

Australian Evangelical Alliance Inc. (Missions Interlink)

BOARD GOVERNANCE POLICY

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Drafted by	Pam Thyer	Approved by Board on	3 March 2015
Responsible person	Pam Thyer	Scheduled review date	March 2016

INTRODUCTION

This Governance Policy is intended to clarify the content of the organisation's constitution (Australian Evangelical Alliance Incorporated Rules) by making explicit the underlying principles of governance approved by the organisation and setting out the Board's Terms of Reference. For the purposes of this document the Australian Evangelical Alliance Inc (AEA) Committee of Management is referred to as the "Board". The Executive Director of AEA is the MI National Director.

POLICY

1. PURPOSE OF THE BOARD

The purpose of the Board of Australian Evangelical Alliance Inc. (AEA) is to collectively ensure the delivery of the organisation's objects, to set its strategic direction, protect its interests, 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.

In carrying out their responsibilities and exercising their powers, Board Members will ensure they act honestly, fairly and diligently, in accordance with the law and in serving the interests of AEA and the reasonable expectations of AEA's stakeholders.

2. ROLE OF THE BOARD

The responsibilities of the Board that cannot be delegated to any other person or body are:

2.1 Strategy

- To provide final approval of AEA's vision, mission and objectives;
- To approve and review AEA's strategic direction and monitor management's execution of the strategic plan; and
- To ensure alignment between the vision, mission and strategic objectives of AEA.

2.2 Accountability

- To monitor the overall performance of AEA;
- To approve any new policies and monitor compliance with AEA's existing policies;
- To approve and monitor AEA's financial position, financial performance and cash flows (including annual budget, annual reports, periodic financial reports);
- To undertake evaluation of the Board and succession planning.
- To report outcomes to stakeholders;
- To appoint, remove and review the performance of the MI National Director and determine senior management remuneration;
- To oversee external audits; and
- To ensure the social, ethical and environmental impact of all activities and operations are acceptable.

2.3 Risk Management

- To ensure up-to-date and effective risk assessment frameworks and risk management strategies are in place;
- To ensure critical tasks are appropriately managed; and

- To ensure that AEA has appropriate insurance.

2.4 Compliance

- To review and comply with the AEA Rules;
- To comply with Board Members' responsibilities; and
- To ensure compliance with all legal and regulatory requirements, ethical standards and external commitments.

3. BOARD COMPOSITION

The composition of the Board is governed by the AEA Rules. The Board must have a minimum of 5 and maximum of 15 members elected at an AGM or appointed by the Board to fill a casual vacancy. The MI National Director will be a non-voting member of the Board.

Board appointments are for a maximum of 12 months, i.e. until the next AGM. A member of the Board shall not serve for more than 8 years but is eligible for re-election after 12 months of not being a member of the Board.

Members of AEA must be members of the Missions Interlink (MI) National Leadership Team (NLT), appointed according to the MI Regulations.

The Chairperson, Treasurer, and Secretary (Public Officer) of AEA will be determined by the Board at the first meeting following the AGM. The Board may also appoint other officers from time to time as required. Office holders, other than the Secretary, must be Members of the Board.

The AEA Rules do not allow for the appointment of Alternate Directors.

4. MEETING CONDUCT

4.1 Notice of Meetings

For General Meetings of AEA, 14 days notice should be given unless Special business is to be considered, in which case 21 days notice should be given. For Board meetings and meetings of any Board sub-committees, at least 5 working-days notice should be given.

Minutes of any meeting of the Board should be circulated to all members as soon as possible after that meeting (target is within 14 working days), and before the scheduled date of the next meeting at which they should be approved.

The minutes shall record:

- the date, time and venue of the meeting;
- the names of those present;
- the name of the meeting Chair;
- any apologies tendered;
- any failure of a quorum;
- any risk matters considered and actions arising;
- a list of items considered and actions or resolutions pertaining to those items;
- details of any declarations of conflict of interest; and
- any other matters recorded at the discretion of the Chair;
- the date, time and venue of the next meeting.

Ordinary meetings of the Board shall be held at the dates, times, and places decided by the Board from time to time, except that no fewer than two meetings shall be held in any one year.

Special meetings of the Board shall be called at any time at the request of the Chairman or any 2 members of the Board.

Agenda Items

Each meeting Agenda will include the following as standing items:

- Declarations of Conflicts of Interest
- Risk Management report
- Financial status of the entity
- Status of action items from the previous meeting

Papers supporting any Agenda items must be distributed to members in advance of the meeting where the matter is to be considered. The timing of distribution must allow sufficient time for members to read and consider the content prior to the meeting. No discussion will be permitted of papers tabled at a meeting, except with the permission of the Chair.

4.2 Quorum

The quorum for Board meetings is a minimum of 5 members present.

Lack of quorum means that a meeting cannot conduct any business, i.e. no resolutions can be determined.

In the absence of a quorum, a meeting should terminate. In the case of an ordinary meeting, the meeting should be rescheduled. In the case of a Special meeting the meeting lapses.

4.3 Voting

The Chairperson must receive and put to a vote any properly seconded motion moved by any member of the Board.

The mode of voting is by a show of hands or by poll if requested by a member.

Members may vote for any motion or may abstain. A motion shall be declared carried if a majority of members present vote in its favour. In the event of an equality of votes for and against a motion, the Chairperson may exercise a casting (second) vote.

For meetings held by email, at least two-thirds of Board members eligible to vote must participate in the meeting and the designated period for voting be completed, before any resolution is passed.

4.4 Members' Interests

Where a member has a Conflict of Interest in a matter before the Board, the member shall inform the Chairperson of this interest either at the beginning of the meeting or, if the matter is not featured on the circulated agenda, when the matter arises.

The Chairperson will then ensure that the provisions of the Conflict of Interest Policy are followed. This will include the member absenting him/herself from discussions and voting plus recording the disclosure in the meeting minutes.

4.5 Speaking

Members may speak to any motion when granted the right to speak by the Chairperson. The mover of any motion has the right to speak first on that motion for the time period allocated by the Chairperson.

The Chairperson shall grant priority to members who express an intention to move dissent with a decision of the Chairperson.

5. BOARD RESPONSIBILITIES AND DUTIES

5.1 Board Members

All board members must be members of AEA and, prior to appointment, will be required to sign a Board Member Declaration.

5.2 Chairperson

The Chairperson is to provide leadership to the Board, AEA, and MI, ensuring that the Board effectively discharges its responsibilities.

The Chairperson is responsible for:

- The efficient organisation and conduct of the Board's function and meetings;
- Facilitating the effective contribution of all Board Members;
- Ensuring the Board receives the information it requires for informed decision making;
- The promotion of constructive and respectful relations between Board Members and between the Board and Management.
- Committing the time necessary to discharge effectively his/her role as Chair;
- Scheduling regular and effective evaluations of the Board's performance;
- Maintaining ongoing communication with the MI National Director and serving as a conduit between the Board and Management;
- Presiding at General Meetings.

The Chairperson of AEA is also the Chairperson of MI NLT.

5.3 Treasurer

The Treasurer is responsible for the development, oversight and review of all financial policies of AEA and the presentation of financial reports.

5.4 MI National Director

The MI National Director is accountable to the Board for the overall management and performance of AEA and is responsible for:

- Promoting the interests and development of AEA;
- Developing Procedures as the means of enabling Policies;
- Developing and implementing organisational strategies and making recommendations to the Board on significant strategic initiatives;
- The day-to-day management of AEA with all powers, discretions and delegations authorised, from time to time, by the Board;
- The administrative, financial, and other business of AEA;
- Exercising a general supervision over the staff and volunteers of AEA; and
- Maintaining an effective risk management framework.

The Board is responsible for regularly reviewing and ensuring that all necessary and appropriate delegations are in place to enable the MI National Director and the management team to meet this responsibility.

The MI National Director must have a formal employment agreement describing his or her term of office, duties, rights and responsibilities and entitlements on termination.

5.5 Relationship between Board and Management

The Board is ultimately responsible for the performance of AEA. The Board has retained its authority to make decisions on matters specified in this Governance Policy, and save for those matters and MI National Director operational limits, determined from time to time by the Board, it delegates authority for all other matters to the MI National Director. The Board maintains its independence from management through a number of measures, including identifying and defining the respective roles of management and the Board and the exercise of independent thinking in decision making.

The MI National Director is not a Board Member but is expected to attend Board meetings. The MI National Director is accountable to the Board for the exercise of the delegated authority and is to demonstrate progress to fulfil this responsibility through the provision of reports on a regular basis.

The MI National Director is expected to provide candid reporting that accurately portrays organisational performance. Board papers on matters for decision by the Board should normally conform to the Board's requirements, as determined from time to time.

Board Members may communicate directly with the MI National Director and staff as required to fulfil their responsibilities, provided this is done in consultation with the MI National Director or Chairperson as appropriate.

Policies can be established or altered only by the Board: **Procedures** may be altered by the CEO.

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) and subject themselves to the authority of the MI National Director.

6. BOARD COMMITTEES

The Board may establish committees to assist it in carrying out its work. Board committees provide an opportunity to examine issues in greater detail than what is possible during Board meetings. The Board will clearly define the terms of reference of each committee, including its membership, roles, procedures and functions, and the boundaries of their authority.

Each committee is comprised of Board members who are best suited to effectively participate in achieving the objectives of the committee and in carrying out its work, and will have access to appropriate resources.

The Board may from time to time co-opt non-Board members to serve on a committee in order to bring additional skills, experience or networks.

The Board reviews the membership of each committee and its terms of reference on an annual basis.

Unless explicitly empowered by the full Board, committees cannot make binding Board decisions. Each committee reports to the Board on the outcome of its work and, where appropriate, makes recommendations to the Board. Minutes of each committee meeting will be prepared and circulated to all Board Members and the committee Chairperson will provide written and verbal reports to the Board of key recommendations and discussions of the committee which they chair.

The MI National Director shall sit ex-officio on all Board committees, but may delegate their attendance to any other person.

7. REVIEW OF POLICY

The Board will review this Policy annually to ensure it remains consistent with the Board's objectives and responsibilities.

AUTHORISATION

Pam Thyer

3 March 2015

Australian Evangelical Alliance Inc.