



Board Charter and Governance Policies

Principles relating to the Board's governance role and processes (Board Charter)

- The first duty of the Board of Australian Volunteers International is to the legal entity to which it owes a duty of care.
- The Board has as a primary concern the interests and aspirations of the organisation's owners. This includes the Council of Australian Volunteers International who might be classed as 'legal owners', and those who might be classed as 'moral owners', i.e. volunteers (past, prospective and current), partner organisations in Australia and overseas, and staff and supporters and donors including government, who cannot exercise the same authorities as 'legal owners'.
- The Board must attend to Australian Volunteers International's compliance responsibilities, but such attention should not be at the expense of dialogue about organisation performance.
- The Board is responsible for setting the ethical framework for Australian Volunteers International, defining and nurturing the organisation's fundamental values.
- The Board must maintain a continuous focus on Australian Volunteers International's reason for being, i.e. its mission or purpose and its corporate goals and objectives.
- The Board must add value to Australian Volunteers International over and above that added by the Chief Executive and staff.
- The Board should aim to be as good at its job as it expects the Chief Executive and staff to be.
- The Board is responsible for setting Australian Volunteers International's Strategic Directions, priorities and performance criteria.
- Monitoring and evaluation of the Chief Executive's and Australian Volunteers International's performance should be built around a rigorous and continuous process.
- The Board must ensure that when it has stated that something must or must not be done, the Chief Executive can demonstrate that this is so.
- Sound Board systems provide protection for the organisation, its stakeholders, the Board and its directors against fraud, illegal practices and poor performance by its own members and its Chief Executive and staff. Written policies are an effective means for codifying Board systems.
- The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.
- The Board determines the policy parameters for the organisation rather than doing the work - it says *what* should be achieved and what must not be done or occur, but not *how* to do things.
- The Board should have an emphasis on continuous improvement for itself and individual directors.
- The Board has a responsibility to ensure that it has in place a succession plan for its own members and for its senior managers.
- The Chair is a first among equals, fulfilling the role of servant leader to the Board.

Relating to the Board - Chief Executive relationship

- The Board - Chief Executive relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.
- The Chief Executive is the Board's sole direct employee in whom is vested accountability for the operational organisation.
- The Board should direct, not manage the Chief Executive by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Chief Executive must remain.
- The Board's delegation to the Chief Executive must be unambiguous – the Board must stand behind its own policies.
- The Board's assessment of the Chief Executive's performance is based on the performance indicators agreed at the commencement of a performance year as negotiated.

Contents

1.1	Overarching Governance Process	4
1.2	Governance Policies	5
1.3	Connection With Stakeholders.....	6
1.4	Code of Ethics and Proper Practice	7
1.5	Chair Role Description.....	8
1.6	Agenda Planning	9
1.7	Board Member Induction.....	10
1.8	Conflict of Interests	11
1.9	Board Committees and Working Parties	12
1.10	Board Performance Review.....	13
1.11	Board Development	14
1.12	Delegation to the Chief Executive	15
1.13	Chief Executive Authority.....	16
1.14	Monitoring Chief Executive Performance	17
2.1	Overarching Chief Executive Constraint.....	18
2.2	Financial Planning.....	19
2.3	Financial Management	20
2.4	Investments	21
2.5	Remuneration and Benefits	22
2.6	Protection of Assets	23
2.7	Communication & Support to the Board	24
2.8	Emergency Chief Executive and Senior Management Succession	25
2.9	Employment Conditions	26
2.10	Client Privacy	27
2.11	Treatment of Stakeholders	28
2.12	Public Affairs	29

1.1

POLICY TITLE: OVERARCHING GOVERNANCE PROCESS

POLICY CLASS: BOARD PROCESSES

The Board's job on behalf of its owners is to ensure Australian Volunteers International achieves its vision and strategic goals and objectives and, in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

1.2

POLICY TITLE: GOVERNANCE POLICIES
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *The Board must add value to the organisation over and above that added by the Chief Executive and staff.*
- *The Board should aim to be as good at its job as it expects the Chief Executive and staff to be.*
- *The Board is responsible for setting the organisation's Strategic Directions, priorities and performance criteria.*

POLICY

The Board is committed to governing through policies, enabling it to speak with one voice on critical issues and core values. The Board will carry out its governance responsibilities based on the following:

1. Corporate compliance with Strategic Directions.
2. Board Processes policies; describing the way the Board carries out its governing role including a definition of its relationship with the Chief Executive.
3. Chief Executive Delegation policies; making clear constraints or limits on the choice of operational means available to the Chief Executive for the achievement of organisational outcomes or results.

1.3

POLICY TITLE: CONNECTION WITH STAKEHOLDERS
POLICY CLASS: BOARD PROCESSES

PRINCIPLE

The Board represents its stakeholders, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.

POLICY

The Board acts in trusteeship for the organisation's stakeholders.

1. The Board will gather information about their concerns, needs and aspirations.
2. The Board will remain up-to-date in relevant industry related matters.
3. The Board will report to its owners on a regular basis on the performance of the organisation.

1.4

POLICY TITLE: CODE OF ETHICS AND PROPER PRACTICE
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *Sound Board systems provide protection for the organisation, its stakeholders, the Board and its directors against fraud, illegal practices and poor performance by its own members and its Chief Executive and staff.*
- *The Board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values.*

POLICY

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Directors shall:

1. Act honestly and in good faith at all times.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
4. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Australian Volunteers International's business.
5. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
6. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
7. Abide by Board decisions once reached notwithstanding a director's right to pursue a review or reversal of a Board decision.
8. Not do anything that in any way harms the organisation's public image.

The Board shall:

9. Ensure that there is an appropriate separation of duties and responsibilities between itself and the Chief Executive.
10. Make every reasonable effort to ensure that Australian Volunteers International does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
11. Meet its responsibility to ensure that all staff employed by Australian Volunteers International are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
12. Regularly review its own performance as the basis for its own development and quality assurance.
13. Carry out its meetings in such a manner as to ensure fair and full participation of all directors.
14. Ensure that the organisation's assets are protected via a suitable risk management strategy.

1.5

POLICY TITLE: CHAIR ROLE DESCRIPTION
POLICY CLASS: BOARD PROCESSES

PRINCIPLE

The Chair is a first among equals, fulfilling the role of servant leader to the Board.

POLICY

The Chair provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate the Chair represents the Board and the organisation to outside parties.

1. The Chair is empowered to chair Board meetings
 - Meeting discussion content will be confined to governance matters as defined in the Board's policies.
 - All directors will be treated even-handedly and fairly.
 - All directors will be encouraged and enabled to make a contribution to the Board's deliberations.
2. There may be times when the Chair is called upon to interpret a Board policy or policies to outside parties or in the absence of the Board. All such interpretations shall reflect both the stated intent and spirit of the policy/ies.
3. The Chair has no authority to change unilaterally any aspect of Board policy.
4. With the approval of the Board the Chair may establish a regular communication arrangement with the Chief Executive in which there is an exchange of information. This might also provide an opportunity for the Chief Executive to use such sessions as a sounding Board for proposed actions or to check interpretations of Board policy. However;
 - The Chair will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive except when that person has breached Board policy.
 - The Chair will not inhibit the free flow of information to the Board necessary for sound governance.
5. The Chair may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

1.6

POLICY TITLE: AGENDA PLANNING
POLICY CLASS: BOARD PROCESSES

PRINCIPLE

The Board must add value to the organisation over and above that added by the Chief Executive and staff.

POLICY

To meet standards of good governance, the Board will follow a one year agenda that (1) regularly reviews the Strategic Directions, (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves Board performance through education and continuous focus on its governance effectiveness.

1. The Board will develop an annual agenda setting out a framework for its year's work. Examples of recurring and once-off agenda items include:
 - (a) Scheduled review of Board stated results as indicated in the Board's Strategic Directions, e.g. via Chief Executive reports and presentations.
 - (b) Scheduled time for strategic thinking.
 - (c) Scheduled assessment of organisational risk.
 - (d) Consultations with key stakeholders as appropriate.
 - (e) Governance education.
 - (f) Other policy compliance monitoring both in respect of the Chief Executive Constraints and Board Processes policies.
 - (g) Board Effectiveness review.
 - (h) Chief Executive performance appraisal review meeting and remuneration review.
 - (i) Preparation for or review of AGM matters.
 - (j) Meeting with the external auditor.
 - (k) Scheduled reporting by the Risk Management and Audit Committee, Governance Committee and other Board committees.
 - (l) Scheduled review of Board governance processes and policies and Chief Executive delegation policies.

1.7

POLICY TITLE: BOARD MEMBER INDUCTION
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *The Board should have an emphasis on continuous improvement for itself and individual directors.*
- *The Board should aim to be as good at its job as it expects the Chief Executive and staff to be at theirs.*

POLICY

The Board will provide to all new directors a thorough induction into the affairs of both the Board and Australian Volunteers International at large.

1. All prospective directors will be provided with all relevant information.
2. Prior to attendance at their first Board meeting, new directors will:
 - Receive a copy of the Board's resource handbook including Governance Policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other directors and key staff, the current Corporate Plan and a proposed meeting schedule.
 - Meet with the Chair and/or other Board members for a governance familiarisation. Meet with the Chief Executive for an operational familiarisation.

1.8

POLICY TITLE: CONFLICTS OF INTEREST
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *The Board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.*
- *The Board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values.*
- *Sound Board systems provide protection for the organisation, its stakeholders, the Board and its directors against fraud, illegal practices and poor performance by its own members and its Chief Executive and staff.*

POLICY

The Board places great importance on making clear any existing or potential conflicts of interest for directors.

Conflicts of interest may occur:

- *When a director, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to Australian Volunteers International.*
 - *When a director offers a professional service to Australian Volunteers International.*
 - *When a director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.*
1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a director and his/her role and relationship with Australian Volunteers International must be declared to the Board and minuted.
 2. All conflicts of interest must be declared by the director concerned at the earliest time after the conflict is identified.
 3. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
 4. Where a conflict of interest is identified and the Board has declared that it is of material benefit to the individual or material significance to the company, the director concerned shall not vote on any resolution relating to that conflict or issue.
 5. The director shall only remain in the room during any related discussion with Board approval.
 6. The Board will determine what records and other documentation relating to the matter will be available to the director.
 7. All such occurrences will be minuted.
 8. Individual directors, aware of a real or potential conflict of interest of another director, have a responsibility to bring this to the notice of the Board.

1.9

POLICY TITLE: BOARD COMMITTEES AND WORKING PARTIES
POLICY CLASS: BOARD PROCESSES

PRINCIPLE

The Board - Chief Executive relationship is a partnership that is approached in that spirit with mutual respect and support for the interdependent but separate roles.

POLICY

The Board will establish committees and working parties only to support it in its own work, never to conflict with the Chief Executive's delegated responsibilities.

1. Committees and working parties shall have Terms of Reference or Role Definition clearly defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. A decision of a Board committee or working party exercising delegated authority is a decision of the Board and should be treated by the Chief Executive accordingly.
3. Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
4. Committees and working parties cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.
5. Unless explicitly empowered by the full Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
6. Board committees and working parties will not mirror operational divisions, departments or staff functions.

1.10

POLICY TITLE: BOARD PERFORMANCE REVIEW
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *The Board should have an emphasis on continuous improvement for itself and individual directors.*
- *The Board should aim to be as good at its job as it expects the Chief Executive and staff to be at theirs.*
- *The Board must add value to the organisation over and above that added by the Chief Executive and staff.*

POLICY

The Board will annually undertake a review of its performance and of the performance of individual directors.

1. At least every second year, the Board will undertake a formal review which may be conducted by an independent governance expert. This review will examine:
 - (a) The performance of the Board as a whole;
 - (b) The performance of individual directors;
 - (c) The performance of the Chair; and
 - (d) The Chief Executive's relationship with the Board.
2. In any year when the Board does not undertake a formal review, an informal review will be carried out by the Board under the guidance of the Chair.
3. The outcome of the annual review should be:
 - (a) Development goals for the Board as a whole as relevant
 - (b) Development goals for individual directors as relevant.
4. The Board will undertake its performance review tasks in a cost effective manner.

1.11

POLICY TITLE: BOARD DEVELOPMENT
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

The Board should have an emphasis on continuous improvement for itself and individual directors.

POLICY

The Board's value-adding role requires that all directors must have access to professional development relevant to their duties as a director.

1. The Board will make every reasonable effort to facilitate training for all directors and for the Board as a whole to maximise the value-adding contribution to the organisation.
2. The Board will annually carry out a review of its performance. (See Board Performance Review policy)
3. To assist it to fulfil its monitoring responsibilities the Board may engage outside assistance. This includes but is not limited to financial audit.
4. All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including; meeting costs associated with effective communication with owners and other key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third party reviews or consulting input.
5. The Board will carry out such tasks in a cost effective manner.

1.12

POLICY TITLE: DELEGATION TO THE CHIEF EXECUTIVE
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

The Chief Executive is the Board's sole direct employee in whom is vested accountability for the operational organisation.

The Board should direct, not manage the Chief Executive by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Chief Executive must remain.

The Board's delegation to the Chief Executive must be unambiguous – the Board must stand behind its own policies.

POLICY

The Chief Executive is the Board's sole connection to the operational organisation. The Board delegates to the Chief Executive responsibility for implementation of its Strategic Directions while complying with the boundaries and constraints imposed by the Chief Executive Delegation policies.

1. Only the Board acting as a body can instruct the Chief Executive. Typically all instructions to the Chief Executive will be codified as policy.
2. The Board will develop a clear and unambiguous statement defining the organisation's Strategic Directions. This will make clear the performance indicators to be applied by the Board when reviewing the organisation's and the Chief Executive's performance.
3. The Board will make clear to the Chief Executive in writing any constraints or limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation.
4. The Chief Executive is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation.
 - (a) Neither the Board nor individual directors will 'instruct' staff in any matters relating to their work.
 - (b) The Board's performance evaluation responsibilities are restricted to the Chief Executive.
5. The Board may change its Strategic Directions and Chief Executive Delegation policies, thereby shifting the boundary between Board and Chief Executive domains. By doing so, the Board changes the latitude of choice given to the Chief Executive. But as long as any particular delegation is in place and the Chief Executive can demonstrate compliance with the intent and spirit of the Board's policies, the Board will respect and support the Chief Executive's choices.
6. The expert knowledge and experience of individual directors is available to the Chief Executive.

1.13

POLICY TITLE: CHIEF EXECUTIVE AUTHORITY
POLICY CLASS: BOARD PROCESSES

PRINCIPLE

- *The Chief Executive is the Board's sole direct employee in whom is vested accountability for the operational organisation.*

POLICY

The Chief Executive has the delegated authority to manage the operational affairs of the organisation within Board policy.

1. Always with the proviso that the Chief Executive's decisions must be consistent with and not defeat the stated intent and the spirit of the Board's policies, he/she is authorised to establish all operational policies, decisions, practices, and activities.
2. Acknowledging a director's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive may defer instructions or requests from individual directors or from unofficial groups of directors if, in his/her opinion, such requests or instructions are:
 - (a) Inconsistent with the Board's policies,
 - (b) are deemed to make unjustifiable intrusions into the Chief Executive's or other staff member's time; or
 - (c) are an unjustifiable cost to the organisation.
3. The Chief Executive must notify the Chairman of the use of point 2.

1.14

POLICY TITLE: MONITORING CHIEF EXECUTIVE PERFORMANCE
POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *The Board's assessment of the Chief Executive's performance is based of the performance indicators agreed at the commencement of a performance year as negotiated.*
- *Monitoring and evaluation of the Chief Executive's and the organisation's performance should be built around a rigorous and continuous process.*

POLICY

The Chief Executive's performance will be continuously, systematically and rigorously assessed by the Board against achievement of Strategic Directions and compliance with Chief Executive Delegation policies. The Board will provide regular performance feedback to the Chief Executive.

1. The Board's assessment of the Chief Executive's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.
2. The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the Board policy/statement.
3. The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
4. The Board may use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with Board policies and thus to determine its satisfaction with that person's performance:
 - (a) CEO reporting,
 - (b) Advice from an independent, disinterested third party, or
 - (c) Direct inspection by a Board approved director or group of directors.
5. There will be an annual formal appraisal of the performance of the Chief Executive. The timing, format and process for this meeting will be negotiated between the Chief Executive and the Board at the beginning of the performance year.
6. A Board committee may assist the Board in this process which may make recommendations to the Board.
7. If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the Chief Executive's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not the Chief Executive.

2.1

POLICY TITLE: OVERARCHING CHIEF EXECUTIVE CONSTRAINT
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

The Board should direct, not manage the Chief Executive by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Chief Executive must remain.

POLICY

The Board will make clear the limits of freedom it allows its Chief Executive in the design of operational methods and the choice of actions and decisions. These will be known as Chief Executive Delegation Policies and will form the basis of the Board's delegation to the Chief Executive.

The Board imposes the following constraints. The Chief Executive must not:

Take, or approve any action in the name of the organisation that is in breach of the law, is imprudent or which contravenes any organisation specific or commonly held business or professional ethic.

2.2

POLICY TITLE: FINANCIAL PLANNING
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The Board exercises a duty of care for the organisation and all of its stakeholders.*

POLICY

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined results.

The Board imposes the following constraints. In developing the operational financial plan/s, the Chief Executive must not:

1. Fail to demonstrate (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
2. Create financial risk beyond Board-determined parameters.
3. Fail to incorporate/accommodate medium to long-term financial plans/projections and long-term business direction.
4. Design a financial plan that anticipates the achievement of a 'bottom line', different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Design plans that would/could threaten the achievement of Board determined financial ratios.
6. Fail to provide for current and future capital requirements such as future buildings.
7. Fail to provide for the effective operation of the Council.
8. Fail to provide for the Board's activities, including the operation of its committees, board development and training, and other expenditure that will necessarily and prudently be incurred by the Board in performing its functions and carrying out its duties.
9. Fail to plan for the Board-determined spread of revenue sources.
10. Neglect to demonstrate responsible management of the organisation's assets.

2.3

POLICY TITLE: FINANCIAL MANAGEMENT
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLES

- *The Board has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The Board exercises a duty of care for the organisation and all of its stakeholders.*

POLICY

The Chief Executive is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity.

The Board imposes the following constraints. In managing the day-to-day financial affairs of the organisation the Chief Executive must not:

1. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities.
2. Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
3. Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
4. Fail to pay staff in accordance with their employment contracts.
5. Authorise payments outside the use of a financial delegations policy (refer to Attachment 3.1, Financial Delegations Policy).
6. Fail to meet all government imposed compliance requirements or payments on time and to standard.
7. Breach Australian Accounting Standards.
8. Acquire, encumber or dispose of land or buildings not previously included in the asset plans approved by the Board, or otherwise previously approved by the Board.
9. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.
10. Fail to assertively pursue receivables overdue.

2.4

POLICY TITLE: INVESTMENTS
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The Board exercises a duty of care for the organisation and all of its stakeholders.*

POLICY

The Chief Executive shall not allow or cause to allow Australian Volunteers International's investment assets to be invested in a manner that threatens its financial security.

The Board imposes the following constraints. The Chief Executive must not:

1. Fail to maintain sufficient liquidity to meet short to medium-term financial commitments.
2. Invest in other than Board approved institutions (refer to Attachment 3.2 for further information)

2.5

POLICY TITLE: REMUNERATION AND BENEFITS
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

The Board exercises a duty of care for the organisation and all of its stakeholders.

POLICY

In managing the setting and review of salaries and benefits, the Chief Executive must not make decisions or promises that would in any way cause or threaten financial harm to the organisation.

The Board imposes the following constraints. The Chief Executive must not:

1. Change his/her own remuneration.
2. Fail to have regard for the employee's skills and experience, negotiated salary scales, award rates and market conditions for such skills and experience when establishing employee remuneration and benefits.
3. Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
4. Cause unfunded liabilities to occur or in any way commit the organisation to benefits that incur unpredictable future costs.
5. Make promises or offer guarantee of long-term employment under circumstances when such guarantees or promises cannot realistically be honoured.

2.6

POLICY TITLE: PROTECTION OF ASSETS
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board has a role to characterise risk and ensure that strategies to manage or mitigate these are put in place and implemented.*

POLICY

The Chief Executive shall not fail to take all prudent and reasonable actions to ensure that Australian Volunteers International's assets, physical and intellectual, are protected against all foreseeable damaging circumstances.

The Board imposes the following constraints. The Chief Executive must not:

1. Permit any unauthorised person to handle cash.
2. Process the receipt or disbursement of funds outside of controls acceptable to the duly appointed auditor.
3. Deposit funds in non Board-approved institutions.
4. Allow the assets to be insured for less than is considered necessary for prudent risk-management.
5. Make any purchase of goods or services without protection against conflict of interest.
6. Allow employees to drive Australian Volunteers International's or rental vehicles if they do not hold a current driver licence in the appropriate category or if their driving record causes the vehicle insurance to be restricted or be cancelled.
7. Allow plant and equipment to be subjected to unauthorised or improper use, wear and tear or insufficient maintenance.
8. Fail to protect intellectual property, information, and files from loss, improper use, improper purposes, or significant damage.
9. Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of staff, customer and organisation property.
10. Fail to maintain an appropriate asset register.
11. Fail to ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements.
12. Fail to maintain a current assessment and evaluation of the risk factors that could conceivably disrupt Australian Volunteers International's effective and efficient operation and ensure that there are plans and systems that, in the event of disruptive events, will allow continuity of business.

2.7

POLICY TITLE: COMMUNICATION & SUPPORT TO THE BOARD
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board - Chief Executive relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.*
- *The Board must ensure that when it has stated that something must or must not be done, indicators are established so the Chief Executive can demonstrate that this is so.*

POLICY

The Chief Executive shall not permit the Board to remain uninformed about issues and concerns essential to the meeting of its duty of care, the carrying out its responsibilities and the meeting of its accountabilities to its owners and key stakeholders.

The Board imposes the following constraints. The Chief Executive must not:

1. Neglect to provide support and information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
2. Neglect to provide financial reports that make clear:
 - significant trends
 - data relevant to agreed benchmarks and Board-agreed measures
 - further Board financial data as determined by the Board from time-to-time.
3. Fail to inform the Board of significant external environmental trends, achievement of, or progress towards the achievement of, the Board's Strategic Directions or changes in the basic assumptions upon which the Board's policies (both Strategic Directions and CEO Delegation) are based.
4. Fail to inform directors when for any reason there is actual or anticipated non-compliance with a Board policy.
5. Fail to inform the Board of any breach of any externally imposed compliance requirement.
6. Neglect to inform the Board of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting Australian Volunteers International.
7. Fail to ensure that the Board is provided with the necessarily wide range of views and perspectives in support of effective decision-making.
8. Fail to bring to the Board's notice such occasions when it is in breach of its Board Processes policies particularly when this relates to the Chief Executive's ability to carry out his/her responsibilities.
9. Fail to deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

2.8

**POLICY TITLE: EMERGENCY CHIEF EXECUTIVE AND SENIOR
MANAGEMENT SUCCESSION**
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The Board has a responsibility to ensure that it has in place a succession plan for its own members and for its senior managers.*

POLICY

The Board recognises that one of its major risks is the loss of key personnel, particularly its Chief Executive. To this end the Chief Executive must not fail to ensure that there is in place an emergency management regime that can operate in the event of unexpected loss of his or her services. There must also be at least one person capable of responding to Board concerns and requirements at a level necessary for effective governance.

The Board imposes the following constraints. The Chief Executive must not:

1. Fail to ensure that there is in place an emergency management regime that can operate in the event of unexpected loss of his or her services.
2. Neglect to ensure that there is at least one person capable of responding to Board concerns and requirements at a level necessary for effective governance.
3. Neglect to build a capable senior management team.

2.9

POLICY TITLE: EMPLOYMENT CONDITIONS
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Chief Executive is the Board's only direct employee, all other staff being under the management of the Chief Executive.*

POLICY

In exercising the delegation for the management of staff and volunteers, the Chief Executive must not fail to ensure that there is provided a workplace environment conducive to sound workplace practices, consistent with workplace legislation and Australian Volunteers International's core corporate values.

The Board imposes the following constraints. The Chief Executive must not:

1. Fail to provide staff with clear guidelines as to their rights, entitlements and workplace obligations.
2. Fail to provide staff with 'safe', 'dignified' and 'fair' working conditions as defined in relevant workplace legislation.
3. Deny to any employees their right to an approved and fair internal grievance process.
4. Refuse employee access to the Board to express a grievance when:
 - (a) The internal grievance process has been properly followed; and
 - (b) The grievance asserts that the CEO has breached a Board policy to his or her detriment, and/or;
 - (c) The grievance asserts that the Board has not provided adequate protection of the staff member's human rights.
 - (d) There is verifiable evidence of this.
 - Access to the Board is via the Chair.
 - The Board reserves the right to appoint an independent third party to mediate the matter or to investigate and recommend an appropriate course of action.
5. Fail to ensure that all staff members are acquainted with their rights under this policy.

2.10

POLICY TITLE: CLIENT PRIVACY
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values.*

POLICY

The Board places a high emphasis on high quality ethical relationships with clients and all those applying to become clients. The Chief Executive must not create or permit conditions or circumstances in which client rights, dignity or privacy is denied or treated lightly.

The Board imposes the following constraints. The Chief Executive must not:

1. Gather client/volunteer information beyond that necessary for the provision of services or as required by law.
2. Fail to protect against improper access to client/volunteer information.
3. Fail to provide a reasonable level of privacy for client/volunteer interactions with the organisation.
4. Fail to ensure that there are systems to provide information to inquirers / stakeholders regarding volunteer opportunities and programs, including a process whereby a complaint or grievance can be pursued in respect of some aspect of their relationship with the organisation.

2.11

POLICY TITLE: TREATMENT OF STAKEHOLDERS
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board exercises a duty of care for the organisation and all of its stakeholders.*

POLICY

Organisation stakeholders at home and overseas are to be treated with utmost respect. To this end the Chief Executive must not allow any conditions or circumstances to occur that breach this principle.

The Board imposes the following constraints. The Chief Executive must not:

1. Collect, review, transmit or store stakeholder information in a manner that fails to protect against improper access to or use of that information.
 - (a) Fail to ensure that there are systems and procedures to provide information to stakeholders.
2. Fail to ensure that all principles of natural justice are applied in all grievance hearings and associated processes.

2.12

POLICY TITLE: PUBLIC AFFAIRS
POLICY CLASS: CHIEF EXECUTIVE DELEGATION

PRINCIPLE

- *The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.*

POLICY

The Chief Executive shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to Australian Volunteers International.

The Board imposes the following constraints. The Chief executive must not:

1. Fail to take appropriate opportunities to promote the organisation.
2. Do anything that in any way harms the organisation's public image.