



# **Governance Policies and Procedures**

*(as at 14/4/2009)*

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## Principles relating to the Sub Committee's Governance role and processes

- The Sub Committee's first duty is to the legal entity to which it owes a duty of care.
- The Committee has as a primary concern for the interests and aspirations of the Chamber's owners. This includes those who might be classed as 'legal owners', i.e. those with membership status or the equivalent of this, and those who might be classed as 'moral owners', i.e. clients, consumers and others for whom the Chamber exists but who cannot exercise the same authorities as 'legal owners'.
- The Committee must attend to the Chamber's compliance responsibilities, but such attention should not be at the expense of dialogue about Chamber performance.
- The Committee is responsible for setting the ethical framework for the Chamber, defining and nurturing the Chamber's fundamental values.
- The Committee must maintain a continuous focus on the Chamber's reason for being, i.e. its mission or purpose and its corporate goals and objectives.
- The Committee must add value to the Chamber over and above that added by the Executive Officer.
- The Committee should aim to be as good at its job as it expects the Executive Officer to be at theirs.
- The Committee is responsible for setting the Chamber's strategic direction, priorities and performance criteria.
- Monitoring and evaluation of the Executive Officer's and the Chamber's performance should be built around a rigorous and continuous process.
- The Committee must ensure that when it has stated that something must or must not be done, the Executive Officer can demonstrate that this is so.
- Sound Committee systems provide protection for the Chamber, its stakeholders, the Committee and its directors against fraud, illegal practices and poor performance by its own members and its Executive Officer and staff. Written policies are an effective means for codifying Committee systems.
- The Committee has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.
- The Committee determines the policy parameters for the Chamber rather than doing the work - it says *what* should be achieved and what must not be done or occurs, but not *how* to do things.
- The Committee should have an emphasis on continuous improvement for itself and individual directors.
- The Committee has a responsibility to ensure that it has in place a succession plan for its own members and for the Executive Officer.
- The chairperson is a first among equals, fulfilling the role of servant leader to the Committee.

## **Relating to the Committee - Executive Officer Relationship**

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

**POLICY TITLE: OVER-ARCHING GOVERNANCE PROCESS**

**POLICY CLASS: COMMITTEE PROCESSES**

**POLICY**

**The Executive Committee's job on behalf of its members is to ensure the Frankston Business Chamber achieves its Mission and strategic goals and objectives and, in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' Corporate Governance.**

**Signed.....**

**Date .....**

**Position.....**

**Date of review .....**

**POLICY TITLE: GOVERNANCE POLICIES**  
**POLICY CLASS: COMMITTEE PROCESSES**



**PRINCIPLE**

- *The Committee must add value to the Chamber over and above that added by the Executive Officer.*
- *The Committee should aim to be as good at its job as it expects the Executive Officer to be at theirs.*
- *The Committee is responsible for setting the Chamber’s strategic direction, priorities and performance criteria.*

**POLICY**

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

1. **Results policies**; describing the results the Committee wants to be achieved. Results policies will include the Chamber’s Purpose or Mission statement, a Statement of Core Values, a set of Key Result Area statements (KRAs) defining the benefit provided, beneficiaries and the cost or worth of the benefit and Key Performance Indicators (KPIs) defining the next level of outcomes detail. These are located in the Strategic Business Plan.
2. **Committee Processes policies**; describing the way the Committee carries out its governing role including a definition of its relationship with the Executive Officer.
3. **Executive Officer Delegation policies**; making clear constraints or limits on the choice of operational means available to the Executive Officer for the achievement of Chamber’s outcomes or results.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: CONNECTION WITH MEMBERS**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

- *The Committee represents its members, moral and legal, exercising a duty of care for the Chamber and all of its stakeholders.*

**POLICY**

**The Committee acts in trusteeship for Frankston Business Chamber members\*.**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: CODE OF CONDUCT AND PROPER PRACTICE**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

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

**POLICY**

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

1. A Committee member must act honestly, in good faith and in the best interest of Frankston Business Chamber as a whole.
2. A Committee member should actively seek adequate knowledge about the business of the Chamber
3. A Committee member should provide positive input into the development of Chamber policy.
4. A Committee member has a duty to use care and diligence in fulfilling the functions of office and exercising powers attached to that office.
5. A Committee member must use the powers of office for a proper purpose, in the best interest of Frankston Business Chamber as a whole.
6. A Committee member must recognise that the primary responsibility is to Frankston Business Chamber as a whole, but should, where appropriate, have regard to the interests of all stakeholders in Frankston Business Chamber.
7. A Committee member must not make improper use of information acquired as a Committee member.
8. A Committee member must not take advantage of being in the position of a Committee member.
9. A Committee member must not allow personal interests or the interest of any associated person to conflict with the interest of Frankston Business Chamber.
10. A Committee member has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Committee.
11. A Committee member is to accept the need to sufficiently prepare of Committee meetings and decisions, and to insist on sufficient information to enable informed debate and decision making
12. To perform assignments in line with Sub Committee's responsibilities as delegated by the Committee
13. To devote sufficient time to the duties of a Committee Member
14. Confidential information received as a Committee member in the course of exercising those duties remain the property of the Chamber from which it was obtained and it is improper to disclose it or allow it to be disclosed, unless that disclosure has been authorised by that company, or the person from whom the information is provided, or is required by law.
15. A Committee member should not engage in conduct likely to bring discredit to Frankston Business Chamber.
16. A Committee member has an obligation, at all times, to comply with the spirit, as well as the letter, of the law.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: CHAIRPERSON ROLE DESCRIPTION**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

- *The chairperson is a first among equals, fulfilling the role of servant leader to the Committee.*

**POLICY**

**The Chairperson provides leadership to the Committee, ensuring that the Sub Committee’s processes and actions are consistent with its policies. As appropriate the Chairperson represents the Committee and the Chamber to outside parties.**

1. The Chairperson is empowered to chair Committee meetings
  - Meeting discussion content will be confined to governance matters as defined in the Sub Committee’s policies.
  - All directors will be treated even-handedly and fairly.
  - All directors will be encouraged and enabled to make a contribution to the Sub Committee’s deliberations.
2. There may be times when the Chairperson is called upon to interpret a Committee policy or policies to outside parties or in the absence of the Committee. All such interpretations shall reflect both the stated intent and spirit of the policy/ies.
3. The Chairperson has no authority to change unilaterally any aspect of Committee policy.
4. With the approval of the Committee the Chairperson may establish a regular communication arrangement with the Executive Officer in which there is an exchange of information. This might also provide an opportunity for the Executive Officer to use such sessions as a sounding Committee for proposed actions or to check interpretations of Committee policy. However;
  - The Chairperson will recognise that such session are not used to ‘personally’ supervise or direct the Executive Officer except when that person has breached Committee policy.
  - The Chairperson will not inhibit the free flow of information to the Committee necessary for sound governance. Therefore the Chairperson will never come between the Committee and its formal links with the Executive Officer.
5. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

**(THIS ROLE POSITION IS TO BE READ IN CONJUNCTION WITH COMMITTEE POSITION DESCRIPTIONS AND SUB COMMITTEE’S DESCRIPTIONS)**

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: AGENDA PLANNING**  
**POLICY CLASS: COMMITTEE PROCESSES**



**PRINCIPLE**

- *The Committee must add value to the Chamber over and above that added by the Executive Officer and staff.*

**POLICY**

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

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: COMMITTEE MEMBER INDUCTION**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

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

**POLICY**

**The Committee will provide to all new directors a thorough induction into the affairs of both the Committee and Frankston Business Chamber at large.**

1. All prospective Committee Members will be provided with all relevant information.
2. Prior to attendance at their first Committee meeting, new directors will:
  - Receive a copy of the Governance policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, a Chamber Organisation chart, contact details for other Committee members and key staff, membership list, Insurance details, a glossary of key terms, definitions and acronyms as applicable, the current year's meeting schedule and the annual agenda.
  - Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
3. Meet with the Executive Officer for an operational familiarisation.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: CONFLICT OF INTERESTS**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

- *The Committee represents its members, morally and legally, exercising a duty of care for the Chamber and all of its stakeholders.*
- *The Committee is responsible for setting the ethical framework for the Chamber, defining and nurturing the Chamber’s fundamental values.*
- *Sound Committee systems provide protection for the Chamber, its stakeholders, the Committee and its members against fraud, illegal practices and poor performance by its own members and its Executive Officer and staff.*

**POLICY**

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

**APPLICATION OF POLICY**

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Committee Member and his /her role and relationship with Frankston Business Chamber must be declared and registered in the Register of Interest.
2. All such entries in the Register shall be presented to the Committee and minuted at the first Committee Meeting immediately following any entry in the records.
3. All conflicts of interest must be declared by the Committee Members at the earliest time after the conflict is identified.
4. The Committee shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
5. Where a conflict of interest is identified and/or registered, and the Committee has declared that it is of material benefit to the individual or material significance to Frankston Business Chamber, the Committee Member shall not vote on any resolution relating to that conflict or issue.
6. The Committee Member shall only remain in the room during any related discussion with Committee approval.
7. The Committee will determine what records and other documentation relating to the matter will be available to the Committee Member.
8. All such occurrences will be minuted.
9. Individual Committee Members, aware of real or potential conflict of interest of another member, have a responsibility to bring this to the notice of the Committee.
10. Any paid member of Frankston Business Chamber attending a Committee meeting who have an actual or potential conflict should not be involved in the decision making affecting that transaction

Note:

*Conflicts of interest may occur:*

1. *When a Committee Member or his/her immediate family or business interests, stands to gain financially from any business dealings, programs or service provided to Frankston Business Chamber.*
2. *When a Committee Member offers a professional service to Frankston Business Chamber.*
3. *When a Committee Member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.*

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: SUB COMMITTEE’S MEMBERS AND WORKING PARTIES**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

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

**POLICY**

**The Committee will establish committees and working parties only to support it in its own work, never to conflict with the Executive Officer’s delegated responsibilities.**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: COMMITTEE PERFORMANCE REVIEW**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

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

**POLICY**

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

1. At least every second year, the Committee will undertake a formal review conducted by an independent governance expert. This review will examine:
  - (a) The performance of the Committee as a whole
  - (b) The performance of individual directors
  - (c) The performance of the Chairperson
  - (d) The Executive Officer’s relationship with the Committee.
  
2. In any year when the Committee does not undertake a formal review, an informal review will be carried out by the Committee under the guidance of the Chairperson.
  
3. The outcome of the annual review should be:
  - (a) Development goals for the Committee as a whole as relevant
  - (b) Development goals for individual directors as relevant.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: COMMITTEE DEVELOPMENT**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

- *The Committee should have an emphasis on continuous improvement for itself and individual directors.*

**POLICY**

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

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: DELEGATION TO THE EXECUTIVE OFFICER**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

- *The Executive Officer is the Committee’s sole direct employee in whom is vested accountability for the operational Chamber.*
- *The Committee should direct, not manage the Executive Officer by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Executive Officer must remain.*
- *The Committee’s delegation to the Executive Officer must be unambiguous – the Committee must stand behind its own policies.*

**POLICY**

**The Executive Officer is the Committee’s sole connection to the operational Chamber. The Committee delegates to the Executive Officer responsibility for implementation of its Results policies\* while complying with the boundaries and constraints imposed by the Executive Officer Delegation policies.**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: EXECUTIVE OFFICER AUTHORITY**

**POLICY CLASS: COMMITTEE PROCESSES**



**PRINCIPLE**

- *The Executive Officer is the Committee's sole direct employee in whom is vested accountability for the operational Chamber.*

**POLICY**

**The Executive Officer has the delegated authority to manage the operational affairs of the Chamber within Committee policy.**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: MONITORING EXECUTIVE OFFICER PERFORMANCE**



**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

- *The Sub Committee’s assessment of the Executive Officer’s performance is based of the performance indicators agreed at the commencement of a performance year as negotiated.*
- *Monitoring and evaluation of the Executive Officer’s and the Chamber’s performance should be built around a rigorous and continuous process.*

**POLICY**

**The Executive Officer’s performance will be continuously, systematically and rigorously assessed by the Committee against achievement of the Results policies and compliance with Executive Officer Delegation policies. The Committee will provide regular performance feedback to the Executive Officer.**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: COMMITTEE ATTENDANCE POLICY**

**POLICY CLASS: COMMITTEE PROCESSES**

**PRINCIPLE**

- *This policy is intended to foster and promote maximum contribution from each Committee Member to ensure an equitable sharing of the workload among all Committee Members.*

**POLICY**

**Definition of a Committee Attendance Problem:**

A Committee-attendance problem occurs if any of the following situations arise regarding a Committee Member's attendance at Committee meetings:

1. The Member has two un-notified absences in a row ("un-notified" means the Member did not provide adequate advance notice to the Committee President and/or Secretary of their non-attendance and apology for the Committee meeting).
2. The Member has three notified absences in a row (excluding for reasons of illness, family crisis, holidays etc).
3. The Member misses more than one third of the total number of Committee meetings convened in any twelve-month period.

**Response to a Committee-Attendance Problem:**

Where a Committee-attendance problem exists regarding any Member, the Committee Chair will promptly contact the Member to discuss the problem. The Member's response will be advised to the entire Committee at the next Committee meeting and the Committee will decide at that time what action is appropriate to take regarding the Committee Member's future membership of the Committee. If the Committee resolves to terminate the Committee Member's membership, termination will be notified to the Committee Member and the Committee will promptly initiate the process of recruiting a new Committee Member.

The above applies to full Board meeting and all sub committees of the Chamber.

This Policy will be reviewed and renewed each year.

The Committee Member whose name and signature appears below has signed this document as an acknowledgement of her undertaking to accept and abide by this Policy.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE:        OVERARCHING EXECUTIVE OFFICER CONSTRAINT**

**POLICY CLASS:        EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

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

**POLICY**

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

**The Committee imposes the following constraints. The Executive Officer must not:**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: FINANCIAL PLANNING**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

- *The Committee has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The Committee represents its owners, moral and legal, exercising a duty of care for the Chamber and all of its stakeholders.*

**POLICY**

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

**The Committee imposes the following constraints. In developing the operational financial plan/s, the Executive Officer must not:**

1. Fail to demonstrate (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
2. Create financial risk beyond Committee-determined parameters.
3. Fail to incorporate/accommodate medium to long-term financial plans/projections and long-term business direction.
4. Design a financial plan that anticipates the achievement of a 'bottom line', materially different from that determined by the Committee, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Design plans that would/could threaten the achievement of Committee determined financial ratios.
6. Fail to provide for current and future capital requirements such as future buildings.
7. Fail to provide for the Committee's developmental and other expenditure.
8. Fail to plan for Committee-determined spread of revenue sources.
9. Neglect to demonstrate responsible management of the Chamber's assets.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: FINANCIAL MANAGEMENT**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLES**

- *The Committee has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The Committee represents its owners, moral and legal, exercising a duty of care for the Chamber and all of its stakeholders.*

**POLICY**

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

**The Committee imposes the following constraints. In managing the day-to-day financial affairs of the Chamber the Executive Officer must not:**

1. Use any Chamber funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Committee-approved purposes and priorities.
2. Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
3. Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
4. Fail to pay staff in accordance with their employment contracts.
5. Authorise expenditure beyond the level established by the Committee.
6. Fail to meet all government imposed compliance requirements or payments on time and to standard.
7. Breach Australian Accounting Standards.
8. Acquire, encumber or dispose of land or buildings.
9. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards approved by the Committee.
10. Fail to assertively pursue receivables overdue.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: INVESTMENTS**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

- *The Committee has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The Committee represents its owners, moral and legal, exercising a duty of care for the Chamber and all of its stakeholders.*

**POLICY**

**The Executive Officer shall not allow or cause to allow Frankston Business Chamber investment assets to be invested in a manner that threatens its financial security.**

**The Committee imposes the following constraints. The Executive Officer must not:**

1. Fail to maintain sufficient liquidity to meet short to medium-term financial commitments.
2. Invest in other than Committee approved institutions.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: REMUNERATION AND BENEFITS**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

- *The Committee represents its owners, moral and legal, exercising a duty of care for the Chamber and all of its stakeholders.*

**POLICY**

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

**The Committee imposes the following constraints. The Executive Officer must not:**

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

**igned** .....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: PROTECTION OF ASSETS**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

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

**POLICY**

**The Executive Officer shall not fail to take all prudent and reasonable actions to ensure that Frankston Business Chamber assets, physical and intellectual, are protected against all foreseeable damaging circumstances.**

**The Committee imposes the following constraints. The Executive Officer must not:**

1. Permit any unauthorised person to handle cash.
2. Process the receipt or disbursement of funds outside of controls acceptable to the duly appointed auditor.
3. Deposit funds in non Committee-approved institutions.
4. Allow the assets to be insured for less than is considered necessary for prudent risk-management.
5. Make any purchase of goods or services without protection against conflict of interest.
6. Allow plant and equipment to be subjected to unauthorised or improper use, wear and tear or insufficient maintenance.
7. Fail to protect intellectual property, information, and files from loss, improper use, improper purposes, or significant damage.
8. Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of staff, customer and Chamber property.
9. Fail to maintain an appropriate asset register.
10. Fail to ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements.
12. Fail to maintain a current assessment and evaluation of the risk factors that could conceivably disrupt the Frankston Business Chamber's effective and efficient operation and ensure that there are plans and systems that, in the event of disruptive events, will allow continuity of business.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: COMMUNICATION & SUPPORT TO THE COMMITTEE**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

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

**POLICY**

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

**The Committee imposes the following constraints. The Executive Officer must not:**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: EMERGENCY EXECUTIVE OFFICER AND SENIOR  
MANAGEMENT SUCCESSION**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

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

**POLICY**

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

**The Committee imposes the following constraints. The Executive Officer must not:**

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

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: TREATMENT OF MEMBERS**

**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**

**PRINCIPLE**

- *The Committee represents its owners, moral and legal, exercising a duty of care for the Chamber and all of its stakeholders.*

**POLICY**

**Chamber members are to be treated with utmost respect. To this end the Executive Officer must not allow any conditions or circumstances to occur that breach this principle.**

**The Committee imposes the following constraints. The Executive Officer must not:**

1. Collect, review, transmit or store Member information in a manner that fails to protect against improper access to or use of that information.
  
2. Fail to ensure that there are systems and procedures to provide information to Members regarding the services/benefits provided and their Membership rights:
  - (a) All Members must have access to grievance and appeal processes as these relate to their continuing Membership rights and status.
  
3. Fail to ensure that all principles of natural justice are applied in all grievance hearings and associated processes.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: PUBLIC AFFAIRS**  
**POLICY CLASS: EXECUTIVE OFFICER DELEGATION**



**PRINCIPLE**

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

**POLICY**

**The Executive Officer shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to Frankston Business Chamber.**

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....

**POLICY TITLE: COMMUNICATION**  
**POLICY CLASS: BOARD PROCESSES**



**PRINCIPLE**

- *The Chamber is committed to a philosophy of open and transparent communication that states that information about the organisation and its activities is readily available to its members and all other interested stakeholders. The commitment is subject only to considerations of confidentiality.*
- *It is expected that all communications be respectful, accurate and professionally presented*

**POLICY**

In order to safe guard the Chamber and to avoid any misunderstanding as to the Chambers stated position on any area of activity the following actions are to be taken at all times;

**General Communication**

- The Chamber has an obligation to its Members, the Board, staff and other stakeholders to provide a professional and accountable service.
- During working hours all communications by Executive members will be representative of the Frankston Business Chamber.
- It is essential that all communications be respectful, accurate and professionally presented.
- Executive Members need to be informed of any communications that may have the potential to possibly invoke any negative response towards the Chamber
- All communications (written or verbal) are subject to considerations of Confidentiality.

**Procedures**

- All oral / written communication which commits the Chamber **OR** purports to be the Chambers position on any given subject **OR** can be considered contentious must wherever possible receive the approval of a minimum of two office bearers.
- Subject to the above all office bearers are authorized to speak on the Chambers behalf. On certain issues the Executive Officer **OR** Committee Chairs may be authorized by the Executive Committee to speak on behalf of the Chamber.

**General Committee communication**

- The running of committees other than the Executive Committee are under the direction of the appointed Chair who will ;
  - Arrange meeting venue and alternate meeting date if different from that scheduled
  - Select meeting agenda
  - Arrange circulation of minutes / correspondence etc
  - Chair meeting

President of the Chamber / Treasurer / Executive Officer may attend all sub committee meetings in an ex officio capacity however; whilst able to contribute to discussions will in normal circumstances have no vote.

**Signed**.....

**Date** .....

**Position**.....

**Date of review** .....