



FBBGSA BOARD CODE of GOVERNANCE 2108 (after ACNC model)

Board Membership

1. In elections to the Board it should institute procedures and policies that recruit as candidates persons whose skills or experience would benefit the operations of the Board.
2. The Board should seek advance commitment from prospective Board members to any specific policies concerning the expectations of the Board regarding such matters as attendance requirements, investment of time, support for the organisation, conflict of interest policy and practice, collective decision making, and acceptance of responsibility.

Collective Commitment

4. The Board should be independent – not susceptible to outside direction or outside interests.
5. The Board should develop a culture that enables collective decision making.
6. The Board should ensure that while each member has the right to present their own point of view and vote as their conscience dictates, they should, once a decision has been taken, not speak or work against the decision outside the Board.
7. The Board should take ultimate responsibility for ensuring that effective mechanisms are in place for dealing with and managing conflicts.
8. The Board should ensure that Board members treat each other frankly and honestly but with respect.
9. Any members of the Board who are elected by or appointed from particular sections of the community cannot be bound to follow the instructions of those sectional interests but must be free to govern in the best interests of the organisation.

Democratic Governance

10. The Board should ensure that its procedures allow for all Board members to bring issues before the Board, to be informed on these issues, to discuss these issues productively, and to take informed decisions.
11. The Board should develop standing orders that are flexible and efficient, and that allow motions of dissent to be put before the Board without obstruction.
12. The Board to meet at least six times a year.
13. The Board should develop a culture that enables members to dissent without apprehension from the assessment of collective decisions.

Management of the Board

15. The Board should provide induction, instruction, and continuing support to provide all Board members with the skills needed to carry out their functions.
16. The Board should ensure that clear policies and procedures are in place to remove from the Board, in conformity with applicable legislation, members who are in the opinion of the Board unable properly to fulfil their legal, ethical, collegiate or social responsibilities.
17. The Board should ensure that clear policies and procedures are in place to protect the rights of members of the Board to voice their views without fear of reprisals.
18. The Board should have in place clear policies to ensure that all potential conflicts of interest are dealt with in accordance with ethical codes and applicable legislation through appropriate disclosure or refusal.

Direction

19. The Board has the ultimate responsibility and therefore control of the organisation. No major policy can be put into effect without analysis and approval by the Board.
20. The Board is responsible for approving the organisation's mission and strategic direction, its budget and its major financial affairs, and its policies on governance, management, and program implementation.
21. The Board should in practice concern itself primarily with the strategic direction of the organisation.
22. The nature and extent of any delegation by the Board should be clearly documented in every case.
23. The Board is legally responsible for the performance of delegated duties, and should institute effective monitoring and evaluation procedures.

Risk Management

26. The Board should ensure that robust risk management policies and procedures are in effect to minimise any risk to the organisation's mission, its assets, its programs, its reputation, its staff, or its users.
27. The Board should continuously test, review and refresh risk management policy and procedures.
28. The Board should ensure that the health and safety of its employees is of equal priority with the performance of the mission of the organisation.

Accountability

29. The Board is ultimately accountable for the entire operation and the impacts of the organisation.
30. While the Board may be directly accountable either to its members or to the Minister or governmental agency that appointed it, it is also accountable to those served by its mission.
31. In order to make this accountability meaningful, the Board should ensure that clear procedures are developed to provide a transparent framework for conducting its meetings, recording its decisions, communicating those decisions, and receiving feedback from the organisation's members and the users of its services.

Transparency

32. The Board should withhold from public scrutiny as little information on its operations as is possible. All Board deliberations should be open to the stakeholders and the broader community, except where the Board passes a motion to make any specific portion confidential.
33. The Board should report to the organisation's stakeholders at least annually in a format and using a medium best suited to the stakeholders. The report should completely disclose information on the topics and indicators required to demonstrate the impact of the organisation's activities and to enable stakeholders to make decisions. The report should also disclose the processes, procedures, and assumptions used to prepare those disclosures.
34. The Board should establish and implement "whistleblower" policies and procedures that enable individuals to come forward with information on illegal practices (or violations of Board-approved policies) without fear of retaliation.

Community Responsibility

35. The Board should take into account not only the mission and maintenance of the organisation but also
 - The rights and interests of the organisation's users
 - The rights and interests of the organisation's members
 - The rights, interests, health, safety, and wellbeing of the organisation's volunteers
 - The interests of the community sector as a whole
 - The interests of the general public, and
 - Environmental Responsibility
38. The Board should ensure that the organisation actively works to preserve the environmental sustainability of the planet
 - In its own practice,
 - As a participant in a community of practice, and
 - As a participant in the Australian social discourse.

Diversity and Empowerment

39. The Board should ensure that the whole organisation, in all of its systems, operations and activities, upholds and promotes the imperatives of empowerment.
40. The Board should ensure that the principles of equal opportunity and diversity are practically applied to all areas of the organisation's work, including its planning, its marketing and its management.

Ethical Fundraising

45. The Board should ensure that all materials used in fundraising are accurate and truthful, and that, except in exceptional circumstances, funds raised for stated purposes are used for those purposes.
46. The Board should respect the privacy of its donors and should not make their names available to any other person for any other purpose, except where mandated by law.
47. The Board should adopt policies and procedures for dealing with the circumstances in which the organisation should refuse a donation that might compromise its ethics, its finances, or its mission.

Effectiveness

48. The Board should periodically review its own effectiveness, and take any necessary steps to ensure it works well.
49. The Board should ensure that the organisation as a whole, and its programs, are regularly reviewed, and its outputs and outcomes assessed against the organisation's mission.