



## Terms of Reference and Guidelines (2016-2020)

### Function

#### Role

The role of Mid Murray Support Service Inc. Board of Management is to provide strategic direction, leadership and guidance to support a community where strong relationships drive our actions, decision making and results.

The objectives of the association are:

- To enhance independence and participation through creating opportunities for individuals, families and organisations to connect.
- To enhance community resilience and social prosperity through active community volunteering and participation.
- To enhance the health and wellbeing of the Mid Murray community through a diverse range of social, recreational and educational programs and services.

#### Terms of Reference

- Liaise and consult with the community, service providers and key stakeholders to progress the objectives of MMSS;
- Identify 'Gamechangers' that will make the most difference to MMSS;
- Develop core strategies and develop them to ensure that MMSS is not only sustainable, but pro-actively responding to change.
- Develop a Business Plan of proposed 'Gamechangers' and strategies and provide an annual report on the progress of the work undertaken by the Board of Management to the organisations members.
- Develop a Terms of Reference in relation to the Board of Management and Good Governance.

### Membership

#### Structure

The management of the organisation shall be vested in the Board of Management.

Membership of the organisation is open to any person who supports the objectives of Mid Murray Support Service Inc. The Board of Management has the right to approve or withhold an application for membership of any person wishing to join the organisation.

All sub committees shall report and be answerable to the Board.

#### Composition and Representation

Board of Management will:

- Consist of **not less than five (5) members, not more than eight (8) members**
- Be a member of the community who supports the objectives of the organisation.
- All Board of Management members will be appointed annually by the organisations members.
- Board members, upon election or nomination, shall not in their capacity as a Board member act as a representative of another organisation.

## **Board of Management Committee**

The Mid Murray Support Service Inc Board of Management members are individually and collectively responsible for the strategic direction and control of the organisation.

The Board, all volunteers, set the tone for the organisation. Each Board Committee member has a major influence on the integrity, ethics and values of the organisation. The committee is responsible to the organisations members to encompass authority, accountability, stewardship, leadership, direction and control.

The Board of Management will include an executive committee of; Chair, Vice Chair, Treasurer and Secretary.

## **Selection Criteria**

The Board of Management will endeavour to have the right mix of skills to manage the affairs of the organisation.

Board members will endeavour to ensure there is a focus by the Board (particularly the Chair) to:

- Identify the correct combination of skills and experience required on the Board.
- Ensure that effort is made to continually evaluate the Board and Board Member contributions.
- Replenish the Board with members that exhibit the desired competencies if necessary.

The selection criteria for the Board of Management are:

- Demonstrated commitment to working with Not-for-Profit organisations
- Experience in Finance, Legal and/or Administration
- Experience in Fund raising / Marketing
- Demonstrated knowledge of the interests and concerns of community
- Ability to learn and understand community service provision

## **Terms of Appointment**

- The term for elected members is twenty four (24) months.
- At each AGM of the organisation, half of the elected members (those with the longest terms of service) shall retire.
- Retiring members shall, if they wish, make themselves available for re-election.
- A Chairperson shall serve no more than two (2) consecutive terms before vacating the position for a minimum of one (1) term. A retiring Chairperson may be re-elected as an ordinary Board member.
- In the event of a casual vacancy occurring during the year, the Board shall have the power to co-opt a member at the next meeting of the Board. Co-opting Office Bearers may extend this term to complete the minimum of a full two (2) year term.

## **Leave of Absence and Apologies**

- Where a member is unable to attend a meeting, that member should submit an apology to the Secretary stating the reason for the absence. Apologies must be noted in the Board of Management meeting minutes.
- An office bearer or member of the Board of Management shall cease to hold such office upon being absent for three (3) successive Board meetings without an explanation acceptable to the Board of Management.

## **Vacation of Office**

Members may resign from the Mid Murray Support Service Inc Board of Management at any time provided they notify the Chairperson in writing, stating their intention to resign from the Board of Management. The appointment of replacement members is at the discretion of the Board of Management.

## **Role of the Chair**

The role of the Chair is to:

- Ensure that Board members understand their responsibilities
- Chair meetings of the Board and all general meetings of the members
- Have a personal deliberative vote and shall in addition have a casting vote if votes are equal
- Together with the Secretary, prepare the agenda for the Board and general meetings
- Encourage full balanced participation by all members and decide on matters of order
- Act as spokesperson unless an alternative spokesperson has been appointed by the Board or a general meeting.
- Have a good working relationship with the Coordinator or equivalent including provision of mentoring.
- Facilitate regular performance assessment of the Board and individual Board members

## **Operation**

### **General Meetings**

- The Board of Management will meet as often as may be required to conduct the business of the Association and not less than once (1) per calendar month excluding the months of December and January if it is deemed that month's meeting is not essential.
- Operational Planning Meetings may be convened additionally if required.
- A draft agenda will be developed prior to each meeting by the Secretary in consultation with the Chair and Coordinator as appropriate.
- The agenda and related papers are preferred to be circulated to members no less than one week prior to the meeting
- Meetings are to be facilitated by the Chair, or in their absence, the Deputy Chair; or in their absence, a member. Whenever possible, decisions of the Board are to be made by consensus, or
- If consensus cannot be reached, by a majority vote of those members present. Diversity of opinion on issues will be reflected in the minutes
- A member who abstains from voting or dissents from the majority ruling can request to have their action recorded in the minutes of the meeting

### **Quorum**

In order for decisions to be made at meetings there is to be a quorum of no less than five (5) Board Members.

On any occasion after a half hour has passed since the notified time for any meeting to be declared open no quorum is present, the Chairperson of that meeting may order the meeting adjourned to the same place and time one (1) calendar week hence. Or the Chairperson may determine to continue the meeting to discuss any matters of business with those needing ratification to occur at the next meeting called.

### **Confidentiality**

Unless other indicated, all Mid Murray Support Service Inc documents and confidential minutes are confidential and the Board of Management will make determinations on what papers are marked for release at the end of each meeting or in subsequent meetings. Board

Members may be provided with other confidential material, which they should not disclose to anyone outside the Board of Management and should treat with the utmost care and discretion.

### **Secretariat Support**

The Board of Management and Office Bearers may be provided with support from a paid secretariat to meet their administrative, financial, minutes and record keeping obligations.

Secretariat support to the Board of Management may be responsible for:

- Developing agendas for Board of Management and other meetings of Board business in consultation with the Chair and Coordinator
- Distributing the agenda and meeting papers in appropriate formats to Board Members
- Taking minutes, clearing them with the Chair, revising as needed, producing them in the required format and distributing them, normally within two weeks of a Board of Management meeting.
- Ensuring that notice of meetings is given in accordance with the provisions of the Constitution
- Ensure that the Association records are kept, including the Constitution and policies, a register of members, minutes of all meetings, and copies of notices etc. May also maintain correspondence files and records of submissions or records made by or on behalf of the organisation

### **Business between Meetings**

The Chair may write and sign letters and conduct business between meetings on behalf of the organisation, and the Secretariat should be provided with copies of all correspondence. The Chair may delegate these operations to the Coordinator (or other members) as needed. All submissions and significant correspondence (for example, a response to a statutory body) should be cleared through the Chair and the Coordinator.

Board members are expected to advise the Secretary/Secretariat when they have completed agreed actions arising from previous meetings.

The Board of Management may deal with some matters between meetings, usually where feedback is expected in, rather than a policy decision. Where a matter requiring resolution is to be dealt with between meetings, a Meeting of the Board is to be called by the Chairperson or two (2) other members of the Board.

### **Official Business and the Representation of Council Views**

The Chair and other members of the Board will be deemed to be on Mid Murray Support Service Inc business when representing the organisation at meetings and forums and when attending to the operation of Mid Murray Support Service Inc.

A Board member will be deemed to be on official duties:

- While attending meetings of the Organisation; and
- While undertaking a task at the request of, or as a representative of, Mid Murray Support Service Inc.

Reasonable costs incurred by Board members during such activities may be reimbursed, on request, and in any case considered on a case by case basis.

Board Member(s) on official business outside of meetings are expected to reflect the existing policies of the Organisation and shall report on the matter to the Board of Management at the meeting following the event or by a report sent to the Board.

Formal speeches and papers to be delivered by a Board member on behalf of the Organisation; submissions to inquiries and committees; and significant correspondence will

be cleared through the Chairperson prior to their presentation and a copy made available to the Secretary/Secretariat.

All contact with the media on behalf of the Organisation requires consultation with the Chair. Any information to be released to the media on behalf of the Organisation will need to be cleared through the Chairperson.

Mid Murray Support Service Inc currently operates a website and material for the website is to be coordinated by the It/Administration officer and Coordinator and cleared with the Chair.

### **Remuneration of Expenses**

Reimbursement, for out of pocket expenses, is in recognition of work undertaken by Board members of the Organisation to fulfil its role. Members are expected to actively contribute to the work of the Organisation, including: supporting the Chair and Deputy Chair; taking part in community consultations and other business; maintaining links with the community; and acting in accordance with the provisions of these Guidelines. Reimbursement forms are available from the Finance Manager and must be provided to the Secretary/Secretariat.

### **Conflict of Interest and Code of Conduct**

A Board Member who has a direct, indirect or perceived interest in a contract or service that may confer a benefit or financial gain to them, their family, friends or close associates, will declare the nature and extent of their interest to the Board as soon as they become aware of the interest (This is supported by Policy).

### **Disciplinary Action:**

A Board member will face disciplinary action if he or she breaches the Code of Conduct. The member must be informed and provided with a reasonable opportunity to respond to the matter. A member breaches the Code of Conduct by:

- Disregarding the guidelines of the Code of Conduct;
- Conduct that causes imminent and serious risk to the health or safety of a person or the reputation, viability or profitability of the Organisation or its representatives;
- Theft, fraud or assault; or
- Being intoxicated at Organisational functions.

Disciplinary Action with a Board member may be up to and including termination for a breach of the Code of Conduct.

### **Termination**

Legal requirements for a Board Member applies regardless of the position being held either Paid or Voluntary.

There are several instances where a person becomes disqualified as a Board Member:

- Absence for three (3) successive Board meetings without an explanation acceptable to the Board.
- Where a person who has been convicted under the following circumstances they must not accept an appointment as a Public Officer or a Board Member for a period of five (5) years:
  - Convicted of an indictable offence inside or outside the jurisdiction, in relation to the promotion, formation or management of the organisation or involving fraud or dishonesty punishable by imprisonment for a prescribed period; or
  - Convicted of an indictable offence or an offence against the *Associations Corporations Act 1985* or a prescribed offence; or
- Where a person who is insolvent under administration within the meaning of the *Corporations Act 2001*, they must not accept an appointment or act as the Public Officer or a Board Member of the organisation.

**References:**

MMSS Constitution August 2016

MMSS Workshop – Governance for Board of Management Members 2016

MMSS Strategic / Business Plan 2016-2020

**Document History**

<b>Document Name:</b>		<b>Terms of Reference and Guidelines (2016-2020) Governance</b>	
<b>V. No</b>	<b>V. Date</b>	<b>Description of changes</b>	<b>Next Review</b>
1.0	2016	Guidelines put in place	2020