

## Expected Outcome

HKCT Stakeholders will be aware of the responsibility and individual roles of the Governance Body.

## Training Requirements

Governance Body Members

## Procedure

### Fiduciary Duty

The Governance Body have a fiduciary duty, which is a duty to act in the organisations and its' members best interests, in every aspect of the organisation and in every transaction that the organisation enters into.

The Governance Body will ensure constitutional and legal obligations are met by:

- Ensuring the organisation is appropriately incorporated and the constitution has clear purposes;
- Ensuring the constitution of the organisation is regularly reviewed and updated when necessary;
- Ensuring all potential Conflicts of Interest are identified by all Team Members of the Service;
- Ensuring the organisation is non-discriminatory;
- Operating in line all relevant Federal, State and Local Government laws, regulations, legislation, Community Care Common Standards, Disability Service Standards and Funding Agreements;
- Shall ensure that the requirements under the Traffic Act and other relevant regulations are adhered to, including:
  - Driver hours regulations;
  - Vehicle monitoring device requirements;
  - Vehicle registration regulations;
  - Comprehensive third party insurance requirements; and
  - Regulations concerning the fitting and use of safety equipment
- Ensuring insurance is current and appropriate;
- Ensuring all legal requirements with regard to employment, including Tax, Superannuation and Workers compensation, are carried out;
- Ensures Governance Body Members have the benefit of orientation and relevant training;
  - Maintain the currency of Accreditation;
  - Identify designated directors and manager in accordance with Operator Accreditation requirements;

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- Ensuring that the requirements specified by Transport for NSW are met for all services and resources including:
  - Vehicles;
  - Drivers;
  - Relevant records;
  - A driver safety monitoring program;
  - Appropriate off street parking;
  - Vehicle and equipment maintenance programs; and
  - Vehicle cleaning;

**To ensure Quality Services to Service Users by:**

- Providing strong leadership by:
  - Leading by example showing a visible commitment to continuous improvement and risk management;
  - Ensuring clearly defined accountability and reporting lines regarding all aspects of service;
  - Maintaining a high level of awareness of current best practice methods and innovation in the sector;
  - Recognising and responding quickly to concerns of Service Users, Team Members and the public;
  - Having clear organisational goals;
  - Operating according to Policies and Procedures that reflect requirements of relevant Standards, Legislation and Guidelines;
  - Ensuring all Team Members abide by the Code of Behaviour and Confidentiality Agreement;
  - Monitoring the performance of the Governance Body, the Governance Body will undertake an annual Governance Body Performance Appraisal;
  - Updating and using the Delegation of Authority Chart to ensure continuity in decision making; and
  - Ensuring regular Governance Body appraisals are conducted and development plans implemented.
- Monitoring, evaluation and strategic planning processes that include stakeholder input, examination of relevant demographics and strategies to improve service and independence of Service Users
- Effectively and responsibly managing risk by:
  - Demonstrating due diligence, which is to act with care and in the best interests of the organisation and by taking all reasonable steps to prevent a reasonably foreseeable loss or injury occurring;
  - Encouraging a culture of risk identification and management;

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- Ensuring that management of risk is an integral part of the philosophy of the organisation;
- Developing and implementing effective systems to manage and disseminate information on risk management performance and effectiveness;
- Including risk management in the measurement of Team Member performance; and
- Development of comprehensive contingency and emergency plans to ensure prompt response to any harmful or dangerous incident or situation.
- Ensuring a fair and transparent recruitment process and to provide support and development opportunities for Team Members by:
  - Ensuring the best possible Team Members are employed by the organisation;
  - Ensuring Team Members are recruited in line with Equal Employment Opportunity principles;
  - Ensuring all Team Members abide by the Policies and Procedures of the Organisation;
  - Ensuring compliance with Work Health and Safety Legislation providing safe working conditions for Team Members;
  - Ensuring compliance with relevant Awards and Awards are available to all Team Members;
  - Ensuring all Team Members have job descriptions and clear lines of accountability;
  - Ensuring Team Members are supported to continuously develop their skills, by access to appropriate training, to the benefit of the organisation; and
  - Ensuring regular Team Member performance appraisals are conducted and development plans implemented.
- Ensuring sound financial management of the organisation to ensure the longer term financial viability and growth by:
  - Ensuring each Governance Body member understands and can read the financial reports of the organisation;
  - Ensuring budget development takes into account previous years expenditure and income, trends in expenditure and income and expected expenditure and income;
  - Having an approved budget, prior to the commencement of the financial year, that is monitored, at least quarterly, to ensure expenditure is within the budget;
  - Ensuring financial reporting includes:
    - Budget and actual expenditure and income for the period;
    - Budget and actual expenditure and income for the year to date; and
    - Highlighting any variances in above and relevant explanatory notes.

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- Ensuring the development of specific project budgets as appropriate to monitor service development, innovation activities;
- Ensuring the cost of implementing Strategic Planning is included in the expected expenditure of the Service;
- Ensuring that the accounts align with reporting requirements under Funding Agreements and relevant legislation;
- Ensuring funds are properly accounted for and an audit is completed every year;
- Ensuring financial records are maintained in a manner as specified by the auditor; and
- Ensuring budget acquittal takes place in the prescribed manner.
- Ensuring recognition of the Traditional Owners of the land in which the Service operates by:
  - Acknowledging the Traditional Owners of the land at all public events conducted by the Service;
  - Inviting a representative from the host Local Aboriginal Land Council to welcome the visitors. If no representative is available, the Service nonetheless acknowledges the Traditional Owners of the land and pays respect to Elders past and present; and
  - Ensuring that Governance Body and Team Members understand it is their responsibility to ensure the traditional owners of the land are acknowledged.

### **Individual Roles of Governance Body Members**

#### **Chairperson**

The Chairperson has the following role:

- To manage the operation of the Governance Body, including meetings, according to the Constitution, this Policy and Procedure manual and all related regulations / legislation;
- To act as representative of the organisation in cooperation with the Manager;
- To act on behalf of the Governance Body and / or organisation in an emergency or urgent situations;
- In meetings, the Chairperson's role is to:
  - Ensure meetings are held in line with the Organisations Constitution;
  - Impartially chair meetings;
  - Lead the meeting through the agenda, keeping discussion relevant and decision making clear and encouraging broad participation;
  - Deal with matters by prioritizing the business of the meeting and if necessary set time limits, including adjourning the meeting or deferring less important or less urgent items as needed;
  - Shall ensure removal of disorderly persons;

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- Shall ensure issues and decisions are summarised;
- Shall ensure meetings are closed after the proper conclusion of business;
- Sign the minutes after they have been confirmed as an accurate record of the previous meeting;
- Ensure there is a quorum;
- Keep individuals and the meeting focused on the topics being discussed;
- Motivate the Governance Body to make decisions and take action;
- Ensure that Governance Body members are aware of the decision-making process being used;
- Ensure that the Secretary or minute taker has recorded decisions and resolutions of the meeting;
- Be available to be a contact person or delegate who will be the representative if Manager is unavailable;
- Be available to sign official documents such as application for incorporation, lease, funding submissions, funding / service agreements, and insurance policies;
- Be the first point of contact for Manager;
- Act as grievance officer if a complaint is received by the Governance Body in the absence of an elected grievance officer;
- Stay in touch with day-to-day operations of the Service through the Manager; and
- Introduce any invited guests to the meeting.

### **Vice Chairperson**

The Vice Chairperson has the following role:

- When the Chairperson is absent the Vice-Chairperson will take over the role of the Chairperson until the Chairperson become available;
- Assist the Chairperson in the performance the role;

### **Secretary**

The Secretary has the following role:

- To ensure Agendas are prepared in accordance with the Governance Body Agenda Template and sent out with the minutes, Treasurer's and Manager's Report 7 days prior to the meeting;
- To keep a record of the names of the Committee present at a Committee meeting;
- Take accurate minutes of the Governance Body meetings using the Minutes Template;
- To ensure minutes of meetings are signed by the Chairperson when accepted as a true record by the next Committee meeting;

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- Ensure a correspondence list is presented relevant to the Governance Body's responsibilities;
- Maintain the Governance Body orientation kit and provide orientation to all new Governance Body members;
- Ensure that a register of all committee members is maintained at the Office;
- Compile and sign correspondence written on behalf of the Governance Body as directed; and
- Work with the Chairperson to make the meetings productive and effective.

**Treasurer**

The Treasurer has the following role:

- To monitor the financial management processes to ensure processes are in accordance with relevant funding agreements, contracts and the Policy and Procedure manual and that funds are being managed effectively;
- To ensure Governance Body members are aware of the terms of Funding Agreement;
- Present Budgets and financial forecasts / reports for Governance Body Review at each Governance Body Meeting;
- Ensure Governance Body members understand the financial reports;
- Ensure an independent audit of the books is prepared each year and that the accounts of the organisation, showing the financial position at the end of the preceding financial year, is submitted at the Annual General Meeting
- Ensure funds are not being mismanaged;
- Support the financial administration Team Members in performance of their duties
- To ensure the Service regularly monitors the budget and adjusts the budget as required;
- Ensure that Taxation, Superannuation and other financial requirements regarding employment are met; and
- Other duties as stated in the Financial Management Policy and Procedures.

**Other Governance Body Members shall:**

- Assist the Chairperson, Secretary or Treasurer in undertaking their duties;
- Act as a spokesperson when requested by the Governance Body and / or the Manager;
- Manage and support all Team Members when requested by the Governance Body;
- Be a member of and / or chair Sub-Committees;
- Sign letters or documents on behalf of the Governance Body as requested by the Governance Body; and

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- Assist in the overall governance of the Service when requested.

### **Public Officer of an Incorporated Association**

#### *Public Officer*

An Association's Governance Body must appoint a Public Officer who is over 18 years of age and a resident of New South Wales.

The Governance Body must fill any vacancy in the office of Public Officer within 28 days of that vacancy.

A former Public Officer must ensure that all documents of the Association in their possession are delivered to a committee member within 14 days of vacating office.

An Association must keep the following records:

- A register of members, available for inspection by anyone (note: members may request addresses/contact details be withheld for privacy reasons);
- A record of any committee member conflicts of interest, available for inspection by members;
- A record of the Association's financial transactions and position; and
- All minutes of the proceedings of committee and general meetings.

These records must be in English or accompanied by an English translation.

The Public Officer is the point of contact for The NSW Office of Fair Trading. The Public Officer is responsible for notifying the Office of the following:

- "Notice of Appointment of Public Officer" within 14 days of appointment;
- Having the Register of Governance Body Members at their residential address. This register can be viewed by any person. This register must be updated within 1 month. If the Incorporation body ceases to exist the register of the last Governance Body must be kept by the Public Officer for 2 years;
- Apply for "Application for Approval of Change of Name" within 1 month of special resolution;
- Lodge "Notice of Alteration of Objects or Rules" after special resolution;
- To bring all documents addressed to the Association to the attention of the Governance Body as soon as possible. This obligation continues for 12 months after the person ceases to be Public Officer;
- Lodge "Application for Extension of Time or Holding AGM or Lodging Statement";
- Lodge an "Annual Statement" form together with relevant documents within 1 month after the Annual General Meeting:
  - The income and expenditure statements;
  - A statement of the assets and liabilities;
  - Statement as to any mortgages or any other charges or securities affecting any property; and

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- Authenticate documents or proceedings of the organisation.
- Receive formal notices from the NSW Office of Fair Trading;
- Ensure any other responsibilities of the Public Officer as specified in the Associations Incorporation Act, 1984 No. 143 are met including notification of the name and address of the Public Officer;

Note: Requirements of NSW Office of Fair Trading may change from time to time and should be checked each financial year to ensure correct reporting occurs.

**Documents to be completed and / or related to this procedure**

- [DOC 1.01-1-1](#) Constitution Coversheet
- [DOC 1.02-1-1](#) Governance Body Performance Appraisal
- [DOC 1.02-1-2](#) Confidential Membership Register
- [DOC 1.02-1-3](#) Public Membership Register
- [DOC 1.02-3-1](#) Delegation of Authority Chart
- [DOC 1.02-4-2](#) Conflicts of Interest Register
- [DOC 1.02-5-1](#) Governance Body Agenda Template
- [DOC 1.02-5-3](#) Minutes Template
- [DOC 1.02-6-2](#) Governance Body Members Register

**Corresponding Policy**

- [POL 1.02](#) Management of Service

**Relevant Standards**

**Community Care Common Standards**

- 1.1 Corporate Governance
- 1.2 Regulatory Compliance
- 1.4 Community Understanding and Engagement
- 1.5 Continuous Improvement
- 1.6 Risk Management
- 1.7 Human Resource Management
- 1.8 Physical Resources

**Disability Service Standards**

- 8. Service Management

**Procedure History**

No: 1.02-1	Role of Governance Body Members		Date Approved		
Date Procedure due for review	Date Procedure Reviewed:	Amendments	Positions informed/trained in amendments	Method	Date

**PRO 1.02-1 Responsibility & Role of the Governance Body**



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