

Governance Charter

Category: Governance
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Approved By: Executive Committee
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Introduction:

The purpose of this charter is to clarify the role and responsibility of the governing bodies of the Association and to contribute to high standards of governance within the Association.

Policy Statement:

Effective performance of the Association requires a strong trinity, comprising a strong Executive Committee, a strong Advisory Board, and a strong Chief Executive.

Procedures:

Governance Structure

The governance structure of the Association is comprised of three levels:

- a) an Executive Committee (equivalent to a Board of Governors);
- b) an Advisory Board (dealing with matters of commercial and service interests); and
- c) a Chief Executive (who shall head the senior management team of the Association).

The Executive Committee has responsibility for the overall direction of the activities and affairs of the Association, and shall work to protect and enhance the value of the assets of the Association in the interests of the Association and its current and future members.

The Advisory Board has responsibility for oversight of the commercially based and service based activities and affairs of the Association, and shall work to protect and enhance the value of the assets of the Association and the service objectives in the interests of the Association and its current and future members.

The Chief Executive has responsibility for achieving the direction and objectives of the Association through leadership and management of its activities and affairs. The Chief Executive is employed by and reports to the Chief Executive Employment Sub Committee. The Chief Executive will provide reports to the aforementioned Board of governance.

The structure of the governing bodies is also governed by the Constitution of the Association.

Policy Framework

The Association shall introduce, review, and amend if necessary policies that specify best practice for the activities and affairs of the Association.

The policy framework of the Association is comprised of three levels:

- a) The Association Constitution, general meeting resolutions, and referenda;
- b) Governance policies, the strategic plan; and
- c) Other policies, plans, and processes.

The Association Constitution, general meeting resolutions, referenda, governance policies, the strategic plan, and the business plan shall be Association-wide policies that govern the overall activities and affairs of the Association.

Changes in Association-wide policies shall be implemented in a timely manner.

Association Constitution, General Meeting Resolutions, and Referenda

The Executive Committee shall inform all bodies within the governance structure of the Association of any proposed additions or alterations to the Association Constitution, general meeting resolutions, or referenda. The advice of the governing bodies of the Association and the Association Solicitor shall be sought before a governing body proposes any changes to the Association Constitution, general meeting resolutions, or referenda.

The process of introducing and amending the Association Constitution, general meeting resolutions and referenda is covered in the Association's Constitution.

Governance Policies and the Strategic Plan

Governance policies shall include charters (including this charter), policies, and other such documents that have been approved in a manner consistent with the consultation process listed in this policy.

Governance policies are directions to all members of the governance structure and all staff within the Association of best practice in areas deemed appropriate by the governing bodies of the day. All governance policy shall be critically reviewed annually.

The Association strategic plan shall be considered alongside governance policies, and shall outline the long-term direction of the Association's overall activities and affairs. Strategic plans may be reviewed on an annual basis with a formal review every three years.

Additions or alternations to governance policy or the strategic plan may be proposed at any time by bodies within the governance structure of the Association. Where a perceived conflict exists between the governance policies and the strategic plan, changes to the governance policies and strategic plan shall be proposed.

Other Policies, Plans, and Processes

Other policies, plans, and processes shall include:

- a) the business plan;
- b) operational policies and processes;
- c) Executive Committee and Advisory policy (internal to that body);
- d) policies and processes of affiliated and associated bodies; and
- e) any other policies and processes.

Each body within the governance structure of the Association shall have authority over its own activities and affairs, subject to Association-wide policies and procedures. This shall include introducing, amending, and adopting policies, plans and processes for that body, and amending the responsibilities of a member under the jurisdiction of that body.

The general plan and operational policies and processes shall guide specific areas of management within the Association, such as facilities, finance, health and safety, human resources, and information technology. They shall be developed by the Chief Executive and management, and must be consistent with Association-wide policies.

Any operational policies that affect other areas of the Association (in particular the Executive Committee or Advisory Board) should be discussed with those other areas. No operational policy or process should unnecessarily impede the work of the bodies within the governing structure of the Association.

The Executive Committee and Advisory Board may introduce or amend policy that is specific to that governing body, such as political policy and plans. Other areas of the Association may also consider these policies as advice on dealing with such matters.

Any policies and decisions regarding the Chief Executive and management of the Association are required to undergo the consultation process listed within this policy to ensure that only very good decision are made.

Policies and directives from the Executive Committee regarding the Chief Executive and management of the Association shall be considered as though they have been made to the Management Board. The Management Board shall then be responsible for reviewing these decisions and taking any action where necessary.

Politically motivated policy or plans shall only form part of Executive Committee policy, and shall not form part of the governance policies or strategic plans of the Association. This is to avoid political involvement or representations by members of the Advisory Board or staff members of the Association.

Consultation Process

The Association is committed to open, full, and honest communication between its governing bodies to ensure that any decisions are carefully considered and adhere to best practice for the Association.

The Association shall enter a consultation process when making any significant decision regarding the activities and affairs of the Association, including:

- a) any proposed additions or amendments to come as they are or the strategic plan;
- b) any proposed additions or amendments to the governance of the Association; and
- c) any other material decisions where it is reasonable to expect a consultation process between the governing bodies of the Association to occur.

A consultation process shall involve the following steps:

- a) providing copies of the changes to each of the bodies within the governance structure of the Association;
- b) allowing each body sufficient time to carefully consider the impact on the Association, including the impact on finances, people, processes, systems, and controls; and
- c) reaching a general agreement regarding the changes amongst the bodies within the governance structure of the Association.

The consultation process is to ensure that only very good decisions made, and may take several weeks or more. In the event a disagreement exists, or the process is taking an excessive amount of time, the matter shall be dealt with in whatever manner the bodies within the governance structure of the Association deem best.

Upon the completion of a full consultation process decisions made are required to be passed by the single majority of the Executive Committee before becoming operative.