

# Board Policy and Procedure Manual

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# BOARD POLICY AND PROCEDURE MANUAL

**Contents**

<b>1</b>	<b>The Eastern College Australia Board .....</b>	<b>1</b>
1.1	Eastern College Australia Mission and Objectives .....	2
1.1.1	Mission.....	2
1.1.2	Objectives .....	2
1.2	Qualifications of a Board Member.....	2
1.3	Structure of the Board.....	3
1.4	Responsibilities of the Board .....	3
1.4.1	Setting strategic direction.....	4
1.4.2	Accountability .....	4
1.4.3	Monitoring .....	4
1.4.4	Oversight of functioning of College.....	5
1.4.5	Making Appointments.....	5
1.4.6	Delegation .....	6
1.4.7	Dispute Resolution.....	6
1.5	Duties of Board Members .....	7
1.6	Removal of a Board Member.....	8
1.7	Safeguards, Exemptions & Protections for Board Members.....	8
1.8	Recruitment, Appointment and Orientation of Board Members.....	9
1.8.1	Recruitment.....	9
1.8.2	Appointment .....	9
1.8.3	Orientation .....	9
1.9	Professional Development of Board Members.....	10
<b>2</b>	<b>Position Descriptions .....</b>	<b>11</b>
2.1	Board Chair .....	12
2.1.1	Leadership of the Board.....	12
2.1.2	Relationship with the Principal .....	12
2.1.3	Responsibilities in regard to Eastern College Australia.....	13
2.2	Board Vice-Chair.....	13
2.2.1	Assistance of the Board Chair.....	13
2.2.2	Relationship with the Principal .....	13
2.2.3	Responsibilities in regard to Eastern College Australia.....	14
2.3	Board Treasurer .....	14
2.3.1	Chair of Finance Committee .....	14
2.3.2	Responsibilities in regard to Eastern College Australia Board .....	14
2.4	Secretary.....	14
2.4.1	Duties .....	15
2.4.2	Relationship with the Board.....	15
<b>3</b>	<b>Board Subcommittees Terms of Reference.....</b>	<b>16</b>
3.1	Board Subcommittees.....	17
3.2	Procedural guidelines .....	18

<b>3.3</b>	<b>Finance and Audit Committee.....</b>	<b>18</b>
3.3.1	Function .....	18
3.3.2	Membership .....	18
3.3.3	Quorum .....	19
3.3.4	Responsibilities .....	19
3.3.5	Delegated Authority .....	20
3.3.6	Exercise of authority .....	20
<b>3.4</b>	<b>Executive .....</b>	<b>20</b>
3.4.1	Function .....	20
3.4.2	Membership .....	20
3.4.3	Quorum .....	21
3.4.4	Responsibilities .....	21
3.4.5	Delegated Authority .....	21
3.4.6	Exercise of authority .....	21
<b>4</b>	<b>Budgeting and Finance.....</b>	<b>22</b>
<b>4.1</b>	<b>Budget Planning.....</b>	<b>23</b>
4.1.1	Preparation of the Budget.....	23
4.1.2	Monitoring and Reviewing the Budget.....	23
<b>4.2</b>	<b>Payment Authorities.....</b>	<b>24</b>
<b>5</b>	<b>Investment Planning .....</b>	<b>25</b>
<b>5.1</b>	<b>Policy.....</b>	<b>26</b>
<b>5.2</b>	<b>Responsibility .....</b>	<b>26</b>
<b>5.3</b>	<b>Guidelines.....</b>	<b>26</b>
<b>5.4</b>	<b>Procedure .....</b>	<b>26</b>
<b>6</b>	<b>Fraud Risk Management.....</b>	<b>28</b>
<b>6.1</b>	<b>Policy.....</b>	<b>29</b>
<b>6.2</b>	<b>Procedures.....</b>	<b>29</b>
<b>7</b>	<b>Copyright .....</b>	<b>30</b>
<b>7.1</b>	<b>Production of copyright material .....</b>	<b>31</b>
<b>7.2</b>	<b>Use of copyright material.....</b>	<b>31</b>
<b>7.3</b>	<b>Copyright on Eastern College Australia’s materials .....</b>	<b>31</b>
<b>7.4</b>	<b>Production of copyright material .....</b>	<b>32</b>
<b>8</b>	<b>Communications .....</b>	<b>33</b>
<b>8.1</b>	<b>Communication Principles.....</b>	<b>34</b>
<b>8.2</b>	<b>Policy.....</b>	<b>34</b>
<b>9</b>	<b>Conflicts of Interest.....</b>	<b>36</b>

9.1	Procedure .....	37
9.2	Examples of conflict of interest could be (but are not limited to): .....	37
9.3	Conflicts of Interest Checklist .....	37
<b>10</b>	<b>Culture.....</b>	<b>40</b>
<b>11</b>	<b>Code of Ethics .....</b>	<b>42</b>
11.1	The Board shall:.....	43
11.2	Staff (paid and unpaid) shall: .....	43
<b>12</b>	<b>Access and Equity Policy .....</b>	<b>45</b>
12.1	Principles	46
12.2	Policy	46
12.3	Procedures.....	47
<b>13</b>	<b>Governance.....</b>	<b>49</b>
13.1	Policy	50
13.2	Procedures.....	51
13.3	Responsibilities.....	51
<b>14</b>	<b>Fundraising.....</b>	<b>53</b>
<b>15</b>	<b>Human Resources .....</b>	<b>56</b>
15.1	General Principles .....	57
15.2	Employment of Principal .....	57
<b>16</b>	<b>Legal Compliance.....</b>	<b>59</b>
16.1	Policy	60
16.2	Procedures.....	60
<b>17</b>	<b>Privacy .....</b>	<b>62</b>
17.1	Policy	63
17.2	Procedures.....	63
17.2.1	Collection.....	63
17.2.2	Use and Disclosure.....	63
17.2.3	Data Quality .....	64
17.2.4	Data Security and Retention.....	64
17.2.5	Openness .....	64
17.2.6	Access and Correction.....	64
17.2.7	Anonymity .....	64
17.2.8	Making information available to other service providers.....	64

<b>18</b>	<b>Risk Management</b> .....	<b>66</b>
18.1	Description .....	67
18.2	Objectives .....	67
18.3	Key Performance Indicators.....	67
18.4	Roles & Responsibilities .....	68
<b>19</b>	<b>Stakeholders Care</b> .....	<b>69</b>
<b>20</b>	<b>Transparency and Accountability</b> .....	<b>71</b>
20.1	<b>Policy</b> 72	
20.1.1	Board.....	72
20.1.2	Client Records.....	72
20.1.3	Staff Records.....	72
20.1.4	Member and Donor records .....	72
20.1.5	Administrative records .....	73
20.2	<b>Procedures</b> .....	<b>73</b>
20.2.1	Requests for access .....	73
20.2.2	Procedures and charges for access .....	73
20.2.3	Record keeping .....	73
<b>21</b>	<b>Environmental</b> .....	<b>74</b>
21.1	<b>Policy</b> 75	
21.2	<b>Procedures</b> .....	<b>76</b>
<b>22</b>	<b>Strategic Planning</b> .....	<b>78</b>
22.1	<b>Strategic/Business Planning</b> .....	<b>79</b>
22.2	<b>Policy</b> 79	
22.3	<b>Procedures</b> .....	<b>79</b>
22.4	<b>Review</b> 79	
<b>23</b>	<b>Sponsorship</b> .....	<b>81</b>
23.1	<b>Principles</b> 82	
23.2	<b>Policy</b> 82	
23.3	<b>Sponsorship Contracts/Letters Of Agreement Guidelines</b> .....	<b>83</b>
<b>24</b>	<b>Volunteers</b> .....	<b>84</b>
24.1	<b>Policy</b> 85	
24.2	<b>Responsibilities</b> .....	<b>85</b>
24.3	<b>Procedures</b> .....	<b>85</b>

24.3.1	Recruitment .....	85
24.3.2	Induction .....	85
24.3.3	Supervision .....	86
24.3.4	Reimbursement .....	86
24.3.5	Dispute resolution .....	86
24.3.6	Supervision .....	86
<b>25</b>	<b>Appendix A: Eastern College Australia Statement of Purpose and Rules of the Association .....</b>	<b>87</b>
9.	DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS .....	92
10.	DISPUTES AND MEDIATION.....	94
<b>26</b>	<b>Appendix B: Skills of New Board Members .....</b>	<b>102</b>
<b>27</b>	<b>Appendix C: Orientation of New Board Members .....</b>	<b>104</b>

# **1 The Eastern College Australia Board**

## 1.1 Eastern College Australia Mission and Objectives

### 1.1.1 Mission

The mission of Eastern College Australia is *to empower God's people to transform the world*, by providing tertiary education in a multi-denominational, charismatic and evangelical context.

### 1.1.2 Objectives

The College conducted by the Association has the following purposes:

- a) To develop, promote and provide excellent, innovative and creative programmes to foster effective Christian life and vocation appropriate to the needs of God's work in Australia and beyond;
- b) To deliver programmes in an environment that is safe, welcoming, diverse, contextual and inclusive of gender, ethnicity and ability;
- c) To strive for excellence and maintain integration in and between areas including spiritual, academic, social, practical and ethical;
- d) To ensure that all courses are Christ-centred, biblically based, ministry-oriented, faith-building, academically sound and positively expressed;
- e) To promote unity and encourage openness to the work of the Holy Spirit in and through the lives of all Christians;
- f) To encourage ethical, just, globally and locally aware Christian living;
- g) To operate in an economically viable and socially responsible manner.

## 1.2 Qualifications of a Board Member

The ideal levels of skill, experience and leadership for Board membership would be a mix of the following:

- Committed Christian whose beliefs concur with Rule 3 of the constitution.

The Association believes that the Bible is written word of God and the standard by which the validity and philosophy of all subjects taught must be evaluated. The approach to interpreting scripture adopted by the Association may be generally described as evangelical, charismatic and Pentecostal. (Rule 3)

- A heart for further education in the Christian environment
- Theological sector experience
- Higher Education sector experience
- Missional sector experience
- Church leadership (pastoral and administration) experience



- Business and Financial experience
- Legal experience
- Fundraising and Development experience
- IT experience
- Human Resources experience
- Marketing and Communications experience.

Ideally, the Board should contain a balance of gender, cultural backgrounds and denominational commitments.

### 1.3 Structure of the Board

- a) The Board will consist of no more than 10 or no less than 3 members.
- b) The Board must have one member with relevant qualifications and financial management experience at a senior level in the public or private sector and one member with commercial expertise at the senior level in the public or private sector.
- c) The term of each Board member shall be 3 years with eligibility for re-appointment at the discretion of the remaining Board members.
- d) The Board has three (3) Officers (Chair, Vice Chair and Treasurer). The Officers are elected or appointed by the Board in the Board meeting immediately following the Association's Annual General Meeting.
- e) Associate Board members may be appointed for up to 2 years by a majority vote of the Board.
- f) Other than the Chair and Principal each member must be elected *ad personam*.
- g) A majority of the members must be external or independent members (not students or employees of the College).
- h) Board members may serve on a Board subcommittee in their capacity as a Board member or on other College-related subcommittees in a non-Board voluntary capacity.
- i) A Board Executive comprising the Board Chair, Vice-Chair and Principal.

### 1.4 Responsibilities of the Board

The Board is responsible to set strategic direction for the organisation, and to ensure that appropriate policies are enacted for the effective operation of the organisation and development of resources for Eastern College Australia programs.

The Board will monitor and review performance in line with such strategies and policies and will be accountable to the membership, government, stakeholders and other persons and bodies as required.

The Board has a significant relationship with its appointed Principal, and will liaise with him/her through its Executive.

The Board will properly distinguish between those matters which are the responsibility of the Board and those which should be dealt with by the Principal, Strategic Leadership Group, Academic Board and administration.

Specifically the primary responsibilities are:

### 1.4.1 Setting strategic direction

Strategy for future direction and operation of Eastern College Australia will be set in place and continually revised by the Board, which will also ensure that plans are in place to achieve those strategic goals.

This Responsibility will be deemed to have been met after due interaction with the administration when:

- a) Organisational Vision and Mission statements are in place and reviewed as necessary.
- b) Strategy for future direction and operation of the organisation is in place and periodically reviewed and new goals set.
- c) Plans are in place to achieve the strategic goals.

### 1.4.2 Accountability

The Board is to maintain accountability to the members of the incorporated association, employees and students of the college, the college wider constituency, and the relevant government bodies.

This responsibility will be deemed to have been met when:

- a) The Board has demonstrated the processes of the Board are carried out in accordance with the constitution of the Board.
- b) The Board has functioned under a Board Policy and Procedure Manual that establishes policy and procedural principles consistent with legal requirements and community expectations.
- c) The Board has documented a clear corporate and business strategy and reports this annually to members. This strategy includes an annual business plan with achievable and measurable performance objectives which is reviewed and updated annually.
- d) The Board has provided the required reports and documents to the relevant State and Federal agencies to which the College is accountable. The Board receives regular risk management reports from the College leadership.
- e) The Board has appointed an external auditor who will furnish an audit certification and management letter.
- f) The Board has demonstrated and exercised the highest ethical standards in all areas.

### 1.4.3 Monitoring

The Board will monitor the performance of the staff and organisation.

This responsibility will be deemed to have been met when:

- a) The Board has reviewed the activities and performance of the Principal in line with the Position Description and board policies. There will be an annual review by 2 Board members.

- b) The Board has reviewed the management of the higher education provider and its performance as a higher education provider. The management of the college has been reviewed by an outside consultant every 5 years.
- c) The Board has monitored the academic activities of the higher education provider via reports from the Principal, and the Academic Board.
- d) The Board has monitored systems of control and accountability, including general overview of any controlled entities.
- e) The Board has conducted an annual review of its own activities and performance in accordance with its policies and procedures. This annual review consists of a self-evaluation of individual Board members with respect to their job description and a review by the Executive of the Board's performance. There is an external review of the Board conducted every 3 years.
- f) The Board has reviewed the results of the Eastern College Australia Strategic Plan and addressed any deficiencies.
- g) The College is operating within the policies set by the Board.
- h) The Board Policy Manual is updated annually.

#### **1.4.4 Oversight of functioning of College**

The Board is responsible to maintain oversight of the functioning of the College. It will delegate responsibility for day-to-day functioning to the Principal.

This Responsibility will be deemed to have been met when:

- a) The Board has maintained oversight of the management and academic activities of the College and its performance as a higher education provider. This will take place via reports from the Principal, Academic Board and other relevant parties.
- b) The Board has provided oversight of the assessment and management of risk across the College, including commercial undertakings. This will take place via reports from the Board Executive and other relevant bodies.
- c) The Board has approved the mission and strategic direction of the College, as well as the annual budget and business plan;
- d) The Board has approved systems of control and accountability, including general overview of any controlled entities. A controlled entity is one that satisfies the test of control in s.50AA of the *Corporations Act*;
- e) The Board has approved any significant commercial activities of the College.

#### **1.4.5 Making Appointments**

The Board is responsible to make appointments that will enable the College to function effectively and to assure fiscal and legal compliance.

This Responsibility will be deemed to have been met when:

- a) The Board has appointed the Principal (chief executive officer) of the College and the Secretary of the Association.

- b) The Board has appointed an audit committee that consists of at least three independent members (excluding the chair) of the Board. This committee will comprise the chair of the Finance committee, one other member of the Finance Committee and one other Board member.

### **1.4.6 Delegation**

The Board may, whilst retaining its ultimate governance responsibilities, institute a system of delegations to ensure the effective discharge of these responsibilities.

Delegations are to be exercised within the framework of all relevant Acts, Regulations, Rules, and Eastern College Australia's policies.

Any delegation may be made subject to any conditions and limitations the Board shall approve.

- a) **Delegations to members of the Board**

Delegations to members of the Board shall be made by resolution of the Board and recorded in the minutes of the Board.

- b) **Delegations to sub-committees of the Board**

Delegations to sub-committees of the Board shall be made by resolution of the Board and recorded in the terms of reference of the sub-committee.

### **1.4.7 Dispute Resolution**

The Board of Eastern College Australia is committed to reaching a speedy and just resolution of any disputes or grievances that may arise and that may threaten the harmonious functioning of the Board.

All Board members will follow the procedures set out below.

This policy refers to disputes:

- Between Board members.
- By a member regarding a Board process.
- By a member regarding a resolution of the Board.

The procedures to be followed are:

- a) The dispute must be articulated in writing and sent to the Chair. The Chair must acknowledge receipt of this document within seven days.
- b) In the first instance the Chair will meet with the relevant Board member/s and attempt to resolve any issues.
- c) If this is not successful the Chair will use his/her discretion whether to bring the issue to the next ordinary Board meeting or call an extraordinary meeting.

- d) When raised at the Board meeting all people involved in the dispute will be given the right to be heard.
- e) The matter should be heard with all Board members present, unless they have advised that they are unable to attend.
- f) The Chair will call for a motion from the Board e.g. to seek legal advice, to refer the matter to an external consultant, to dismiss the complaint. The motion will be voted on by all Board members present at the meeting.
- g) A Board decision may be reviewed where:
  - New information has come to light that was not available when the original decision was made.
  - The Board has become aware of an error in previous information that was used to make the decision.
  - A Board member did not feel able to present his/her case.

## 1.5 Duties of Board Members

Board members of Eastern College Australia are expected to fulfil certain duties.

Duties of Board members include:

- a) To act always in the best interests of the College as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her.
- b) To act in good faith, honestly and for a proper purpose.
- c) To exercise appropriate care and diligence.
- d) Not to improperly use their position to gain an advantage for themselves or someone else.
- e) To disclose and avoid conflicts of interest. Each Board member must complete a questionnaire outlining occupation, directorships in other companies, family and business relationships. Details will be maintained in a Register and will be reviewed annually following each Annual Meeting. Each Board member will declare any conflict of interest that may occur during the course of their appointment in dealing with the Board business of the day. It should be noted in the minutes that a conflict has occurred and that the member abstained from any discussion relating to the final decision.
- f) To attend and participate at Board meetings. Absence from more than two Board meetings within a 12 month period requires the granting of leave of absence by the Board. The maximum term of leave of absence is 12 months.
- g) To support and attend College events including Graduation and fundraising events.
- h) To help raise funds by making solicitations to respective donors.
- i) Act as an ambassador for the College.

- j) To undertake all necessary preparation for a Board meeting including review of minutes, agenda and supporting documents.
- k) To serve on committees, task forces and take on special assignments as appropriate.
- l) To assist the Board to carry out its fiduciary responsibilities, including reviewing financial statements.
- m) To seek out possible new Board members who can make significant contributions to the work of the Board and the organisation.
- n) To be fully informed about new developments that may impact on the organisation.
- o) To undertake regular professional development as a Board member.
- p) To only function or speak on behalf of the Board when delegated to do so by the Board.
- q) To undertake to bring his or her own insights and ideas to the Board meetings where open discussion and expression of differing opinions is encouraged.
- r) To be willing to support any Board decision as the voice of the Board, even if some Board members may prefer a different decision.
- s) To deal only with the Principal, who in turn relates to his/her staff on behalf of the Board. (Board members must not relate to staff members and discuss issues with them unless with the specific permission of the Principal, and all Board decisions are implemented by the Principal who is responsible for the performance of his/her staff.)
- t) To maintain Board confidentiality.

## 1.6 Removal of a Board Member

A Board member can be removed from office for any of the following reasons:

- a) Consistent history of failing to fulfil the duties of a Board member (see 1.5 above) to the satisfaction of the Board.
- b) Behaviour that contravenes the Statement of Purpose No 2 set down in the College constitution (see *Appendix A*).

The member will be provided a letter signed by the Board Chair advising the reason why the Board took action to disqualify the person as a member of the Board.

A Board member must vacate his/her office if:

- a) He or she is disqualified from acting as a Director of a company or managing corporations under Part 2D.6 of the *Corporations Act*.

## 1.7 Safeguards, Exemptions & Protections for Board Members

Board members are afforded safeguards, exemptions and protections for matters or things done or omitted in good faith.

Without limitation, these are the equivalent safeguards, exemptions and protections available if the Board member were a director under the *Corporations Act*.

## 1.8 Recruitment, Appointment and Orientation of Board Members

The Board will continually be seeking to recruit new or potential new Board members to fill recurring vacancies.

### 1.8.1 Recruitment

Board members should provide an appropriate mix of skills to provide the necessary breadth and depth of knowledge and experience to meet the Board's responsibilities and objectives and to ensure the continuation of Eastern College Australia's mission and culture.

The Board shall regularly assess its composition by reference to:

- a) Necessary areas of expertise. For assessing potential new Board members use can be made of the check list in *Appendix B*.
- b) The ideal balance between experience and freshness.
- c) Desirable diversity in relevant areas.
- d) Contributions from relevant stakeholders.

The Board shall identify areas where existing Board composition falls short of the ideal. Then:

- a) Under instruction from the Board, a Board member approaches a prospective member and seeks to ascertain if the person has an interest in serving on the Board. (Where ever possible this should be undertaken by the Chair.)
- b) If an affirmative answer is received, two (2) Board members will interview the prospective member.
- c) The prospective member is asked to provide a CV that is circulated to all Board members.
- d) The prospective member is given an orientation pack. (For Orientation Pack contents see *Appendix C*.)
- e) The prospective member is invited to gain more insight into the functioning of the Board and is invited to observe two Board meetings as a guest of the Board. The guest will have no voting rights.

### 1.8.2 Appointment

- a) A recommendation is brought to a Board meeting to invite the person to become a Board member.
- b) If approved by the Board, the prospective member is extended an invitation by the Board Chair to become a Board member.
- c) It is expected that the new member will commence his/her duties as soon as practicable upon acceptance of membership.

### 1.8.3 Orientation

The effective operation of the Board relies on all its members having a full command of the necessary information and expertise. The Board needs to ensure that new members are provided with all the information about Eastern College Australia and training necessary to

enable them to contribute appropriately to the operations of the Board from the time of their election.

## **1.9 Professional Development of Board Members**

The Board has a responsibility to ensure that there is available a programme of professional development where:

- a) The Board as a whole may build its expertise as a governing body, and;
- b) Individual Board members may be made aware of their duties and responsibilities.

To this end, the Executive Committee of the Board will, after consultation with Board members,

- a) Ascertain the needed skills and expertise, and;
- b) Implement a programme of professional development that offers specific training at least annually.



## **2 Position Descriptions**

## 2.1 Board Chair

The Eastern College Australia Board Chair is elected by the Board for a two-year term at the Board meeting following the AGM and is responsible to the Board.

### 2.1.1 Leadership of the Board

The Board Chair is responsible to lead the Board in the performance of its duties, and to ensure that its business is carried out in accordance with accepted business practices and the organisation's Rules and Regulations. He/she will also have regard to the Board members' wellbeing as it affects their performance in their role as Board members.

This will be met when:

- a) All necessary and appropriate meetings of the Board and the Executive Committee are being called.
- b) The Chair is presiding at the meetings, and conducts them in accordance with accepted business practice
- c) All required business is properly addressed, and that the Rules and Regulations of Eastern College Australia are not contravened.
- d) All of the Board's responsibilities are being carried out in accordance with Roles & Responsibilities of the Eastern College Australia Board.
- e) The required committees are set up and functioning effectively.
- f) The required officers are appointed and performing their duties.
- g) The Chair is properly distinguishing between those matters that are the responsibility of the Board, and those matters that should be dealt with by the Principal and his/her Administration.
- h) The Chair is taking responsibility for the wellbeing of Board members as it affects their role and performance as board members. If a problem arises he/she will be coordinating appropriate action to resolve the matter.
- i) The Chair ensures that all members of the Board have an opportunity to express their views on all matters, and that minority views are heard.

### 2.1.2 Relationship with the Principal

The Board recognises the significant relationship it has with its appointed Principal, and liaises with him/her through the Board Chair. It is important that open communication and a good working relationship be maintained between the Chair and the Principal to ensure that the Chair is aware of issues currently facing the organisation and that a mutual understanding and good cooperation be maintained regarding policy and administrative issues.

This will be met when:

- a) Open and continuous communication is maintained with the Principal between meetings of the Board, ensuring that the Chair is aware of issues currently facing the organisation. A good working relationship is maintained between the Principal and

the Chair, ensuring a mutual understanding and good cooperation regarding policy and administrative issues.

- b) The Chair coordinates the development of the Board agenda with the administration through the Principal.
- c) The Chair consults with the Principal to ensure that the intent of all agenda items has been understood in its implication to both Board and staff/faculty before the Board meets.
- d) The Chair ensures that either the Principal or his/her staff will be prepared with the necessary information and background for all matters coming from the staff/faculty for action by the Board.
- e) The Chair is available in a pastoral role for the support of the Principal. He/she will be aware of the wellbeing of the Principal and his/her working environment, and is taking the initiative to assist if necessary.

### **2.1.3 Responsibilities in regard to Eastern College Australia**

The Chair shall preside over all general meetings of the members of Eastern College Australia, and shall represent the organisation at certain functions as required.

This will be met when:

- a) The Chair is presiding over the general meetings of Eastern College Australia.
- b) The Chair ensures that the Annual General Meeting of Eastern College Australia has been called and that the membership has been given sufficient notification of that meeting.
- c) The Chair coordinates the development of the agenda of the AGM.
- d) The Chair is representing the organisation at meetings and functions as appropriate.

## **2.2 Board Vice-Chair**

The Eastern College Australia Board Vice-Chair is elected by the Board for a two-year term at the Board meeting following the AGM and is responsible to the Board.

### **2.2.1 Assistance of the Board Chair**

The Board Vice-Chair is responsible to assist the Board Chair in the fulfilment of his/her responsibilities.

- a) This will be met when: The Vice Chair makes themselves available to meet with the Chair.
- b) The Vice Chair is responsive to requests for assistance from the Chair.

### **2.2.2 Relationship with the Principal**

The Vice-Chair will join with the Chair in establishing a relationship with the Principal that fosters open communication and pastoral care of the Principal. .

This will be met when:

- a) Open and continuous communication is maintained with the Principal between meetings of the Board, ensuring that the Vice-Chair is aware of issues currently facing the organisation.
- b) The Vice-Chair is available in a pastoral role for the support of the Principal. He/she will be aware of the wellbeing of the Principal and his/her working environment, and is taking the initiative to assist if necessary.

### **2.2.3 Responsibilities in regard to Eastern College Australia**

In the absence of the Chair, the Vice-Chair shall preside over all general meetings of the members of Eastern College Australia, and shall represent the organisation at certain functions as required.

This will be met when:

- a) The Vice-Chair is presiding over the general meetings of Eastern College Australia and representing the college at various functions when requested.

## **2.3 Board Treasurer**

The Eastern College Australia Board Treasurer is elected by the Board for a two-year term at the Board meeting following the AGM and is responsible to the Board.

### **2.3.1 Chair of Finance Committee**

The Board Treasurer is responsible to ensure the Finance Committee meets on a regular basis and fulfils its role in assisting Eastern College Australia and the Board in their financial obligations.

This will be met when:

- a) The Finance Committee meet to review monthly financial reports.
- b) The Finance Committee meet to review and recommend the annual budget.
- c) The Finance Committee meet to review any necessary updates to the annual budget.

### **2.3.2 Responsibilities in regard to Eastern College Australia Board**

This will be met when:

- a) The Treasurer ensures the Finance Committee is undertaking its functions effectively.
- b) The Treasurer is liaising with the Chair and the Principal (and any other senior manager involved in accounts as nominated by the Principal) on a regular basis in relation to the financial reports and financial standing of Eastern College Australia.

## **2.4 Secretary**

The Eastern College Australia Board Secretary is elected by the Board for a two-year term at the Board meeting following the AGM and is responsible to the Board.

### **2.4.1 Duties**

The Secretary shall be Eastern College Australia's main point of contact with Consumer Affairs Victoria and shall supply all required Association information to the relevant government authorities.

This will be met when:

- a) The Secretary notifies the Registrar of appointment of Secretary.
- b) The Secretary notifies the Registrar of change of Association's registered address.
- c) The Secretary lodges with the Registrar an *Annual Statement by Secretary* and other required financial documents one month after the Annual General Meeting.
- d) The Secretary applies to the Registrar for approval to alter the *Statement of Purposes* within 28 days after the alteration was passed.

### **2.4.2 Relationship with the Board**

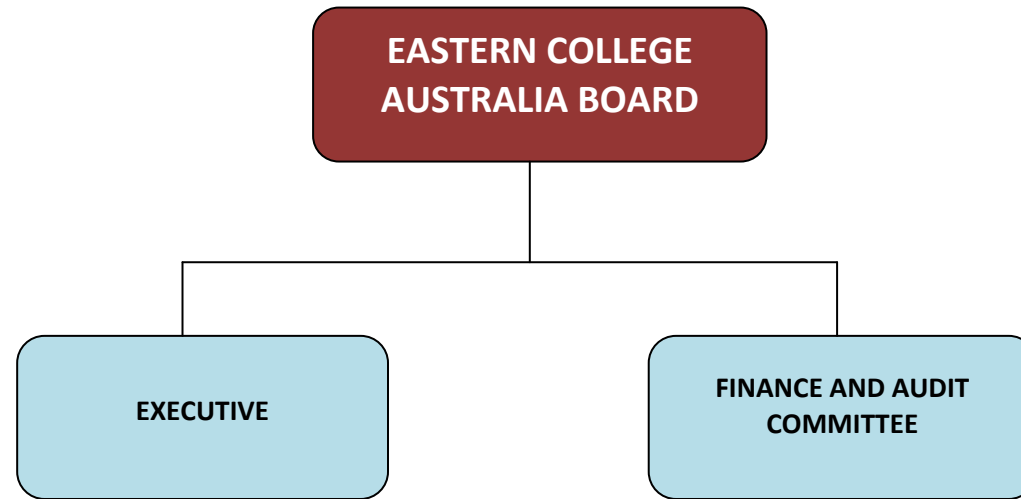
The Secretary will assist the Board in ensuring compliance to government regulations.

This will be met when:

- a) All necessary government requirements have been fulfilled.
- b) The Board has been notified of all compliance requests.

### **3 Board Subcommittees Terms of Reference**

### 3.1 Board Subcommittees



## 3.2 Procedural guidelines

The Board recognises that there are times when a committee can act more effectively than can the full Board. As a general rule, the Board will establish committees only in response to its own work

- a) The Board has the authority to establish both standing committees, sub-committees and ad hoc committees to assist it in its work.
- b) The Board shall clearly define the terms of reference of each committee, including their membership, roles, procedures and functions, and the boundaries of their authority.
- c) Boards may from time to time co-opt non-Board members to serve on a committee in order to bring additional skills, experience or networks.
- d) Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Principal has specifically agreed to such delegations.
- e) All ad hoc committees shall be dissolved by Board resolution once they have completed their work and if requested, have provided a written report to the Board.
- f) All committees shall review their terms of reference annually, including their membership and the results of their work and report to the Board.
- g) Unless explicitly empowered by the full Board, committees cannot make binding Board decisions. For the most part the function of committees is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.
- h) Chairpersons are responsible for setting the meeting dates and times for the whole year as deemed appropriate
- i) Other people with relevant expertise can be co-opted to committees as necessary
- j) All committees are required to keep brief minutes of their meetings (including members present, apologies, a summary of the meeting, items discussed, recommendations/decisions made, and action points) for submission to each Board Meeting
- k) Proposals outside of predetermined Board policy must be submitted to a full meeting of the Board for approval.

## 3.3 Finance and Audit Committee

### 3.3.1 Function

The Eastern College Australia Board shall appoint a Finance and Audit Committee to advise the Board on financial matters, and where applicable to function on behalf of the Board, as indicated within the responsibilities listed below.

### 3.3.2 Membership

The committee shall consist of:

- a) At least two who are members of the Eastern College Australia Board.



- b) The Chief Operations Officer of Eastern College Australia.
- c) The Chairman of the Finance and Audit Committee shall be the Treasurer of the Board.

### 3.3.3 Quorum

The quorum for the committee shall be three Finance and Audit Committee members.

### 3.3.4 Responsibilities

- a) Reviewing Financial Statements and Budgets.
- b) Recommending to the Board
  1. The Annual Eastern College Australia Operational Budget.
  2. The Annual Eastern College Australia Capital Expenditure Budget.
  3. Appropriate salary structures for staff and faculty.
- c) Interviewing auditor annually following presentation of auditor's report.
- d) Liaising with the Chief Operations Officer to ensure that:
  - 1) the College meets its regulatory and compliance obligations with respect to TEQSA;
  - 2) the College submits annually, as required by its regulatory agencies, audited Annual Financial Statements to:
    - a) The office of Consumer Affairs, Victoria ; and
    - b) The Australian Charities and Not-for-profits Commission
  - 3) accurate records of actual income and expenditure are maintained, compared to budget income and expenditure, and recommend adjusting financial forecasts as appropriate;
  - 4) the College's auditors are advised in a timely manner that all records are assembled and are ready for audit;
  - 5) if necessary, the Board is advised of the names and contact details of independent, suitably qualified auditors;
  - 6) all financial documentation, including all information relating to the Assets Register(s) is prepared within three months of the end of the previous financial year (31 December each year) and made available for the College's auditors;
  - 7) a stocktake is conducted with respect to the College Asset Register, the Resource Centre Asset Register and the Café Asset Register annually, and report to the Board of the outcome of these audits;
  - 8) in the event of cash flow problems (not having enough money to pay accounts when they are due), priorities are established for paying the accounts or arrangements for late payment are negotiated, if necessary.
- e) Be satisfied that the auditor appointed by the Board has prepared a report which describes any concerns identified by the auditor and make recommendations to the Governing Board regarding appropriate interventions;

- f) Periodically, hold discussions with the Principal and Chief Operations Officer to discuss foreseen financial problems or difficulties, or any substantial change in the College's financial position. If necessary, forward relevant information or recommendations to the Board;
- g) Periodically (no less than annually) liaise with the Chief Operations Officer and be satisfied that instructions or recommendations from the Board regarding the operations of the College have been implemented in a timely manner.
- h) Provide assistance to the Board in the preparation and/or review of the College Annual Budget;
- i) Recommend to the Board that an invitation to join the Sub-committee be extended to candidates thought to be in a position to contribute relevant skills and expertise.

### **3.3.5 Delegated Authority**

- a) Annual review of
  - All Eastern College Australia insurances.
  - Eastern College Australia's Principal's salary.
- b) Reviewing and setting guidelines for the investment of moneys.
- c) To liaise with the external auditor and review recommendations in relation to financial and other related matters for Eastern College Australia.

### **3.3.6 Exercise of authority**

- a) The Finance and Audit Committee has the authority to act only in accordance with terms of reference approved by the Eastern College Australia Board.
- b) The Finance and Audit Committee may not change its terms of reference but may submit proposed changes for consideration by the Eastern College Australia Board.
- c) The Finance and Audit Committee shall report fully to the Board or its Executive the details of matters concerning which it has exercised its delegated authority. It shall attach copies of relevant department reports to its minutes when reporting to the Board.

## **3.4 Executive**

### **3.4.1 Function**

The Executive of the Eastern College Australia Board acts as the Board between Board meetings and provides support and accountability of the Principal.

### **3.4.2 Membership**

The committee shall consist of:

- a) The Chairman of the Board of Eastern College Australia.
- b) The Vice-Chairman of the Board of Eastern College Australia.
- c) The Principal of Eastern College Australia.

### **3.4.3 Quorum**

The quorum for the committee shall be two Executive members.

### **3.4.4 Responsibilities**

- a) Meet regularly between Board meetings dealing with issues that require addressing.
- b) Provide support to the Principal.

### **3.4.5 Delegated Authority**

Authorised to make decisions at the times when the Board is not meeting or if a matter is of such importance or urgency that it is not possible to convene a Board meeting.

### **3.4.6 Exercise of authority**

- a) The Executive has the authority to act only in accordance with terms of reference approved by the Eastern College Australia Board.
- b) The Executive may not change its terms of reference but may submit proposed changes for consideration by the Eastern College Australia Board.
- c) The Executive shall report fully to the Board the details of matters concerning which it has exercised its delegated authority. It shall attach copies of relevant department reports to its minutes when reporting to the Board.

## **4 Budgeting and Finance**

## 4.1 Budget Planning

The Board has ultimate responsibility for overseeing the budget of Eastern College Australia and for ensuring that the organization operates within a responsible, sustainable financial framework.

It is the responsibility of the Chief Operations Officer to prepare all budgets and review budgets in consultation with the Finance Committee.

### 4.1.1 Preparation of the Budget

- a) In April each year, the Chief Operations Officer starts preparing the budget estimates as part of the Business Plan for the financial year. The process includes:
  - i. considering operational costs;
  - ii. setting payroll costs; and
  - iii. estimating income.
- b) The initial budget estimates are based on the current expenditure projections to end of year plus Consumer Price Increments for salaries or relevant wage increases, revisions to awards/contracts, and a 10 per cent increase on operating expenses such as power, telephones, etc. Details of how cost increases will be absorbed or lead to increases in fees will be provided.
- c) The Chief Operations Officer will present the draft budget for discussion at a Finance Committee meeting. The Finance Committee may accept the estimates as presented or may request variations, within the context of the Business Plan. A detailed report denoting reasons for decisions should be attached to the draft budget for discussion.
- d) The Chief Operations Officer will then revise the draft and present the amended draft budget at the next available Board meeting, usually in April but no later than end of May. Once adopted by the Board, this becomes the official operating budget for Eastern College Australia for the following financial year, and all Board members and employees must work within the financial limits stated or implied by this document.

### 4.1.2 Monitoring and Reviewing the Budget

- a) The Chief Operations Officer is responsible for monitoring the organisation's expenditure, reviewing the actual and budgeted expenditures, and reporting on the progress of such expenditure.
- b) Financial reports will be prepared each month showing the monthly and the year-to-date expenditure and its variation from the budget estimates, and indicating any increases or decreases in funding. A detailed commentary should be attached to Board reports detailing reasons for variations and recommendations for corrective action should that are required. The Chief Operations Officer will indicate what effect any variations will have on the budget projections and provide this information to the Principal and the Board. The Chief Operations Officer will also report on any other financial matters that may be related to the Business Plan.

## 4.2 Payment Authorities

- a) All cheques must contain signatures from two eligible people.
- b) All electronic payments must be authorized by two eligible people.
- c) Eligible people are Board members or staff members who have been previously nominated and endorsed by the Board.
- d) Any two of the above have the authority to sign cheques and/or authorize electronic payments.
- e) Eligible people cannot sign a cheque or authorize an electronic payment to themselves.
- f) A list of all cheques issued and electronic payments made will be available for the Treasurer to review at his/her request.

## **5 Investment Planning**

## 5.1 Policy

The Board is responsible for maintaining and extending the assets of the Eastern College Australia, to provide for its long-term financial viability. In its stewardship of Eastern College Australia's financial assets, the Board has adopted the policy to ensure that any assets not required for the current operating budget will be invested in accordance with the Eastern College Australia's Investment Plan.

The purpose of the Investment Plan is to manage the cash assets not required for current operating expenses so as to maximize the earnings of such assets, while retaining security and minimizing risks. All interest and other earnings from such investments are deposited into the operating account and thus become part of the annual operating budget.

The Plan is designed to ensure that:

- a) Funds are utilised to achieve a balanced operating budget.
- b) It creates capital growth and generates income.
- c) There will be access to cash to cover current liabilities.
- d) Eastern College Australia will have access to cash for establishing new projects.
- e) Eastern College Australia will have access to cash for unforeseen expenses.

## 5.2 Responsibility

The Principal and the Chief Operations Officer, in consultation with the Finance Committee, are responsible for recommending an Investment Plan portfolio for consideration by the Board in the context of the annual Business Plan.

## 5.3 Guidelines

- a) Capital funds that Eastern College Australia accumulates will be invested in interest bearing assets and the interest generated by these investments will be used to meet the operating costs of the organisation.
- b) Unexpended annual budget funds at the end of a financial year are to be allocated for the global use of the organisation.
- c) Priorities set in the Business Plan are to be adhered to.
- d) The progress of investment funds are to be considered at the end of the financial year in the annual review of the Investment Plan.
- e) Investments are to be made with low to medium risk ventures, that is, investments that provide for security of capital over the medium to long term.
- f) Eastern College Australia will only invest with reputable, established, proven financial institutions.
- g) 30 per cent of any share portfolio will be invested with ethical investments.

## 5.4 Procedure

- a) The Finance Committee will investigate investment options and make recommendations to the Board, in the form of an Investment Plan, as part of the annual Business Plan.



- b) Eastern College Australia will retain an independent investment consultant to provide advice about investment opportunities and maintain a portfolio of investments.
- c) The Principal and Chief Operations Officer will meet annually with the investment consultant to discuss the performance of the investment portfolio and report to the Finance Committee, which will in turn report to the Board.
- d) The Chief Operations Officer will receive information about and keep track of the progress of all investments, and report on the progress of the investments as required to the Principal, Finance Committee, and the Board.
- e) The Investment Plan will be reviewed every 12 months as part of the strategic planning for the Business Plan.

## **6 Fraud Risk Management**

## 6.1 Policy

The Board of Eastern College Australia has ultimate responsibility for the prevention and detection of fraud and is responsible for ensuring that appropriate and effective internal control systems are in place.

All managers must ensure that there are mechanisms in place within their area of control to:

- a) assess the risk of fraud
- b) educate employees about fraud prevention and detection
- c) facilitate the reporting of suspected fraudulent activities.

All staff share in the responsibility for the prevention and detection of fraud in their areas of responsibility. All staff have the responsibility to report suspected fraud. Any staff member who suspects fraudulent activity must immediately notify their supervisor. In situations where the supervisor is suspected of involvement in the fraudulent activity, the matter should be notified to the next highest level of supervision.

Any fraud by any staff member shall constitute grounds for dismissal.

## 6.2 Procedures

- a) Fraud prevention accounting procedures shall be incorporated in the organization's policies related to Cash Management, Credit Card Use, Commercial Transactions, and Investment.
- b) All complaints of suspected fraudulent behavior will be investigated whilst also providing for the protection of those individuals making the complaint and natural justice to those individuals being the subject of any such complaint.
- c) Where a prima facie case of fraud has been established the matter shall be referred to police. Any action taken by police shall be pursued independently of any employment-related investigation by the organization.
- d) Recruitment strategies shall incorporate fraud prevention;
  - Applicants shall be required to undergo police checks where required by the duties of the position
  - Previous employers and referees shall be contacted
  - Transcripts, qualifications, publications and other certification or documentation shall be validated
- e) Fraud prevention and detection issues will be included in relevant staff development and induction activities.
- f) Vendors and contractors shall be asked to agree in writing to abide by these policies and procedures.

## **7 Copyright**

## 7.1 Production of copyright material

All materials that result from activities carried out at or for Eastern College Australia, or developed with the aid of Eastern College Australia's facilities or staff, or developed through funds administered by Eastern College Australia, shall be the property of Eastern College Australia except by specific prior written agreement.

Works by independent contractors shall be owned in accordance with the contract under which the work was created. Eastern College Australia shall ensure that there is a written contract for work by an independent contractor specifying institutional ownership.

Any dispute between Eastern College Australia and its staff or volunteers, or between staff or between volunteers, on issues of copyright ownership shall be determined by the organization's dispute resolution procedures.

## 7.2 Use of copyright material

Staff and volunteers are required to observe all applicable copyright laws and regulations. The Principal is required to institute procedures that will ensure

- a) that all uses of copyright materials are recorded, and that
- b) all compensable uses of copyright material are appropriately processed.

## 7.3 Copyright on Eastern College Australia's materials

- a) All materials produced by or on behalf of Eastern College Australia are copyright. Permission to reproduce such materials depends on the category into which they fall.
- b) All materials produced by or on behalf of Eastern College Australia will be classified into one of the following classes.
  - i. Those materials that are copyright and that cannot be reproduced by any process other than for the purposes of and subject to the provisions of the Copyright Act and any licensing agreement between the user and Eastern College Australia.
  - ii. Those materials that are copyright and that may nonetheless be circulated and/or reproduced as long as any reproduction features specified credits and disclaimers.
  - iii. Those materials that are copyright and that may nonetheless be reproduced without conditions.
  - iv. Those materials that are not copyright.

The copyright policies of Eastern College Australia are binding on all staff, whether paid or voluntary. The copyright policies of Eastern College Australia, as amended from time to time, shall be deemed to be a part of the conditions of employment of every employee and shall be included in the orientation material given to every volunteer.

## **7.4 Production of copyright material**

A statement of this copyright policy shall be included in the organization's terms and conditions of employment.

Records of any discussions made with any staff member regarding any agreements as to the copyright status of any material will be kept.

Contracts made by Eastern College Australia with third parties shall specify in writing the copyright status of any material produced under that agreement.

Any dispute between Eastern College Australia and its staff or volunteers, or between staff or between volunteers, on issues of copyright ownership shall be determined by the organization's dispute resolution procedures.

## **8 Communications**

Local, state, national and international media can affect Eastern College Australia in achieving its goals. In order to maximize the advantages of media presentation and minimize the risks of media misrepresentation it is necessary to establish guidelines for how media contacts will be conducted.

It is not the intention of this policy to curb freedom of speech or to enforce strict rules and regulations. Rather, the intention is to establish a framework for achieving an effective working relationship with the media. The organization welcomes the opportunity to talk to the media and, through them, to debate issues in the public arena.

## 8.1 Communication Principles

Eastern College Australia operates on the values of:

- **Honesty:** Eastern College Australia will never knowingly mislead the public, media or staff on an issue or news story.
- **Transparency:** Eastern College Australia will promote openness and accessibility in its dealings with the media, whilst complying with the law and maintaining confidentiality when appropriate.
- **Clarity:** all communications with the media will be written in plain English
- **Balance:** information provided to the media by Eastern College Australia will as far as humanly possible be objective, balanced, accurate, informative and timely.

## 8.2 Policy

Significant statements on behalf of Eastern College Australia shall be made only as authorized by the Board in reference to the Communication Principles listed above.

Unless determined by the Board otherwise the only people who should speak publically on behalf of Eastern College Australia will be the Chair and/or the Principal and the person nominated to speak will provide the direct link to all media.

It should always be made absolutely clear whether the views put forward regarding any issue relating to Eastern College Australia are those of Eastern College Australia or of an individual.

At all times consideration should be given as to how any correspondence may affect the reputation of Eastern College Australia.

The Board shall nominate a Communication Officer for Eastern College Australia.

- a) The Communications Officer will produce and update a list of key contacts for distribution to local press and radio and TV stations. The Communications Officer can also be contacted for preliminary discussions on any story or if a journalist or researcher is unsure who to approach for a comment but the Communications Officer must ensure all formal public comment is made on behalf of Eastern College Australia by the person nominated by the Board.
- b) The Communications Officer shall be responsible for the production of Eastern College Australia's annual public relations plan, which shall be consistent with the organization's business plan and marketing plan.



- c) The Communications Officer shall prepare all media releases from Eastern College Australia and be responsible for mounting them on Eastern College Australia's website. All news releases must also be approved by staff in charge of the relevant area before distribution and no media release is to be made unless authorized by the Chair and/or Principal.
- d) The Communications Officer should be involved in any approaches to the media to feature Eastern College Australia's work.
- e) Approaches from all national press, radio or TV stations or specialist press should be directed to the Communications Officer who will discuss the nature of the story and then contact the Chair and/or Principal asking them to respond.
- f) It is important to obtain advice from the Communications Officer (preferably before the issue becomes public knowledge) on any issues that are likely to be complex or contentious or to be sustained for any length of time. In such a situation the Communications Officer will work with the relevant staff and Board members to produce a communications plan which will ensure that balanced, timely information is provided to keep all parties informed.
- g) No photos of Board members, employees, volunteers, or students should be released to the public via advertising, news media, or web without the approval of the Communications Officer, who shall satisfy themselves that Eastern College Australia's confidentiality policy has been observed.

Any significant media contacts with Eastern College Australia on any issue likely to prove contentious shall, where possible, be videotaped.

Every effort should be made to assist the media in their inquiries. Where media queries involve requests for information that will require substantial staff work to produce, such work must be authorized by the Principal. It will usually be necessary to provide information in addition to that which is requested in order to set the facts and figures in context. Requests for detailed information of this nature, whether from the local or national media, should be referred to the Communications Officer.

Eastern College Australia reserves the right to withhold certain sensitive information concerning, for example, commercial transactions or governmental negotiations

If any unauthorized releases of confidential information does occur, an investigation will take place to establish who was responsible and appropriate action will be taken.

## **9 Conflicts of Interest**

The Board places great importance on making clear any existing or potential conflicts of interest. All such conflicts of interest shall be declared by the Board member concerned and documented in the Board Conflicts of Interest Register. A Board member who believes another Board member has an undeclared conflict of interest should specify in writing the basis of this potential conflict.

## 9.1 Procedure

- a) Board members shall declare any conflicts of interest either at the start of the Board meeting concerned or when a relevant issue arises. The nature of this conflict of interest should be entered into the meeting minutes. The interest should also be documented in the Conflict of Interest: Checklist for the Chair.
- b) Where a conflict of interest or potential conflict of interest is identified and/or registered, the Board member concerned shall (if deemed necessary by the Chair) leave the room as soon as that item comes up for discussion. The concerned Board member shall not vote on that issue, nor 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 invited to do so by unanimous agreement by all other members present.
- c) If a person declares themselves to have existing or potential conflict of interest confidentiality will be respected. If a person alleges that another person has a conflict of interest, whether existing or potential, and if the Board cannot resolve this allegation to the satisfaction of both parties the matter shall be referred to the Executive. The Executive will make a recommendation to the Board as to what action shall be taken.

## 9.2 Examples of conflict of interest could be (but are not limited to):

- a) When a Board member or his/her immediate family or business interests stands to gain financially from any business dealings, programs or services of the organisation.
- b) When a Board member him or herself offers a professional service to the organisation.
- c) When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.
- d) Where a Board member or the ex/officio member of the Board 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 Eastern College Australia.

## 9.3 Conflicts of Interest Checklist

This checklist is to be used by the Chair each meeting to record conflicts of interest identified by Board members. Completed checklists should be stored with the minutes of each meeting.

The checklist should be used in conjunction with the Board Conflict of Interest Policy.

This checklist has been developed to provide consistency in documentation of conflicts of interest relating to Board meetings.



## EASTERN COLLEGE AUSTRALIA INC

### Notice of Interest and Attendance Register

Board Meeting held on ???

<b>BOARD MEMBERS</b>									
Name	Employer's Address	Name and	Occupation	Other businesses with which I have an association, including significant shareholdings:	Other organisations of which I am an office bearer or committee member:	Signature	Date	Time Arrived	Time Departed

<b>STAFF and VISITORS</b>					
Name	Title	Signature	Date	Time Arrived	Time Departed

## **10 Culture**

The culture of any organization is of vital importance to its own health, structure, systems, operation and ongoing stability.

Eastern College Australia's culture affects Board members, staff, volunteers, students and everyone that comes into contact with the organization.

There are three main areas of culture dealt with in these policies – Ethics, Access and Equity, and Governance

## **11 Code of Ethics**



The Board and staff of Eastern College Australia have a legal and moral responsibility to manage the organization in the best interests of the community it serves. Board and staff will demonstrate professional ethical behavior at all times – in their responsibilities to the organization, in their professional relationships with each other, and in their professional service to the community – and will be required to adhere to this code of ethics.

### **11.1 The Board shall:**

- a) Be diligent, attend Board meetings and devote sufficient time to preparation for meetings (including time for prayer) to allow for full effective and appropriate participation in the Board's decision-making.
- b) Observe confidentiality relating to non-public information acquired by them in their role as Board members and not disclose such information to any other person.
- c) Meet regularly to monitor the performance of management and the organization as a whole. To do this the Board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilized to provide accurate and timely information to the Board. Refer to the Governance Policy for more information.
- d) Ensure there is an appropriate separation of duties and responsibilities between itself and the Principal and senior management.
- e) Ensure that the independent views of Board members are given due consideration and weight.
- f) Ensure that stakeholders are provided with an accurate and balanced view of the organization's performance, including both financial and service provision.
- g) Regularly review its own performance as the basis for its own development and quality assurance. Individual Board members should also review their own performance with a view to ensuring a suitable contribution to Board deliberations and decision-making and, if found lacking, should either pursue training or assistance to improve their performance, or resign.
- h) Carry out its meetings in such a manner as to ensure fair and full participation of all Board members.
- i) Ensure that the organization's assets are protected via a suitable risk management strategy. Refer to the Risk Management Policy.
- j) Ensure that personal and financial interests do not conflict with the duty to the organization. Refer to the Conflict of Interest Policy for more information.

### **11.2 Staff (paid and unpaid) shall:**

- a) Publicly and privately support Eastern College Australia and each other, acknowledging the strengths and weaknesses of others and acting with courtesy and respect.

- b) Act honestly and in good faith at all times in the interests of the organization and objects, ensuring that all stakeholders, particularly those who are recipients, are treated fairly according to their rights.
- c) Perform their duties as best they can, taking into account their skills, experience, qualifications and position. They shall act in a safe, responsible and effective manner.
- d) Comply with the prescribed terms and conditions of their employment/engagement.
- e) Notify Eastern College Australia of any inability to attend duty as early as possible so as not to inconvenience others or delay the work of the organization.
- f) Carry out their duties in a lawful manner and ensure the organization carries out its business in accordance with the law, and recognize both legal and moral duties of their role.
- g) Respect and safeguard the property of Eastern College Australia, the public and colleagues; and observe safe work practices so as not to endanger themselves or others. Refer to Occupation Health and Safety Policy.
- h) Maintain confidentiality regarding any information gained through their work or engagement and not divulge personal information or the address or phone numbers of Staff, Board volunteer, students or others. Refer to Privacy Policy for additional information.
- i) Ensure that all transactions, agreements and records that flow from relationships with Eastern College Australia's stakeholders will be accurately and openly recorded in the organization's books and records, and no entries will be made which obscure the true nature of a transaction.
- j) Ensure that Eastern College Australia will be promoted with integrity and accuracy.
- k) Ensure that personal and financial interests do not conflict with the duty to Eastern College Australia.
- l) Undertake no personal or business activities for personal gain while at Eastern College Australia or while conducting business of the organisation: procedures associated with such activities will not be carried out on the organisation's computers without open and express permission of a higher authority.
- m) Work within Eastern College Australia's policies and principles.
- n) Discuss issues where appropriate with other staff and the Principal (and if given express permission from the Principal with Board members) to determine whether or not a contemplated action is ethical.

## **12 Access and Equity Policy**

The Access and Equity Policy set out in this document is drawn up on the model of the Federal Government's Charter of Public Service in a Culturally Diverse Society. The Charter is the key document guiding the Australian Government's Access and Equity strategy. It helps to ensure that government programs (and those programs funded by the government but delivered by contractors, including not-for-profit organizations) meet the needs of our culturally and linguistically diverse society.

The Charter integrates a set of service delivery principles concerning cultural diversity into the strategic planning, policy development, budget, and reporting processes of service delivery, irrespective of whether these services are provided by government agencies, community organizations, or commercial enterprises.

## 12.1 Principles

The principles underlying the Charter, which have been taken into account in the formation of this Access and Equity Policy, are:

- a) Access – As a service provider, Eastern College Australia will make services available to everyone who is entitled to them, free of any form of discrimination on the basis of a person's country of birth, language, culture, race or religion.
- b) Equity – As a service provider, Eastern College Australia will develop and deliver services on the basis of fair treatment to all those clients who are eligible to receive them.
- c) Communication – As a service provider, Eastern College Australia will use all necessary strategies to inform eligible students, their entitlements, and how they can obtain them. Eastern College Australia shall also consult with their students regularly about the adequacy, design and standard of services.
- d) Responsiveness – As a service provider, Eastern College Australia will be sensitive to the needs and requirements of students from diverse linguistic and cultural backgrounds, and be responsive as far as practicable to the particular circumstances of individuals.
- e) Effectiveness – As a service provider, Eastern College Australia will be focused on meeting the needs of students from all backgrounds.
- f) Efficiency – As a service provider, Eastern College Australia will optimize the use of available public resources through a user-responsive approach to service delivery that meets the needs of students.
- g) Accountability – As a service provider, Eastern College Australia will have a reporting mechanism in place which ensures it is accountable for implementing access and equity objectives for its students.

## 12.2 Policy

Eastern College Australia acknowledges that its legal and moral responsibilities cover the areas of:

- access in the provision of services offered.
  - access in employment.
  - access in the provision of information offered.
  - access to any training and development offered.
  - access to events hosted.
- a) All Eastern College Australia Board members staff and volunteers shall wherever feasible have adequate support and training to provide services and information accessible to all people.
  - b) Eastern College Australia will ensure its programs are designed and constructed to provide equal access for all users.
  - c) Eastern College Australia, in its role as an employer, will ensure all people have equal access to advertised positions, interviews, equipment, office accommodation, staff training and promotion.
  - d) Eastern College Australia shall wherever feasible assess proposals for any new (or substantially revised) policies or programs for their direct impact on the lives of people from a range of cultural and linguistic backgrounds prior to any decision to pursue such proposals.
  - e) Any new (or substantially revised) policies or programs that impact in different ways on the lives of people from different cultural and linguistic backgrounds shall wherever feasible be developed by Eastern College Australia in consultation with people from those backgrounds.
  - f) Eastern College Australia shall provide resources so that publicly available and accessible information on its policies and programs is where necessary communicated appropriately to people from a range of cultural and linguistic backgrounds, and especially to those identified as having a high level of non-compliance.
  - g) Eastern College Australia shall institute complaints mechanisms that enable people (regardless of cultural and linguistic backgrounds) to address issues and raise concerns about its performance.
  - h) Eastern College Australia shall require that any of its agents, contractors, or partners deliver outcomes consistent with this policy, and shall in bidding for tenders or contracts budget where appropriate for special provision for linguistic and cultural diversity.

### 12.3 Procedures

- a) Eastern College Australia shall where necessary provide for the special needs of students from diverse cultural and linguistic backgrounds by English or other language assistance through the use of interpreters or facilitators.
- b) Eastern College Australia shall where necessary and feasible provide for the special needs of students in remote areas through developing distance learning facilities.

- c) Eastern College Australia shall incorporate cultural diversity issues in any training programs it provides.
- d) Eastern College Australia staff and volunteers shall where necessary receive ongoing cultural diversity training so that they develop knowledge and skills to work effectively from a cultural framework.
- e) Eastern College Australia shall where deemed feasible by the Board and the Principal provide information in languages other than English, and through print, electronic media, and disability-appropriate methods of communication.
- f) Eastern College Australia shall where possible promote diversity in the membership of its boards, committees and working groups.
- g) Eastern College Australia shall, where appropriate, keep records on the proportional take-up rates of students categorized by their country of birth or their cultural or linguistic background compared with their percentage composition of the total population in the service target group or catchment area.
- h) Eastern College Australia shall maintain client satisfaction data where feasible.

## **13 Governance**

Governance is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of an organization.

Board members take ultimate responsibility for the governance of their organizations. However, governance is not a role for Boards and Board members alone. Governance is also concerned with the way Boards work with the Principal, staff, students, volunteers, College users, members and other stakeholders to ensure Eastern College Australia is effectively and properly run and meets the needs for which the organization was set up.

The Governance Policy is intended to clarify the content of the organisation's constitution by making explicit the underlying principles of governance approved by Eastern College Australia.

This policy does not cover legal or ethical issues concerning the role of the Board or its members, which are addressed separately elsewhere.

### 13.1 Policy

1. The Board of Eastern College Australia is an elective, representative, and collective body.
  - a) It is elective, in that the determination of Board members is the prerogative of members through the election process.
  - b) It is representative in that no member can be mandated by their constituency to adopt a particular position if they do not believe it to be in the best interests of the organization. Whatever the constituency of any member, all members are committed to acting selflessly and making decisions and voting on governance decisions solely in the best interests of the organization.
  - c) It is collective, in that while each member should put the point of view of their electoral constituency, and each member has the right to argue for their own point of view and to vote for that position, once a collective decision has been taken Board members are required to support that decision.
2. The function of the Board of Eastern College Australia is to collectively ensure the delivery of its objects, to set its strategic direction, and to uphold its values. The Board should collectively be responsible and accountable for ensuring and monitoring that the organization is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations. The responsibilities of the Board that cannot be delegated to any other person or body include:
  - a) Compliance monitoring – ensuring compliance with the objects, purposes and values of the organization, and with its constitution.
  - b) Organizational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them.
  - c) Strategic planning – reviewing and approving strategic direction and initiatives.
  - d) Regulatory monitoring – ensuring that Eastern College Australia complies with all relevant laws, regulations and regulatory requirements.
  - e) Financial monitoring – reviewing Eastern College Australia's budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the organization.
  - f) Financial reporting – considering and approving annual financial statements and required reports to government.



- g) Organizational structure – setting and maintaining a framework of delegation and internal control.
  - h) Leadership selection – selecting, evaluating the performance of, and if necessary dismissing the organization’s Principal.
  - i) Succession and remuneration planning – planning for Board, Principal and executive succession, and determining senior management remuneration.
  - j) Risk management – reviewing and monitoring the effectiveness of risk management and compliance in the organization; agreeing or ratifying all policies and decisions on matters which might create significant risk to the organization, financial or otherwise.
  - k) Dispute management – dealing with and managing conflicts that may arise within Eastern College Australia, including conflicts arising between Board members, staff, the Principal, members, volunteers, or students.
  - l) Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable.
  - m) Board performance and composition – evaluating and improving the performance of the Board.
3. Relationship with management

The Board must focus on the strategic direction and the core policies of the organization, and ensure it does not become involved in day-to-day operational decisions. If individual Board members do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

## 13.2 Procedures

- a) Internal controls  
The Board should set and maintain standing orders, policies and procedures, and systems of financial control, internal control, and performance reporting. The Board should ensure that there is a system for the regular review of the effectiveness of its financial control, internal control, performance reporting, and policies and procedures.
- b) Managing risk  
The Board should undertake a full risk assessment (either periodically or on a rolling basis) and take appropriate steps to manage Eastern College Australia’s exposure to significant risks. The Board must regularly review the risks to which Eastern College Australia is subject, and take action to mitigate risks identified.
- c) Board review  
The Board should ensure that there is a system for the regular review of its own effectiveness in meeting its responsibilities.

## 13.3 Responsibilities

1. It shall be the responsibility of the Board to establish and maintain standing orders, policies and procedures, and systems of financial control, internal control, and performance reporting.
2. It shall be the responsibility of the Board to clearly demarcate and delegate the functions of Sub-committees and the Principal.
3. It shall be the responsibility of the Principal to address key management and operational issues within the direction and the policies laid down by the Board, including

- a) Developing and implementing organizational strategies and making recommendations to the Board on significant strategic initiatives.
- b) Making recommendations for the appointment of staff, determining terms of appointment, evaluating performance, and developing and maintaining succession plans for staff.
- c) Developing the annual budget and managing day-to-day operations within the budget.
- d) Maintaining an effective risk management framework.
- e) Keeping the Board and regulators informed about any developments with a material impact on Eastern College Australia's performance; and
- f) Managing day-to-day operations in accordance with agreed standards for social, ethical and environmental practices.

## **14 Fundraising**

The Board of Eastern College Australia is committed to ensuring that fundraising activities are carried out in an ethical manner.

Board members have the responsibility of ensuring the survival and continuation of the organization. This includes responsibility for being interested in and/or assisting with the fundraising activities of Eastern College Australia. While the Board will delegate many of the operations of fundraising to other sectors of the organization, the Board retains the responsibility for inspiring other fundraisers, demonstrating the perceived importance of fundraising to the organization, and demonstrating their leadership in this area.

The specific matters the Board members will be requested to contribute (in line with the standards set out below) include:

- a) Contribute to the short-term and long-term financial planning of Eastern College Australia, including its fundraising plan.
- b) Support the fundraising efforts of Eastern College Australia.
- c) Support special events run by Eastern College Australia to raise money or generate contacts.
- d) Where possible, supply Eastern College Australia with names of prospective individual and corporate donors.
- e) Where requested, approach individual or corporate prospects to ask for donations on behalf of Eastern College Australia, or sign letters of endorsement to these prospects.

This policy applies to the Board, all staff and volunteers.

Eastern College Australia's guiding fundraising principle is to be consistent with its culture, ethics and beliefs and to abide by the principle that Eastern College Australia will only use techniques that it would be happy to be used on itself.

In doing so, Eastern College Australia will adhere to the following standards:

- a) Fundraising activities carried out will comply with all relevant laws.
- b) Any communications to the public made in the course of carrying out a fundraising activity shall be truthful and non-deceptive.
- c) All monies raised via fundraising activities will be for the stated purpose of the appeal and will comply with Eastern College Australia's stated mission and purpose.
- d) All personal information collected is confidential and is not for sale or to be given away or disclosed to any third party without consent.
- e) Nobody directly or indirectly employed by or volunteering for Eastern College Australia shall accept commissions, bonuses or payments for fundraising activities on behalf of the organization.
- f) No general solicitations shall be undertaken by telephone or door-to-door.
- g) A Fundraising Sub-Committee may be formed to carry out the major fundraising tasks. The Sub-committee will report regularly to the Board, including tabling of meeting minutes at

Board meetings. Refer to Policy 3.2.

- h) All fundraising activities must have the prior approval of the Board, as recorded in meeting minutes.
- i) A statement estimating income and expenses will be prepared prior to the commencement of any new fundraising activity that may present a financial risk to Eastern College Australia. Fundraising activities should not be undertaken if they will expose the organization to significant financial risk.
- j) Fundraising activities should not be undertaken if they may be detrimental to the good name or community standing of Eastern College Australia.
- k) Financial contributions will only be accepted from companies, organizations and individuals the Board considers ethical. Companies and organizations specifically excluded from making financial contributions to Eastern College Australia include pharmaceutical/gambling/tobacco/alcohol companies.
- l) A report on fundraising will be prepared by a representative of the fundraising Sub-committee for inclusion in Eastern College Australia's annual report.

## **15 Human Resources**

## 15.1 General Principles

The Board is responsible to ensure that all areas of Human Resources have been and continue to be carefully monitored and maintained to the highest levels.

Most policies in relation to this area are of a management nature however the Board needs to be aware of policies especially in the following areas:

- a) Discrimination and Harassment
- b) Professional Development
- c) Occupational Health and Safety

The direct area in Human Resources involving the Board is the employment of the Principal, who in turn is responsible for the management and oversight of the College and therefore the employment of all staff.

## 15.2 Employment of Principal

The Board is responsible for the employment and monitoring of Eastern College Australia's Principal, who is the highest-level staff member of the organization.

- a) Eastern College Australia will employ the best available person for the job of Principal, will utilise an open and transparent appointment process and will be a good employer, providing fair and appropriate terms and conditions of employment.
- b) The responsibility for appointing, monitoring and terminating the employment of Eastern College Australia's Principal lies with the Board.
- c) When a new Principal is to be appointed, the position will be advertised in order to attract the widest possible range of potential applicants.
- d) The process of advertising, interviewing and short-listing for the position of Principal is the responsibility of a committee that shall be set up by the Board for this purpose. After due deliberation, this committee will make a recommendation to the Board.
- e) The final decision for the appointment of the Principal is to be made by the full Board.
- f) The Principal's terms and conditions of employment are contained in the Contract negotiated and signed by the Chair (or a person delegated to this role by the full Board) and the Principal.
- g) The process of termination of the Principal's contract is contained in that Contract.
- h) The Principal's performance, remuneration and conditions of employment are to be reviewed on an annual basis by the Executive of the Board, or another committee delegated to this role. Any variations to the Contract shall be negotiated by the Chair (or delegate) and ratified by the Board.

- i) The Principal and the Executive will meet annually to carry out a formal appraisal of the Principal's performance based on criteria agreed to and set at the beginning of the monitoring period. The format and process for this meeting will be negotiated and agreed upon between the Principal and the Executive Committee.



## **16 Legal Compliance**

The operations of Eastern College Australia are subject to a wide range of legal requirements, embodied in legislation, regulations, licences, codes, guidelines and similar binding instruments. These include

- a) Occupational Health & Safety legislation.
- b) Anti-discrimination legislation, including equal opportunity, racial vilification or disability discrimination.
- c) Taxation legislation.
- d) Privacy legislation.

Some of these legal requirements apply to organizations generally in Australia. Others are specific to the sector in which Eastern College Australia operates. Eastern College Australia is committed to complying with all applicable laws.

## 16.1 Policy

Eastern College Australia is committed to the highest standards of integrity, fairness and ethical conduct, including full compliance with all relevant legal requirements, and in turn requires that all its Board members, officers (including its Principal), managers, employees, volunteers and contractors acting on its behalf meet those same standards of integrity, fairness and ethical behavior, including compliance with any legal requirement.

There is no circumstance under which it is acceptable for anyone associated with or acting in the name of Eastern College Australia to knowingly and deliberately not comply with the law or to act unethically in the course of performing or advancing Eastern College Australia's business.

## 16.2 Procedures

1. The Board will:
  - a) Review and monitor the leadership and commitment given to legislative compliance through active promotion of the organization's Legal Compliance Policy.
  - b) Review compliance management objectives and plans for legislative compliance.
  - c) Monitor compliance performance by way of periodic management reports and assurances.
  - d) Require the Principal to report to the Board any non compliance as soon as he/she becomes aware of it.
2. The Principal will
  - a) Prepare legislative compliance objectives and plans for review and consideration by the Board.
  - b) Monitor performance against legislative compliance objectives and plans and report to the Board on progress toward accomplishment of objectives.
  - c) Where appropriate, delegate responsibility for compliance to officers with responsibility for particular sections.
  - d) Oversee the performance of managers in these matters, including:
    - i) Conforming to and applying relevant requirements of the Law within the workplace.
    - ii) Ensuring that systems and procedures established to make the policy effective are operational.

- iii) Ensuring that staff is trained in the necessary knowledge and understanding to perform their duties in compliance with the policy and all relevant requirements of the law.
  - iv) Ensuring that significant compliance responsibilities and accountabilities are included in position descriptions and performance reviews.
  - v) Reporting and investigating any incident or occurrence thought or known to constitute a breach of any legal requirement.
  - vi) Designing and implementing system enhancements to correct weaknesses that could result in a breach of such a requirement
- e) Review and report annually to the Board on the effectiveness of the management systems established to deliver legislative compliance.
  - f) Analyze material breaches and identified compliance system weaknesses for systematic trends and ensure that any adverse trends are addressed.
  - g) Promote a culture of effective legislative compliance across the organization.
  - h) Provide a formal assurance to the Board as to the state of compliance of the organization.
3. All staff at all levels will
- a) Ensure that they are aware of any legal requirements that apply to their work activities and that they comply with them.
  - b) Report all incidents of breaches of legal requirements.
  - c) Where appropriate, suggest ways in which practices, systems and procedures could be improved so as to reduce the likelihood of a breach occurring.

## 17 Privacy

The Board of Eastern College Australia is committed to protecting the privacy of personal information which the organization collects, holds and administers. Personal information is information which directly or indirectly identifies a person.

## 17.1 Policy

Eastern College Australia collects and administers a range of personal information for the purposes of promoting, supporting and operating its College. Eastern College Australia is committed to protecting the privacy of personal information it collects, holds and administers.

Eastern College Australia recognizes the essential right of individuals to have their information administered in ways which they would reasonably expect – protected on one hand, and made accessible to them on the other. These privacy values are reflected in and supported by Eastern College Australia's core values and philosophies.

Eastern College Australia is bound by Victorian Privacy Laws, the Information Privacy Act 2000, as well as other laws, which impose specific obligations when it comes to handling information. The organization has adopted the respective Privacy Principles contained in the Victorian Privacy Laws as minimum standards in relation to handling personal information.

In broad terms this means that Eastern College Australia will:

- a) Collect only information which the organization requires for its primary functions.
- b) Ensure that stakeholders are informed as to why it collects the information and how it administers the information gathered.
- c) Use and disclose personal information only for its primary functions or a directly related purpose, or for another purpose with the person's consent.
- d) Store personal information securely, protecting it from unauthorized access, and
- e) Provide stakeholders with access to their own information, and the right to seek its correction.

## 17.2 Procedures

### 17.2.1 Collection

Eastern College Australia will:

- a) Only collect information that is necessary for the performance and primary function of Eastern College Australia.
- b) Notify stakeholders about why Eastern College Australia collects the information and how it is administered.
- c) Notify stakeholders that this information is accessible to them.

### 17.2.2 Use and Disclosure

Eastern College Australia will:

- a) Only use or disclose information for the primary purpose for which it was collected or a directly related secondary purpose.
- b) For other uses Eastern College Australia will obtain consent from the affected person.

### **17.2.3 Data Quality**

Eastern College Australia will:

- a) Take reasonable steps to ensure the information collected is accurate and complete, up-to-date, and relevant to the functions Eastern College Australia performs.
- b) Ensure it amends records when notified in a timely manner.

### **17.2.4 Data Security and Retention**

Eastern College Australia will:

- a) Safeguard the information collected and store against misuse, loss, unauthorized access and modification.
- b) Only destroy records in accordance with its own internal policies or from instructions from the relevant stakeholder.

### **17.2.5 Openness**

Eastern College Australia will:

- a) Ensure stakeholders are aware of Eastern College Australia's Privacy Policy and its purposes.
- b) Make this information freely available in relevant publications and on Eastern College Australia's website.

### **17.2.6 Access and Correction**

Eastern College Australia will:

- a) Ensure individuals have a right to seek access to information held about them.
- b) Correct any information if it is inaccurate, incomplete, misleading or not up-to-date.

### **17.2.7 Anonymity**

Eastern College Australia will give stakeholders the option of not identifying themselves when completing evaluation forms or opinion surveys.

### **17.2.8 Making information available to other service providers**

Eastern College Australia:

- a) Can only release personal information about a person with that person's express permission.
- b) Must - for personal information to be released, ensure that the person concerned has signed a release form.

- c) Can release information to third parties where it is requested by the person concerned.

## **18 Risk Management**



## 18.1 Description

Eastern College Australia will ensure that risks are effectively identified, analysed, addressed and either removed or minimised.

‘Risk’ can be defined as the Possibility of something happening or not happening that will impact upon organisational performance in all areas including governance, operations, strategy, property, finance and teaching activities.

Risk management is the systematic application of governance and management policies, procedures and practices to the tasks of analysing, evaluating and minimising risk issues.

Eastern College Australia will engage in risk management processes to ensure that the organisation is aware of the risks it faces at any given time.

## 18.2 Objectives

- to provide the college with a formal process to identify, analyse, evaluate, mitigate and monitor the key strategic and operational risks impacting on the objectives of the current College Strategy Document.
  - to embed a culture of continuous improvement that encourages the continuous assessment, reviewing and mitigations of risks throughout the college.
  - to contribute to the development of a quality organisation via developing risk plans that are aligned with key components of the College Mission, Vision, Values and Leadership Charter.
  - To facilitate the development and maintenance of a non-judging risk management culture throughout the college.
  - To enable risks to be managed.
  - To develop and maintain systems which enable timely identification of potentially adverse outcomes.
  - To provide reasonable assurance that effective actions are being taken to minimise exposure to risks.
  - To ensure that safe work practices and work environments are maintained through consultation with key staff and stakeholders.
  - To assist staff to exercise risk management strategies as an integrated part of daily activity.
  - To ensure compliance with relevant legislative, statutory, regulatory and contractual requirements and industry standards.

## 18.3 Key Performance Indicators

- A risk register is established.
- Risks are identified, documented and reported.
- The organisation has an updated risk management plan.
- The organisation has no legal proceedings brought against it as a result of a failure to exercise duty of care or legislative and or regulatory compliance.

## 18.4 Roles & Responsibilities

### COLLEGE BOARD

- provide well informed corporate risk governance
- provide strategic direction for Risk Management
- monitor appropriate risk management systems

### PRINCIPAL WITH THE STRATEGIC LEADERSHIP GROUP

- To operationalize systems which achieve the objectives of this policy
- To ensure that staff are aware of their obligations to participate in risk management.
- To identify appropriate resources to manage organisational risks.
- To report to the Board on operational performance in relation to the outcome standards specified in this policy.

(Refer to the Eastern College Australia Risk Management Plan dated October 2015)

## **19 Stakeholders Care**

Eastern College Australia wishes to be proactively concerned with its relationship with its stakeholders which includes its clients, its members, its students, its staff and the general public.

## **20 Transparency and Accountability**

Eastern College Australia realizes the importance of transparency in its operations, and wishes to withhold from public scrutiny as little of its operations as is possible.

## **20.1 Policy**

### **20.1.1 Board**

- a) All Board minutes shall be available upon request by a member of Eastern College Australia once accepted by the Board, except where the Board passes a motion to make any specific portion confidential or unless the Chair deems any particular meeting or minutes or part to be sensitive or confidential.
- b) All papers and materials considered by the Board shall be available upon request by a member of Eastern College Australia following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential or unless the Chair deems any particular paper or material or part of them to be sensitive or confidential.

### **20.1.2 Client Records**

- a) All client records shall be available for consultation by the client concerned or by their legal representatives.
- b) Subject to the previous provision, no client records shall be made available to any other person outside the organization.
- c) Within the organization, client records shall be made available only to those persons with responsibilities for that client, except that
- d) Client records shall be made available to the Board when requested but should be where possible rendered anonymous.

### **20.1.3 Staff Records**

- a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- b) Subject to the previous provision, no staff records shall be made available to any person outside the organization.
- c) Within the organization, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- d) Staff records shall be made available to the Board when requested.

### **20.1.4 Member and Donor records**

- a) All member and donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- b) Subject to the previous provision no member and donor records shall be made available to any other person outside the organization.
- c) Within the organization, member and donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those members and donors, except that
- d) Member and donor records shall be made available to the Board when requested.

### **20.1.5 Administrative records**

- a) All records and materials not falling into the categories above may be released to the public at the discretion of the Principal, who shall take into consideration
  - i) A general presumption in favour of transparency.
  - ii) The relevant provisions of the Associations Incorporation Act regarding information to be made available to members.
  - iii) The marketing, commercial, legal, and administrative interests, priorities, and resources of the organization, including  
Commercial confidentiality and Privacy.  
Copyright issues
- b) The Principal may at their discretion determine the charges any applicant is to pay (including up to the full costs of providing the information requested).

## **20.2 Procedures**

### **20.2.1 Requests for access**

- a) Any request for access to records or materials shall be made in the first instance to Eastern College Australia's Principal.
- b) Where requests are made for client files or staff files by any person not the client or staff member, the Principal shall inform the client or staff member and allow them to make any submissions they wish.
- c) The Principal may, where appropriate, consult with the Board.

### **20.2.2 Procedures and charges for access**

- a) The Principal shall allow access to approved organization records and materials under such conditions and according to such arrangements as they see fit.
- b) Where the request for information is on such a scale or of such difficulty that it would impose an unreasonable burden on Eastern College Australia's resources, the Access to Information Officer (if any) shall impose such charges as they see fit.

### **20.2.3 Record keeping**

- a) The Principal shall report to the Board on the number, nature and outcome of requests for records or materials.
- b) The Principal shall ensure that membership applicants and prospective clients are aware of and consent to the organization's Access to Information Policy.

## **21 Environmental**



The earth's environment is under severe stress from uncontrolled human activity, threatening the survival of our society and the performance of Eastern College Australia's mission. Eastern College Australia therefore accepts that it must as part of its core activities work to preserve the environmental sustainability of the planet, at all levels of its operations – in its own practice, as a participant in a community of practice, and as a participant in the Australian society.

Eastern College Australia aspires to minimize its impact on our environment and maximize the effective use of resources. Eastern College Australia strives to achieve this by increasing communication and awareness of its efforts in accordance with this policy and fostering responsible environmental behavior amongst its Board, staff, students, volunteers, and users at all levels.

Eastern College Australia is committed not only to complying with applicable law in all of its operations but to absolutely minimizing its risks and impacts through the development of robust and documented systems to implement, measure, monitor, and disseminate excellent environmental performance both within its operations and to the broader community.

## 21.1 Policy

Eastern College Australia commits itself to minimizing its impact on our environment through

- a) Providing a safe and healthy workplace.
- b) Creating an environmentally aware culture where responsibility is assigned and understood.
- c) Being an environmentally responsible neighbour in its community.
- d) Conserving natural resources by reusing and recycling.
- e) Using in its own operations processes that do not adversely affect the environment.
- f) Ensuring the responsible use of energy throughout the organization.
- g) Participating in efforts to improve environmental protection and understanding.
- h) Using its own professional expertise where possible to assist in the development of solutions to environmental problems.
- i) Striving to improve its environmental performance continually.
- j) Conducting rigorous audits, evaluations, and self-assessments of the implementation of this policy.
- k) Working with suppliers who promote sound environmental practices.
- l) Enhancing awareness among its Board, staff, students, volunteers, and users - educating and motivating them to act in an environmentally responsible manner.

## 21.2 Procedures

- a) Eastern College Australia will develop clear guidelines for the Board, staff, students, volunteers and users to adopt sound environmental work practices, and adequate training will be provided to ensure these practices are carried out.
- b) Eastern College Australia will act promptly and responsibly to correct incidents or conditions that endanger health, safety, or the environment. It will report any such incidents to the relevant authorities promptly and inform affected parties as appropriate.
- c) Eastern College Australia will, where feasible, reuse and recycle materials, purchase recycled materials, and use recyclable packaging and other materials.
- d) Eastern College Australia will ensure that its services and products are safe, efficient in their use of energy, protective of the environment, and able to be reused, recycled or disposed of safely.
- e) Eastern College Australia will in its operations minimize materials and energy use, prevent air, water, and other pollution, and dispose of waste safely and responsibly.
- f) Eastern College Australia will in its operations conserve energy by improving energy efficiency and giving preference to renewable over non-renewable energy sources when feasible.
- g) Eastern College Australia will, where appropriate, utilize its particular knowledge and experience to contribute to environmentally sustainable techniques, technology, knowledge and methods.
- h) Eastern College Australia will contribute to the maintenance and increase of biodiversity through its management of its leaseholdings and/or its landholdings.
- i) Eastern College Australia will meet or exceed all applicable government requirements and voluntary requirements generally observed in its field, and will in addition adhere to its own environmental policy.
- j) In order to continually improve its environmental management system Eastern College Australia will conduct rigorous audits and self-assessments of its compliance with this policy, measure its progress against its environmental goals, and report its success periodically in its annual reports and elsewhere.
- k) Eastern College Australia will maintain an open and honest dialogue with staff, students, volunteers, stakeholders, and the public about the environmental, health and safety performance of its operations and services.
- l) Eastern College Australia will ensure that every employee and every contractor is informed of and expected to follow this policy and to report any environmental, health, or safety concern to management so that prompt action may be taken.
- m) Eastern College Australia will include in its criteria for selection of suppliers and contractors their environmental performance.

- n) Eastern College Australia will not invest in companies whose business operations conflict with, or detract from, the environmental objectives of this policy.

## **22 Strategic Planning**

## 22.1 Strategic/Business Planning

The Board of Eastern College Australia is committed to ensuring that it is looking at the short, medium and long term vision for Eastern College Australia.

This requires the Board to develop and progressively review for Eastern College Australia the following:

- a) Strategic Plan – usually covering a period of at least 3 to 5 years.
- b) Business plan – usually covering a period of between 1 to 3 years.

## 22.2 Policy

Eastern College Australia acknowledges the vital importance of Strategic and Business planning and will allocate time and energy to ensuring Strategic Plans and Business Plans are prepared carefully and timely.

Eastern College Australia will ensure that its Strategic Plan is reviewed by the Board on at least an annual basis and updated as a result of any changes in circumstances as necessary.

Eastern College Australia will ensure that its Business Plan is developed to allow the effective progression and apply practical outcomes to the strategies set out in the Strategic Plan.

Eastern College Australia will ensure that its Business Plan is reviewed by the Board on at least an annual basis and updated as a result of any changes in circumstances as necessary.

## 22.3 Procedures

Strategic planning process will take place to determine the medium to long terms plans for Eastern College Australia to take into account the following:

- a) The direction that should be taken by Eastern College Australia.
- b) To ensure Eastern College Australia continues to operate in accordance with its Vision and its Mission.
- c) Allowing the Board to determine which priorities and opportunities are the most important and should take precedence over others.
- d) The need to emphasize the certainty of the purpose, vision and mission for Eastern College Australia and its principles.
- e) Reduction of duplication, uncertainty and waste.
- f) The development of methods to ensure Eastern College Australia operates as efficiently as is possible.
- g) To allow for changes in education – requirements, obligations, expectations and methods.

## 22.4 Review

The Board will conduct regular reviews of the Strategic Plan and the Business Plan utilizing the processes of PESTLE and SWOT.

PESTLE allows and ensures the Strategic Plan and the Business Plan are effectively reviewed taking into account the following issues:

- a) P = Political
- b) E = Economic
- c) S = Social
- d) T = Technological
- e) L = Legal
- f) E = Environmental

SWOT allows and ensures the Strategic Plan and the Business Plan are effectively reviewed taking into account the following issues:

- a) S = Strengths
- b) W = Weaknesses
- c) O = Opportunities
- d) T = Threats

## **23 Sponsorship**

The Board of Eastern College Australia is committed to ensuring that its financial arrangements are carried out in an ethical manner.

This policy establishes the framework and guidelines within Eastern College Australia for the creation of productive partnerships between Eastern College Australia and the public, private and not-for-profit sectors, i.e. sponsorship alliances with corporations, foundations, individuals and other non-government organizations. Sponsorship is about relationship building and is a powerful way to build and strengthen partnerships. It is recognized that such alliances can provide important financial and marketing support to potential partners of Eastern College Australia while at the same time generate additional revenues to support Eastern College Australia's mission and mandate.

### **23.1 Principles**

The following are the fundamental principles that shape Eastern College Australia's relationships with sponsors:

- a) Sponsorship of Eastern College Australia or of any symposium, project, program or event will not entitle any sponsor to influence any decision of Eastern College Australia.
- b) Eastern College Australia will not enter into any alliance or partnership with any corporation or organization where the association with the prospective partner or acceptance of the sponsorship would jeopardize the financial, legal or moral integrity of Eastern College Australia or adversely impact upon Eastern College Australia's standing and reputation in the community.
- c) Eastern College Australia will accept sponsorships as an additional source of revenue generation provided that all sponsorship alliances are developed and maintained within the regulations embodied in this sponsorship policy.
- d) All sponsorship alliances or partnerships must be consistent with existing Eastern College Australia policies.

### **23.2 Policy**

- a) All event and project sponsorships must have significant financial commitment from the sponsor to help offset the costs associated with the activity.
- b) All sponsorship relationships with Eastern College Australia must be identified and recorded for information purposes to encourage a donor-centered approach to revenue generation.
- c) Naming rights associated with any sponsorship must be approved by the Board.
- d) Sponsorship over \$5000 will be embodied in written contractual agreements between Eastern College Australia and the sponsorship partner (See 14.2.3 on the next page).



### 23.3 Sponsorship Contracts/Letters Of Agreement Guidelines

Sponsorship contracts and letters of agreement must include the following clauses:

- a) **Description of the Sponsorship Alliance:** The contract will contain a comprehensive description of the item, project or event around which the sponsorship alliance is constructed, including a list of obligations for both parties. Obligations of the parties in market research or sponsorship analysis will be explicitly itemised in the contract.
- b) **Terms of Agreement:** The dates for commencement and conclusion of sponsorship alliances must be included in the contract.
- c) **Key Personnel:** The contract will include the names of the individuals from both parties primarily responsible for the sponsorship, and to whom issues regarding the contract are to be referred.
- d) **Limitations on and Approval of the Use of the Eastern College Australia's Name:** The following clause limits the use of Eastern College Australia's name by the sponsor in its own internal and external promotion and advertising as per the negotiated arrangements: *"Neither party, in any situation, whether within or outside the parameters of the sponsorship, shall be deemed to be the spokesperson for, or the representative, of the other party."* The use of Eastern College Australia's word mark, logo or crest must be specifically stipulated in all contracts and agreements.
- e) **Financial Terms and Schedule of Payments:** The total value and the payment schedule of the sponsorship agreement between the parties will be clearly identified in the contract.
- f) **Obligations of the Parties to Each Other:** The obligations of the parties are dependent upon the form of the alliance and will be determined on an individual basis. Responsibility for any market research or program or evaluation duties, reporting, and approvals will be specified in the contract, along with specific criteria and methodologies for the evaluation of the sponsorship.
- g) **Breach of Contract:** Prior to initiating formal notification of breach of contract, the parties will undertake all appropriate and reasonable efforts to resolve the matter. Should these efforts not prove successful, either party may notify the other of breach of contract in writing, sent by mail or courier, return receipt requested. Such notification will request a written response by a specific date. Non-compliance will constitute cause for dissolution of the contract.
- h) **Right to Discontinue the Sponsored Program or Event:** When circumstances beyond the control of Eastern College Australia force the cancellation or substitution of a sponsored event or project, Eastern College Australia reserves the right to cancel without finding itself financially liable or in breach of contract.

## **24 Volunteers**

Eastern College Australia relies heavily on the unpaid work of volunteers and values their contribution highly.

## 24.1 Policy

- a) All volunteers shall be treated with respect and with gratitude for their contribution.
- b) Volunteers shall be engaged at the discretion of the management of Eastern College Australia.
- c) Volunteers shall carry out duties assigned by the management of Eastern College Australia.
- d) All volunteers shall be as far as possible protected from harm, and shall be relieved of liability for acts performed in the discharge of their volunteer functions.

## 24.2 Responsibilities

It is the responsibility of the Principal of Eastern College Australia to appoint a person to take on the role of the Volunteer Co-ordinator.

The Volunteer Co-ordinator shall be responsible for organizing the recruitment, training, and supervision of volunteers. The Volunteer Co-ordinator shall report to the Chief Operations Officer.

The Volunteer Co-ordinator shall assign supervisors to volunteers and shall monitor the work of the supervisor.

The appointed supervisor shall ensure that each volunteer is trained and capable of fulfilling their functions adequately.

The Principal shall report to the Board whenever appropriate on the Eastern College Australia volunteer program.

## 24.3 Procedures

### 24.3.1 Recruitment

All volunteers are subject to the screening, approval, and probationary procedures as determined by the management of Eastern College Australia.

Recruitment of volunteers shall also take into account Eastern College Australia's commitment to cultural diversity under its Access and Equity Policy.

### 24.3.2 Induction

All volunteers shall be offered appropriate information and training to discharge their functions, and successful completion of this training shall be a condition of carrying out these functions.

**24.3.3 Supervision**

All volunteers shall receive appropriate supervision in the exercise of their functions.

**24.3.4 Reimbursement**

All volunteers shall be reimbursed for all approved expenditure incurred in the exercise of their functions.

**24.3.5 Dispute resolution**

All volunteers shall be entitled to appeal to the procedures set out in the Eastern College Australia's Dispute Resolution Policy.

**24.3.6 Supervision**

All volunteers shall receive appropriate supervision in the exercise of their functions.

## **25 Appendix A: Eastern College Australia Statement of Purpose and Rules of the Association**

**ASSOCIATIONS INCORPORATION REFORM ACT 2012****Eastern College Australia Inc.****Registered No. A0017676J**

(effective 1.5.2014)

**RULES****1. NAME**

The name of the Incorporated Association is Eastern College Australia Inc. (hereinafter called the Association).

**2. STATEMENT OF PURPOSES**

The Association conducts a College, which is a multi-denominational charismatic teaching centre whose mission is to promote unity, revival, teaching and training for ministry for people of all churches and any nationality, and whose purpose is to be a witness to the majesty of Christ in the whole life.

The College conducted by the Association has the following purposes:

- a. To promote and provide opportunities for high quality Christian education through the development and teaching of courses, seminars, tapes and other appropriate means;
- b. To educate and train men and women for effective Christian life and work by developing and teaching courses appropriate to the needs of the Christian church in Australia and beyond.
- c. To offer courses that are appropriate to the training needs of a wide spectrum of Christian people, ranging from courses in Christian basics to ministry training courses;
- d. To ensure that all courses are Christ-centred, biblically based, ministry-oriented, faith-building, academically sound and positively expressed;
- e. To maintain a balance between the spiritual, the academic and the practical in all courses;
- f. To strive for excellence in all areas, spiritual, academic and practical and therefore, to be seeking, always, to improve the courses offered;
- g. To promote unity between all parts of the body of Christ;
- h. To encourage openness to the work of the Holy Spirit in and through the lives of all Christians;
- i. To encourage the exercise of Christian ethical principles; and
- j. To operate in an economically viable manner.

Solely for the purpose of carrying out the aforesaid purposes and not otherwise the Association has power:

- a) to buy apply for acquire by lease licence exchange or hire give or accept options over let on lease license or hire sell exchange develop manage and/or otherwise deal with and/or any real or personal property of whatsoever nature and kind and wheresoever situate;
- b) to sell and/or otherwise dispose of the whole or any part of the business and/or property of the Association either together or in portions and for such consideration and/or on such terms and conditions as the Association may think fit;
- c) to improve manage develop work maintain sell lease underlet exchange surrender mortgage charge dispose of and/or otherwise deal with and/or turn to account all or any part of the real and/or personal property for the time being of the Association wheresoever situate;
- d) to subscribe to, become a member or and cooperate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association. PROVIDED that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its member to an extent at least as great as that imposed on the Association under or by virtue of the Rules of the Association of this memorandum.
- e) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association premises.
- f) to purchase, take on lease or in exchange, hire and otherwise acquire lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. PROVIDED that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- g) to enter into any arrangements with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- h) to appoint, employ, remove or suspend such educators, managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Association.
- i) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- j) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds works, or conveniences which may seem calculate directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- k) to invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds;
- l) to borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association property (both present and future), and to purchase, redeem or pay off any such securities and no lender shall be concerned to enquire into the necessity for any such borrowing or as to the purpose for which it is required or as to the application of money borrowed.
- m) to make, draw, accept, endorse, discount, execute and issues promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account otherwise deal with all or part of the property and rights of the Association.
- o) to take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- p) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (xv) of this clause 2.
- q) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations or otherwise.
- r) to print and publish any newspapers, periodicals, books or leaflets that the Association may think it desirable for the promotion of its purposes.
- s) to produce, purchase, use any films, video, radio and/or television material that the Association may think desirable for the promotion of its purposes.
- t) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- u) to make donations for patriotic or charitable purposes.
- v) to give any guarantee or indemnity for the payment of money or the performance of any contractual obligation or undertaking and become surety or security for any person and without exception either alone or in association or jointly and severally with any persons and for the purpose of securing the payment of any money or the performance of any contractual obligation or undertaking for which the Association has become or may become liable under and by virtue of any guarantee indemnity or other contract pursuant to this paragraph, to mortgage or charge the whole or any part of the assets of the Association (in the present or the future) and no lender shall be concerned to enquire into the necessity for any such borrowing or as to the purpose for which it is required or as to the applicant of money borrowed.



w) to do any other thing conducive to the aims and purposes of the Association.

3. The Association believes that the Bible is the written word of God and the standard by which the validity and philosophy of all subjects taught must be evaluated. The approach to interpreting scripture adopted by the Association may be generally described as evangelical, charismatic and Pentecostal.

#### 4. INTERPRETATION

4.1. In these rules, unless contrary intention appears -

“The Act” means the Association Incorporation Reform Act 2012.

“The Regulations” means regulations under the Act.

“Board” means the Committee of Management of the Association.

“Financial Year” means the year ending on 31<sup>st</sup> December.

“General Meeting” means a general meeting of members convened in accordance with Rule 12.

“Member” means member of the Association.

“Principal” means the Principal of the College conducted by the Association.

“Secretary” means the person appointed by the Association who shall fulfil the usual functions and responsibilities of Secretary of the Association.

4.2. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

#### 5. MEMBERSHIP

5.1. The membership of the Association shall comprise:

- a) The Principal (for so long as the person remains Principal) or, where desired by the Principal and approved by the Board, the Principal's representative, or, in the absence of a Principal, a member of the College Academic Staff appointed by the Board;
- b) Members of the Board (for so long as they remain members of the Board);
- c) Those Academic Staff, Staff and others who are engaged to provide lectures or other services on behalf of the Association and who are invited to become members of the Association by the Board, with their membership to continue either for an appointed period or for so long as they are so engaged, at the Board's discretion;
- d) Any others who may be invited to become members of the Association by the Board for a period of time to be determined by the Board.

- 5.2. There shall be no requirements for such persons to make an application for membership, and in the case of the persons named in sub-rule (1) a) and b) such persons become members by reason of their holding of their respective offices, and in the case of those persons named in sub-rule (1) c) and d) those persons become members by verbal or written invitation of the Board and upon their verbal or written acceptance of such invitation.
- 5.3. There shall be no requirement for any person to be nominated for membership of the Association.
- 5.4. Upon a person becoming a member as aforesaid, the Secretary shall notify that person in writing that they are a member of the Association and the Secretary shall enter that person's name in the Register of Members kept at the address of the Secretary whereupon that person becomes a member of the Association.
- 5.5. A right, privilege, or obligation of a person by reason of the Association –
- a) is not capable of being transferred or transmitted to another person;
  - b) terminates upon the cessation of his or her membership whether by death or resignation or cessation of office if the Principal or Member of the Board or other wise.

## 6. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

There shall be no entrance fee or annual subscription fee.

## 7. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.

## 8. RESIGNATION OF MEMBERS

- 8.1. A member of the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice; the member shall cease to be a member.
- 8.2. Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

## 9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 9.1. Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
- a) suspend that member from membership of the Association for a specified period; or
  - b) expel that member from the Association; or

- c) fine that member an amount not exceeding \$500
- 9.2. A resolution of the committee under subrule (1) does not take effect unless—
  - a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
  - b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 9.3. A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- 9.4. For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
  - a) setting out the resolution of the committee and the grounds on which it is based; and
  - b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - c) stating the date, place and time of that meeting; and
  - d) informing the member that he or she may do one or both of the following—
    - (i) attend that meeting;
    - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
  - e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 9.5. At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
  - a) give the member, or his or her representative, an opportunity to be heard; and
  - b) give due consideration to any written statement submitted by the member; and
  - c) determine by resolution whether to confirm or to revoke the resolution.
- 9.6. If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 9.7. If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 9.8. At a general meeting of the Association convened under subrule (7)—
  - a) no business other than the question of the appeal may be conducted; and
  - b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

- c) the member, or his or her representative, must be given an opportunity to be heard; and
  - d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## 10. DISPUTES AND MEDIATION

- 10.1. The grievance procedure set out in this rule applies to disputes under these Rules between—
- a) a member and another member; or
  - b) a member and the Association.
- 10.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 10.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.4. The mediator must be—
- a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement—
    - i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 10.5. A member of the Association can be a mediator.
- 10.6. The mediator cannot be a member who is a party to the dispute.
- 10.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8. The mediator, in conducting the mediation, must—
- a) give the parties to the mediation process every opportunity to be heard; and
  - b) allow due consideration by all parties of any written statement submitted by any party; and
  - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.9. The mediator must not determine the dispute.
- 10.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 11. ANNUAL GENERAL MEETING

- 11.1. The Association shall in each calendar year convene an annual general meeting of its members.
- 11.2. The annual general meeting shall be held on such day as the Board determines.
- 11.3. The annual general meeting shall be specified as such in the notice convening it.
- 11.4. The ordinary business of the annual general meeting shall be –
  - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
  - c) to receive a report from the Principal and others who have been requested to provide a written report; and
  - d) to receive and consider the statement submitted by the Association in accordance with the Act.
- 11.5. The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 11.6. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## 12. GENERAL MEETINGS

The Board may, whenever it thinks fit, convene a general meeting of the Association. There shall be no requirement to hold a general meeting (other than the annual general meeting) within any particular period of time or year and accordingly there is no requirement for intervals to be specified between general meetings of members of the Association.

## 13. NOTICE OF MEETING

- 13.1. The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at their address appearing in the register of members, a notice by electronic mail or pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 13.2. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 13.3. A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## 14. PROCEEDINGS AT MEETINGS

- 14.1. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 14.2. Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 14.3. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- 14.4. If the Chair of the Board, is absent an appointee of the Board, shall preside as Chair at each general meeting of the Association.
- 14.5. If the Chair of the Board is absent and the Board does not appoint a Chair then the members shall elect one of their number to preside as Chair at the meeting.
- 14.6. The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but usually no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.7. Where a meeting is adjourned for 10 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 14.8. Except as provided in sub-clauses (1) and (2) and except where new business is to be considered at any adjourned meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 14.9. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion or the votes recorded in favour of, or against that resolution.
- 14.10. Upon any request arising at a general meeting of the Association, a member has one vote only.
- 14.11. All votes shall be given personally and not by proxy.
- 14.12. In the case of any equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

- 14.13. If at a meeting a poll on any question is demanded by not less than three members it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 14.14. A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

## 15. BOARD

- 15.1. a) The affairs of the Association shall be managed by a Board constituted in sub-rule (3) hereof;
- b) New membership of the Board shall be by invitation of the then current Board.
- c) Members of the Board shall be Christians, show evidence of a stable Christian lifestyle demonstrating the fruit of the Spirit and affirm an acceptance of clause 3 in the Statement of Purposes of the Association.
- d) Members of the Board shall be appointed for a period of three years but shall be eligible for re-appointment at the discretion of the remaining members of the Board for no more than an additional three consecutive terms.
- e) All members of the Board will commence their first term from the date these Rules are approved.
- 15.2. The Board –
- a) shall control and manage the business and affairs of the Association;
- b) may, subject to these rules, the regulations and Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
- c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 15.3. The Board shall consist of not less than three and not more than ten members of the Association;
- 15.4. For any purposes of these Rules the office of any ordinary member of the Board becomes vacant at the expiration of three years from the time of appointment or if the officer or member -
- a) ceases to be member of the Association;
- b) becomes an insolvent under administration within the meaning of the Corporations Act 2001;



- c) resigns his or her office by notice in writing given to the Secretary.
  - d) is voted out of office by a simple majority of all members of the Board at any meeting of the Board save that notice in writing of such a motion shall be given to all members of the Board prior to such meeting.
- 15.5. For the purposes of these Rules, the Principal shall hold office until the expiration of his or her term of appointment, his or her death, resignation or by resolution of a three fourths majority of a meeting of the Board to the effect that the Principal is to vacate his or her office and in this event a new Principal shall be appointed by the Board.

There shall be no office bearers of the Association as all Board members shall be deemed to be ordinary members of the Board

## 16. PROCEEDINGS OF THE BOARD

- 16.1. The Board shall meet from time to time as they may deem necessary.
- 16.2. One half of the members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 16.3. No business shall be transacted unless a quorum is present and if within half and hour of the time appointed for the meeting a quorum is not present the meeting shall lapse.
- 16.4. At meetings of the Board –
- a) the Chair shall preside and if the Chair is absent their nominee; and
  - b) if the Chair or their nominee are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- 16.5. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine. Wherever possible, decisions made by the Board shall be unanimous but notwithstanding this requirement a two thirds majority of the Board members present and voting at any meeting of the Board shall be considered sufficient unless otherwise agreed by the Board prior to the taking of any such vote.
- 16.6. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 16.7. Notice of each Board meeting shall be given by the Secretary in such manner as is deemed appropriate from time to time.
- 16.8. Subject to there being a quorum, the Board may act notwithstanding any vacancy on the Board.



## 17. THE SECRETARY

- 17.1. The Secretary shall be appointed by the Board either from within the members of the Association or from amongst the staff of the College.
- 17.2. The Secretary may be removed by resolution of the Board.
- 17.3. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.
- 17.4. The Secretary shall make available for inspection by members the minutes and books referred to in sub-clause 17.3 and any other records, securities and other relevant documents of the Association.
- 17.5. The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

## 18. TREASURER

- 18.1. The Treasurer will be appointed by the Board from its members and will work with the Secretary and /or staff of the Association to ensure that they undertake the following:
  - a) collect and receive all monies due to the Association and make all payments authorised by the Association; and
  - b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 18.2. The accounts and books referred to in sub-clause 18.1.b) shall be available for inspection by members.
- 18.3. A statement of receipts and expenditure shall be prepared and presented to the Board as soon as practicable after end of each month and an Accountant or other suitably qualified person shall be appointed to provide an audited statement of the books of the Association for presentation to the Board at the close of any financial year.

## 19. STAFF

- 19.1. The Board shall ensure the Principal shall have power to appoint such staff members of the Association as are needed for the effective management of the Association on terms and conditions as the Board deems appropriate.
- 19.2. The Principal shall be appointed for a contracted period and shall be eligible for re-appointment after being reviewed by the Board.
- 19.3. The Principal shall –
  - believe and teach that the bible is the Word of God;

- be a Christian, show evidence of a stable Christian life-style demonstrating the fruit and fullness of the Spirit and affirm an acceptance of clause 3 in the Statement of Purposes of the Association;
- be amenable to his or her position being reviewed at least triennially.

## 20. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any person or persons authorised to do so from time to time by the Board.

## 21. SEAL

- 21.1. The Common Seal of the Association (if any) shall be kept in the custody of the Secretary.
- 21.2. The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Secretary of the Association.

## 22. ALTERATION OF RULES AND STATEMENT OF PURPOSE

These Rules and the Statement of Purpose of the Association shall not be altered except by a special resolution of the Association that is a resolution passed by a majority of not less than three-fourths of such members of the Association as being entitled to vote so voting in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given in accordance with these Rules.

## 23. NOTICES

- 23.1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or by electronic mail.
- 23.2. Where a document is properly addressed prepaid and posted to a person as a letter or electronic mail, the document shall, unless contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of delivery.

## 24. APPLICATION OF INCOME AND PROPERTY

The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the purposes of the Association as set forth in the statement of purposes of the Association. And no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or member of the Board or servants of the Association or to any member of the Board in return for services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest on money borrowed from any member of the Board or reasonable and proper rent for premises demised or let by any member of the Board to the Association and nothing herein contained shall prevent any member of the Board of the Association being appointed to any salaried office of the Association or any office of the Association paid by fees.

## 25. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 25.1. Except as otherwise provided in these rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.
- 25.2. Members may on request inspect free of charge—
- a) the register of members;
  - b) the minutes of general meetings;
  - c) subject to subrule 25.3, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- 25.3. The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 25.4. The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 25.5. Subject to subrule 25.3, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 25.6. For purposes of this rule—
- relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
- a) its membership records;
  - b) its financial statements;
  - c) its financial records;
  - d) records and documents relating to transactions, dealings, business or property of the Association.

## 26. FUNDS

The funds of the Association shall be derived from gifts and donations, subscriptions, interest free loans, low interest loans, tuition fees and such other sources as the Board determines.

## 27. WINDING-UP AND DISSOLUTION

If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions and having objects similar to the Statement of Purposes of the Association and whose constitution shall prohibit the distribution of its or their income and property among its or their members.

## **26 Appendix B: Skills of New Board Members**

<b>What kind of skills/expertise do you consider you bring to the Board and how strong is this expertise?</b>	Strong	Adequate	Not so Strong
• Administration			
• Campaigning			
• Community Development			
• Conflict Resolution			
• Disability/Disadvantage			
• Financial			
• Fundraising			
• General Strategic Planning			
• Governance			
• History of Education Sector (Locally)			
• Human Resources			
• Indigenous			
• Information Technology			
• Knowledge of the Community			
• Legal			
• Management/Leadership			
• Management/Restructuring			
• Marketing			
• Media/PR			
• Networks/Alliances			
• Policy Implementation			
• Previous Board Experience			
• Research			
• Other ( Please give details)			

## **27 Appendix C: Orientation of New Board Members**

## Board Members' Orientation

Following acceptance of the candidate and Board approval, an invitation is then extended to the candidate to join the Board following which:

- A folder should be prepared for presentation to the new Director containing the following information:
  - College Program and Magazine
  - College Handbook
  - College Planner
  - Eastern College Australia history
  - List and details of all current Directors
  - Board Policy and Procedure Manual
  - Copy of the Statement of Purposes and Rules
  - Copy of the Mission statement & current Vision
  - Statement of Faith
  - Qualifications of a Board member
  - Structure of the Board and its committees
  - Responsibilities and duties of the Board
  - Provide details of Directors and Officers insurance cover
  - Copy of the current Strategic Plan
  - Copy of the current Business Plan
  - Copy of the last Financial Accounts (Profit & Loss & Balance Sheet)
  - Copy of the latest Financial reports
  - Copy of the current Budget
  - Copy of Board minutes for the last 3 meetings
  
- Provide a time to meet with the new Director to answer any questions about the College, its operations, its structure and its finances.
  
- Arrange for a tour of the College to meet with key staff and be introduced to the staff say at morning tea or lunch after a Board meeting. Details of each new member can be shared with the staff so they are aware of the roles of each new Director.

<b>Approving Body</b>	Eastern College Australia Board
<b>Date for Review</b>	27 June, 2014
<b>Policy Owner</b>	Operations