

Tuggeranong Community Arts Association GOVERNANCE CHARTER

February 2025

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Tuggeranong Community Arts Association is a not-for profit incorporated association registered with the Australian Charities and Not-for-profits Commission. ABN: 66461861538

Tuggeranong Community Arts Association acknowledges the traditional custodians of the land where we gather, work and create, the Ngunnawal and Ngambri people.

We respect that this is Country upon which language, arts and culture has been shared and practised for thousands of years.

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SECTION 1: BOARD ROLES AND RESPONSIBILITIES

1.1 Role of the Board

1.1.1. Powers

The business of the Association is vested in and managed by the Board, acting as agent for TCAA members (owners).

The Board is accountable for exercising the authority given to it in the Constitution and by law for the overall performance of the TCAA, ensuring that the Association fulfils its purpose and its conduct is at all times lawful, ethical, responsible and conscientious.

1.1.2. Leadership

The Board works through the Chair:

- to provide leadership, guidance, advice and support to the CEO to deliver on the Association's strategic priorities and mission;
- to delegate appropriate authority and responsibilities to the CEO to establish programs and an annual budget, administer finances and otherwise manage the organisation according to sound business practice;
- to provide a credible and effective link between the members of the TCAA and the activities undertaken on their behalf and for the benefit of the Tuggeranong and wider community; and
- to hold the CEO accountable for the management of all delegated responsibilities.

1.1.3. Responsibilities

Effective Boards focus on the organisation's vision, mission and goals and not day-to-day management. The Charities and Not-for Profit Commission's Governance Standards ([ACNC Governance Standards | ACNC](#)) and Creative Australia's Essential governance practices for arts organisations January 2021 ([essential-governance-practices-report-1.pdf \(creative.gov.au\)](#)) are used by the TCAA as a guide

The three fundamental roles of the Board are:

- To strategically plan for the future so that the organisation is in a better position to achieve its mission
- To ensure the organisation is currently viable – that it is legally compliant, financially solvent and that risks are managed well and
- To manage and represent the organisation's membership.

The Board cannot deal personally with all these functions. The role of the Board is to 'steer the ship'. It delegates many of the responsibilities of running the organisation to the Chief Executive Officer (CEO).

The Board monitors and supervises the TCAA's performance by:

- developing and endorsing the TCAA's strategic plan, business plan and budget including identifying changes in the external environment which may impact on its goals, activities and services;
- establishing and maintaining corporate policies by which the Association will be governed;
- reviewing, at least annually, the effectiveness of the TCAA's risk management plan, internal compliance and controls;
- approving expenditure outside the budget and delegations and ensuring the Association's assets are safeguarded including any facilities owned by the ACT Government which are managed by the TCAA; and
- monitoring the CEO's performance including implementation of strategy and policies;

1.2 Legal responsibilities of the Board

1.2.1 Overview

The TCAA Governance Charter guides the operations of the Association and describes the TCAA's commitment to the principles and practices of good governance.

The Charter supports the TCAA's Constitution as its key governance document. The Constitution takes precedence in the event of any inconsistency with the Charter.

1.2.2 Compliance with the Law

As a not-for-profit entity and a registered charity with tax deductible recipient status, the TCAA complies with the *Associations Incorporations Act 1991* (ACT) and the *Australian Charities and Not for Profit's Commission Act 2012* (Cwth)

Legal obligations for incorporated association for a not-for-profit organisation include:

- Establish a committee responsible for managing the association
- Have a public officer and notify any changes in that position to the compliance body
- Have a registered office in its state of incorporation
- Act in accordance with the organisation's constitution, objects and rules
- Hold an annual general meeting
- Lodge an annual statement every year with the compliance body - Australian Charity and Not for Profit Commission (ACNC)
- Keep proper accounting records
- Have annual financial statements audited
- Keep minutes of all committee and general meetings
- Maintain registers of members.

1.2.3 Employment Laws

The Board must ensure the organisation complies with laws relating to employment, remuneration, workers compensation, anti-discrimination and work health and safety which include:

- Employment law - Fair Work Australia Act 2008;
- Occupational health and safety law - the *Work Health and Safety Act 2011*;
- Anti-discrimination legislation – *Human Rights Act 2004* (ACT), *Age Discrimination Act 2004*; *Disability Discrimination Act 1992*; *Racial Discrimination Act 1975*; *Sex Discrimination Act 1984*; and
- Privacy law and principles - *Privacy Act 1988*

In practice the Board delegates much of the employment process to the CEO (in relation to all staff except obviously the CEO themselves). However, because the Board is ultimately responsible if laws are broken, there are some employment responsibilities that the Board should pay attention to. These include:

- Ensuring that employment policies and procedures are transparent and fair, comply with relevant laws and are being followed by the CEO
- Selecting and managing the CEO
- Being informed of major employment decisions and issues, particularly where there is a potential for legal action (for example in terminations due to disciplinary matters).

TCAA has the following HR policies in place:

- Aboriginal and Torres Strait Islander Protocols
- Alcohol and Drug
- Appropriate Workplace Behaviour
- Child Safe
- Code of Conduct
- Grievance and Dispute Resolution Policy and Procedures
- Operation Risk Management and Critical Incident
- Privacy Policy
- Staff Performance Appraisal
- Staff Recruitment
- Volunteer
- Workplace Health and Safety

1.2.4 Insurance, taxation, contractual and other legal responsibilities

The Board must also ensure the organisation complies with all other state and federal laws, including:

- Insurance obligations – TCAA has public liability insurance, Director and Officer’s Insurance, Workers Comp and professional indemnity insurance, Cyber Security Insurance
- Taxation obligations including compliance with the ATO rules relating to charities, and deductible gift recipient (DGR) status.
- Superannuation – *Superannuation Act 2005* sets out requirements for employers to pay superannuation.
- Copyright and publishing obligations – if an organisation uses the writing or artwork belonging to someone else without permission they can face legal action.
- Funding agreement obligations
- Fundraising requirements – any fund-raising appeals need to comply with the *Charitable Fundraising Act 1991 (NSW)*.
- Working with Vulnerable People Checks – forward-facing staff are all required to have a valid WWVP card.

1.3 Personal legal duties of Board members

1.3.1 Indemnity

The TCAA indemnifies each Director to the fullest extent permitted by law through the provision of Directors and Officers insurance.

By law, each Director of the TCAA must act in good faith in the best interests of the TCAA and for a proper purpose including avoiding conflicts of interest. Individual Directors can only act to influence the decision-making of the organisation when meeting formally as a group (the Board). A Board member who breaches his or her duties may face civil or criminal penalties imposed by ASIC, the Office of Fair Trading, a court or the police.

The responsibilities of Directors are to:

- exercise the due care and diligence expected of a reasonable person;
- act in accordance with the Board’s fiduciary duties, complying with the spirit as well as the letter of the law and recognising both legal and moral duties as a Director;
- ensure that the TCAA remains solvent and does not trade while insolvent;
- adhere to and uphold the Board’s policies and decisions properly arrived at and to respect the Board’s authority to act notwithstanding that the individual Director may hold and have offered a dissenting view prior to the Board’s decision being made;

- not improperly use his/her position or misuse information of the TCAA;
- respect the confidentiality of all matters, information and deliberations discussed by the Board and to not disclose, or allow to be disclosed, confidential information of a sensitive nature gained in the course of performing his/her duties, other than as agreed by the Board, required by the Constitution or as required by law;
- systematically consider information relating to the TCAA's performance;
- commit the time necessary to discharge effectively his/her duties as a Director including preparing for and attending all Board meetings where possible with at least 75% attendance;
- remain informed about the TCAA's mission, policies, services and products and wherever possible provide feedback from members and stakeholders about its operations; and
- understand the complexities and political environment in which the TCAA operates in order to adequately assess the opportunities and risks faced by the Association.

1.4 Responsibilities of particular Board positions

1.4.1 The Chair

The Chair of the Board is accountable to the Board and is required to lead and ensure the integrity of the Board's processes and actions. He/she must commit the time necessary to discharge his/her role effectively.

The Chair's specific responsibilities, in addition to the above, are to:

- Steer the direction and performance of the organisation.
- Facilitate strong relationships between Board members, between the Board and organisation's members and with the CEO.
- Model and promote high standards of behaviour and practice.
- ensure that the annual performance of the Board and its Directors is evaluated in a professional and timely manner;
- Chair Board meetings and act as final decision-maker when the vote is tied.
- maintain a good working relationship with the CEO optimising the capacity of the CEO to fulfil her/his responsibilities;
- ensure that the annual performance of the CEO is undertaken in a professional and timely manner.
- in collaboration with the CEO, manage government and stakeholder relations; and
- in collaboration with the CEO, manage the media profile, including being a spokesperson for the TCAA in relation to the issues described in 3.5.2

The Chair is not empowered to:

- exercise the role of the CEO;
- unilaterally change Board governance policies, strategic directions or delegations;
- come between the Board and its formal links with the CEO by altering or controlling flows of information necessary for the Board to appropriately undertake its governance responsibilities;
- personally supervise or direct the CEO except in relation to a matter where the CEO has breached policy and/or where specifically empowered by the Board.

A Vice Chair supports the Chair in his or her tasks and fills in when the Chair is absent.

1.4.2 The Treasurer

All board members have equal responsibility for the monitoring the organisation's finances and making financial decisions. A person serving as a Treasurer needs to have sound knowledge of financial matters and can prepare financial reports and provide additional interpretation of financials.

The Treasurer works with staff to ensure that regular financial reports are provided to the Board. The TCAA Treasurer is also responsible for:

- Ensuring TCAA's accounting records are kept in accordance with the Act
- Monitoring accounts
- Liaising with auditors in relation to preparation and presentation of annual financial statements
- Ensuring the Board is aware of the group's financial situation and performance.

Although the Treasurer has specific financial management tasks, it is important to note that if the organisation gets into financial difficulty all Board members are responsible, not just the Treasurer.

1.4.3 Public Officer

The Public Officer is a position required by incorporation laws. The Public Officer is the official point of contact for regulatory authorities. The specific responsibilities are set out in the relevant incorporation laws and the organisation's constitution which includes signing documents to be lodged with ACNC and maintaining registers of the organisation's members.

The Public Officer is an appointed position, not an elected position. The CEO is appointed Public Officer for TCAA.

SECTION 2: CEO ROLE AND RESPONSIBILITIES

2.1 Role of the CEO

The CEO is responsible for the day-to-day management of the TCAA within the strategic directions and delegations established by the Board. While the Board has power and responsibility to govern the TCAA, it cannot effectively do so without the CEO executing its policies and decisions, managing the staff and resources, representing the organisation to stakeholders and government. Board Directors must respect and support the CEO's decisions, subject to them being based on reasonable interpretation of those policies.

The CEO:

- is the executive and Public Officer of the TCAA;
- reports directly to the Board and supports the Board with strategic information, ideas and reports that are relevant, timely and accurate;
- plans, co-ordinates and implements the policies established by the Board and ensures compliance;
- in consultation with the Board Chair prepares notices, agendas, board documents and distributes the minutes of all Board meetings; and
- maintains a Register of Members.

The CEO is not entitled to vote on any Board resolution but is entitled to:

- attend all Board meetings;
- participate in discussions relating to any question or motion before such meetings; and
- offer advice, counsel, and information,
- make recommendations and provide an opinion on matters before the Board.

2.2 Accountability

The CEO is accountable for the achievement of the strategic directions and performance targets and standards as set by the Board in conjunction with the CEO and documented in the annual strategic plan.

The CEO is also accountable, within the delegated authorities and constraints as expressed in the [TCAA Board and CEO Delegation Policy](#) for:

- overall operational, financial and behavioural performance of the TCAA, and
- the effective, efficient, lawful, prudent and ethical management of all operational aspects of the organisation.

2.3 Responsibilities

The CEO is responsible for:

- the overall leadership and ongoing management of the day to day business of the TCAA including operational, financial and behavioural performance;
- in collaboration with the Board, developing a consensus for the TCAA's annual strategic goals, performance targets and standards;
- the media profile, including being the spokesperson for the TCAA and for the preparation and distribution of all media releases
- in collaboration with the Chair, manage government and stakeholder relations in a professional manner;
- providing strong leadership to effectively manage all staff employed and/or contracted to the organisation, including:
 - directly appointing staff and negotiating their terms and conditions of appointment within the approved budget;
 - coaching and developing staff and conducting annual performance appraisals;
 - encouraging, building and maintaining:
 - high staff morale and teamwork
 - a strong sense of staff allegiance to the TCAA
 - the highest degree of ethics and probity among staff
 - dismissing staff as appropriate and in accordance with requirements of the Fair Work Act;
- identifying, sourcing and reviewing business development opportunities and providing the Board with advice, counsel and information on business development and expansion opportunities;
- developing and implementing any operational policies, decisions, actions, practices and activities including operational budgets, strategies, programs, plans, projects, contracts, personnel agreements or financial statements;
- establishing and leading any operational committees, business units and working parties as needed from time to time;
- effective marketing of the TCAA to existing and potential members and sponsors;
- overseeing the development, maintenance, security and utility of the physical resources, assets, facilities, premises and locations including those managed by TCAA;

- developing and implementing an effective compliance culture and appropriate systems to ensure all legal, statutory, regulatory, accounting and policy obligations are fulfilled; and
- in consultation with the Board, developing and implementing an appropriate risk management plan.

Aspects of these responsibilities are delegated to other staff at the CEO's discretion, noting that accumulated accountability for all operational functions resides with the CEO.

2.4 Financial Planning and Budgeting

The CEO is responsible for financial planning associated with the costs of the TCAA's activities and anticipated revenues to achieve the results sought. The CEO works with the Board to ensure the ongoing financial viability of the TCAA and compliance with various financial constraints placed on it by outside agencies (legislative, contractual, etc.), utilising the annual budget as a tool.

The CEO ensures that financial planning and budgeting:

- is dedicated to the achievement of, and shall not deviate materially from, the Board's Strategic Direction priorities or purposes;
- takes into account longer-term issues, priorities, plans and predictions including a level of cash flow sufficient to ensure ongoing viability; and
- includes credible projections of revenues and expenses, cash flow (for defined periods), separation of capital and operational items, and disclosure of planning assumptions.

In consultation with the Treasurer, the CEO may propose changes to the annual budget at any time to the Board for approval as long as the CEO demonstrates that variances reflect the implications for the rest of the financial year and that the overall outcomes as predicted will be achieved.

2.5 Financial Delegations

The Board ensures that acceptable financial controls exist to ensure the appropriate stewardship of the TCAA's resources and obligations and delegates authority to the CEO as per its [TCAA Board and CEO Delegation Policy](#)

All authorisations to expend the TCAA funds or commit the TCAA to future payments must be made by two persons and records of proof of authorisation maintained for audit. The CEO has the responsibility to establish and enforce written procedures for all financial delegations.

2.6 Legal, regulatory and accounting compliance obligations

The CEO:

- ensures the legal, regulatory and accounting compliance obligations of the Association are not disregarded, neglected, breached or inadequately filed;
- provides adequate instruction, training, and supervision of staff regarding all legal, regulatory and accounting compliance obligations imposed on the Association; and
- reports breaches or exceptions of legal, regulatory and accounting compliance obligations as necessary.

2.7 Contracts arrangements

Before signing any contract on behalf of the TCAA the CEO must be assured that:

- all ramifications of the contract regarding fiscal responsibilities and liabilities of TCAA have been duly considered, and
- the contractor has the capacity to produce appropriate and effective services or outcomes.

The CEO may not enter into any contract arrangements, commitments or other external party agreements where:

- they are inconsistent with the strategic direction, priorities or purposes as determined by the Board; and/or
- they are outside the delegated powers of the CEO.

2.8 Asset protection

The CEO shall not allow the TCAA's assets to be unprotected, inadequately maintained or unnecessarily risked. Accordingly, the CEO shall:

- insure against theft and other losses to an appropriate level considered to be prudent risk management (at least 80% of replacement value);
- maintain adequate safeguards against any single employee's personal access to material amounts of funds;
- protect the TCAA, its Board, or staff to claims of liability;
- maintain an appropriate asset register;
- ensure physical resources, assets, facilities, premises and other material assets (including all plant, property and equipment) are not subject to improper wear and tear, insufficient maintenance, unauthorised or improper use and review asset condition and expected lifespan of the asset and provision accordingly
- maintain adequate records storage to protect information, files and intellectual property (including TCAA branding) from loss, improper use or significant impairment or damage;
- keep all appropriate licences, permits, registrations, trademarks, patents, copyrights, registered designs and other relevant statutory or legal compliance regulations and documents current;
- ensure premises meet appropriate government or regulatory compliance standards and any other statutory or minimum code requirements; and
- ensure the independence and transparency of any relationship the TCAA establishes with auditors or other entities of governance support.

2.9 Employees

The CEO is responsible for staff recruitment for all positions. All staff appointments are to be based on merit.

The Board requires that the CEO ensures all employees receive:

- appropriate orientation
- annual performance review
- just remuneration and conditions
- a safe and ethical working environment
- access to professional development opportunities appropriate to the needs of both the individual employee and the TCAA
- access to an employee assistance program
- appropriate confidentiality and privacy.

The CEO is responsible for the designation and level of remuneration of all staff positions (except for the CEO position) within the overall budget for wages and salaries determined each year by the Board or amended from time to time as the Board sees fit.

Remuneration for individual staff (including employees and contractors) shall be consistent with current benchmarks that derive from the geographical and/or professional market for the skills employed.

Disciplinary action is the responsibility of the CEO and should comply with the provisions of the relevant employment relations legislation. Where complaints are unable to be resolved by the CEO, they may be referred to the Board.

The CEO is responsible for keeping the Board well informed about staffing matters. The information to be reported to the Board should include recruitment, exits (informed by staff exit interviews/forms), remuneration matters, performance reviews, staff development and workplace health and safety.

The CEO is also responsible for organising (in consultation with the Board) an annual staff survey/feedback process, the outcomes of which are reported directly to the Board.

2.10 Limitations on the authority of the CEO

The CEO shall not cause or allow any practice, activity, decision or organisational circumstance that is unlawful, imprudent, inefficient or in violation of the organisation's values or commonly accepted social, business and professional ethics or generally accepted accounting principles. [TCAA Board and CEO Delegation Policy](#) sets out all approval requirements.

2.11 Employment of the CEO

2.11.1 Selection and Appointment

The Board recognises that selection of a CEO is one of the most significant responsibilities the Board has because of the impact on all of the TCAA's activities and performance in relation to strategic directions and capacity to meet its objectives.

The CEO selection and appointment is an authority retained by the Board and not delegable to any officer or committee. The Board may delegate to a committee responsibility for designing the selection criteria, advertising materials and interview questions for the position. All such documentation is to be approved by the Board before use. The selection panel for interviews of candidates for the position shall be determined by the Board and shall comprise at least the Chair, Deputy Chair and one external member. The CEO must have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination.

2.11.2 Remuneration

The Board will determine the CEO remuneration from year to year

CEO remuneration will be determined by the Board and based on:

- benchmarks from the terms and conditions of employment of CEOs of other organisations with similar objectives and standards and of comparable size, challenges and complexities as the TCAA and shall be consistent with established current benchmarks that derive from the geographical and/or professional market for the skills employed
- any CPI increase outcomes from the annual CEO performance appraisal process.

2.11.3 Performance Appraisal

The Board ensures that there is an annual performance appraisal of its CEO in keeping with sound human resources practice. The TCAA Chair shall conduct the appraisal on behalf of the TCAA Board.

The appraisal will enlist the following annual process in November.

- assessment of the CEO's overall performance against the annual Strategic Plan and other relevant goals for the Association and the CEO's Job Description, including outcomes from the annual staff survey/feedback
- discussion of the assessment with Directors in the absence of the CEO
- discussion with the CEO of the Board's overall assessment of performance, and any development processes for the CEO, including external professional mentoring or mentoring with the Chair or other Board member(s).

2.11.4 Termination

CEO termination is an authority retained by the Board and not delegable to any officer or committee.

A Board committee process is used to gather information relating to performance considerations and to provide options and their implications to the full Board. The decision process is informed by performance data which is related to CEO performance on criteria the Board has stated in policy and earlier communicated to the CEO. The Board may choose to terminate the CEO's employment contract for other reasons. Regardless of the reason for termination, the Board must negotiate the terms of the termination or follow provisions made by contract and are obliged to comply with relevant Australian law.

2.11.5 Emergency CEO succession

The Board shall not fail to protect the TCAA from loss of its CEO. Accordingly, the Board shall take measures to prepare another executive (Director or approved alternative staff member) who can provide emergency services. The Chair shall also discuss with the Board an emergency short term plan in place for this contingency.

SECTION 3: BOARD BEHAVIOUR

3.1 Behaviour expected of Board members

While legislation frames many of the board members duties, organisations and the community expect Board members to behave in a way that reflects well on the organisation. These ethical responsibilities or expected are set out in these TCAA key governance policies:

- [TCAA Board and CEO Delegations](#)
- [TCAA Board Code of Conduct and Conflict of Interest](#)
- [TCAA Board Annual Conflict of Interest Disclosure and Confidentiality Agreement](#)

3.2 Act with care and 'due diligence

The law has established that Board members have a duty of care to the organisation's members which requires them to act with the 'degree of care and diligence that a reasonable person' in that position would exercise (Division 4.2/66A *Associations Incorporated Act ACT 1991*).

It is expected that TCAA Board members are fully up-to-date with the organisation's activities and take an active role in decision-making by:

- Attending all, or at least 75% of Board meetings.
- Obtaining sufficient information and advice about major activities or proposals put to the Board, before deciding whether to approve them
- Paying particular attention to the finances of the organisation. As highlighted earlier, the Board has an obligation to ensure that the organisation is financially viable and can meet its debts as they fall due.

3.3 Conflict of interest

All Directors of TCAA must declare any conflicting interest which could, or could reasonably be perceived to, materially interfere with their capacity to carry out their legal and fiduciary responsibilities to make decisions and act in the best interests of the TCAA, including:

- being a material supplier or customer of the TCAA or otherwise associated directly or indirectly with a material supplier or customer
- having a material contractual relationship with the TCAA other than as a Director
- having any interest, business, relationship or other loyalty, which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the TCAA.

Each Director must complete and maintain the Board Register which records their personal details (required by ACNC), professional qualifications, current and past jobs, current and past professional postings and actual or potential conflicts of interest.

Each Director is also expected to advise the Chair immediately if s/he believes a conflict may have arisen. Should the Chair or any other Director have any concern about the independence of a Director, s/he must immediately raise the issue with that Director and, if the issue is not resolved, with the Board as a whole. Should the Chair have any concern about his/her own independence, the matter must immediately be raised with the Board.

Additionally, conflict of interest will be a standing item on the agenda of every Board meeting. The Chair will ask for any conflicts of interest and if stated, those Directors will be asked to leave the room for the discussion of that agenda item and will commit not to participate in discussions relating to that matter before or after the meeting. The conflict will be recorded in the minutes.

Conflicts of Interest are managed through the [TCAA Board Annual Conflict of Interest Disclosure and Confidentiality Agreement](#) on an annual basis, prior to the first meeting of the Board following the AGM [see Appendix 2].

3.4 Requirement for confidentiality

Directors have an obligation not to disclose or misuse confidential information relating to the TCAA. This obligation exists in every relationship even if it is not written in a contract and it continues after the period of engagement / employment.

Information confidential to the TCAA is defined as that which is not known in the public domain. The TCAA reserves the right to designate information as Confidential at any time.

TCAA Directors are expected to make use of available information in an appropriate manner, and to report to the TCAA Chair or the CEO any actual or suspected misuse of information.

Issues around confidentiality are managed through the [TCAA Board Annual Conflict of Interest Disclosure and Confidentiality Agreement](#) which must be signed on an annual basis, prior to the first meeting of the Board following the AGM.

3.5 Communication

3.5.1 *Communications with staff*

Board members can only make requests of the staff through the CEO, unless otherwise agreed to by the Board. This does not apply where a Director may be a participant in an expert advisory or other operational committee established by the Board which consists of staff. Directors shall at all times relate to staff respectfully and in such a way that enhances the integrity of the TCAA.

Staff, whether employed or contracted, only report to the Board through the CEO, unless to communicate a complaint about the CEO to the Chair.

3.5.2 *Media communication*

Directors must not claim to represent the TCAA's views and policies except where explicitly authorised to do so by the Board and not make negative public comment about the TCAA, its Board, Directors or staff.

While all Board members are ambassadors for the reputation of the TCAA, the Board recognise that it is important to have an authoritative voice articulating the TCAA's views and policies in the media. This ensures a consistent approach to public representations of the TCAA's views on any given issue.

The Board assign this role to the Chair who shall be the official spokesperson for the TCAA in any dealings with the media related to commentary on TCAA or government policies, threats to TCAA's reputation or issues which affect the standing of the TCAA in the community. The Chair may delegate this role to the CEO from time to time. The CEO, in conjunction with the Chair, makes every endeavour to ensure her/his comments reflect the considered view of the Board, and reflect TCAA policy. The CEO shall work closely with the Chair in identifying issues on which the TCAA may choose to issue a media release and seek out media attention for an issue.

The CEO has authority to issue media releases concerning programming, activities or events that TCAA is publicising to the ACT community without recourse to approval or discussion with the Chair.

3.5.3 *External relationships, advocacy and representation*

As the elected or appointed representative of the members of the organisation, the Board is responsible for ensuring the organisation effectively 'sells' its mission and presents itself well to external stakeholders. It is also the role of individual Board members to be the public face of the organisation, to represent the organisation to external stakeholders, to advocate in relation to the interests of their stakeholders or members, and to promote the work of the organisation to funding agencies and the public.

3.6 Complaints and conflict resolution

The TCAA strives at all times to prevent the need for complaints by providing courteous, professional, quality services. Where a complaint arises in relation to any of its activities, policies or behaviours, the TCAA is committed to an accessible, fair, transparent and efficient process for handling the complaint.

The TCAA will treat a matter as a complaint where it:

- is a written expression of significant concern, dissatisfaction or frustration with the quality or delivery of a service or event by the TCAA or the conduct of an employee
- alleges misconduct, corruption or other unlawful behaviour on the part of a TCAA employee or office bearer.

[TCAA Grievance and Dispute Resolution Policy and Procedures](#) have numerous options available to suit the particular circumstances of each individual situation. The manner in which a complaint will be handled is solely at the discretion of CEO, or if the complaint is against the CEO, at the discretion of the Chair of the Board.

SECTION 4: THE WORK OF THE BOARD

4.1 Strategic Planning

TCAA is required to have a current Strategic Plan under its funding agreement with artsACT. The Board delegates to the CEO and staff the task of creating annual work plan or operational plans that implement the strategic plan. The CEO is then held accountable and provides a quarterly report to the Board which evaluates TCAA's performance against the Strategic Plan

4.2 Providing financial oversight

The Board is required to have oversight over the organisation's financial viability. It must make sure that the organisation does not trade while insolvent – that the organisation can pay its debts when they fall due.

The Board is required to actively consider financial matters at every Board meeting. The duty of Board members to pay 'due diligence' to the organisation means that all individual Board members – not just the Treasurer – must understand the financial status of the organisation and work to ensure the organisation is financially viable.

The TCAA Board will:

- Approve the annual budget prior to the commencement of the relevant financial year.
- Analyse and approve financial statements and reports of expenditure against budget at quarterly Board meeting to ensure that expenditure is within budget there are sufficient funds to meet the organisation's obligations and that funds are properly accounted for.
- Commission external annual audit
- Approve the audit report or the financial statements for presentation at the AGM
- Ensure that organisation has effective financial policies and procedures including good risk management systems that reduce the risk of fraud.

The Board may also consider fund-raising strategies and long-range financial/sustainability planning, in line with the broader strategic planning process, which might identify:

- A fund-raising strategy
- Identify new funding sources so as to avoid over-reliance on one funding source
- Investments such as long-term deposits
- Future accommodation needs, for example purchasing a property or move to larger premises.

4.3 Risk management

The Board ensures that the TCAA has a risk management plan in place and that, through the budget process, there are sufficient resources available to develop and implement this plan.

TCAA Risk Management Plan is reviewed annually by the Board. The CEO provides the Board with an Operational Risk Framework Assessment at quarterly Board meetings and presents a risk assessment of any proposed project or venture that is outside the Association's normal business activity.

TCAA Operation Risk Management and Critical Incident Policy provides a framework for the identification, assessment, management, reporting and mitigation of risk, with the aim of enhancing the Organisation's internal risk controls.

TCAA utilises the following risk matrix, based on the Australian Standard [AS/NZS 4360:2004].

CONSEQUENCE LIKELIHOOD	Insignificant: <i>No impact on reputation, low financial loss, no disruption to capability</i>	Minor <i>Minor impact on reputation, medium financial loss, minor disruption to capability</i>	Major <i>Modest impact on reputation, high financial loss, some ongoing disruption to capability</i>	Critical <i>Major impact on reputation, major financial loss, ongoing disruption to capability</i>	Extreme <i>Ruinous impact on reputation, critical financial loss, permanent disruption to capability</i>
Rare <i>Exceptional Circumstances <5% Less than 1 in 20 yrs</i>	4	4	4	3	3
Unlikely <i>Not likely to occur >5-10% Less than 1 in 15 yrs</i>	4	4	3	3	2
Possible <i>Might occur >10-25% Once 2-10 yrs</i>	4	3	3	2	2
Likely <i>Probably occur >25-50% once in 1-2 yrs</i>	3	3	2	2	1
Almost certain <i>Expected to occur >50% multiple times</i>	3	2	2	1	1

Consequence Descriptor

	Insignificant	Minor	Major	Critical	Extreme
WHS	Inconsequential short-term failure of infrastructure and service delivery. Does not require medical treatment	Isolated cases of short-term failure of infrastructure and service delivery, localised inconvenience up to 72 hrs. No long-term impact on integrity or operation. First aid required	Mid-term failure of significant infrastructure and service delivery, widespread inconvenience. Repair/replacement >72hrs Hospitalisation or multiple medical treatments	Mid to long-term failure of significant infrastructure and service delivery. External support required. Life threatening or multiple serious injuries	Long-term failure of significant infrastructure and service delivery. Ongoing external support at large scale required Death or multiple life-threatening injuries
HR/ management	An event, the impact of which can be absorbed through business as usual activity	An event, the consequences of which can be absorbed but management effort is required to minimise the impact, potential reallocation of resources	An event that can be managed under normal circumstances, additional resources required, potential reallocation of resources.	An event, which with proper management can be endured, may involve some changes in management, additional resources required	An event so severe in nature it could lead to a significant restructure of the organisation or its major parts or a change in the management structure
Financial	1% of budget or <\$4000	2.5% of budget or <\$10,000	>5% of budget or <\$20,000	>10% of budget or <\$40,000	>25% of budget or >\$100,000
Legal/ Compliance	Minor compliance issues	Minor legal issues, non-compliances and breaches or regulations	Breach of regulation with investigation or report to authority with prosecution and/or moderate fine possible	Major breach of regulation, prosecution or major litigation	Significant prosecution and fines, very serious litigation
Systems	Minor errors requiring correction, minor delays	Policy / procedure occasionally not met, services do not fully meet needs	One or more key accountability requirements not met	Strategies not consistent with org agenda, Service degraded	Critical system failure, ongoing non-compliance. Severely affected.
Reputation/ Community	Internal review Minor adverse local public or media attention or complaints	Attention from media and/or heightened concern by local community	Significant adverse media attention	Serious public or media outcry (state coverage)	Serious public or media outcry (national coverage)

Once risks are classified, TCAA treats each level in the following way.

	Classification	Treatment
1	High	This rating is not acceptable. STOP WORK. Report immediately to Program Manager and CEO Immediate CEO intervention and detailed action plan required Consider alternative activity unless appropriate controls are implemented. Develop specific controls for immediate implementation to address high risks. Allocate actions and budget for implementation
2	Serious	CEO attention required Develop and implement specific controls for serious risks. Allocate actions and budget for implementation. Consider alternative activity unless appropriate controls are implemented Monitor implementation to ensure effective
3	Medium	Develop and implement specific controls for medium risks. Allocate actions and budget to minimise risk where existing controls deemed inadequate and monitor implementation
4	Low	Accept and monitor low-priority risks. Manage via routine procedures where possible and monitor via normal internal reporting mechanisms

4.4 Policy framework

TCAA has the following policies in place:

Financial Management

- Financial Management Policy (and Financial Control Procedures)
- Fraud Management

Governance

- TCAA Governance Charter
- TCAA Board and CEO Delegations
- TCAA Board Code of Conduct and Conflict of Interest
- TCAA Board Annual Conflict of Interest Disclosure and Confidentiality Agreement

Human Resources

- Aboriginal and Torres Strait Islander Protocols
- Alcohol and Drug
- Appropriate Workplace Behaviour
- Child Safe
- Code of Conduct
- Grievance and Dispute Resolution Policy and Procedures
- Privacy Policy
- Sexual Harassment Prevention Plan
- Staff Performance Appraisal
- Staff Recruitment
- Volunteer

Risk Management

- Operation Risk Management and Critical Incident
- Emergency Management Plan and Procedures
- Workplace Health and Safety
- Organisation Risk Management Plan
- Facility Risk Management Plan

SECTION 5: BOARD PROCESSES

5.1 Board Meetings

5.1.1 Purpose

Board meetings are conducted and recorded in accordance with the Constitution. Board meetings can take place through teleconference, video-conferencing or online. A quorum of at least half of the current number of Directors must be present before the meeting is legally valid.

The purpose of these meetings is to:

- determine and/or refine the TCAA's strategic vision and objectives in line with the objects of the TCAA;
- engage in analysis and make informed choices to deliver the TCAA's vision for its members in light of changing environmental and other circumstances over time;
- review and approve policies as needed;
- approve operational goals for management including the strategic plan, business plan and budget and monitor performance against the strategic objectives;
- confirm the appropriateness of the Board's risk appetite and the effectiveness of risk management, compliance procedures and practices; and
- approve the annual audit plans and results.

5.1.2 Attendance at meetings

Reasonable effort is made to organise meetings at a time and place that can be attended by all Directors and the CEO. All Directors are expected to make every reasonable effort to attend meetings. It is expected that Board Directors have a minimum of 75% attendance. Where a Director knows in advance that s/he is unable to attend a meeting s/he must give an apology and may provide written/emailed advice of her/his vote on matters before the meeting to the Chair and CEO ahead of the meeting.

5.1.3 Agenda and processes

The following processes will apply:

- a standing agenda is used for all meetings and Directors may put forward items for inclusion on the agenda or have the opportunity to raise other matters in the meeting;
- agenda items are accompanied by papers providing necessary information to support informed decision making;
- significant matters raised without notice (and without papers) shall be placed on the agenda for the subsequent meeting and a paper prepared unless agreed otherwise by consensus by the Board;
- Directors are expected to make all reasonable effort to read the papers provided and to remain informed of issues, analysis, information, developments and policies that have bearing on the TCAA's strategic position and activities;

- decision making is by consensus as far as possible but each Director has one vote; in the event of there being an equality of votes the Chair of that meeting shall in addition have a casting vote;
- If an issue on the Agenda has been identified, Board members must declare any conflict of interest at the beginning of the meeting
- If an issue raises conflicts of interest with a particular Board member, or the Board wants to discuss issues without the presence of the CEO or staff members, the Board can go into a private or 'in camera' discussion. Minutes of these private discussions are kept separate from the normal Board minutes and only circulated to those members of the Board who do not have a conflict. If decisions are made which need to be communicated to the organisation or the CEO, then only the decision is recorded in the formal minutes.
- all Directors are entitled to be heard at all meetings and should bring an informed and independent judgement to bear in decision-making

5.1.4 Minutes

The minutes are drafted by the CEO, or an individual delegated by the Board, checked with the Chair, and then distributed to Board members within a week of the meeting.

5.1.5 Observers

Expert individuals may be invited to address a Board meeting. Observers may also be invited to attend any part or the whole of a meeting and to speak on agenda items, provide reports, advice, information or counsel that may assist the Board in considering its view or response on matters before it. By accepting an invitation to observe a Board meeting the observer consents to be bound by the normal rules of confidentiality that apply to Directors of the TCAA. An observer does not make any decisions.

5.2 AGMs and other general meetings

AGMs are conducted and recorded in accordance with the Constitution. Special or Extraordinary General Meetings are held between AGMs in order to deal with important business such as changes to the constitution.

- The AGM can be convened on any date at any place and time the Board sees fit.
- The Board must give notice of the AGM at least 14 days before specifying the place, date and time.
- At least half of the current number of members must be present to constitute a quorum for the transaction of the business of an AGM.
- No proxy voting may be undertaken.

5.3 Board Committees

The Board may establish committees to assist in fulfilling its duties and responsibilities and has the power to determine terms and conditions for the operation of the committees that outline:

- objectives, role and powers if any;
- meeting arrangements and quorum;
- reporting procedures to the Board;
- expected outputs, timelines and annual goals;
- accountability;
- membership and length of appointment, including processes for appointing members, and whether additional members may be co-opted by the committee to meet particular requirements for expertise;

- resourcing arrangements (e.g. administrative support), authorised use of management time, processes for obtaining independent external advice etc.; and
- a 'sunset' or dissolution clause.

Recommendations of Board committees are referred to the Board for approval. The Board has the power to accept, reject or modify committee recommendations.

Current Committees for the TCAA Board are:

1. Governance Committee
2. Public Gift Fund Committee

Committees of the Board may not:

- make decisions, undertake activities or engage resources outside the provisions contained in the Committee's terms of reference;
- change their own terms of reference, although advice may be given to the Board on a recommended change;
- make decisions on behalf of the Board unless the Board has charged the committee with the authority to do so. In these circumstances, the Board still remains accountable for that decision;
- make representations to any stakeholders (including members, government agencies, suppliers, employees or other parties or organisations) or enter into any agreements with third parties on behalf of the Board; or
- exercise authority over staff or delegate activities to any staff unless the CEO has specifically agreed to such delegations.

SECTION 6: BOARD EFFECTIVENESS

6.1 Eligibility criteria for membership

Members of TCAA serve on the Board as Directors. The rights and obligations for members are described in the Constitution in Part 2

6.2 Election of Directors

TCAA Board positions are all voluntary, and are members of TCAA. They must have a Director Identification Number.

The Board will consist of at least five and not more than nine directors. The Board may also appoint people to fill casual vacancies among the Board. The election of the Executive – Chair, Deputy Chair and Treasurer will take place at the Board meeting directly following the AGM.

6.2.1 *Term and duration*

- The term of office for Board Directors expires at the AGM following completion of their respective terms.
- Terms for Board Directors is for three years.
- All Board Directors are eligible for re-election for one additional term.
- All Board Directors are eligible to re-nominate for a position of the Board, following completion of two terms, and after a one year absence.

- The Board has the authority to extend any term due to extenuating circumstances to ensure effective governance.

6.2.2 Key selection criteria

In electing Directors, the membership seeks to achieve a balance of skills required on the Board including (but not limited to) the following criteria:

- Relevant experience on a not-for-profit board, committee or related capacity and/or preparedness and capacity to learn
- Ability to apply strategic thought to key issues
- Prepared to question, challenge and critique, and be an active contributor
- Willingness to understand and commit to the highest standards of governance
- Proven or emerging community and or business leadership qualities
- Interest in the arts and or the role that the arts can play in communities
- Effective interpersonal and communication skills
- Strong community networks.

6.2.3 Skills required

The TCAA Board is an elected skill-based board, with knowledge, skills, experience and interest in one or more of the following:

- Arts and cultural development, creative industries
- Governance and trusteeship obligations
- Financial Management
- Business and strategic planning, policy development and risk management
- Legal experience
- Advocacy and networking
- Marketing and media
- Fundraising including partnerships, sponsorship and philanthropy

TCAA is also committed to First Nations representation, cultural diversity, gender equity and inclusion in its board composition and encourages nominations to reflect the diversity of the Tuggeranong community.

6.2.4 Selection process

A selection panel consisting of the TCAA Chair, one other Board Member and the CEO will shortlist and interview potential candidates. Recommendations from this process will be made to the Board for consideration and appointment. Appointments will be made based on skills, experience and capacity.

6.2.5 Induction of Directors

The CEO provides an orientation pack for new Board members which includes:

- the Constitution
- the Board Governance Charter
- the Organisational Chart
- the most recent Annual Report and audited Financial Statements
- the current Events Schedule (containing Board meeting dates)
- the Board meeting agenda and minutes for the preceding month (whichever is relevant to the member)
- the current strategic and business plans
- the current risk management plan

- New Directors must sign [TCAA Board Annual Conflict of Interest Disclosure and Confidentiality Agreement](#)

TCAA is committed to developing the governance skills and knowledge of Directors and encourages attendance at relevant training in this area.

6.2.6 Board evaluation

The Board will evaluate their performance annually via self-assessment, to determine whether they are functioning effectively by reference to current best practice corporate governance and regulatory obligations. See Appendix 4 for [TCAA Board Self-Evaluation Questionnaire](#). Each Director complete the form four weeks before the Annual General Meeting and make suggestions about how the Board could get higher ratings for any or all of the considerations.

Version control

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Effective From	February 2025
Implementation Responsibility	CEO
Scheduled Review Date	February 2028
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Related documents

Legislation	<i>Associations Incorporations Act 1991 (ACT)</i> <i>Australian Charities and Not for Profit's Commission Act 2012 (Cwth)</i>
Documents	TCAA Constitution All TCAA policies and in particular: <ul style="list-style-type: none"> • TCAA Board and CEO Delegations • TCAA Board Code of Conduct and Conflict of Interest • TCAA Board Annual Conflict of Interest Disclosure and Confidentiality Agreement

Appendices

APPENDIX 1: TCAA Board and CEO Delegation Policy

APPENDIX 2: TCAA Board Code of Conduct and Conflict of Interest Policy and TCAA Board Annual Conflict of Interest Disclosure and Confidentiality Agreement

APPENDIX 3: TCAA Board Self-Evaluation Questionnaire

APPENDIX 4: TCAA Board Governance Summary

APPENDIX THREE: Board and CEO Delegations Policy

The Board is the legally recognised group of people who have ultimate authority over Tuggeranong Community Arts Association

The CEO is the key focus of operational management. His/Her powers and responsibilities are delegated from the Board. It is important to know the extent and limits of those delegations, with anything outside that limit referred to the Board for approval.

Regardless, role divisions must be agreed between the Board and the CEO and his/her staff. Suggestions from a selection of organisational areas are outlined below. The list is not necessarily comprehensive but should form the basis for discussion between the Board and CEO.

1. Planning

<i>Activity</i>	<i>Board</i>	<i>CEO</i>	<i>Joint</i>
1.1 Direct and participate in the planning process			✓
1.2 Support the Board's planning function and stimulate future visioning including with relevant industry knowledge		✓	
1.3 Confirm TCAA's vision and mission	✓		
1.4 Provide input to long range goals and plan organisational strategies			✓
1.5 Approve long range goals	✓		
1.6 Formulate annual objectives		✓	
1.7 Approve annual objectives	✓		
1.8 Prepare performance reports on achievements of goals and objectives		✓	
1.9 Monitor achievement of goals and objectives	✓		

2. Programming

<i>Activity</i>	<i>Board</i>	<i>CEO</i>	<i>Joint</i>
2.1 Assess stakeholder needs			✓
2.2 Design programs to achieve TCAA's mission		✓	
2.3 Ensure adherence to TCAA's mission	✓		
2.4 Implement Board decisions and programs, maintain program records and prepare program notes (including evaluation of performance)		✓	
2.5 Oversee evaluation of programs and products and monitor service quality	✓		

3. Compliance

<i>Activity</i>	<i>Board</i>	<i>CEO</i>	<i>Joint</i>
3.1 Take ultimate responsibility for all legal matters related to TCAA, including responsibility for compliance with regulatory requirements (e.g. Annual General Meeting, annual returns, audit, etc.)	✓		

3.2 Ensure risk management programs are implemented and appropriate insurances are in place			✓
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4. Board Effectiveness and Accountability

Activity	Board	CEO	Joint
4.1 Establish and maintain an ethical culture, including maintaining honest, robust debate in the board room	✓		
4.2 Develop high standards of decision making	✓		
4.3 Approve and adopt appropriate board policies such as conflict of interest, code of conduct, board delegations, etc.			✓
4.4 Balance organisational aspirations and resources	✓		
4.5 Accept the authority of the Board and Chair		✓	
4.6 Work in close liaison with the Chair to ensure coherent organisational leadership		✓	
4.7 Maintain healthy relationships with funders and purchasers		✓	
4.8 Manage Committees	✓		
4.9 Ensure Board and staff have sufficient up to date information, together with recommendations for action		✓	

5. Financial Monitoring

Activity	Board	CEO	Joint
5.1 Prepare preliminary budget		✓	
5.2 Finalise and approve budget	✓		
5.3 Determine and record in writing financial delegations to the CEO	✓		
5.4 Approve any changes or additions outside the budget	✓		
5.5 Maintain performance data and financial reports		✓	
5.6 Take responsibility for TCAA's financial records	✓		
5.7 Monitor financial progress against budget			✓
5.8 Appoint auditors and approve the audit of the financial records	✓		
5.9 Manage financial resources of the organisation and ensure that expenditures remain within budget throughout the year		✓	
5.10 Conduct day to day financial operations within approved delegations from the board		✓	

6. Community Relations

Activity	Board	CEO	Joint
6.1 Maintain and build TCAA's public profile			✓
6.2 Secure positive media cover		✓	
6.3 Ensure achievements are recognised and documented			✓
6.4 Pursue linkages with other organisations			✓

7. Personnel

<i>Activity</i>	<i>Board</i>	<i>CEO</i>	<i>Joint</i>
7.1 Employ <i>CEO</i> , set compensation package and evaluate his/her performance	✓		
7.2 Hire, appraise and discharge staff members		✓	
7.3 Manage the operational work of the staff and volunteers when applicable		✓	
7.4 Settle discord amongst staff		✓	
7.5 Make decisions to add staff		✓	
7.6 Appoint new Board members	✓		
7.7 Evaluate Board members and their performance	✓		

Financial Delegations of Authority

1. Capital Infrastructure

<i>Activity</i>	<i>Board</i>	<i>CEO</i>
1.1 Capital Budget - Expenditure on items in approved Operational Plan up to \$10,000		✓
1.2 Capital Budget - Expenditure over \$10,000	✓	

2. Expense Budget

<i>Activity</i>	<i>Board</i>	<i>CEO</i>
2.1 Operating Expenses – individual transaction up to \$20,000 that have been approved in budget		✓
2.2 Operating Expenses – individual transaction over \$20,000	✓	

3. Credit

<i>Activity</i>	<i>Board</i>	<i>CEO</i>
3.1 Extension of Credit over 120 Days		✓
3.2 Extension of Credit over 180 Days and \$10,000	✓	

4. Writeoffs and Disposals

<i>Activity</i>	<i>Board</i>	<i>CEO</i>
4.1 Worthless Account Write-offs – Annual write off of unrecoverable debtors	✓	
4.2 Fixed Asset Disposals – based on book value up to \$10,000		✓
4.3 Fixed Asset Disposals – based on book value over \$10,000	✓	

5. Staffing

<i>Activity</i>	<i>Board</i>	<i>CEO</i>
5.1 Manpower – Employ and reduce manpower within approved budget		✓
5.2 Manpower – Redundancies, appointments in excess of manpower budget	✓	
5.3 Salary Adjustments – Award Employees as per the appropriate award		✓
5.4 Salary Adjustments – Non Award Employees within approved budget guidelines		✓
5.5 Salary Adjustments – Non Award Employees in excess of approved budget guidelines	✓	
5.6 Staff pay and conditions – changes within budget		✓
5.7 Staff pay and conditions – changes beyond reasonable increment and outside budget	✓	

6. Legal

<i>Activity</i>	<i>Board</i>	<i>CEO</i>
6.1 Misappropriation - All instances of misappropriation must be referred to the Board without exception	✓	
6.2 Legal action - For recovery of “trading debt only” within budget. If legal costs are likely to exceed budget, Board endorsement is required.		✓
6.3 Any other legal action	✓	
6.4 Signing of contracts – with aggregate payments up to \$1m		✓
6.5 Signing of contracts – with aggregate payments over \$1m	✓	
6.6 Signing of contracts – For 5 yrs or more but less than 10 years with aggregate payments up to \$1m		✓
6.7 Signing of contracts – For 5 yrs or more but less than 10 years with aggregate payments over \$1m	✓	
6.8 All other contracts referred to the Board	✓	

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Related documents

Legislation	The Privacy Act 1998 (Cth). Associations Incorporation Act 1991 - ACT
Policies	The Code of Conduct. Fraud Management Policy Financial Control Procedures

APPENDIX TWO: TCAA Board Code of Conduct and Conflict of Interest Policy

This Code of Conduct aims to foster and maintain public trust and confidence in the integrity and professionalism of Tuggeranong Community Arts Association (TCAA). The Board aims to deliver on the Association's Mission and Vision by maintaining:

- appropriate standards of conduct
- fairness and equity in decision making
- the reputation and integrity of TCAA.

The Board of TCAA is committed to high standards of ethical conduct and accordingly places great importance on making clear any existing or potential conflict of interest. TCAA Directors are expected to sign the Annual TCAA Conflict of Interest Disclosure and Confidentiality Agreement (Annexure 1).

1. Conduct

It is expected that Board members will

- 1.1. Act ethically, with honesty and integrity, in the best interests of Tuggeranong Community Arts Association (TCAA) at all times
- 1.2. Take individual responsibility to contribute actively in all aspects of the Board's role according to the Board member duty statement
- 1.3. Attend a minimum of 75% of Board meetings including the AGM
- 1.4. Make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures
- 1.5. Treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interest, rights, safety and welfare
- 1.6. Not harass, bully or discriminate against colleagues, members of the public and/or employees
- 1.7. Contribute to a harmonious, safe and productive Board environment/culture through professional workplace relationships; and
- 1.8. Not make improper use of their position as Board members to gain advantages for themselves or for any other person

2. Communications and official information –

It is expected that Board members will:

- 2.1. Channel all communication between the Board and staff on business matters through the Chair and the CEO.
- 2.2. Not disclose official information or documents acquired through membership of the Board, other than as required by law or where agreed by the Board
- 2.3. Not make any unauthorised public statements regarding the business of TCAA
- 2.4. Support, adhere to and not contradict the formal decisions of the Board made in its meetings
- 2.5. Respect the confidentiality and privacy of all information as it pertains to individuals

3. Conflict of interest –

- 3.1. A conflict of interest may occur if a financial interest or a relationship influences or appears to influence the ability of a Board Member to exercise objectivity.
- 3.2. 'Conflict of interest' is defined as applying:
 - 3.2.1. where a Board member stands to gain financially or personally from any business dealings, programs or services of the organisation, or
 - 3.2.2. where the immediate family or business connections of a Board member, or any person with whom the Board member is in a close relationship, stands to gain financially from any business dealings, programs or services of the organisation

- 3.3. 'Close relationship' is defined as any relationship that might reasonably give rise to an apprehension that the Board member might place the interests of the other party above the interests of the organisation or a Board member has a role on the governing body of another organisation, where the activities of that other body may be in direct conflict or competition with the activities of TCAA
- 3.4. It is expected that Board members will
- 3.4.1. Disclose any personal or business interests which may give rise to potential, actual or perceived conflicts of interests
 - 3.4.2. Ensure personal or financial interests or the interests of any associated person do not conflict with the interests of TCAA
 - 3.4.3. Declare any conflict of interest between their personal and public duty
 - 3.4.4. Where conflicts of interest do arise, ensure they are managed in the public interest and documented in the Board's Conflict of Interest Register
 - 3.4.5. Where a Board member has an actual or perceived conflict of interest, that Board member shall not initiate or take part in any Board discussion on that topic (either in the meeting or with other Board members before or after the Board meetings), unless expressly authorised to do so by unanimous agreement by all other members present.
 - 3.4.6. Where a Board member has an actual or perceived financial or personal conflict of interest that Board member shall not vote on that matter.
 - 3.4.7. The Board may further supplement the definition of conflict of interest from time to time if it so wishes and may specify the procedures to apply in such cases.
 - 3.4.8. A Board member who believes another Board member has an undeclared conflict of interest should specify in writing to the Chair, Deputy Chair or Acting Chair the basis of this potential conflict.

4. Use of public resources –

It is expected that Board members will:

- 4.1. Act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that comes before the Board; and
- 4.2. Ensure the efficient use of publicly funded resources, including office facilities and equipment, vehicles, cab charge vouchers, corporate credit cards.

5. In addition, Board members commit to

- 5.1. Taking responsibility for reporting improper conduct or misconduct which has been or may be occurring in the workplace, reporting the details to the relevant people or agency; and
- 5.2. Taking responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the Board of TCAA.

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Related documents

Legislation	Associations Incorporation Act 1991 - ACT
Policies	Annual TCAA Conflict of Interest Disclosure and Confidentiality Agreement

Annexure 1: Annual TCAA Conflict of Interest Disclosure and Confidentiality Agreement

The undersigned person acknowledges receipt of a copy of TCAA Board Code of Conduct and Conflict of Interest Policy.

During the time that I serve on the [Board of Directors of TCAA I realise that I will gain access to information that is considered to be confidential and/or proprietary. Such information relates to submitted proposals, criteria or decisions made with regard to the business of the TCAA. I agree that I will not use, publish or disclose such information during or subsequent to my participation on the Board of Directors, and that I will preserve the restricted nature of this information except to the extent that it becomes publicly available, or is otherwise lawfully obtained outside the scope of this agreement from third parties.

Additionally, I realise that in making decisions as a member of the TCAA Board I have an obligation not to obtain any unauthorised benefit (profit) from my position, even unintentionally and that I must not place my own interests, or my duty to anyone else, ahead of the interests of TCAA. I have listed below all organisations, corporations, charitable programs or other entities that I, or a member of my immediate family, have a relationship with which may interfere with my legal and ethical responsibility to place the interests of TCAA above my own. This includes any entities that have sought or may in the future seek to do business with the TCAA or that have offered services or may in the future offer services to the TCAA.

By my signature affixed below I acknowledge my agreement with the spirit and intent of this resolution and I agree to report to the Chair of the Board any possible conflicts (other than those stated below) that may develop before the completion of the next annual statement. I also certify that I have and agree to abide by the TCAA Board Code of Conduct.

I hereby declare I sit on no other Board of Management / Committees, or am subject to any position that could affect / influence my duties as a Board Member of the Tuggeranong Community Arts Association

OR

I am on the Boards of management/committees of the following organisations	I have a personal financial interest (comprising greater than 10% of the capital) in the following organisations	I am not aware of any actual Conflict of Interest in relation to the above Board memberships and financial stakeholdings	I may have a financial or personal conflict of interest or potential conflict of interest in the following area(s)

Signed _____ Date _____

Print NAME _____

APPENDIX THREE: TCAA Directors Self Evaluation Questionnaire

	Considerations	Number 1-5 (1 poor – 5 excellent)	Any comments
BOARD STRUCTURE			
1	Our Board's structure allows us to get our work done in a timely and effective way		
2	The Board's ad hoc and standing committees streamline our work process and increase board effectiveness.		
3	Our Board's size is about right		
4	Our Directors' terms on the board are about the right length.		
5	Our Board Directors have a working knowledge of the TCAA's governance documents		
BOARD COMPOSITION			
6	All necessary skills, experience and diversity are represented on our Board		
7	We annually assess the knowledge and skills needs of Board Directors and address any identified gaps when recruiting new Board Directors.		
BOARD AND STAFF ROLES			
8	The roles and responsibilities of our Board are clearly defined and separate from those of the staff		
9	The Board delegates to the organisation's CEO sufficient authority to lead the staff and carry out the TCAA's mission.		
10	Board Directors do not interact with staff directly to influence staff behaviour or program management without first coordinating with and getting the agreement of the CEO		
11	Board Directors seldom assume roles and responsibilities that belong to staff.		
12	When a problem or conflict arises between CEO and staff, we move quickly and effectively to resolve it.		
13	We are confident that we have policies or procedures in place to identify any conflicts that may arise.		
STRATEGIC PLANNING AND POLICY DEVELOPMENT			
14	Our Board Directors know and understand the TCAA's values, mission and strategic and business plans		
15	The mission and purpose of TCAA are reviewed by our Board each time strategic planning takes place to ensure that they are aligned with current program activities.		
16	The full board collaboratively reviews and updates the organisation's strategic plan at least every five years.		
17	Staff develop and carry out annual action plans based on the Board-approved strategic plan.		
18	The full board approves all new policies before they are implemented		
19	Policies exist for key areas such as finance, human resources and risk, and any other functions unique to TCAA's work.		

	Considerations	Number 1-5 (1 poor – 5 excellent)	Any comments
20	Our Board reviews policies at least every three years and updates them as needed.		
FINANCIAL MANAGEMENT			
21	TCAA's annual budget is fully discussed and understood by the board prior to approving it.		
22	The financial health of TCAA is regularly reviewed, and any necessary Board actions are taken thoughtfully but quickly.		
23	Financial statements provided prior to Board meetings give sufficient information needed to understand the important issues		
24	The annual report of TCAA's independent auditor is reviewed by the board and any necessary actions are taken in a timely way.		
25	Board members are fully aware of their legal responsibilities for TCAA's financial management.		
BOARD-CEO RELATIONSHIP			
26	Our board uses a structured and participative process to recruit and hire TCAA's CEO		
27	Our Board has approved a written job description that clearly spells out the CEO's responsibilities and authority.		
28	Our CEO performance is formally assessed at least annually, based on objectives established at the beginning of the year.		
29	Our CEO receives ongoing feedback regarding job performance in addition to any formal assessments.		
30	Board members provide the necessary support that allows the CEO to carry out the role successfully.		
STAKEHOLDER ENGAGEMENT			
31	Our Board effectively represents TCAA to the community		
32	Individual Board Directors actively support events and activities held by TAC during the year		
33	Board Directors are clear about who serves as official spokesperson for TCAA		
BOARD MEETINGS			
34	Board Directors are provided with clear and timely information prior to and during Board meetings to give sufficient context for fully-informed decision-making		
35	Our Board meeting schedule has the right number and length of meetings.		
36	Board meetings are conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues.		
37	Board Directors disclose any Conflicts of Interest and abstain from voting where appropriate		
OTHER			
38	What do you consider the Board's greatest strength?		

	Considerations	Number 1-5 (1 poor – 5 excellent)	Any comments
39	Any suggestions for improvement?		

APPENDIX FOUR: TCAA Board Governance Summary

TCAA BOARD	
Number of Directors	5-9
Skill Set	<ul style="list-style-type: none"> • Arts and cultural development, creative industries • Governance and trusteeship obligations • Financial Management • Business and strategic planning, policy development and risk management • Legal experience • Advocacy and networking • Marketing and media • Fundraising including partnerships, sponsorship and philanthropy
Executive	Chair, Vice-Chair, Treasurer
Public Officer	CEO (appointment)
Term and Duration	3 years + 1 extra term re-nomination (total 6 years)
BOARD MEETINGS	
Number of Board Meetings	At least 3 per year
Quorum	At least half number of current Directors
Board Attendance	75% minimum
AGM	
Notice	14 days prior
Quorum	At least half number of current Directors