



Ethnic Communities
Council of Queensland

Organisational Governance



Queensland
Government

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Ethnic Communities Council of Queensland

The Ethnic Communities Council of Queensland (ECCQ) has been assisting Queensland's multicultural community associations for over 45 years. We help community associations develop and grow to meet the needs of their community members.

As the peak body for multicultural communities in Queensland, ECCQ supports Queensland's multicultural society through community development, culturally appropriate health education and services and by delivering age care services.

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Strengthening multicultural community associations

Funded by the Queensland Government, ECCQ's Community Sector Program supports community groups to build their capabilities to establish, manage and maintain community groups and incorporated community associations. This program develops resources, delivers educational workshops, and offers individual support across Queensland.



Instinct Organisational Development

Your organisational development specialists

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First, some terminology...

What is “governance”?

Governance is the process through which Management Committees or Boards establish the direction and goals for an organisation and ensure that all actions and decisions support the achievement of the direction and goals.

It involves doing the right thing and doing what is right – and being seen to do this.

What does “doing the right thing” mean in not-for-profit governance?

Management Committee and Board members have legal and ethical obligations (in legal speak these are known as “duties”) to ensure that actions and decisions made by the Management Committee or Board are in the best interest of the organisation.

General speaking, you are satisfying these duties if you:

- 1. Act with reasonable care, skill and diligence** – This duty requires a Committee member to act with the degree of care and diligence that a reasonable person might be expected to show in the role. Recent court cases have emphasised this duty in relation to the approval of financial statements (Centro case) and board/committee approval of statements issued by a company (James Hardie cases).
- 2. Act in good faith** – This duty requires a Committee member to act in good faith in the best interests of the organisation and for a proper purpose, including to avoid conflicts of interest, and to reveal and manage conflicts if they arise. This is a duty of fidelity and trust, known as a ‘fiduciary duty’ imposed by common law and a duty required in the *Corporations Act 2001*.
- 3. Don’t improperly use position or information** – This duty requires Committee members to not improperly use their position or any information that they can access to gain an advantage for themselves or someone else, or to the detriment to the organisation.
- 4. Disclose and manage conflicts of interest** - The Board or Management Committee must develop and implement processes through which real or perceived actual or potential conflicts of interest are identified and managed. Individual Committee or Board members then have a duty to use these processes.

Activity 1

Consider each of the duties required from your Board and jot some notes as to how you currently fulfil this duty. If you don't currently have any evidence that indicates that you currently fulfil this duty, indicate what you **could** do to demonstrate this.

Duties	How we currently do it	How we could do it
Act with reasonable care, skill and diligence		
Act in good faith		
Don't improperly use position or information		
Disclose and manage conflicts of interest		

Personal legal duties of Management Committee members

Management Committee members of all organisations (including non-profit organisations) have a range of personal legal duties arising from:

- Legislation – most relevantly the *Associations Incorporation Act 1981* (QLD), the *Cooperatives Act 1997* (QLD), or the *Corporations Act 2001* (Cth)
- Law established by cases heard by courts ('common law') – which for example often make the point that directors of all companies under the Corporations Act, whether they are non-profit or for-profit, have the same legal duties; and
- The organisation's constitution.

A Management Committee member who breaches his or her duties may face civil or criminal penalties imposed by Australian Securities and Investment Commission (ASIC), the ACNC, the Office of Fair Trading, or the police.

1. Act with reasonable care, skill and diligence

The legal concept of 'reasonable'

Legal requirements often include reference to the term 'reasonable' e.g. 'reasonable care', 'reasonable person', 'reasonably practicable' or 'fair and reasonable', but what does it actually mean when used in this way?

One legal definition of the term is *that which is appropriate for a particular situation*. Another is *just, rational, appropriate, ordinary or usual in the circumstances*. For those of us working on Boards or Management Committees, it may be helpful to see it as a test that asks whether the decisions we are making are legitimate and designed to remedy a certain issue under the circumstances at the time.

You'll note that all of these definitions make reference to a particular time or in circumstances. A key feature of 'reasonableness' is the context in which the action or decision occurs. An action or decision taken in one situation or at a certain time may be considered reasonable, while at another time or under different circumstances it may not.

An example of this is that before February 2020 it was considered reasonable to not have hand sanitiser available in your workplace. Since then, however, to not have hand sanitiser available would be considered unreasonable given the COVID-19 pandemic and what we know now about preventing infection.

The law has established that Management Committee members have a "duty of care" to the organisation's members which requires them to act with the "degree of care and diligence that a reasonable person" in that position would exercise. (s 180 *Corporations Act*).

Under the 'business judgment rule', a Management Committee member will be held to have fulfilled their duty of care if they:

- Make the judgment in good faith for a proper purpose; and

- Do not have a material personal interest in the subject matter of the judgment; and
- Inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- Rationally believe that the judgment is in the best interests of the corporation.



At a practical level, this means a Management Committee member must be fully up to date with the organisation’s activities and take an active role in decision-making.

Management Committee members need to:

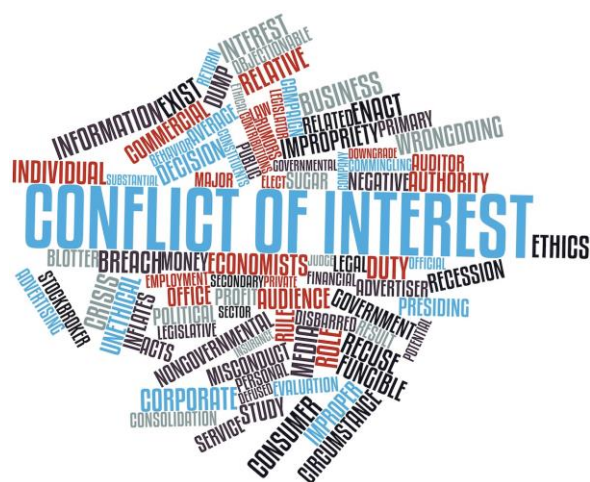
- Attend all, or the majority of Management Committee meetings; and
- Obtain sufficient information and advice about major activities or proposals put to the Management Committee, before deciding whether to approve them - not just rubber-stamping recommendations of other Management Committee members.

2. Avoid conflicts of interest

Management Committee members are required to put the interests of the organisation above all other interests, including their own. A conflict of interest situation arises when a Management Committee member’s duty to the organisation conflicts with their duties, obligations or interests elsewhere – for example, the interests of their private business, own workplace or family.

Examples of real or potential conflicts of interest are:

- A Management Committee member is on a job selection panel and one of the candidates is a personal friend
- A Management Committee member works for a government agency that also provides funding to the organisation
- A Management Committee member receives a gift from a firm that provides office equipment to the organisation
- A Management Committee member sits on the Management Committee of another organisation and the two organisations are competing for the same funds.



The potential for a conflict of interest does not have to develop into a real conflict of interest. In real life, conflicts of interests exist all the time, so all an organisation can do is to effectively manage these interests in a transparent way that maintains the confidence and trust of members of the organisation or the public.

Members of Management Committees with real, potential or perceived conflicts of interest should:

- Disclose these interests to the Management Committee; and then
- Remove themselves from making decisions involving these conflicting interests; however
- While they are absent, the Management Committee can resolve that the Management Committee member can take part in the discussion and decisions and can bring them back into the meeting – this decision must be noted in the minutes.

Managing conflicts of interest

To manage Management Committee conflicts of interest, an organisation should have a conflict of interest policy and procedure which can be contained in a Governance Charter. The table below sets out the main issues to be covered in a conflict of interest policy and provides possible strategies or policies for dealing with conflicts.

Possible strategies to manage conflicts of Interest

When and how does the MC member need to disclose their personal and financial interests?	Once the conflict has been declared, what needs to happen?	How should MC members deal with gifts to them in the course of their MC role?
<ul style="list-style-type: none">• Complete the conflict of interest declaration form when first joining the MC – to be filed in Conflict of Interest register• Notify the MC in writing / email as soon as becoming aware of the conflict• Inform the MC before the meeting at which the issue is being discussed• Inform the MC before the agenda item discussing the issue	<ul style="list-style-type: none">• Conflict to be noted in minutes, an excerpt of which to be filed in Conflict of Interest register• Relevant MC member leave the room / meeting while the issue is being discussed• MC member does not participate in discussion, vote or contribute to decision making on the issue	<ul style="list-style-type: none">• All gifts, or those worth over a certain amount, to be refused / returned• Gifts to be entered in a gift register and declared at a MC meeting• Gifts to be given to the organisation and not retained by the MC member

As is discussed further below, since June 2022, one aspect of conflict of interest (disclosure of a material interest) is now a legal requirement of all Management Committee members.

Other behaviour expected of Management Committee members

In addition to the specific responsibilities under the law, organisations expect Management Committee members to behave in a way that reflects well on the organisation. These ethical responsibilities or expected conduct can be set out in key governance documents such as a Management Committee Code of Conduct. Expected conduct may also be outlined to prospective Management Committee members during recruitment processes and discussed with new Management Committee members during their orientation.

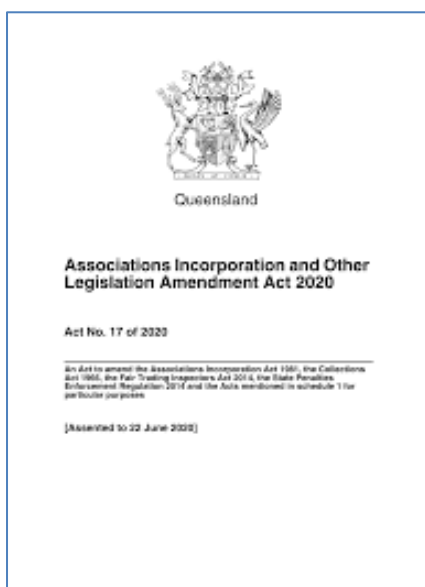
Changes to the *Associations Incorporation Act 1981*

Changes have been introduced to the *Associations Incorporation Act* to reduce red tape and improve internal governances for the 22,900 incorporated associations in Queensland, including 3,750 that have registered as charities.

These law changes were introduced by Queensland Parliament with the passing of the *Associations Incorporation and Other Legislation Amendment Act 2020*.

Some law changes came in in 2020, some in 2022, with the remainder to be activated in 2023.

Further law changes are being considered to amend the *Associations Incorporation Regulation 1999* and will be released as part of a consultation process later in 2022.



Law changes that started 22 June 2020

(a) Use of communications technology

If an incorporated association uses technology such as video conferencing to hold its general meetings, the provision of using this technology no longer needs to be stated in its rules.

(b) Clarifying adoption of model rules

Incorporated associations will be able to either adopt the model rules, or completely replace their own rules with the model rules at any time. To do so, they must pass a special resolution at a general meeting and apply to the Office of Fair Trading (OFT) for registration within 3 months of passing the resolution.

(c) Introduction of voluntary administration

Committee members now have the option to voluntarily appoint an administrator to place the incorporated association into voluntary administration if they are experiencing financial difficulties. The administrator will help manage the financial affairs of an incorporated association if it can't pay debts or as an alternative to applying to the Supreme Court for appointment of a provisional liquidator.

(d) Introduction of voluntary cancellation

An incorporated association can opt to apply for a voluntary cancellation, rather than going through a lengthy, formal winding up process. They can apply to the Chief Executive of OFT, to cancel the incorporated association, provided the association:

- has no outstanding debts or liabilities
- has paid all applicable fees and penalties under the *Associations Incorporation Act 1981*
- is not a party to any legal proceedings.

(e) Vesting of property on cancellation

If an incorporated association is wound up by the Supreme Court or its incorporation has been cancelled by the Chief Executive of OFT, the OFT will provide notification of how surplus assets, property or money is vested by gazette notice rather than regulation.

When the Chief Executive determines that property attained under the *Collections Act 1966* is unlikely to reach the intended beneficiaries, they may vest that property to the Public Trustee by gazette notice rather than by regulation.

(f) Management committee eligibility for people with convictions

People convicted of certain offences can sit on a management committee after 5 years (reduced from 10 years) and when the rehabilitation period for the conviction has not expired.

The 5-year period begins on the later of the following dates:

- the day the conviction is recorded
- the day the person is released from prison (if applicable)
- the day any other court order relating to the conviction or term of imprisonment is satisfied.

Whether a conviction affects a person's eligibility to sit on your committee depends on the offence and how they were convicted. A person may be ineligible if:

- they have been convicted of any indictable offence
- they have been convicted of a summary offence and sentenced to a period of imprisonment (other than in default of payment of a fine).

(g) Increased maximum penalties

The maximum penalty for breaches of some provisions will be increased to 20 penalty units (A penalty unit is currently \$133.45).

Law changes that started 22nd June 2022

(a) Using a common seal

It is now optional for incorporated associations to use a common seal when executing contracts and documents. You will need to amend your Constitution to specify if you will not use a common seal. It is anticipated that the Model Rules contained in the *Associations Incorporation Regulation 1999* will be amended to remove the requirement for a common seal in August 2022. If you currently are required to have a common seal, but wish to cease using it, you will need to state this in your Constitution.

(b) Secretary must be 18 or older

The secretary of an association will have to be 18 or older to help improve the internal governance standards for associations. This will align with other management committee members.

(c) Clarifying duty of care and diligence

The standard of care and diligence that management committees are expected to apply will be better clarified to help management committee members and officers undertake their duties and exercise their powers.

You will have to carry out your functions in the best interests of the association, with due care and diligence.

(d) Duty to prevent insolvent trading

Members of the management committee have a duty to prevent the association from incurring a debt if

there are reasonable grounds to expect that the association is insolvent or will become insolvent if the debt is incurred.

(e) Not profiting from position

A committee member or officer of an incorporated association must not use their position, or information obtained from their position, to:

- gain a benefit or material advantage for themselves or another person
- cause detriment to the association.

(f) Disclosure of material personal interest

Management committee members will have to disclose when they have a material personal interest in a matter being considered at a management committee meeting. This will have to be disclosed to the management committee as soon as they become aware of the interest and to members at the next general meeting of the association. This is intended to help improve internal governance and give members greater transparency.

If a committee member has a personal interest in a matter being considered at a management committee meeting, the member will not be able to be present at the meeting or vote on the matter unless permitted to do so by the rest of the management committee.

(g) Extend powers of OFT inspectors

The *Fair Trading Inspectors Act 2014* (FTIA) has been amended to include investigations under the *Associations Incorporation Act 1981*.

The application of the FTIA will result in inspectors having entry and seizure powers, including the power to enter a place where an incorporated association carries out its activities, holds its meetings or keeps its records.

Some powers are not available to inspectors if they are deemed unnecessary to investigations of incorporated associations. For example, inspectors will not have the power to stop and move vehicles, or the power to obtain criminal history reports.

Law changes that commenced on 29th July 2022

Reduction in duplicated annual reporting

Associations also registered as a charity with the [Australian Charities and Not-for-profits Commission \(Opens in new window\)](#) (ACNC) who comply with ACNC reporting requirements, will no longer need to lodge their annual summary of financial affairs with the OFT or pay the annual lodgement fee. Likewise, duplicated reporting requirements for charities and community purpose organisations registered under the *Collections Act 2008* will be removed.

If an association, charity, or community purpose organisation is not on the ACNC charities register, reporting obligations will not change. All annual reporting will still need to be lodged with the OFT and the lodgement fee paid.

Incorporated associations, charities and community purpose organisations also will continue to be required to notify the OFT of certain changes to their details. For more information see:

- [Reporting changes for incorporated associations](#)
- [Making changes to a charity](#)

Law changes that are expected to commence in 2023

Several other changes are expected to commence in 2023. Consultation by the OFT with community organisations and other stakeholders on disclosure of remuneration, a model grievance procedure and changes to financial reporting requirements (for non-ACNC registered organisations) is expected to commence in 2022.

(a) Disclosure of remuneration

Associations will be required to disclose remuneration or other benefits given to management committee members, senior staff, and relatives of management committee members or staff at the annual general meeting. The details of what must be disclosed, and how, are subject to consultation before being set out in a regulation.

(b) Internal grievance procedure in place

An incorporated association will have to either follow the grievance procedure to be developed in the model rules or outline an internal grievance procedure in its own rules. This may reduce the need for members to apply to the Supreme Court of Queensland to resolve a matter and may result in significantly less cost.

The model rule grievance procedure will be developed by the OFT as part of a consultation process. Incorporated associations will then be given time to determine whether they want to adopt the grievance procedure outlined in the model rules or adopt their own procedure.

If an incorporated association wants to use its own customised dispute resolution process, it will need to include it in its rules by passing a special resolution. Incorporated associations can adopt their own grievance procedures at any time before or after the model rule grievance procedure is developed, but they must include the requirements below.

A grievance procedure must meet certain requirements set out in [section 47A](#) of the *Associations Incorporation Act 1981*, including:

- allowing a member to appoint any person to act on their behalf
- giving each party involved an opportunity to be heard
- providing for unbiased mediation if the dispute cannot be initially resolved amongst parties
- if the grievance procedure provides for a person to decide the outcome of the dispute, the decision maker must be unbiased.

Activity 2

Consider each of the changes that are proposed to the Act. Identify what changes may need to be made within your organisation to accommodate them.

Change	Action(s) required	Who	When




What is the role of the Management Committee?^[3]

Your organisation's governance requirements are set out in a number of places including your organisation's Constitution or Rules as well as various pieces of legislation.

In addition, good governance requires:

- Participation of members, staff and other stakeholders
- The Management Committee to create/maintain a positive culture that promotes openness and honesty
- The Management Committee to develop a vision and strategic plan in consultation with relevant stakeholders
- That all Management Committee members are duly elected or constitutionally co-opted
- That the Management Committee makes valid decisions in the best interests of the organisation considering members and other stakeholders
- Policies and activities be consistent with and further the Constitution
- Processes for dealing with complaints by members, staff, or community members which cannot be resolved by staff and management
- A management structure which facilitates open communication between all parts of the organisation, as well co-operation with other organisations in the sector.

The three fundamental roles of the Management Committee are to:

	Strategically plan for the future so that the organisation is in a better position to achieve its mission;
	Ensure the organisation is currently viable – that it is legally compliant, financially solvent, and that risks are managed well
	Manage and represent the organisation's membership

The following table sets out these roles and summarises the processes that can be used to fulfil these roles.

ROLE OF THE MANAGEMENT COMMITTEE	Strategic planning	Organisational viability	Membership management and representation
<p>PROCESSES FOR ACHIEVING THESE ROLES</p>	<ul style="list-style-type: none"> • Develop and approve the organisation’s vision, mission and strategic goals / objectives. 	<ul style="list-style-type: none"> • Take legal responsibility for the organisation and ensure legal compliance • Manage risks • Oversee financial management and budgeting • Make decisions about new activities • Develop and approve key policies that guide the way the organisation operates. 	<ul style="list-style-type: none"> • Represent members to the government and broader community • Resolve conflicting interests between stakeholder or membership groups • Resolve complaints from members.

Legal responsibilities of the Management Committee

The organisation’s constitution

Many of the responsibilities of the Management Committee are set out in the organisation’s constitution (sometimes called Rules or Model Rules).

The constitution is the first place to look to determine the legal duties of the Management Committee; however if it was written many years ago, it is also important to look at relevant incorporation laws which may have come into place since the organisation was first set up.

Existing constitutions continue to be valid, but if the organisation wants to make any changes, those changes must be in line with the new laws.



Communication with the regulatory body / bodies

(a) Office of Fair Trading (OFT)

If you are incorporated as either an association or cooperative in Queensland, you will need to notify the OFT when

- There is a change of office bearers

- There is a change to your Constitution
- The Annual General Meeting has been held (submitting an annual return)

From July 2022, if you are registered with the Australian Charities and Not-for-profits Commission (ACNC), you will only need to submit an annual report to them and they will provide those details to the Office of Fair Trading.

(b) Australian Charities and Not-for-profits Commission



If you have registered your charity with the ACNC, you need to ensure that the following are sent to them:

- Annual Financial Statement
- Changes to your Constitution
- Changes to office bearers

(c) Other regulatory bodies

Depending on your organisation's activities, size, scope, etc. you may also have regular communication with

- The Australian Tax Office (ATO)
- Compliance regulators for service types such as the dept. of Communities, Housing and Digital Economies for Human Services Quality Framework (HSQF) certification or the NDIS Quality and Safety Commission for NDIS registration.

Contracts with funding bodies and others

The Management Committee ensures the organisation meets the responsibilities set out in contracts with funding bodies. Funding agreements are legal contracts which can be enforced: for example, if the organisation fails to provide progress reports or financial statements in the right format or at the right time, they may risk losing further funding or having to return funding already received.



Management Committees may also be responsible for signing off on, and ensuring compliance with, contracts with other people (e.g. IT consultants, management consultants) or agreements with other organisations (e.g. MOUs or partnership agreements).

Work Health and Safety

The *Work Health and Safety Act 2011* does not apply if your organisation is a 'volunteer association' (whether incorporated or unincorporated).

A volunteer association is a group of volunteers working together for one or more community purposes and

none of the volunteers, either separately or jointly, or the association itself employ a person to carry out any work for the association.

A volunteer organisation will also not be covered by the WHS laws because it engages a contractor. For example, an accountant to audit its accounts or a driver to drive a bus on a day trip.

Even if an organisation is a volunteer association and does not fall under the *WHS Act*, it is good practice to comply with general WHS duties. Australian courts have long recognised that volunteers are owed a duty of care by the people and organisations they support. The concept of 'duty of care' is discussed further below.

Compliance with general WHS duties means taking reasonable care to protect the health and safety of your volunteers. This may include:

- inducting volunteers and showing them the required methods to use in their work to ensure their own safety and that of others. Ongoing refresher training may also be required.
- confirming that any equipment volunteers use is suitable for the work and does not put their health and safety at risk
- providing volunteers with personal protective equipment (if necessary), and providing volunteers with instructions, information and training about how to carry out their work safely.

Insurance, taxation and other legal responsibilities

The Management Committee must also ensure the organisation complies with all other state and federal laws, including:



- **Insurance obligations** – typically a non-profit organisation will need public liability insurance, property insurance, Director and Officer's insurance, Workers Compensation (if it employs people), and – possibly - professional indemnity insurance
- **Taxation obligations** – for example, compliance with the ATO rules relating to charities, public benevolent institutions (PBI) and deductible gift recipient (DGR) status. **NOTE:** The Commonwealth government announced in the 2021 – 2022 Budget that, from 1st July 2023, non-charities who are income tax exempt not-for-profits with an active ABN will need to [submit online self-review forms to the ATO to remain eligible for the exemption](#). It is good practise to do an annual review of your eligibility, but this change will mean lodging that review with the ATO.
- **Copyright and publishing obligations** – if an organisation uses the writing or artwork belonging to someone else without permission they can face legal action. Any works developed or created by a volunteer belong to the volunteer unless they have been signed over to your organisation.
- **Fundraising requirements** – organisations considering fundraising appeals need to comply with the *Collections Act 1966*.
- **Working with Children checks** – where an organisation employs staff or volunteers to work with children, they must undertake a 'Working with Children' check to see whether a potential staff or volunteer has a police record relating to child offences.
- **Charity status** – if your organisation is a charity registered in Queensland (through the Office of Fair

Trading) and / or with the Commonwealth (Australian Charities and Not-for-profits Commission – ACNC), you will need to ensure that you comply with their reporting requirements and remain eligible for charity status.

Duty of care and negligence

A duty of care is a legal obligation imposed on a person to take a reasonable standard of care when doing acts that could foreseeably harm others.

Duty of care is an element of the tort of negligence. There are three elements that must be proven to claim negligence in Queensland:

1. A duty of care must have been owed to the victim
2. The duty of care must have been breached, and
3. The breach of the duty must have resulted in some damage or injury to the victim.

The *Civil Liabilities Act 2003* states that

A person does not breach a duty to take precautions against a risk of harm unless

- (a) the risk was foreseeable (that is, it is a risk of which the person knew or ought reasonably to have known), and
- (b) the risk was not insignificant, and
- (c) in the circumstances, a reasonable person in the position of the person would have taken the precautions.

In deciding whether a reasonable person would have taken precautions against a risk of harm, the court is to consider the following (among other relevant things)

- (a) the probability that the harm would occur if care were not taken
- (b) the likely seriousness of the harm
- (c) the burden of taking precautions to avoid the risk of harm
- (d) the social utility of the activity that creates the risk of harm.

A little more about the *Civil Liabilities Act 2003*

Section 39 of the Act has been designed to provide a level of protection for volunteers, particularly volunteer Management Committee members. It states in paragraph (1)

A volunteer does not incur any personal civil liability in relation to any act or omission done or made by the volunteer in good faith when doing community work— (a) organised by a community organisation; or (b) as an office holder of a community organisation.

The protection provided by the Act is nullified if

- it is established (on the balance of probabilities) that at the time of the act or omission the

- volunteer was engaged in conduct that constitutes an offence, and / or
- the volunteer— (a) was intoxicated when doing the work; and (b) failed to exercise due care and skill when doing the work.

How it is done: Good governance processes and activities

Strategic planning

The strategic planning process is a way for organisations to think through and document what they are doing, for whom, and why they are doing it. Questions that the strategic planning process seeks to answer include:

- Is our mission / purpose valid or do we need to change it?
- Has our target community shifted its focus or needs?
- Should we abandon existing programs that have outlived their usefulness and move resources elsewhere?
- Is there enough capacity and commitment within our present staff (employees or volunteers) and Management Committee to achieve our goals?

Risk management

Risk management is the process of thinking systematically about all the possible risks, problems or disasters that could happen as a result of a particular activity, and setting up procedures that will avoid the risk, minimise its impact, or cope with its impact. With every new activity undertaken by an organisation, the Management Committee should identify potential risks.

A risk management plan identifies all risks, rates each risk in terms of likelihood to occur and the potential effect on program, and proposes strategies to deal with the risks. The categories of risk that may be relevant include:

- Financial risks
- Health and safety risks
- Workforce risks
- Strategic risks
- Legal risks
- Reputational risks

Providing financial oversight

The Management Committee is responsible for oversight of the organisation's financial viability. It may delegate the detail of financial monitoring to a Finance and/ or Audit Committee but is still required to actively consider financial matters at every Management Committee meeting. The duty of Management

Committee members to pay 'due diligence' to the organisation means that all individual Management Committee members – not just the Treasurer – must understand the financial status of the organisation and work to ensure the organisation is financially viable.

The main ways that Management Committees can provide financial oversight are:

- Ensuring the organisation has effective financial policies and procedures, including risk management systems which reduce the risk of fraud
- Approval of the annual budget – done before the commencement of the relevant financial year
- Analysis and approval of financial statements and reports of expenditure against budget at Management Committee meetings (at least quarterly)
- Commission of an external audit where this is a legal requirement under incorporation laws or a requirement of funding agreements
- Oversee the preparation for the audit (or delegate this to an Audit Committee or Finance Officer)
- Approve the audit report and/or the financial statements (usually at the AGM).

Management Committees should also consider fundraising strategies and long-range financial/sustainability planning, in line with the broader strategic planning process, which might identify:

- A fundraising strategy (if the organisation has the authority to fundraise) – perhaps to be implemented through a fundraising committee
- Identify new funding sources to avoid over-reliance on one funding source
- Investments such as long-term deposits
- Future accommodation needs, for example purchasing a property or move to larger premises.

Organisational policies and procedures

The Management Committee's responsibility for oversight of the organisation and its viability includes ensuring the organisation has relevant policies and procedures.

Policies are high-level rules which set out what an organisation wants to achieve. For example: "The organisation is committed to a fair and democratic workplace that treats all staff with respect, without discrimination, and according to the law".

Procedures set out the 'how' for these policies to be achieved.

Good policies and procedures which are actually used by the organisation underpin successful operation of all organisations.

Organisations typically have policies and procedures in relation to four main areas:

- Governance
- Human resources, including WHS
- Financial and organisational management

- Service delivery.

The policies and procedures need to conform to the law (for example employment law or corporations law), service standards (e.g. HSQF) and formal quality improvement program standards required by funding agencies. They also need to be specific to the actual organisation so that new staff members, Management Committee members, volunteers and (where relevant) service users are able to clearly understand them.

Governance policies

Roles and responsibilities relating to governance of a particular organisation can be set out in a number of different documents:

- The constitution
- Governance Policies and Procedures, including delegations of particular committees or individuals
- Governance Charters, Handbooks or Packs
- Functions and delegations matrix
- A Management Committee Code of Conduct which sets out the legal and ethical standards of behaviour expected of Management Committee members
- Management Committee Position Descriptions which describe in detail the tasks and commitments of individual Management Committee members, much like a job description
- A combination of any or all of the above.

People Management

Whether you employ staff, utilise contractors, or rely on the contributions of volunteers, your organisation will benefit through having consistent and clearly stated policies and procedures that provide direction on all aspects such as

- Recruitment and selection
- Induction and orientation
- Training and development
- Supervision and support
- Performance management including how to manage misconduct
- Termination

Your processes will need to be consistent with the Fair Work legislation for employees, as well as with legislation such as the *Anti-discrimination Act 1991*, and Commonwealth discrimination legislation. If they apply, consideration of the *Privacy Act* and *WHS Act* will also need to be made.

Complaint and Grievance Management

The Management Committee, as the legal entity responsible for the organisation, has an important role to play in the resolution of complaints or grievances from members, volunteers, community members or other Management Committee members.

The Management Committee ensures the organisation has written complaints and grievances policies and procedures which covers:

- Internal grievances made by a staff member, Management Committee member or organisational member about another person within the organisation, and
- External complaints made against the organisation or its staff from community members, contractors or other stakeholders.

In relation to disputes or complaints involving impropriety of a Management Committee member, or a failure to fulfil their legal or ethical responsibilities, the policy and procedure should refer back to the constitution which generally gives the Management Committee the power to dismiss Management Committee members. If the Management Committee fails to act when one of their members is breaching the law, then all Management Committee members could ultimately be held responsible.

From 2023, all Queensland incorporated associations will have to have an internal grievance procedure or dispute resolution process. This may be outlined in the Constitution or as a policy and procedure. If you don't have this in place by that date, your organisation will need to observe the grievance procedure which will be in the Model Rules.

External relationships, advocacy, representation and marketing

As the elected or appointed representative of the members of the organisation, the Management Committee is responsible for ensuring the organisation effectively promotes its mission and presents itself well to external stakeholders. It is also the role of individual Management Committee members to be the public face of the organisation, to represent the organisation to external stakeholders, to advocate in relation to the interests of their community or members, and to promote the work of the organisation to funding agencies and the public.

It is important to note, however, that anyone representing your organisation should be formally appointed to that role either through their role description (if it's an ongoing activity) or via a Management Committee meeting minute (for one off events).

One way to actively increase the organisation's profile is through the creation of a marketing or communications plan which aims to improve the visibility and profile of the organisation.

Management Committee meetings

Participating in Management Committee meetings is the most important activity of Management Committee members. This section sets out basic processes for Management Committee meetings.

Frequency

Management Committees should meet as often as is necessary to fulfil the Management Committee's responsibilities. The minimum number of times Management Committees must meet in a year is governed by the organisation's constitution and the relevant law.

Monthly meetings are usually more common for Management Committees performing a hands-on management role, while more strategic Management Committees – particularly those that delegate some or the majority of obligations such as staffing and financial management – meet less frequently – and in some cases only quarterly.

Duration

The agenda should set out the time the meeting is expected to take. Long meetings test the patience of voluntary Management Committee members and are probably the clearest indicator that the Management Committee needs to shift some decisions to Management Committee committees or improve their decision-making procedures.

Location

Incorporation laws now allow organisations to specify in their constitution that Management Committee meetings can take place through teleconferencing, videoconferencing or online. An increasing number of online Management Committee support services are being developed to cater for this.

Notification of meetings

Incorporation laws specify that Management Committee members need to be notified of all Management Committee meetings, and usually the constitution will set out more detail of how this notification should occur. As long as Management Committee members are given a reasonable amount of notice to attend the meeting, it usually does not matter in what form the notice is provided. Best practice is to set the date and venue for the subsequent meeting during the Management Committee meeting, or to schedule meetings for the year from one AGM to the next.



Agenda

The Agenda is the list of things that will be discussed during the meeting. It should be sent to Management Committee members at least one week in advance of the meeting to ensure all Management Committee members have the opportunity to prepare for the meeting. A strategic meeting agenda is provided as an Appendix (see 'More information' below).

Reports to be sent with the Agenda

For the Management Committee to fulfil their legal responsibilities to act with due diligence, they need to receive information from the organisation about its work. The information needs to be sufficiently detailed so Management Committee members can understand the activity or issue and can make informed decisions; but not so much that they are overwhelmed with detail. For this reason it is usual for reports and discussion papers to be sent out with the Management Committee agenda. It is helpful to have a standard layout and format for reports to the Management Committee, so Management Committee members can easily identify information crucial to their decision-making processes.

Common reports tabled at Management Committee meetings are:

- Financial Report - from the Finance Officer, Treasurer, or Finance Committee
- Reports from Management Committee committees – these do not necessarily need to come to every Management Committee meeting but perhaps might alternate with dates for reports set out in a Management Committee calendar.

Other documents might also be sent out with the Agenda, for example draft position papers, submissions, or project proposals, or risk management plans.

Quorum

An organisation's constitution sets out the minimum number of Management Committee members that must be present before a meeting can legally be valid.

Declaration of conflicts of interest

If a Management Committee member identifies that an issue for discussion raises a potential, actual or perceived conflict of interest for them, they should declare this conflict prior to the meeting or at the commencement of the meeting so the Chair can if necessary, re-order the agenda or the Management Committee can decide about how to deal with the conflict.

Running the meeting

The Chair is usually responsible for Chairing all Management Committee meetings, or the Vice-Chair in their absence. If the meeting agenda is well-prepared, running the meeting is usually an exercise in time-management and facilitation of discussion. Speaking lists are useful where debate becomes heated. If an agenda item is spilling over its allotted time, the Chair must decide whether to hold over the discussion and any decision until the next meeting, or whether to cut debate short and move to a decision.

Making decisions

The main purpose of Management Committee meetings is to make decisions on proposals brought to the meeting. Decision-making can be through a formal process – where motions (proposals) are 'moved' by one person and 'seconded' by another, and if passed, become a resolution – or a more informal process where a proposal is just generally discussed.

The actual decision can be made by consensus or by taking a vote. Some organisations have a strong commitment to consensus decision-making and only take a vote in exceptional circumstances; others routinely use a formal process ending in a vote. The organisation's constitution can set out procedure for voting – for example whether proxy or postal votes can be allowed, and what sort of majority is required for a motion to pass. If the constitution is vague about meeting processes, the Management Committee may want to set out procedures in any governance documents.

Where a formal voting process is followed, those who are in the minority are required to abide with the decision of the majority.

Resolutions or decisions agreed by the Management Committee are binding on the actions of the Management Committee and the organisation and must be accurately recorded in the minutes. It may also be useful to implement a Decision Register where you keep all decisions made by the Management Committee, and the reasoning behind the decision, in one place that is easier to find than looking through minutes.

Minutes

Taking minutes of Management Committee meetings is a legal responsibility of the Management Committee. The constitution usually sets out required information for minutes – generally it includes the text of relevant motions, movers and seconders. In addition to this, minutes usually contain a brief discussion of the details surrounding particular decisions and an Action and Decision list. This Action and Decision List sets out:

- What was decided
- What needs to be done
- Who should do it
- When it should be done.

Good governance checklists ^[4]

1. Roles and Responsibilities

	Yes	No
1. Are the roles and responsibilities of individual Management Committee members, the Management Committee, and Chair clearly set out in the organisation's constitution?		
2. Are Management Committee members aware of their duties and what is expected of them?		
3. Do new Management Committee members receive a letter of engagement or role statement that sets out their role and responsibilities?		
4. Do new Management Committee members receive an orientation or induction regarding the organisation, their role and responsibilities and conflict of interest parameters?		

2. Management Committee Composition

	Yes	No
1. Is there a well-defined and transparent process for Management Committee recruitment, including nomination and selection (to the extent that the appointment of members is within the control of the Management Committee)?		
2. Has consideration been given to how the Management Committee is composed (and/or refreshed), including the potential use of tools like a "skills and experience matrix" to ensure the Management Committee has members with: <ul style="list-style-type: none"> • Appropriate skills, capability and capacity, having regard to the organisation, its purpose, operations and its needs. • Sufficient diversity of relevant experience and perspective. 		
3. Are potential Management Committee members able to commit the time required for their role?		
4. Does your organisation have policies and procedures relating to the retirement or removal (e.g. circumstances in which this can occur) of Management Committee members?		
5. Is the Management Committee of a size that is sufficient to enable it to have the necessary knowledge, skills and experience for the organisation, but small enough to enable effective discussion and decision-making?		

6. Have circumstances changed such that the current size of the Management Committee should be reassessed?		
7. What is an appropriate term length in the organisation's circumstances?		
8. Are terms of Management Committee members staggered in such a way so as not to cause undue disruption to Management Committee and organisational activities upon resignation at term completion?		

3. Purpose and Strategy

	Yes	No
1. Does your organisation have a vision and mission / purpose?		
2. Do you have a Strategic Plan or similar?		
3. Have the vision and purpose of your organisation been communicated among stakeholders?		
4. How frequently should the Management Committee review your organisation's purpose and strategies to assure their continuing relevance and effectiveness?		
5. Does the strategic plan align with your organisation's statement of purpose / mission statement?		
6. What actions can the Management Committee undertake to help ensure the organisation has a clear idea of its vision and purpose and that there is an appropriate set of strategies and plans designed to help achieve these?		
7. Does the Management Committee have time set aside in its yearly calendar for focused strategy development?		
8. Is strategy alignment considered as a factor in every Management Committee decision?		

4. Risk – Recognition and Management

	Yes	No
1. Are there appropriate policies and procedures in place to enable effective oversight and management of risks, including but not limited to identification of principal risks (e.g. on-going funding) and effective management of those risks?		
2. Does the Management Committee devote time in its agenda to consider risks?		
3. Has the Management Committee discussed its risk appetite?		
4. How often does the Management Committee conduct a comprehensive risk governance review (including an assessment of effectiveness)?		
5. Does the Management Committee have access to external professional assistance and advice in identifying and developing strategies to manage and mitigate risk?		

5. Organisational Performance

	Yes	No
1. Is there a clear and agreed view among Management Committee members and key stakeholders as to “what success looks like” for your organisation (qualitative and quantitative outcomes)?		
2. Does anyone, under the oversight of the Management Committee, manage the organisation’s resources to ensure their availability for the organisation’s needs?		
3. Does the organisation keep records on its inputs (e.g. volunteer hours) and its outputs (e.g. number of community events held)?		
4. What financial and non-financial objectives have been set by the Management Committee? How are these measured and reported?		
5. Does your organisation have Committee members capable of assessing both financial and non-financial performance?		

6. Management Committee effectiveness

	Yes	No
1. Does the Management Committee have a calendar and work plan covering important and recurring governance matters?		
2. Does the Management Committee schedule discussion on strategy throughout the Management Committee calendar?		
3. Are there technical experts or advisors who may be better suited to sitting on an advisory panel, rather than your organisation Management Committee itself?		
4. Do Management Committee meetings keep to schedule, starting and finishing on time?		
5. Are items requiring Management Committee consideration and approval tabled appropriately?		
6. Are meeting agendas sufficiently focused?		
7. Is enough time provided for reading of materials prior to each meeting and for Management Committee discussion on items of importance?		
8. Does discussion occur in a constructive manner?		
9. Are comments invited by the Chair from all Management Committee members?		
10. Is respect and collegiality maintained throughout and between all Management Committee meetings?		
11. Where there is disagreement on issues among Management Committee members, how is this handled?		
12. Does the Management Committee evaluate and review the performance of its Management Committee members, the Management Committee itself?		
13. How often does the Management Committee assess its performance and the overall quality of governance?		
14. Is there a lack of particular skills, knowledge or experience which are needed on the Management Committee for it to function effectively? (e.g. industry experience, experience in fundraising, financial literacy)		
15. What is the process by which the Management Committee reviews the skills, knowledge and experience of existing Committee members and determines any gaps?		
16. Are Management Committee decisions being hampered by a lack of collegiality among Management Committee members?		
17. What steps does the Management Committee take to promote a cohesive Management Committee team, both as part of a regular performance assessment and for new Management Committee appointments?		

7. Integrity and Accountability

	Yes	No
1. Is the Management Committee provided with sufficient information to assess the financial and non-financial position and performance of your organisation?		
2. Is the Management Committee provided with relevant, timely and accessible updates and intelligence in a style and format that enables ready understanding and appropriate analysis?		
3. Does the Management Committee have sufficient financial skills?		

8. Organisation Building

	Yes	No
1. Does the Management Committee have the right set of skills, knowledge and experience to deliver on its purpose and execute its strategies and how often does it conduct a review?		
2. Have comprehensive volunteer practices and procedures been prepared by management and endorsed by the Management Committee?		
3. Does the organisation have the necessary financial resources to support vital skill development and retain the people with the right skills		

9. Culture and Ethics

	Yes	No
1. Has the Management Committee developed a code of conduct and agreed set of values and behaviours to guide Management Committee members?		
2. How does the Management Committee hold itself accountable for compliance with the formal code of conduct and ethical standards?		
3. Does the Management Committee hold itself accountable to its own code of conduct?		
4. Does the Chair proactively lead Management Committee culture and ensure the active engagement of all Committee members?		
5. Does the Chair have the confidence of key stakeholders?		
6. Is there a formal policy relating to the declaration and handling of conflicts of interest?		

10. Engagement

	Yes	No
1. Has your organisation identified its key stakeholders and current relationships?		
2. Has the Management Committee considered and articulated its approach to stakeholder engagement?		
3. Has the Management Committee developed policies and practices for the organisation to: <ul style="list-style-type: none">• Effectively engage with members and stakeholders?• Transparently communicate with members and stakeholders?• Facilitate the exercise by members of their member rights?• Encourage member participation and voting at member meetings?		
4. Is there a periodic assessment by the Management Committee as to how your organisation engages with key stakeholders?		

Roles and Responsibilities of the President

Statutory duties (i.e. those specifically required by law) are given in bold type.

Governance	Provide leadership to the organisation
	Ensure [in partnership with the Management Committee] that the organisation's objectives, goals and mission are being followed
	Ensure [in partnership with the Management Committee] that the organisation develops in the appropriate direction
	Ensure [in partnership with the Management Committee] that the organisation operates in an ethically, environmentally, and socially responsible fashion
Planning	Produce [in partnership with the Management Committee] a Strategic Plan for the organisation
	Ensure [in partnership with the Management Committee] the regular review and development of the Strategic Plan
Meetings	Ensure that appropriate procedures are in place
	With the Secretary, prepare the agenda in advance of the meeting
	Chair Management Committee meetings according to Policies and Procedures
	Rule on issues of meetings procedure not covered in the Policies and Procedures
	Report to the Annual General Meeting on the situation of the organisation
	Chair General Meetings according to Policies and Procedures
Administrative & Management	Chair the Executive Committee between Management Committee meetings
	Assign [in partnership with the Management Committee] administrative duties to Management Committee members and volunteers
	Personally carry out administrative duties as assigned
	Manage the business of the Management Committee
	Manage the recruitment, induction, and training of Management Committee members [in partnership with the Management Committee]
	Manage [in partnership with the Management Committee] the assessment, review and renewal of the Management Committee

	Manage the organisation's grievance procedures
	Ensure the harmony of Management Committee deliberations
	Manage [in partnership with the Management Committee] the succession of the position of Chair
Media	Under the organisation's Media Policy, serve as spokesperson for the organisation as appropriate
Promotion	Promote the organisation in the community as opportunities arise
Negotiation	Serve [as nominated by the Management Committee] in negotiation with other organisations
Legal	Ensure that <ul style="list-style-type: none"> • the modes of performance of all legal requirements are featured in the procedures manual • the performance of all legal requirements is reported to the Management Committee • the performance of all legal requirements is fully documented.
	Ensure that all legal requirements are met
Finance	With the Treasurer, ensure the organisation's financial control procedures are adequate and that risk management strategies are in place
Other duties	As for Management Committee members

Very importantly, a Chairperson or President provides leadership to the Management Committee. Additionally, this role:

- Ensures that Management Committee Members understand their responsibilities
- Sets the Management Committee Meeting Agenda and Management Committee Calendar
- Presides over meetings including equitable participation by Management Committee Members
- Promotes rigorous debate of issues and ensures clarity of decisions and resolutions
- Promote Committee effectiveness

Roles and Responsibilities of the Secretary

Statutory duties (i.e. those specifically required by law) are given in bold type	
Governance	Ensure the preparation and adoption of appropriate Management Committee policies
	Know and understand the organisation's Constitution
	Ensure that appropriate standing orders are in place
Meetings	Organise the venue for Management Committee meetings
	With the Chair, prepare the agenda in advance of each Management Committee meeting
	Organise meeting papers for distribution before the meeting
	Take minutes at each Management Committee meeting and circulate to Management Committee members
	Take minutes at each General Meeting and circulate to members of the organisation
Administrative & Management	Serve on Management Committee Committees as required
	Maintain a register of members
	Handle the procedures for the admission of new members
	Handle the procedures for the resignation of members
	Handle the procedures for the discipline, suspension and expulsion of members
	Organise General Meetings and notify members in advance
	Receive nominations for positions on the Management Committee
	Keep in their custody all books, documents and securities, and make them available to members as requested
	Liaise with relevant regulators (Office of Fair Trading/Australian Charities and Not-for-Profits Commission)
Personally carry out administrative duties as assigned by the Chair	
Media	Ensure preparation and adoption of a Media policy
Promotion	Promote the organisation in the community as opportunities arise
Negotiation	Serve [as nominated by the Management Committee] in negotiation with other organisations
Other duties	As for Management Committee members (below)

Roles and Responsibilities of the Treasurer

Statutory duties (i.e. those specifically required by law) are given in bold type	
Governance	Ensure that the Management Committee maintains the degree of financial literacy necessary to conduct the business of the organisation
	Advise the Management Committee on matters of finance
	Advise the Management Committee on fundraising
	Ensure that appropriate financial policies and procedures are in place and fully documented
Planning	Produce [in partnership with the Management Committee] a Business Plan for the organisation
	Ensure [in partnership with the Management Committee] the regular review and development of the Business Plan
Meetings	Report to the Management Committee at each meeting on the financial situation of the organisation
	Report to the Management Committee at each meeting on variances from the approved budget
	With the Secretary, place any necessary financial items on the Management Committee agenda in advance of the meeting
	Report to the Annual General Meeting on the financial situation of the organisation
Administrative & Management	Personally carry out financial duties as assigned
	Keep the books of the organisation
	Ensure the organisation's financial records are adequate, protected, backed up, and accessible.
	Manage the organisation's banking
	Maintain the organisation's asset register
Finance	Ensure the organisation's financial control procedures are adequate and that appropriate safeguards against fraud are in place
	Ensure that risk management strategies (including appropriate insurances) are in place
	Collect and receive all money due to the organisation and make all payments authorised by the organisation
	Oversee the organisation's investment strategy and report to the Management Committee
	Prepare the Budget for the coming year
	Review income and expenditure against the budget on a continuous basis
Legal	Ensure the organisation's compliance with all applicable tax arrangements
Other duties	As for Management Committee members (below)

Roles and Responsibilities of general / ordinary Management Committee Members

General	On being elected to the Management Committee, undertake induction and training procedures as provided by the Management Committee
Governance	Consider, debate, and vote on issues before the Management Committee on the basis of the best interests of the organisation only
	Comply with the rules, policies, and procedures of the organisation
Planning	Review and approve the organisation's Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, etc)
Meetings	Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence
	Where Management Committee papers are circulated in advance of the meeting, read papers and consider issues before the meeting
	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate
Administrative & Management	Serve on Management Committee Committees as required
	Review and approve the organisation's systems for financial control and risk management
	Undertake administrative duties as required
	Understand the organisation's finances (including solvency)
Media	Make comments to the media only as provided in the organisation's Media Policy
Promotion	Promote the organisation in the community as opportunities arise
Fundraising	Participate enthusiastically in any fundraising approved by the Management Committee
Legal & Ethical	Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
	Avoid making any improper use of any information acquired by virtue of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
	If they have any direct or indirect material personal interest in any contract with the organisation, inform the Management Committee immediately
	If they have any direct or indirect material personal interest in any contract with the organisation, not vote in the Management Committee on that issue
	If they have any non-material personal conflict of interest in any matter before the Management Committee, or believe that the perception of such a conflict might arise, inform the Management Committee immediately and follow the Management Committee's rulings as to

	proper procedure
	At all times conduct Management Committee business politely and with consideration for others, without ill feeling, improper bias, or personal animus

References

[1] Bevir, Mark (2013). *Governance: A very short introduction*. Oxford, UK: Oxford University Press.

[2] Management Committee Source (2010). *The Handbook of NonProfit Governance*, Jossey-Bass.

[3] Matrix on Management Committee (2001). *Governance Toolkit*. NADA. Sydney.

[4] Australian Institute of Company Directors (2013). *Good Governance Principles and Guidance for Not-for-profit Organisations*. www.companydirectors.com.au.

[5] Our Community.com. *Management Committee Office Bearers Policy and Position Descriptions*, retrieved from <http://www.communitydirectors.com.au/icda/policybank> on 12/09/2015.

Additional Useful Resources

Australian Charities and Not-for-profit Commission - <http://www.acnc.gov.au/> (useful fact sheets and resources)

ourcommunity.com.au

Policy Bank and useful resources such as

- *Damn Good Advice for Management Committee Members: 25 questions a not-for-profit Management Committee member needs to ask about finances* - <https://www.communitydirectors.com.au/files/DamnGoodAdviceManagementCommitteeMembers.pdf>
- *Damn Good Advice for Treasurers: 25 questions a not-for-profit Treasurer needs to ask* - <https://www.ourcommunity.com.au/files/DamnGoodAdvice.pdf>
- *Damn Good Advice for Secretaries: 25 questions a not-for-profit Secretary needs to ask* - <https://communitydirectors.com.au/advice-guides/damn-good-advice-for-board-secretaries>

Volunteering Australia – www.volunteeringaustralia.org.au

Volunteer resource hub – www.volunteeringhub.org.au/

Volunteering Queensland – www.volunteeringqueensland.org.au

Justice Connect / Not-for-profit law – www.nfplaw.org.au

Australian Indigenous Governance Institution - <https://www.aigi.com.au/> <https://www.aigi.com.au/> They have developed an excellent and easy-to-follow Governance Toolkit at <https://toolkit.aigi.com.au/>