***WIRRAWANDI ABORIGINAL CORPORATION GOVERNANCE POLICY***

*This policy may be amended from time to time. Any printed copy may not be up to date, and you are advised to check the electronic copy on the WAC website to ensure that you have the current version. Alternatively, you may contact administration on 91284788*

# OBJECTIVE

To ensures the organisation has effective and appropriate administrative processes and procedures to meet compliance and legislative requirements of ORIC.

# PURPOSE

# The Governance Policy is intended to clarify the content of the organisation’s constitution by making explicit the underlying principles of governance approved by the organisation.

## POLICY

The Board of Wirrawandi Aboriginal Corporation (WAC) is an elective, representative, and collective body.

* It is **elective**, in that the determination of Board members is the prerogative of members through the election process.
* It is **representative**, in that no member can be mandated by their constituency to adopt a particular position if they do not believe it to be in the best interests of the organisation. Whatever the constituency of any member, all members are committed to acting selflessly and making decisions and voting on governance decisions solely in the best interests of the organisation.
* It is **collective**, in that while each member should put the point of view of their constituency, and each member has the right to argue for their own point of view and to vote for that position, once a collective decision has been taken Board members are required to support that decision.

The function of the Board of WAC is to collectively ensure the delivery of the organisation’s objects, to set its strategic direction, and to uphold its values. The Board should collectively be 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 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 regulatory bodies;
* 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 General Manager (GM)/Chief Executive Officer (CEO)
* Succession and remuneration planning – planning for Board, GM/CEO and executive 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 GM, members, volunteers, or service users.
* Social & Cultural responsibility – considering the social, ethical, environmental and cultural 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 do 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).

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| Policy Number: | WIRR005 |
| Last Review: | February 2022 |
| Next Review: | February 2024 [Every 2 Years] |
| Responsible Officer: | General Manager |

*This policy takes effect from the date of adoption by Board of Directors and shall remain valid until it is amended or deleted.*