is undertaking its responsibilities.

Board Members need to ensure that the Board is providing:

- Leadership to the Association, particularly in the areas of ethics and culture
- A clear and appropriate strategic direction;
- Accountability to key stakeholders
- Oversight of policies;
- Oversight of all control and accountability systems including all financial operations and solvency, risk management and compliance;
- An effective senior management team and appropriate personnel policies; and
- Timely and effective decisions on matters reserved to it

Board Members' Code of Conduct

In accordance with legal requirements and agreed ethical standards, Board Members and key personnel of the company;

- Will act honestly, in good faith and in the best interests of the whole Association;
- Owe a fiduciary duty to the Association as a whole;
- Have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- Will undertake diligent analysis of all proposals placed before the Board;
- Will act with a level of skill expected from Board and key executives of an incorporated association
- Will use the powers of office for a proper purpose, in the best interests of the Association as a whole
- Will demonstrate commercial reasonableness in decision making;
- Will not make improper use of information acquired as a Board Member and key executives
- Will not disclose non-public information except where disclosure is authorised or legally mandated;

- Will keep confidential, information received in the course of the exercise of their duties and such information remains the property of the Association from which was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law;
- Will not take improper advantage of the position of Board Member or use the position for personal gain or to compete with the Association;
- Will not take advantage of Associations property or use such property for personal gain or to compete with the Association
- Will protect and ensure the efficient use of the Association's assets for legitimate business purposes;

- Will not allow personal interests, or the interest of any associated person, to conflict with the interests of the Association;
- Have an obligation to be independent in judgement and actions and board members will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- Will make reasonable enquires to ensure that the Association is operating efficiently, effectively and legally, towards achieving its goals;
- Will not engage in conduct likely to bring discredit upon the Association or to bring the Association or its stakeholders into disrepute
- Will encourage fair dealing by all employees and contractors with the Association's members, participants, suppliers, competitors and other employees or contractors;
- Will encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;
- Will give their specific expertise generously to the Association;
- Have an obligation, at all times, to comply with the spirit, values, as well as the letter of the law and with the principles of this Code;

Expectation of Board Members at Board Meetings

Since the Board needs to work together as a group, Board Members need to establish a set of standards for Board Meetings. At a location as determined by the Association or online via a Video Conferencing option. It is expected the Board Members shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:

- Behaving in a manner consistent with the letter and spirit of the Association Code of Conduct;
- Acting in a businesslike manner;
- Acting in accordance with the Constitution and Board Policies;
- Addressing issues in a confident, firm and friendly manner;
- Preparing thoroughly for each Board or Committee Event;
- Using judgement, common-sense and tact with discussing issues;
- Minimising irrelevant conversations and remarks;
- Ensuring that others are given reasonable opportunity to put forward their views;
- Refraining from interruption or interjection when a speaker has the floor; and

- Being particularly sensitive in interpreting any request or direction from the Chairman that aims to ensure the orderly and good-spirited conduct of the meeting

Board Members are expected to be forthright in Board Meetings and a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Association, and cast their vote on any resolution according to their own judgement.

Outside the boardroom, however, Board Members will support the letter and spirit of Board decisions in discussions with all stakeholders including any funding partners, special interest groups, participants, staff, suppliers and any other parties.

Board Members will keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a Board Member in the course of the exercise of the Board Member's duties remain the property of the Association and is not to be discussed outside the Board Meetings. It is improper to disclose it, or allow it to be disclosed, unless that disclosure without appropriate authorisation.

Conflict of Interest and Related Party Transactions

Board Members must disclose to the Board actual or potential conflicts that may or might reasonably be though to exist between the interests of the Board Member and the interests of the Association. On appointment, Board Members will have an opportunity to declare any such interests and they will be entered into the Association's Register of Ongoing Conflicts of Interests.

Board Members should update this disclosure by notifying the Association Secretary in writing as soon as they become aware of any conflicts. Board Members are also expected to indicate to the Chairperson any actual or potential conflict of interest situation as soon as it arises. To ensure Board Members have an opportunity to disclose new conflicts of interest, the first agenda item for each Board Meeting will be the disclosure of any conflicts of interest. Any amendments to disclosures are to be tabled at this time and entered into the Register of Ongoing Conflicts of Interest.

The Board can request a Board Member to take reasonable steps to remove the conflict of interest. If a Board Member cannot or is unwilling to remove a conflict of interest then the Board Member must absent themselves from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the Board Member concerned will be minuted by the Association Secretary. Board Members do not have to absent themselves when either (a) conflict of interest relates to an interest common to all Association members or (b) the Board passes a resolution that identifies the Board Member, the nature and extent of the Board Members interest and clearly states that the other Board Members are satisfied that the interest should not disqualify the Board Member concerned from discussion and/or voting on the matter.

Related party transactions include any financial transaction between a Board Member or officer and the Association and will be reported in writing to each Board meeting.

To assist the Board in showing that a financial benefit, such as awarding of a contract to a Board Member, is given an arm's length terms, these transactions will be subject to a transparent tender process approved by the Board.

The Board has also resolved that where applications are made by a related party to a Board Member or Officer of the Association then the Board Member or Officer shall exclude themselves from the approval process.

Related party for this process means:

(a) Spouse or de facto spouse of the Board Member of Officer; or
(b) A parent, son or daughter of the Board Member or their spouse or de facto spouse
(c) An entity over with the Board Member or officer or related party defined in (a) or (b) has a controlling interest.

The Association Secretary will maintain a Register of Related Parties Transactions as well as the Register of Ongoing Conflicts of Interest.

Role of the Chairperson

The role of the Chairperson is determined by a vote of the collective Board.

The Chairperson's role is a key one with the Association. The Chairperson is considered the "Lead" Board Member and utilises their experience, skills and leadership abilities to facilitate the Governance processes.

There are two main aspects to the Chairperson's role. They are the Chairperson's role within the Board and Board Meetings and the Chairperson's role outside the Board Meetings.

Inside Board Meetings

Inside board meetings the role of the Chairperson is to :

1. Establish the agenda for Board meetings in consultation with the CEO, Vice Chair
2. Chair Board Meetings;
3. Be clear on what the Board has to achieve, both in the long term and short term;
4. Provide Guidance to other Board Members about what is expected from them;
5. Ensure that Board Meetings are effective in that ;

- The right matters are considered during the meeting (for example, strategic and important issues) ;
- Matters are considered carefully and thoroughly ;
- All Directors are given the opportunity to effectively contribute; and
- The board comes to clear decisions and resolutions are noted;

6. Brief all Board Members in relation to issues arising at Board Meetings;
7. Ensure that the decisions of the Board are implemented properly;
8. Ensure that the Board behaves in accordance with its Code of Conduct; and

9. Commence the annual process of Board Member evaluation;
10. Act as a signatory for the Association in all legal and financial purposes
11. Ensure that a member from the Board is duly represented as chairperson on all designated specialist subcommittees formed within the Association

Outside of Board Meetings

Outside the board meetings the role of the Chairperson is to :

1. In conjunction with the CEO and Sub Committee Chairs and Relevant Staff undertake appropriate public relation activities
2. Be the spokesman for the Association at the AGM and in the reporting of performance
3. Be the major point of contact between the Board and the CEO
4. Be kept fully informed of current events by the CEO on all matters which may be of interest to the Board Members
5. Regularly review the CEO and such other senior officers as required on progress on important initiatives and significant issues facing the Association
6. Provide mentoring for the CEO; and
7. Initiate and oversee the annual CEO evaluation process

Role of the Vice Chairperson

The role of the Vice-Chairperson is determined by a vote of the collective Board.

The Vice-Chairperson's role is an important role with the Board of the Association. The Vice-chairperson is considered as the "Lead" when the Chairperson of the Board Member is not present. They are also required to utilise their experience, skills and leadership abilities to facilitate the Governance processes and support the coordination of activities of the association.

The tasks of the Association Vice Chairperson shall include :

- preside at general or executive meetings and act as the Chairperson, in the absence of the Chairperson or when the Chairperson is unable to act in that role.
- act as official spokesperson in conjunction with the Chairperson –
- be an alternate signatory for the Association for legal purposes and financial purpose
- assist the Chairperson in deciding which matters are dealt with by the office bearers, the Management Committee or delegated to subcommittees
- assist the Chairperson with strategies and plans for the Association.

Role of the CEO

The CEO is responsible for the ongoing management of the Association in accordance with the strategy, policies and programs approved by the Board. The Association shall be managed to achieve the goals agreed and endorsed by the Board.

The CEO's responsibilities shall include:

- Developing, with the Board, a consensus for the Associations's Vision and direction
- Constructing, with the Associations Project Team, programs to implement this vision
- Endorsing the terms and conditions of appointment of all other staff members or contractors
- Providing strong leadership to, and effective management of, the Association in order to

- Encourage co-operation and teamwork
- Build and maintain staff/contractor morale to a high level
- Build and maintain a strong sense of staff/contractor identity with, and a sense of allegiance to, the Association ;

- Ensuring a safe workplace for all personnel;
- Ensuring a culture of compliance generally, and specifically in relation to environmental matters
- Carry out the day to day management of the Association
- Forming committees and working parties from time to time to assist in the orderly conduct and operation of the Association
- Keep the Board informed, a an appropriate level, of all the actives of the Association; and
- Ensuring that all personnel act with the highest degree of ethics and probity.

The CEO is formally delegated by the Board to authorise all expenditures as approved in the budget, subject to ;

- All business related expenses outside of normal expenses included in the budget, must be authorised by the Chairperson.

Role of the Association Secretary

The Association Secretary is charged with facilitating the Association's Governance processes and providing general legal counsel. The Association secretary holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Association Secretary is accountable to the Board, through the Chairperson, on all governance matters and reports directly to the Chairperson as the representative of the Board. The Association Secretary is appointed and dismissed by the Board and all Board Members have as of right access to the Association Secretary.

The tasks of the Association Secretary shall include :

Meeting and Minutes

- Notifying the Board Members in writing in advance of a meeting of the Board as specific in the Constitution
- Ensuring that the Agenda and Board Meeting papers are prepared and forwarded to Board Members prior to the Board meeting as set out in the Board Policy Manual.
- Recording, Maintaining and distributing the minutes of all Board and Board Committee meetings as required

- Maintaining a complete set of Board Meeting Papers at the Associations delegated office in a hard copy form – on a designated hard drive within a dedicated safe
- Subject to provisions for shorter notice of Board Meeting as per the constitution, notifying the Board Members in writing (including email) at least five (5) days in advance of the meeting of the Board
- Preparing for and attending all annual and extraordinary general meetings of the Association
- Recording, maintaining and distributing the minutes of all general meetings of the Association

Compliance

- Overseeing the Association's compliance program and ensuring all Association legislative obligations are met
- Ensuring all requirements of ASIC, the ATO and other regulatory body are fully met, and
- Providing counsel on governance principles and Board Member liability

Governance Administration

- Maintaining the Register of Ongoing Conflicts of Interest and the Register of Related Party Transactions ;
- Maintaining a Register of Association Policies as approved by the Board
- Maintaining, updating and ensuring all Board Members have an up-to-date copy of the Board Charter and associated governance documentation
- Maintaining the complete list of the delegations of authority
- Any other services the Chairperson or Board may require

Role of the Association Treasurer

The Association Treasure is charged with keeping the organisation's finances in order. The role requires understanding of financial responsibilities, compliance and budgeting. The Association Treasurer is accountable to the Board, through the Chairperson, on all financial matters and reports directly to the Chairperson as the representative of the Board. The Association Treasurer is appointed and dismissed by the Board and all Board Members have as of right access to the Association Treasurer. The Treasurer maintains a watching brief on the monthly accounts ensuring appropriate procedures are in place and to ensure the solvency of the Association.

The tasks of the Association Treasure shall include ;

Banking

- Maintain access to the Bank Accounts of the Association

Monthly Accounts

- Working with the BookKeeper the Association Treasurer will maintain a watch on the monthly accounts ensuring appropriate procedures and processes are followed
- Ensure all transactions are recorded correctly
- Check that all payments are approved by the people who are actually authorised to approve them.
- Determine information about the organisation's financial position which can be readily extracted from accounting software

Monthly Reports

- Provide a report to the Board on monthly expenditure against the budget and expected cashflow (this can be produced by accounting software).
- The Treasurer's report to the Board will be based on these monthly accounts. The Treasurer will also be expected to explain any major discrepancies between budgeted and actual expenditure.

Annual Budget

- The Association Treasurer works with the Chair, other Board members, and the staff to draw up the annual budget, which is then approved by the Board
- Once the budget is approved, the Treasurer, on behalf of the Board, is responsible for keeping track of how closely actual figures match budget expectations. Each month the Treasure is required to draw up a table showing budgeted expenditure and income under each heading for the year to date, the actual expenditure under each heading, and the difference between the two.

Acquittal of Grants

- The treasurer in collaboration with the relevant sub committee Chairs and other relevant staff as well as and the finance officer will complete Grant Acquittal in relation to the financial components spent.

Treasurer responsibility to the Auditor

The accounts will be audited once a year. The Auditor is elected at the Annual General Meeting, when the audited accounts for the past year are presented and approved. The Auditor must be appropriately registered, qualified and licenced applicable to the legislation.

The format the Auditor uses is different from the month-by-month management accounts, involving things like depreciation and asset balances, and will need extra material.

The auditor will ask the Treasurer to provide the following:

Assets

- Cash in bank
- Accounts Receivable - Who owes you money, how much, when it was due?
- Property and Equipment (Fixed Assets) - When acquired, how much you paid, how long they are expected to last, how much they are depreciated each year, and how much has been depreciated to date?

Liabilities

- Payables - To whom do you owe money, and how much do you owe to each? Get out copies of invoices or loan agreements.

Revenue

- Grants and Contributions- produce grant details, grant period, grant amount, when received, restrictions, and copies of the grant letters and grant applications.
- Donated services and materials-You may be required to place a dollar value on contributions of certain services and materials. Prepare a list of these donations to discuss with your auditor.
- Special events and benefits (income and expenses)
- Documentation--such as contracts and invoices, names and addresses, registrations, etc. for fees from memberships, tuition, performances, and other services.
- Inventory--If you sell tee-shirts, books, or other products, keep a record of sales throughout the year so that beginning inventory can be reconciled with inventory at the end of the year.

Board Process

Board Meetings

Meeting Frequency

The Board meets 12 times a year each month.

Meeting time and Location

Board meetings will take place at locations to be agreed by the Board from time to time. Or online via a Video Conferencing program.

Board Members may participate at meetings in person or by means of telephone or other electronic communication.

Board meetings usually will commence at 7.30 pm but this may vary depending on the agenda of each individual meeting, the availability of key participants and the location in which the meeting is taking place.

Conduct of Meetings

The chairman is responsible for the orderly and efficient conduct of Board meetings. Board meetings should be conducted in a rigorous but not confrontation style. To encourage participation it is the Chairperson's role to :

- Ask for different points of view;
- Ensure that everyone is treated courteously
- Encourage balanced discussion
- Recognise individual talent and expertise
- Encourage quieter Board Members to participate in discussions
- Seek clarification where necessary, to guide the discussion forward
- Keep the discussion balanced
- Give credit and thanks where it is due

Quorum and Voting at Meetings

A quorum must be present for a Board meeting to proceed. Pursuant to the Association's constitution, the quorum required is 5 Board Members.

Wherever possible, a consensus approach to decision making will be taken. Where consensus is not possible, decisions will be made by a majority vote of the Board.

Emergency Decision Making – Circular Resolution

An urgent decision that cannot wait until the next Board Meeting can be dealt with by circular resolution as per the Associations constitution.

All Board Members, approving the action, must sign the circular resolution minutes. Generally this approval will be effective when a signed copy (including an electronic copy – photo, scan) of the resolution is received from each Board Member.

The collated copies of signed resolutions shall be the record of the decision until the next Board Meeting. At the Board Meeting immediately following the circular resolution, the decision made shall be ratified and entered in the minute book as a single entry. Where all Board members do not sign the circular resolution, the item is deferred until the next Board Meeting.

Board Meeting Agenda

Agenda Content

A formal agenda is an important part of the Board Meeting because it shapes the information flow and subsequent discussion. An agenda will be prepared for each Board Meeting and any strategic planning meetings.

The standard Agenda used at Board Meetings is shown at Appendix A.

Agenda Preparation

The Association Secretary, in consultation with the Chairperson and the CEO is responsible for preparing the agenda for each Board meeting. However, any Board Member may request items to be added to the agenda for

upcoming meetings. The Association Secretary circulates the agenda to all Board Members with the Board papers at least five days prior to the meeting.

Board Papers

Preparation and Circulation

The Chairperson together with the Association Secretary is responsible for the preparation of the circulation of Board Papers. All Board Members will be provided with a copy of the Board Papers five days in advance of the scheduled Board meeting.

The format of the Board papers must include :

- An Agenda
- Minutes of the previous meeting
- Business activities requiring Board approval and/or updating
- CEO Report
- Any Board submissions requiring decisions. Board member decision checklist includes :
- Does the decision meet general legal requirements?
- Does the decision meet the fiduciary requirements of Board Members?
- Does the decision comply with Board Members' duty of care and diligence?
- Does the proposal assist in the implementation of agreed strategies?
- Have the implications for risk and compliance been taken into consideration?
- Have implementation issues for this decision been considered?

Retention of Board Papers

The Association Secretary maintains a complete set of Board papers at the designated address as determined by the Board. This will be in a digital format on a Hard Copy in a locked Safe as well as in the cloud via a secure server with password protection. Individual Board Members may retain their own Board papers in a secure location and when completed their tenure on the Board, hand over any documents to the Chairperson to distribute or destroy as may be required.

Board Meeting Process

- **Previous Minutes** - The Chair calls on the Secretary to read the previous minutes if they have not been previously circulated to members. Corrections or additions are called for by the Chair after which the chair declares that the minutes are approved as read, delivered or corrected; or entertains a motion to that effect.

- **Matters Arising** -from the last minutes are discussed (discussion should be confined to specific questions arising from the minutes, or the action someone was asked to take).

- **Correspondence** - is tabled. Discussion is limited to the essentials, and a motion put that inward correspondence be received, another that outward correspondence be approved.

- **Financial Statements** - are presented by the Treasurer. A motion is needed on a list of accounts for payment.

- **Committee Reports** - are presented and discussed. Do not need a motion unless specific recommendations are made in which case a motion is required for the specific recommendation(s) only.

- **Other Reports** - (brief, on specific subjects, with recommendations attached for consideration) are presented. Recommendations are discussed, and approved or declined through a motion.

- **Motions Put** – motions of which due notice has been given are put. Any motions proposed without sufficient notice may be rejected by the Chair and then accepted as notices of motion for the next meeting.

- **General Business** - This is the time for minor items to be raised. The Chair should discourage the raising of major items at this point unless they are urgent. The Chair decides whether each matter will be discussed or deferred to the next meeting.

- **Next Meeting** - is arranged if not already set.

BOARD MINUTES

Whilst most of the Board papers contain information that is used as the basis for discussion in a Board Meeting, the minutes record the decisions that were made at a meeting.

Minutes serve several important functions. They are:

- A reminder of what happened at the meeting – who attended, what was decided, and what commitments were made in terms of follow-up;

- A guide for people who were unable to attend the meeting
- A permanent record that can be referred to by outside parties (eg. Lawyers, consultants) who wish to evaluate the Board's decisions and procedures

Minutes will contain a brief reference to relevant Board Papers tabled plus the official resolution adopted by the Board Members.

All decisions will be recorded in the minutes by means of a formal resolution.

The Chairperson will read the precise resolution to the Board and ask for all in favour and those against. If a Board Member does not voice dissent, it is taken that he or she is in favour of the resolution The wording will be recorded in the minutes and whether the resolution was carried or defeated. But will not contain the number of votes.

Minutes will be prepared in draft form by the Association Secretary and emailed to all the Board Members within 48 hours of the meeting. Board Members have seven days to review the minutes and request amendments if required. If no amendments are requested within seven days, the minutes are considered an accurate record of the meeting and will be formally accepted at the next meeting of the Board.

Once the minutes have been adopted by the Board, and signed by the Chairperson, they cannot be amended.

Decisions of a policy nature will also be recorded in the Association's Policy Manual. This is the responsibility of the Chairperson.

BOARD CALENDAR

A Board calendar lists the key activities required of the Board throughout the year. The Current Board Calendar is shown at Appendix B.

BOARD COMMITTEES

Board Committees will be formed on an as needs basis for specific issues. The use of Board Committees improves the operation of the Board by removing significant detail from Board meetings.

Where Committees of the Board are established, they will have their terms of reference formalised in a Committee Terms of Reference Charter (TOR).

They will be required to operate as a Board would, with appointed members, a Chairperson, a nominated secretary to complete Minutes and will comply to all the legislative requirements of the Association.

KEY BOARD FUNCTIONS

Introduction

The following six major roles are the minimum set of key functions every Board must perform in order to fulfill its legal obligations. The form a critical element of the Association's Governance process.

STRATEGY

The Board will approve the strategy of the Association

A strategy document will be updated and approved each year, not less than 1 month prior to the commencement of budget development.

The Board will be fully involved in the development of the strategic plan.

Progress on the strategic plan will comprise part of the CEO's Board Report.

CEO SUPPORT

CEO Role

It is recognised that a key component of Organisationl duty is providing a sounding board for CEO ideas and challenges. The relationship between the Board and the CEO is crucial to effective Governance. The CEO needs to trust their Board, and similarly the Board needs to be confident that it will be fully advised on relevant matters, and the management will support the direction it sets.

In recognition that the CEO– Board relationship is critical to effective Governance, Board Members of the Association should provide frank and honest advice to the CEO. All advice should be constructive in nature and be provided in a positive manner.

PERFORMANCE MONITORING AND COMMUNICATION

Monitoring

A fundamental function of the Board is to monitor the performance and compliance of the Association. The monitoring role is aimed at achieving two key objectives:

- Ensuring that the Association's performance is consistent with the strategy of the organisation and the Members' and Funders expectations ;
- Ensuring that the Association and its officers are complying with their legal obligations;

With this general principle in mind, the Board is charged with monitoring both financial and non -financial Key Performance Indicators (KPI's). The KPI should be relevant, verifiable, broadly applicable and communicable.

Communication – Protocol for interaction with Internal and External Parties

The Board has designated the CEO and/or the Chairperson or Vice-Chairperson to speak to the press on matters associated with the Association.

The Chairperson is authorised to comment on :

- Annual results at the time of the release of the annual report
- Resolutions to be put to General Meetings of the Association
- Changes in Board Members, any matter related to the composition of the Board or Board processes
- Any speculation concerning Board meetings or the outcomes of Board meetings
- Other matters specifically related to the members

The CEO and Chairperson or Vice-Chair are authorised to comment on :

- The Association's future outlook
- Any operational matter
- Any queries concerning operational issues which reflect either positively or negatively on the Association
- Proposed or actual legal actions
- Queries and general discussion concerning the Associations affiliations within its industry

There will be times when Board Members or employees/staff/contractors will be approached by the media for public comment. On such occasions the Board Members or employees/staff or contractors should comply with the following:

1. Refer the person to the CEO or Chairperson or Vice – Chair of the Board as appropriate for comment
2. Refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the CEO or the Chairperson or Vice-Chair of the Board.

COMPLIANCE

WASEMA Inc is an organisation of integrity, and as such, does not breach law or ethical standards.

Every Board Member, officer, employee, contractor, volunteer and agent of the Association is required to comply with all aspects of the law and to act ethically, at all times.

The importance of compliance is reflected in the penalties associated with failure to meet legal obligations which include substantial penalties, orders for compensation, loss of incorporation, adverse publicity, Board Members being personally liable and Board members being punished.

No person who wilfully breaches the law and is found guilty, will receive support from the Association

The CEO's report shall contain a section for reporting compliance exceptions for each Board Meeting. The Association Secretary may be required to elaborate on any relevant aspects of this report.

The compliance report will contain statements that the Association is meeting its obligation under the various requirements or legal responsibilities of Board Member, or notify Board Members of any issue or concern.

HOSPITALITY AND GIFTS

While the Association recognises the need from time to time to give or accept customary business courtesies in accordance with ethical business practices, Board Members and officers will not solicit such courtesies and will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, the Board Members' and Officers' conduct in representing the Association.

RISK MANAGEMENT

Risk management and compliance issues are closely connected as many risk management programs are designed to identify and avoid breaches in the law.

The Chairperson and Board members are charged with developing risk management policy and procedures for the Association.

The CEO is charged with implementing appropriate identification, control and risk procedures within the Association.

CEO EVALUATION

A detailed CEO evaluation will be undertaken annually by the Board with the process coordinated by the Chairperson. The CEO evaluation will utilise both quantitative and qualitative measures. Evaluation will be judged against the Association's strategic plan and agreed KPI's.

DELEGATION OF AUTHORITY

The Board bears ultimate responsibility for the operations of the Association, and consequently Board Members are responsible for any delegations of their responsibilities. As such, the Board decides what Association matters are to be delegated either to specific Board Members or to management. In addition, the Board will determine what controls are to be in place to oversee the operation of these delegated powers.

Individual Board Members have no individual authority to participate in the day to day management of the Association, other than where the Board, through resolution, explicitly delegates and authority to a Board Member individually.

Specific Delegations

The Board retains the powers and authorities required to carry out the Association's business effectively and efficiently, except where specific authority is delegated to the CEO and the relevant Sub Committees. A Delegations Manual is held at a delegated address decided on by the Association and maintained by the Association Secretary.

Cheque signing and authorising the transfer of Association funds is a significant responsibility. Those who are made authorised signatories do so on the understanding that they share responsibility for the payment or transfers made. This means that an authorised signatory should have clear understanding of the payment or transfer being made and is obligated to question any invoice or payment/transfer that appears abnormal or without sufficient authorisation.

Partnerships and Agreements

The Board retains the authority to approve all on major/minor partnerships, agreements and grant applications and letters of support unless specific authority is delegated to the CEO. The provision of letters of support should be directed to the Chairperson or Vice-Chair or CEO. Any partnerships, agreements or grant applications should be approved by the Board and have corresponding MOU's with specifics of the relationship, expectations, outcomes and be implemented by the CEO.

CONTINUING IMPROVEMENT

BOARD EVALUATION

As a matter of principle, the Board is committed to the ongoing development of both individual Board members and the Board as a whole.

Each year the Board will conduct an evaluation of its performance. The objective of this evaluation is to provide best practice governance to the Association.

The review will include but will not be restricted to, the following criteria:

- Preparedness for Board meetings;
- Value of contribution to Board discussions
- Clarity of direction for the Association and management each year by the Association plan (the budget)
- Establish Key Performance Indicators (KPI's) for the organisation and the CEO
- Monitor CEO performance against the KPI's, and other outcome measures that will be determined by the Board;
- Monitor monthly Association performance against the budget, focusing on the Statement of Financial Performance and Position, Cash Flow, Bank Covenants, Capital Expenditure and Human Resources and not focus on the operational detail;
- Regularly monitor Member benefits and satisfaction
- Focus discussion and decisions on "what" the Association is to achieve as its outcome, rather than on "how" management is to go about achieving those outcomes;
- Not become involved in the management of the Association
- Observe not simply the words, but also the spirit of the Board's Code of Conduct
- Respect the contributions from all Board Members and Management
- Understand Board Member's statutory and financial obligations to Members, participants and staff/contractors and to represent the best interests of all Members and participants as a group.
- While vigorously debating issues in Board Meetings, to support all Board decisions unanimously when outside Board meetings to Management, Members, participants and other stakeholders
- Understand and comply with all legal and statutory obligations by ensuring relevant information is sought and provided
- Maintain confidentiality on sensitive matters at ALL times

The Chairperson will action this evaluation, obtaining any assistance required.

The current Board evaluation format is shown at Appendix D.

Board Member Protection

As a general rule, a Board Member has two key areas of protection – the right to information and the ability to insure against specific risk of being a Board Member.

Therefore, as a matter of policy, the following measures of Board Member protection will apply,

Information – seeking protocol

Board Members will adhere to the following protocol when seeking information;

- Approach the Chairperson to request the required data from the CEO
- If a resolution is still not forthcoming, write a letter (email) to all Board Members and the CEO detailing the information required, the purpose of the information, and who the Board Member intends to approach in order to obtain the information ;
- As a last resort, employ the provisions of the Incorporation ACT.

Access to Board Papers and Legal advice

A complete set of Board papers is held by the Association Secretary on behalf of the Board Members for a period of at least 7 years.

Board members are entitled to access the papers for the period when they were a Board Member on request, even if they have ceased as the Board Members.

All documentation containing or seeking legal advice will clearly state that the legal advice is sought both in relation to the Association and to the Board Members in their personal capacity.

Insurance

The Association will provide each Board member with a copy of the Board Member's and Officers' (D&)) insurance policy and any changes to that policy.

The Association will maintain each Board Member's (D&O) insurance for seven (7) years from the date at which they ceased to be a Board Member.

Board Member Renumeration and Reimbursement

By serving on the Board, the Board Members of the Association has chosen to do so on a Volunteer basis. The Association does not provide any payment for Board Members' services. Although this is a volunteer position, Board Members still assume significant Association responsibility. Should Board Members purchase items for the organisation which is included in the budget or approved by the Board, reimbursement will be provided once a TAX invoice is provided.

Board Member Selection and Induction

New Board Members will undergo a full induction into their role on the Board. Information conveyed to the new Board Member will include:

- Letter of Appointment
- Confidentiality
- Constitution
- Corporate Governance Charter
- Strategic Plan
- Association Profile
- Risk Management Matrix
- Organisational Chart
- Directors & and Officers Liability Insurance Policy
- Minutes of last Board Meeting
- Minutes of last Annual General Meeting
- Annual Report