## [insert organisation name and logo]

## Organisational Governance Statement

[organisation] is a *[company limited by guarantee/incorporated association]*, incorporated under the [*Association Incorporations Act/ Corporations Act* 2001]. Ultimate responsibility for the governance of the organisation rests with the Board of Directors. This governance statement outlines how the Board meets that responsibility.

**Achieving the mission**

The Board’s primary role is to ensure that [organisation]’s activities are directed towards achieving its mission of …. The Board must ensure that this mission is achieved in the most efficient and effective way possible, while preserving and promoting [organisation]’s reputation.

**Specific responsibilities of the Board**

The Board fulfils its primary role by:

* Formulating [organisation]’s strategic plan in conjunction with the CEO and senior management
* Selecting, appointing, guiding and monitoring the performance of the CEO
* Developing and maintaining [organisation]’s ethical standards
* Ensuring optimal succession planning is in place for the role of CEO and senior management positions
* Approving operating and capital budgets formulated by the chief executive and management
* Monitoring management’s progress in achieving the strategic plan
* Monitoring [organisation]’s financial performance, including management’s adherence to operating and capital budgets
* Ensuring the integrity of internal control, risk management and management information systems
* Putting in place a suite of delegations, policies and procedures
* Ensuring [organisation]’s financial viability, solvency and sustainability
* Ensuring stakeholders receive regular reports, including financial reports
* Ensuring the efforts of volunteers and staff are properly recognised
* Ensuring the company complies with relevant legislation and regulations
* Acting as an advocate for [organisation] whenever and wherever necessary.

These responsibilities are set out in the Board’s Charter, which can be viewed on the company’s website, [www.xx.org.au](http://www.xx.org.au)

**Management’s responsibility**

The Board has formally delegated responsibility for [organisation]’s day-to-day operations and administration to the CEO and executive management. [organisation]’s management team comprises the CEO, [Business Manager or Finance Officer] and [Director of Planning or other key staff positions]. The CEO provides the leadership of the management team and the organisation. The CEO is also responsible for achieving the results set out in the strategic plan and is authorised by the Board to put in place policies and practices, take decisions and actions and initiate activities to achieve those results.

The Board Nominations and Remunerations Committee is responsible for setting the CEO’s remuneration and guidelines for the remuneration of the management team. The CEO sets the remuneration for the management team within those guidelines. Details of key management personnel remuneration for the year can be found at Note 17 in the Finance Report.

**Board oversight**

The Board oversees and monitors management’s performance by:

* Meeting at least 10 times during the year
* Receiving detailed financial and other reports from management at these meetings
* Receiving additional information and input from management when necessary
* Assigning to the *[list Board committees]* Committees of the Board responsibility to oversee particular aspects of [organisation]’s operations and administration.

Each Board committee operates under a Charter approved by the Board. These Charters are reviewed annually and updated as necessary. Copies of the Charters can be viewed on the organisation’s website [www.XX.org.au](http://www.XX.org.au)

**Board members**

All Board members are non-executive directors and receive no remuneration for their services. [organisation]’s constitution provides an indemnity to directors. Appropriate directors’ indemnity insurance has been put in place. The company’s constitution specifies:

* There must be no less than five and no more than 11 directors
* No employees of the organisation, including the CEO, can be a director of the organisation
* Directors are appointed for a maximum of two terms of three years each.

The Governance Committee oversees the appointment and induction process for Board and committee members. Recommendations for appointment are made to ensure the Board has the right mix of skills, experience and expertise. The Governance Committee is also responsible for succession planning.

Board and Committee members receive written advice of the terms and conditions of their appointment and complete a structured induction program when first appointed. Board and committee members’ knowledge of the work of the organisation, and governance skills, are maintained by regular visits to [organisation]’s operations, management presentation and access to training programs as necessary.

The performance of individual Board and committee members and the Board and Board committees is assessed annually.

**The Chair**

The Chair of the Board is elected by the Board. The key internal roles of the Chair are to:

* Ensure the Board provides vision and guidance to the organisation
* Ensure Board meetings are effective
* Ensure the Board considers matters in a timely, transparent basis
* Guide the ongoing effectiveness and development of Board members
* Provides line-management of the CEO.

Externally, the Chair acts as spokesperson for [organisation] in conjunction with the CEO and consults and communicates with stakeholders.

**Risk management**

The Board oversees the establishment, implementation and annual review of [organisation]’s risk management system, which is designed to protect the organisation’s reputation and manage those risks that might preclude it from achieving its goals.

Management is responsible for establishing and implementing the risk management system, which assesses, monitors and manages operational, financial reporting and compliance risks. The *[relevant Board committee]* is responsible for monitoring the effectiveness of the risk management system between annual reviews.

**Ethical standards and code of conduct**

Board members and staff are expected to comply with relevant laws and the codes of conduct of relevant professional bodies, and to act with integrity, compassion, fairness and honesty at all times when dealing with colleagues, clients and others who are stakeholders in our mission. Board and committee members and staff are made aware of [organisation]’s ethical standards, code of conduct and conflicts of interest policy during their induction to the organisation and are provided with a copy of both documents at that time.

**Involving stakeholders**

[organisation] has many stakeholders, including clients, members, funding bodies, staff and volunteers, the broader community, government agencies who provide funds and regulate operations, and suppliers. These stakeholders are important to [organisation] and their feedback and input is actively sought. Stakeholders have the right to complain about XX services or management through the Feedback and Complaints Policy and Procedures, and stakeholders will be consulted or surveyed as part of [organisation]’s regular strategic planning process.