

GOVERNANCE POLICY (February 2020)

INTRODUCTION

CPS mission and vision

PURPOSE

The Governance policy is intended to clarify the content of the Cat Protection Society's constitution by making explicit the underlying principles of governance approved by the organisation.

Governance of the Cat Protection Society focuses on those systems and processes that ensure the organisation's overall direction, effectiveness, supervision and accountability.

POLICY

The Board of the Cat Protection Society Victoria (CPSV) is an elective, representative and collective body.

- Board members are elected by members
- The Board is representative: all members are committed to acting selflessly and making decisions and voting on governance decisions solely in the best interests of the organisation
- The Board acts collectively: each member has the right to argue for their own point of view and, once a collective decision has been taken, Board members are required to support that decision.

The function of the CPSV Board of is to ensure the delivery of the organisation's objects, 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.

The Board of the CPSV, consistent with the Australian Charity and Not for Profit Commission (ACNC) governance standards, is responsible for ensuring:

1. CPS works towards its charitable purpose
2. The Board is accountable to members
3. CPS complies with Australian laws
4. The Board appoints suitable person as Board members
5. Board members fulfils their duties ie
 - a) Act with reasonable care and diligence
 - b) Act in the best interests of CPS
 - c) Do not use improperly information or their position
 - d) Manage the financial affairs of CPS responsibly
 - e) Disclose and manage conflicts of interests
 - f) Not allow CPS to operate while insolvent.

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 – selecting, evaluating the performance of, rewarding and, if necessary, dismissing the organisation’s Chief Executive Officer (CEO)
- Succession and remuneration planning – planning for Board and CEO 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
- Dispute management – dealing with and managing conflicts that may arise within the organisation, including conflicts arising between Board members, staff, the CEO, members, volunteers, or service users.
- Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable
- Board performance and composition – evaluating and improving the performance of the Board

RELATIONSHIP WITH MANAGEMENT

The Board should focus on the strategic direction and the core policies of the organisation and avoid becoming involved in day-to-day operational decisions.

Where individual Board members need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

BOARD COMMITTEES

The Board may, from time to time, establish Committees to assist it in carrying out its responsibilities. The Board will set a Charter for each Committee setting out matters relevant to the composition, responsibilities and administration of such Committees and other matters that the Board may consider appropriate.

Unless specified otherwise in a Committee’s charter, the Committee’s role is to advise the Board. Committees have no authority to make decisions or commit CPSV funds.

Committees may comprise Board members and non-Board members with relevant expertise and interest. Committees must be chaired by a Board member and have at least one Board member (who may be the Chair).

Committees must report regularly and on a timely basis to the Board on activities and present recommendations for Board consideration as necessary. A Committee may seek the Board's direction or decision out of session in exceptional circumstances. The Committee Chair should consult with the Board Chair before seeking an out of session decision.

CONDUCT

Each Board member will ensure that decisions or actions taken are always in the best interests of CPSV. Board members will comply with the Director Conflict of Interest Policy and the Director Code of Conduct.

Each Board member will respect the contributions of other Board members and strive to understand their perspective and contributions to Board debate and discussion. Board members will debate issues openly and constructively and be free to question or challenge the opinions presented at meetings where their own judgement differs from that of other members.

All Board members are expected to utilise their range of relevant skills, knowledge and experience for all matters discussed at Board meetings. The Chief Executive Officer and other senior executives will ensure they bring to all Board debate and discussion their unique knowledge, experience and perspective on CPSV's business.

Board members must attend a minimum of 75% of the meetings of Directors in each calendar year either in person or by electronic means. If a Board member fails to meet this minimum requirement, the Board member may be requested to resign from the Board. Board members unable to attend a meeting must advise the Chairperson and the Company Secretary of the Board as soon as practicable with an explanation for non-attendance.

RESPONSIBILITIES

CHAIRPERSON

The Chairperson has the following responsibilities:

- the conduct of Board meetings, including setting the agenda for those meetings
- to act as the conduit between the Board and the organisation
- in consultation with the Board and advised by the Nomination Committee, preparation of a role description and annual targets for the Chief Executive Officer for the Board's approval
- to conduct an annual review of the performance of the Chief Executive Officer and report to the Board on that review.

THE BOARD

The Board is responsible for governance through:

- establishing and maintaining policies and procedures, systems of financial control, internal control, risk management and performance reporting
- setting strategic directions and budget parameters, approving the strategy and annual budget

- clearly demarcating and delegating the functions of sub-committees, officers, the CEO, and other staff and agents
- reviewing regularly the Board's effectiveness in meeting its responsibilities.

THE CEO

The CEO is responsible for addressing key management and operational issues within the direction and the policies laid down by the Board, including

- developing and implementing organisational strategies and making recommendations to the Board on significant strategic initiatives;
- making recommendations for the appointment of staff, determining terms of appointment, evaluating performance, and developing and maintaining succession plans for staff;
- developing the annual budget and managing day-to-day operations within the budget;
- maintaining an effective risk management framework;
- keeping the Board and regulators informed about any developments with a material impact on the organisation's performance; and
- managing day-to-day operations in accordance with agreed standards for social, ethical and environmental practices.

REVIEW

This Governance Policy will be reviewed every year by the Board.

AUTHORISED BY THE BOARD 11TH FEBRUARY 2020

Version 1.