



## Governance Policy

**Version: 1.0**

**Date: 22 August 2017.**

### **1. Basic law under which SHF operates**

1.1. SHF is a public company limited by guarantee and a registered charity. Its key governance laws are the *Corporations Act 2001* (Commonwealth) and *Australian Charities and Not-for-profits Commission Act 2012* (Commonwealth) (ACNC Act). Key requirements for Members and Directors in the ACNC Act displace some standard rights and obligations in the Corporations Act.

### **2. Basis of authority of the Board**

2.1. Rule 6.1 of the Constitution states *'The business and affairs of the Museum shall be under the management of a Board of Directors.* The Directors must exercise that authority in accordance with the law, the Constitution and for a proper purpose, determined by the Objects in rule 1 of the Constitution. The essence of this is that it is the Directors, not the Members, who take responsibility for SHF. Directors manage SHF through applying appropriate policies and delegating operational management to staff and volunteers who are accountable through the General Manager to the Directors.

### **3. Accountability of the Board to Members**

3.1. The Board is accountable to Members by holding General Meetings from time to time. Rule 4.1(b) of the Constitution requires an Annual General Meeting (AGM) within 4 months of the end of the financial year and rule 5.15 outlines the basic obligations at the AGM in relation to Directors reporting to Members, electing Directors and appointing an auditor, consistent with basic legal obligations.

3.2. As responsible persons under the ACNC Act, Directors have duties to see that SHF meets its charity accountability obligations to ACNC.

## **4. Policy and Procedures**

4.1. Policies are set by the Board (by formal resolution) as broad principles that guide decision making in the pursuit of specific outcomes. They should be as succinct as possible.

4.2. Sound policies are documented and accessible to those who need to know. Sound policies facilitate decisions and allow management by exception rather than case by case decision.

4.3 Procedures are operating documents required to give effect to policies across SHF. These are a series of detailed instructions to staff and volunteers. They may be drafted by anyone, but must be approved by the General manager, Operations manager, or Commodore to have effect.

## **5. Role of the Board in policy development**

5.1. The Board is directly involved in setting governance policies and reviewing regularly.

5.2. For operational policies and procedures, generally the Board's role is to see that management has necessary policies in place and to monitor compliance appropriately.

## **6. Key policy documents to guide the Board**

6.1 The Board will progressively develop, monitor and/or review policy documents for governance and operational policies as per attached Risk, Regulatory and Policy overview, dated February 2017.

### **History:**

Version	Date	Action
1.0	22/08/2017	Adopted by SHF board