

# GOVERNANCE POLICY

## Document control table

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## Introduction

**I Am Someone (IAS)** is governed by its Board, according to frameworks provided by its Rules of Incorporation and the Australian Charity and Not for Profits Commission (ACNC) Governance Standards.

### 1. Purpose

The purpose of this policy is to define **I Am Someone's** governance structure, to describe the roles and responsibilities of the Board and key roles. Governance incorporates the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of an organisation.

### 2. Scope

This policy applies to Board and committee members, and officers.

### 3. Policy

#### 3.1 Overarching Governance Policy

The function of the **I Am Someone** Board is to collectively ensure the delivery of the organisation's objectives, to set its strategic direction and to uphold its values. The Board is collectively responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations.

#### 3.2 Responsibilities of the Board

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

- Compliance monitoring: ensuring compliance with the objects, purposes and values of the organisation, and with its constitution.
- Organisational governance: setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them.
- Strategic planning: reviewing and approving strategic direction and initiatives.
- Regulatory monitoring: ensuring that the organisation complies with all relevant laws, regulations and regulatory requirements.
- Financial monitoring: reviewing the organisation's budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the organisation.
- Financial reporting: considering and approving annual financial statements and required reports to government.
- Organisational structure: setting and maintaining a framework of delegation and internal control.

- Leadership Selection: Overseeing the identification, evaluation, and selection of organisational officers; and implementing performance management strategies and, when necessary, facilitating the appropriate measures for officer dismissal.
- Succession and remuneration planning: planning for Board and Officers succession, and determining senior management remuneration.
- Risk management: reviewing and monitoring the effectiveness of risk management and compliance in the organisation; agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise.

### 3.3. Policy Making

- Policies are designed to provide clear, unambiguous guidelines for the implementation of the various governance and operational procedures of **I Am Someone**.
- The Board at a formally constituted Board meeting will review and consider resolutions to approve policies and procedures.
- Policies will be regularly reviewed by the Board and will be available to the Managing Director and volunteers as appropriate via the Board Chairperson.

### 3.4. Code of Ethics

The Board is committed to the adoption of ethical conduct in all areas of its responsibility and authority. The following Code of Ethics applies to all Board members and officers, with each committing to the following:

- Act honestly, fairly, in good faith and in the interests of **I Am Someone** and its Members, partners and stakeholders, ensuring that all Members are treated fairly and according to their rights.
- Carry out their duties in a lawful manner and ensure that **I Am Someone** carries out its business in accordance with the law.
- Avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the member/s concerned must advise the Board of the point of conflict, and act in accordance with the Board's determination in relation to the point of conflict.
- 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.
- Not disclose to any other third party any confidential information, without the express approval of the Board.
- 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.
- Interact in a positive and constructive manner with other Board members, volunteers and the broader public.
- Be loyal and supportive to the Board, abiding by Board decisions once reached.
- Not do anything that in any way denigrates **I Am Someone** or harms its public image

### 3.5 Disclosure of Interest/s

The following Disclosure of Interest/s applies to all Board members and officers, with each committing to the following:

- All conflicts of interest will be declared by the individual concerned and officially documented in Board minutes/ Interests Register (Appendix C).
- Where a conflict of interest is identified and/or disclosed, the individual concerned shall not vote on any resolution relating to that conflict issue nor remain in the room during any related discussion and vote. All such occurrences will be recorded in the meeting's minutes.
- When the Chairperson is aware of a real or potential conflict of interest involving one or more

Board members or officers, the Chairperson must take steps to ensure that the conflict is managed in an appropriate manner according to this policy. In instances of a real or potential conflict involving the Chairperson, the Vice-Chairperson will undertake the responsibility of managing the situation in accordance with this policy.

- If an individual is aware of a real or potential conflict of interest of another Board member / officers, they have a responsibility to bring this to the notice of the Board. Examples of potential conflicts of interest are:
  - When a Board member/Officer, or his/her/their immediate family or business interests, stands to gain financially from any business dealings, products or services provided to **I Am Someone**
  - When a Board member/Officer offers a professional service to **I Am Someone**.
  - When a Board member/Officer stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

### 3.6 Board Grievance and Dispute Resolution

Subject to anything to the contrary contained within **I Am Someone's** Rules of Incorporation and/ or I am Someone's Complaints Handling policy:

- The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- If the parties are unable to resolve the dispute at such a meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator:

The mediator must be:

- a person chosen by agreement between the parties; or
- in the absence of agreement, a person appointed by the Board.
- A member of the I Am Someone Board/ Committee of Management can be a mediator but may not be a member who is a party to the dispute.
- The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must:

- give the parties to the mediation process every opportunity to be heard.
- allow due consideration by all parties of any written statement submitted by any party.
- ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- The mediator must not determine the dispute.
- The mediation must be confidential and without prejudice.
- If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise at law.

#### Related Documents

- **I Am Someone** Rules of Incorporation
- **I Am Someone** Complaints Handling Policy
- ACNC Governance Standards
- Corporations Act 2001 (Cth)

## Governance Procedure

### Definition

*Responsible Person:* board and committee members in charge of governing a charity including making decisions, managing finances, overseeing operations and ensuring the charity is working towards achieving its charitable persons.

### Key Responsibilities

- The function of **I Am Someone's** Board is to collectively ensure the delivery of the organisation's objectives, to set its strategic direction, and to uphold its values. The Board is collectively responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations.
- It is the responsibility of the Board to ensure the establishment and maintenance of policies and procedures, and systems of financial control, internal control, and performance reporting.
- It is the responsibility of the Board to clearly demarcate and delegate appropriately to its committees and to Officers such as the Managing Director.
- All candidates seeking board positions will be required to sign a declaration affirming their eligibility as a responsible person, ensuring that they are not listed on the ASIC Banned and Disqualified Register. These declarations will be verified against the ASIC Banned and Disqualified Register. Any candidate found listed on this register will be disqualified from consideration.

### Board exclusive responsibilities:

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

- Compliance monitoring – ensuring compliance with the objects, purposes and values of the organisation, and with its Rules of Incorporation.
- Organisational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them.
- Strategic planning – reviewing and approving strategic direction and initiatives.
- Regulatory monitoring – ensuring that the organisation complies with all relevant laws, regulations and regulatory requirements.
- Financial monitoring and reporting: reviewing the organisation's budget; monitoring management and financial performance to ensure the solvency, financial strength and good performance of the organisation; and approving annual financial statements and associated reports to ACNC.
- Organisational structure – setting and maintaining a framework of delegation and internal control
- Leadership selection – selecting, evaluating the performance of and, if necessary, dismissing the organisation's Managing Director.
- Risk management – reviewing and monitoring the effectiveness of risk management and compliance in the organisation; agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise.
- Dispute management – dealing with and managing conflicts that may arise within the Board, or with the Managing Director.
- Social responsibility: considering the social, ethical and environmental impact of all activities and operations and ensuring that these are congruent with **I Am Someone's** objectives.
- Board performance and composition: evaluating and improving the performance of the Board

### Managing Director responsibilities

It is the responsibility of the Managing Director to address key management and operational issues within the direction and the policies laid down by the Board, through:

- Supporting the development and implementation of organisational strategies, and making recommendations to the Board on significant strategic initiatives.
- Assisting with the development of the annual budget and managing day-to-day operations within the budget.
- Maintaining an effective risk management framework, including keeping the Board and regulators informed about any developments with a material impact on the organisation's performance.
- Managing day-to-day operations in accordance with **I Am Someone's** code of ethics and charitable purpose/ mission.
- Submitting Annual Reports to Board for approval.
- Forwarding Monthly Project Financial reports from In-Country to Treasurer and Finance Committee.
- Providing the Board with monthly summary reports on all projects.
- Implementing relevant decisions of the board across the organisation

### Secretary

- Present new board members with *Induction Pack*, including:
  - Letter of Appointment
  - Role Description
  - Responsible Persons Declaration
- Record & distribute minutes of board meetings to Board Members
- Provide annual Reports to general members in accordance with **I Am Someone's** Rules of Incorporation

### Treasurer

It is the Treasurer's role to ensure effective financial oversight and accountability, ensuring compliance with relevant financial regulations and policies, through:

- Financial Planning and Budgeting:
  - Developing and reviewing the organisation's annual budget. Present the proposed budget to the board for approval and ensure that it aligns with **I Am Someone's** strategic goals and priorities.
  - Monitoring budget performance throughout the fiscal year and providing regular updates to the board on variances and financial projections.
  - Developing and recommending financial strategies to support the organization's mission and long-term objectives.
  - Managing the investments and cash reserves prudently, considering risk tolerance, liquidity needs, and investment policies. Monitoring and reporting investment performance and review investment policies regularly to ensure alignment with **I Am Somone's** goals and risk appetite.
- Financial Reporting:
  - Preparing accurate and timely financial reports, including balance sheets, income statements, and cash flow statements.
  - Responding to board inquiries and provide clarification on financial matters as needed.
- Risk Management and Internal Controls:
  - Identifying financial risks and work with relevant stakeholders to develop strategies for mitigating these risks.

- Establishing and maintaining effective internal controls to safeguard **I Am Someone's** assets and ensure compliance with financial policies and procedures.
- Conducting periodic assessments of internal controls and make recommendations for improvements as necessary.
- Compliance and Accountability:
  - Ensuring compliance with all relevant financial regulations, laws, and reporting requirements.
  - Facilitating external audits and reviews as needed to ensure the accuracy and integrity of financial records.
  - Promoting transparency and accountability by maintaining accurate financial records and providing access to information as required by the board, regulatory authorities, and stakeholders.

### **Governance Pillar Lead**

It is the responsibility of the Governance Pillar Lead to support effective governance, through:

- Reviewing **I Am Someone** policies and procedures to ensure they remain current, relevant and aligned with organisational goals and regulatory requirements.
- Identifying areas for improvement or updates required to existing policies and procedures, and identifying the need for new policies or procedures as required to fill gaps in existing governance frameworks and to improve organisational effectiveness.
- Maintaining the repository of governance documents.
- Conducting searches of new board members in the ASIC and ACNC Disqualified Persons Register, send **declaration** of having completed this search to Board.
- Maintaining Register of Interests.
- Manage regulatory reporting requirements including:
  - Lodging the ACNC *Annual Information Statement*
  - Updating the ACNC *Register of Responsible Persons*

### **Appendices**

- Letter of Appointment
- Responsible Person Declaration
- Register of Interests

## Appendix A

### Letter of Appointment

[Name]

[Address]

[Date]

Dear [new responsible person name],

#### **Appointment as a responsible person for I Am Someone**

Congratulations on your appointment to the board of **I Am Someone**. Your role offers a unique opportunity to contribute to the work and life of **I Am Someone**. Whilst being a board member can be challenging at times, it is also a deeply rewarding experience as you help **I Am Someone** achieve its charitable purpose.

As a board member of a charity registered with the Australian Charities and Not-for-profits Commission (ACNC), you have duties and responsibilities that come with this role. Additionally you may also have other obligations and duties under to other government agencies or laws. Your commitment to upholding these responsibilities ensures the effective governance and sustainable growth of **I Am Someone**, ultimately benefiting the children and communities we support. We appreciate your dedication and look forward to your invaluable contributions to our shared goals.

The ACNC governance standards set core, minimum governance standards that all charities must meet. Governance standard five requires that charities take reasonable steps to make sure that the members of their governing body know and understand their legal duties and carry out their duties. These duties generally require you to be careful and conscientious in your role and to act with common sense and integrity.

The duties outlined by the ACNC are:

- **To act with reasonable care and diligence.** You must exercise your powers and duties with the care and diligence that a reasonable person would if they were in your place.
- **To act in good faith in the best interests of the charity and for a proper purpose.** When acting as a board member you must make decisions that are in the best interest of the charity and to further its charitable purpose.
- **Not to improperly use information or position.** Any special knowledge that you gain as a [board or committee] member must only be used for the benefit of the charity and never to further personal or other interests. Similarly, you must not use your position to improperly gain an advantage for yourself or someone else, or cause detriment to the charity.
- **To disclose conflicts of interest.** If your duty to act in the best interests of the charity is in conflict with (or may conflict with) your personal interests you must disclose this responsibly. [Insert reference to any relevant conflict of interest policy/ procedure or requirement in governing documents].
- **To ensure that financial affairs are managed responsibly.** Ensure that there are systems and processes in place that ensure that the charity's resources are being effectively put towards the charity's charitable purpose and are protected from misuse.
- **Not to allow the charity to operate while insolvent.** You must ensure that the charity can pay its debts when they are due or will become due and that it does not continue to operate if it cannot pay its debts.

Knowing and carrying out your duties as a board member helps **I Am Someone** to carry out its charitable purpose and protects its resources against misuse. You can find more information about the duties of those who manage charities on the ACNC's website ([www.acnc.gov.au](http://www.acnc.gov.au)) or in the ACNC's guide *Governance for Good*.

If you have any concerns about meeting these duties, talk to [name of relevant person] or contact the ACNC for information. Remember that there are resources available and people who can help you to better understand and meet your duties.

Congratulations again on your appointment as an **I Am Someone** board member. Thank you for contributing your time and expertise.

Regards,

Board Chairperson

**I Am Someone**



**Appendix B**

**Declaration for Responsible Persons**

I, [name of incoming board member] .....

of [address] .....

declare that:

- I am not disqualified from managing a corporation, within the meaning of the Corporations Act 2001 (Cth); and
- I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible person (what the ACNC Act calls a 'responsible entity') of a registered charity.

While I am a responsible person for **I Am Someone**, I agree to notify this charity as soon as possible if I do become disqualified from managing a corporation within the meaning of the Corporations Act 2001, or am disqualified by the Australian Charities and Not-for-profits Commissioner. Responsible persons are the members of a charity's governing body who share responsibility for the governance of the charity (called 'responsible entities' under the ACNC Act).

Declared at: [location] .....

On: [date dd/mm/yyyy] / /

Signature:

Board Member Name:

**Appendix C**

**Register of interests**

Name of board member or responsible person	Description of interest	Has the board been notified?	Date of disclosure	Steps taken by board for dealing with the conflict	Board member actions to address the conflict