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**Introduction**

Southern Tablelands Arts is a not-for-profit incorporated association and, as such, its operations are governed by legislation under the *Associations Incorporation Act* 2009 (NSW). The Board of Management of Southern Tablelands Arts is responsible for good governance according to this legislation and for monitoring the performance of the association according to its Constitution and its Mission, Values and Strategic Plan.

The Constitution, revised and adopted by the association DATE TO BE UPDATED, includes the objects of the Association, its legal powers, its membership, conduct of elections and meetings, composition and role of the Board, management of funds.

**Purpose**

The purpose of the STA Governance Policy is to guide the Directors of the Board of Southern Tablelands Arts in their roles and responsibilities in the association, to provide a framework that guides decision making and to establish a participatory, transparent, accountable and efficient mechanism for good governance.

**Policy**

***1. The Role of the Board:***

Effective Boards focus on the association’s vision, mission and goals and not day-to-day management. The three fundamental roles of the Board are:

1. To strategically plan for the future so that the association is in a better position to achieve its mission
2. To ensure the association is currently viable – that it is legally compliant, financially solvent and that risks are managed well and
3. To manage and represent the association’s membership.

The Board should focus on the strategic direction and the core policies of the association and avoid becoming involved in day-to-day operational decisions. Where individual Board directors do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

The responsibilities of the Board that cannot be delegated to any other person or body include:

* Compliance monitoring – ensuring compliance with the objects, purposes and values of the association, and with its constitution
* Organisational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them
* Strategic planning – reviewing and approving strategic direction and initiatives
* Regulatory monitoring – ensuring that the association complies with all relevant laws, regulations and regulatory requirements
* Financial monitoring – reviewing the association’s budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the association
* Financial reporting – considering and approving annual financial statements and required reports to government.
* Organisational structure – setting and maintaining a framework of delegation and internal control
* Leadership selection – selecting, evaluating the performance of, rewarding and, if necessary, dismissing the association’s Executive Director
* Succession and remuneration planning – planning for Board, executive succession, and determining senior management remuneration
* Risk management – reviewing and monitoring the effectiveness of risk management and compliance in the association; agreeing or ratifying all policies and decisions on matters which might create significant risk to the association, financial or otherwise
* Dispute management – dealing with and managing conflicts that may arise within the association, including conflicts arising between Board directors, Advisory Panel delegates, staff, the ED, members, volunteers, or service users.
* Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable
* Board performance and composition – evaluating and improving the performance of the Board

***2. The Composition of the Board***

The STA Board of Directors is a skills-based Board consisting of up to four office bearers President, Vice President, Treasurer and Secretary, and up to five ordinary members. The Board can have up to nine members include the office bearers.

Casual vacancies can be filled, or additional Directors appointed as long as the total number of Directors does not exceed nine.

Directors will be sought from people with one or more of the following skills and/or expertise in the following areas:

* governance, business and strategic planning;
* financial management;
* legal expertise in a non-profit organisation;
* local government
* arts, arts practice, arts administration;
* regional economic and/or tourism development;
* regional community and cultural services development;
* human resources management;
* information technology communications;
* risk management/insurance; or
* marketing/fundraising

The Board of Directors delegates the authority to transact urgent business matters as required to an Executive Committee that comprises the President, Vice President, treasurer and Secretary

The Advisory Panel comprises a representative from each LGA in the STA region.

STA is also committed to First Nations representation, cultural diversity, gender equity and inclusion in its board composition and encourages nominations to reflect the diversity of the Southern tablelands and Highlands of NSW. Nominations will also be sought to reflect a geographical spread across the Southern Tablelands Arts region.

***3. Election of the Board***

Regional Directors must live or work in a regional area of NSW or the ACT and have the skills and experience to manage the business of the association. They are nominated by existing Board members or the ED.

Co-opted Directors can be elected from anywhere in NSW to fill positions where there is an identified gap in skills. EOIs will be sought for vacancies approximately 8 weeks prior to the AGM.

Co-opted Directors are nominated by the Board of Directors.

Nominations are compiled and sent with the AGM papers to Members at least three weeks prior to the AGM. Members are advised of the number of vacancies on the Board and, if there are more nominations than vacancies, a formal ballot is conducted at the AGM.

***4. Election of Officer Bearers***

Office bearers of President, Vice President, Treasurer and Secretary are elected by the members and Directors at the AGM.

***5. Annual General Meeting***

The Annual General Meeting is a legal requirement and, according to the Constitution, is to be held by the 30 June of each calendar year. The AGM will be held in May and all relevant papers, including the Agenda, are sent to Members and Advisory Panel delegates at least three weeks prior to the scheduled date. The business of the AGM is outlined in the Constitution.

***6. Term of appointment***

Directors are appointed for two-year terms and serve a maximum of three consecutive terms (six years), unless the Board decide otherwise. Directors may nominate to return to the Board after a period of two years off the Board.

The term of casual vacancies and additional Directors expires at the next AGM.

A Director may resign from the STA Board of Directors by giving written notice to the Association at the STA office address.

***7. Remuneration of Directors***

The STA Board of Directors is a voluntary board.

***8. Board meetings***

According to the Constitution, the Directors must meet at least four times in each calendar year and attend the AGM.

Currently the Board meets every two months with subcommittee meetings scheduled in the intervening month, the dates of which are set at the last Board meeting of the previous calendar year. The Secretary maintains a record of meeting attendance.

Directors are required to attend a minimum of 50% of meetings each year unless leave of absence is granted by the Chair. Absence will be granted for personal or family illness or unavoidable work commitments. Directors affected by force majeure events will be granted leave of absence.

Board meeting papers are distributed approximately one week prior to the meeting.

A quorum consists of the majority of Directors entitled to vote. With a Board consisting of nine Directors, a quorum of five is required. A Board of seven Directors will require a quorum of four.

***9. The responsibilities of the Board and the Directors***

The function of the Board of Directors is to optimise the performance of STA and to ensure that the association complies with relevant legislation, regulations and contractual arrangements. This includes

* Strategic – contributing to strategy
* Legal – acting with diligence and minimising risk
* Financial – maintaining oversight
* HR – acting as an employer

Each Director on the Board will comply with all responsibilities applicable under the laws governing an Incorporated Association and in particular -

* Attendance at 50% board meetings per year and actively participate
* Prepare for and participate in the discussions and deliberations of the board including representing Southern Tablelands Arts at arts and cultural events and activities in each LGA.

***10. Board Code of Conduct***

While legislation frames many of the board directors’ duties, organisations and the community expect Board directors to behave in a way that reflects well on the association. These ethical responsibilities or expected conduct can be set out in key governance documents. At Southern Tablelands Arts this includes:

* STA Board and ED Delegations
* STA Board Code of Conduct
* STA Board Conflict of Interest and Declaration
* STA Board Governance Policy
* Board of Directors Skills Matrix
* Board Self Assessment Survey

***11. Committees of the Board***

Separate Sub-Committees may be formed as standing committees to provide advice to the Board of Directors in relation to the following topics and such other topics as the Board of Directors may deem appropriate from time to time:

* Strategic Planning and Governance
* Human Resources
* Development (fundraising, marketing & promotion);
* Risk Management

***12. The Role of the Public Officer***

The Public Officer is a position required by incorporation laws. The Public Officer is the official point of contact for regulatory authorities. The specific responsibilities are set out in the relevant incorporation laws and the association’s constitution, and include signing documents to be lodged with the relevant regulatory body (for example ASIC or the NSW Office of Fair Trading) and maintaining registers of the association’s members.

The Public Officer is an appointed position, not an elected position.

***13. The Role of the ED on the Board***

The ED supports the Board in its decision making by providing appropriate, timely and accurate information and professional advice relating to effective management of the organisation. One of the ED’s major tasks is to resource and speak to Board meetings. The ED is usually required to present a report which commonly covers issues such as:

* Significant issues arising since the last Board meeting.
* Matters that require the Board’s approval (ie are not within the ED’s delegation).
* Risk and legal compliance update (eg WHS, risk assessments, employment law issues, funding contract compliance).

On occasion there will be discussions the Board needs to have without the ED’s presence. The Board can take these discussions in private.

***14. Associated Documents:***

* STA Constitution
* STA Board and ED Delegations
* STA Board Code of Conduct
* STA Board Conflict of Interest and Declaration
* STA Risk Management Policy
* STA Strategic Advisory Panel Policy