



GOVERNANCE POLICY

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1 OVERVIEW

1.1 OBJECTIVE

Youth Insearch exists solely for charitable purposes and receives public money for this purpose. As such, Youth Insearch is committed to achieving its objectives in the most efficient way and having best practice corporate governance. Accordingly this policy:-

- Sets out the responsibilities and duties of the Board to promote good governance in the interests of the members of Youth Insearch and the community.
- Will assist Directors of Youth Insearch in discharging their duties to Youth Insearch, its members and the community.
- Supports and promotes the legal obligations and rights of Directors and the Executive.

This Policy will be made available to all members and donors and members of the public on request and a statement outlining adherence to this policy will be included in the annual report.

1.2 BOARD AUTHORITY

The Board of Directors originally adopted this policy on 27 March 2013.

1.3 EFFECTIVE DATE

This document will take effect from 27 March 2013.

1.4 REVIEW

The Board is responsible for reviewing this policy on an annual basis.

1.5 REVIEW SCHEDULE

Date	Version	Details of Change	Approved by
27 March 2013	1	New Policy	Board
25 March 2014	2	Updated policy	Board

2 BOARD AND MANAGEMENT OF YOUTH INSEARCH

The Board is ultimately responsible for the sound and prudent management of Youth Insearch. In fulfilling its obligations, the Board may delegate authority to Management to act on behalf of the Board. The Board acknowledges that it retains responsibility for decision making at all times.

An essential component of the Board's role is to set the strategic direction of Youth Insearch. To this end the Board is responsible for reviewing and approving:

The strategic plan, including objectives, mission statement and vision.

- (a) The annual business plan.
- (b) All key performance indicators.

The Board will approve budgets, review the performance of Youth Insearch against them, and initiate corrective action when required. Key performance indicators will include, but not be limited to:

- (a) Revenue, income versus expenses (efficiency), asset growth, balance sheet position and cash flow.
- (b) Best practice comparisons.
- (c) Program outcomes and achievements.
- (d) Member, staff and client satisfaction.
- (e) Achievement of Youth Insearch's objectives, mission statement and vision.

The Board is also responsible for ensuring the effective day to day management of Youth Insearch and to this end shall:

- (a) Appoint a Chief Executive Officer to oversee the day-to-day management of Youth Insearch. The CEO is supported by a management team as detailed in the Youth Insearch organisational chart ([Appendix 1](#)).
- (b) Delegate decision making ability to the CEO and the management team (and maintain a register of all delegations) ([Appendix 2](#)).
- (c) Retain ultimate responsibility for the management of Youth Insearch and the specific matters reserved for the Board as set out in this Policy ([Appendix 3](#)).

The Board's focus is on the strategic direction and the core policies of the organisation, not day-to-day operational decisions. Where individual Board members need to become involved in operational matters, they must separate

their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

The Board will make key decisions related to the management team and will:

- (a) Evaluate the CEO's ongoing performance against predetermined criteria and implement appropriate monitoring mechanisms including KPIs, board papers, management information systems and management reports.
- (b) Endorse the CEO's appointment of key managers.
- (c) Implement succession plans for the CEO and senior managers.
- (d) Execute the remuneration policy by approving remuneration for the CEO, senior managers and other key personnel who can affect the financial soundness of Youth Insearch.

The Board will ensure that an effective committee structure is in place to support the Board in its decision making process.

The Board will also approve and foster an appropriate culture consistent with the agreed values of Youth Insearch, its membership and its history.

3 COMPLIANCE AND RISK

The Board is responsible for ensuring compliance with all applicable laws and regulations and its own policies and to this end shall:

- (a) Allocate specific accountability for compliance to the CEO.
- (b) Supervise compliance performance through the Audit & Risk Committee.
- (c) Appoint the external auditor of Youth Insearch.
- (d) Ensure that the external auditor is given the opportunity to raise issues directly with the Audit & Risk Committee and the Board.
- (e) Obtain professional advice as and when required to ensure compliance with applicable laws and regulations.

The Board is responsible for ensuring that the risks facing Youth Insearch are identified, assessed and properly managed in line with industry standards.

The Board will ensure that policies on key issues are in place and are appropriate for managing the key risks of Youth Insearch. A register of Youth Insearch policies is provided in Appendix 4.

To further manage Youth Insearch's risks, the Board will ensure:-

- (a) Appropriate insurances are maintained to manage key risks including Association Liability, Director and Officer, Public Liability, Property and Travel insurances.

- (b) Ensure that appropriate management information and organisational records are maintained to support risk management and to:
 - i. Enable the Board to measure performance against KPIs and scrutinise management activity.
 - ii. Meet statutory obligations to record transactions and maintain accounts.
 - iii. Serve external and internal audit and control systems.
- (c) Risk management analyses are carried out for all relevant sections of the organisation.
- (d) Practices are identified to avert and minimise those risks.
- (e) The risks, precautions and remedies are recorded in the form of deliverable checklists for each section.
- (f) Copies of up-to-date risk management checklists are kept in a central Risk Management Register.
- (g) Risk management checklists are reviewed at least once a year.

4 CONSTITUTION AND GENERAL MEETING MATTERS

The Constitution outlines the terms and conditions of the Youth Insearch governance system, and in doing so deals with in Part 5:

- (a) The Board structure and director appointment.
- (b) Powers and duties of the Board.
- (c) Delegation of duties.
- (d) Board meeting process.
- (e) The appointment and role of office bearers of the Board.
- (f) Director remuneration.
- (g) General meeting procedures (Part 6).

A number of these provisions will be discussed in further detail in the relevant sections of this policy.

5 BOARD COMPOSITION

The Board will adopt the most effective structure that best assists the governance process and complies with the constitution and relevant law and regulations.

It is also important that the Board composition be conducive to making decisions expediently, with the benefit of a variety of perspectives and skills, and in the best interests of Youth Insearch rather than individual members or interest groups.

To ensure that the Board possesses the necessary variety of skills and perspectives, it is considered desirable that it be represented by a diversity of:-

- (a) Professional qualifications.
- (b) Professional skills and experience.

- (c) Genders.
- (d) Ages.

The number of directors will be at least 5 and no more than the number set out in the Constitution.

The Board will assess all persons (including existing directors) prior to their appointment or reappointment as a Director against the Youth Insearch Fit and Proper Policy as to their fitness and propriety to act as a Director.

6 BOARD INDEPENDENCE

The Board is committed to the principles of independence. The Chair and a majority of directors must be independent at all times. A majority of directors present and eligible to vote at Board meetings must also be non-executives.

The role of Chair and CEO should not be exercised by the same individual. If the position of CEO is unexpectedly vacated, the Chair may serve as an interim CEO, subject to any term in office not exceeding 90 days, and not without the approval of the applicable regulatory bodies.

A director is not independent if the director:-

- (a) Is employed, or previously employed in an executive capacity by Youth Insearch in the past 3 years.
- (b) Was a material consultant or professional adviser to Youth Insearch in the past 3 years.
- (c) Is a material supplier or customer of Youth Insearch, either directly, indirectly or by association.
- (d) Has a material contractual relationship with Youth Insearch.
- (e) Has any other interest which could materially interfere with the exercise of their independent judgment.

The Board is to assess the independence of directors on their appointment, annually at the last Board meeting prior to each AGM, and whenever there is a material change in the circumstances of a director.

The Board has also determined that all directors seeking re-election will be assessed for independence and required to obtain the full support of the Board prior to standing for re-election. The candidate must be absent when their application is considered. Where the Board does not support a director's candidacy and the applicant still seeks re-election, the Board will canvas an alternate candidate to oppose the director so that an election will be required.

Where the Board is in doubt regarding a director's independence, Youth Insearch may refer the matter to the Youth Insearch solicitor for a legal opinion or the appropriate regulatory body for guidance.

6.1 CONFLICT OF INTEREST

Each director shall avoid conflicts of interest, or perceived conflicts of interest, between their role as a Director of Youth Insearch and their other activities and commitments.

A Director of Youth Insearch who has a material personal interest in a matter that relates to the affairs of Youth Insearch must give the Board notice of the interest except where the interest arises because the director is a member of Youth Insearch and is held in common with the other members of Youth Insearch.

The format of the notice of conflict of interest shall consist of:

- (a) the nature and extent of the interest; and
- (b) the relation of the interest to the affairs of Youth Insearch.

A conflict of interest declaration shall be given at a directors meeting as soon as practicable after the director becomes aware of their interest in the matter. A register of interests will be maintained for this purpose by the Secretary.

As a matter of policy, each director will be required to reaffirm their status with respect to any perceived conflict of interest prior to the commencement of each and every Board meeting. The Chair must ensure the details are recorded in the minutes of the meeting.

Where an actual or potential conflict of interest arises, the director shall remove themselves from any discussions or decision-making with respect to matters where there is such a conflict or potential conflict.

Board members are not barred from engaging in business dealings with Youth Insearch, provided that these are negotiated at arm's length without the participation of the Board member concerned.

7 BOARD COMMITTEES

The Board may establish committees to oversee critical functions. In doing so, the Board retains responsibility for decision making and for ensuring the performance of the duties delegated to the committees.

Depending on its capacity, the Board will generally appoint a:

- (a) Audit & Risk Committee - to provide an objective non-executive oversight of the effectiveness of Youth Insearch's financial reporting and risk management framework. See charter (Appendix 5).
- (b) Corporate Governance Committee - to be the primary reference point for the management of the Board and to ensure key matters impacting

on Board performance and general succession issues are responded to in an appropriate and timely manner. See charter (Appendix 6).

- (c) Fundraising Committee – to monitor the effectiveness of Youth Insearch’s fundraising activities and encourage directors to take an active role in fundraising. See charter (Appendix 7).

The operation of Youth Insearch also requires the establishment of a Program Committee. The Program Committee is established by a formal policy adopted by the Board that sets the operational parameters of the Committee. The formal policy must be developed and reviewed in consultation with accredited Youth Insearch youth leaders. The policy must include the requirement for majority Youth Insearch youth leader membership, procedures regarding the election of Committee members by accredited Youth Insearch youth leaders, and the powers of the committee. Generally, the Program Committee is empowered to decide on all matters relating to the Youth Insearch program.

All committees shall be established with clearly defined charters that set out their role and objectives, responsibilities, authorities and tenure. The charters of these committees shall be maintained and updated regularly.

The Board must ensure that these committees are adequately resourced and supported by Youth Insearch.

Each Committee Chair will be responsible for ensuring that the Board is kept informed of the committee activities, and will do this by providing:

- (a) A copy of the minutes of committee for the last meeting held.
- (b) Any formal resolutions of the committee for consideration by the Board.
- (c) Any recommendations to the Board.
- (d) On any other major issues arising which the Committee believes the Board should be informed.

Committee members may sit on other Board committees provided there is no material conflict of interest as a result of their participation on these committees. The Chair of the Board may sit on Board committees but shall not be permitted to Chair any Committee.

All committee positions are elected by the Board annually by the first Board meeting following the Annual General Meeting.

The Board may from time to time co-opt non-Board members to serve on a committee in order to bring additional skills, experience or networks.

Unless explicitly empowered by the 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.

The CEO shall sit ex-officio on all Board committees, but may delegate their attendance to any other person.

The Board must ensure that new committee members are aware of their statutory obligations and responsibilities to the association.

8 BOARD ASSESSMENT

8.1 REQUIRED COMPETENCIES

Board and senior management of Youth Insearch must collectively have the necessary skills for the prudent operation of Youth Insearch, and each director must have the skills that allow them to make a contribution to Board deliberations and processes.

Collectively, the overall skill mix of the Board must be sufficient to enable it to:

- (a) Understand the Youth Insearch program and its philosophy.
- (b) Assess financial and legal risks facing Youth Insearch.
- (c) Deliver the strategic plan of Youth Insearch.
- (d) Scrutinise the management of Youth Insearch as a charitable institution.

Generally it is expected that experience will include a mix of accounting, financial, legal, management, industry relevant experience and experience in the Youth Insearch program.

All staff and board members must have attended at least one Youth Insearch program.

The Board may also supplement skills and knowledge through use of external consultants and experts.

Appendix 8 outlines Board Functions/Skills and Director Positions/Skills Matrixes.

8.2 SKILL ASSESSMENT

To ensure that the Board has the required complement of skills, experience and expertise, it will periodically assess the collective and individual competencies of its directors against the Board and Director skill matrixes.

The Corporate Governance Committee (or Chair) shall be responsible for the execution of Board skill assessments, although individual action items may be delegated to the CEO.

The Board skills assessments shall be conducted at least once each year, prior to the AGM. The skills assessment may be conducted more frequently for the purpose of identifying skill gaps resulting from the resignation of an individual director, or identifying suitable candidates to fill casual vacancies on the Board.

The results of skills assessment reviews shall be distributed to all directors. Assessment results should, as a minimum, outline the following indicators;

- (a) Actual (assessed result) versus benchmark (agreed targets) for all identified skills.
- (b) Individual director results.
- (c) Collective (Board) results.
- (d) Skill dependencies upon individual directors.
- (e) Identified strengths.
- (f) Identified weaknesses.

The Corporate Governance Committee (or Chair) shall be responsible for preparing recommendations at the conclusion of each skills assessment. These recommendations will be submitted to the Board and should include:

- (a) An action plan for addressing major skill deficiencies identified in the assessment.
- (b) Identification of potential training areas or courses which directors should consider.
- (c) Timeframes for required training and development to occur.
- (d) Recommend the use of external consultants or experts to supplement skill requirements.
- (e) Identification of skill sets, qualifications and expertise that would be considered particularly beneficial in any new appointments to the Board.
- (f) Feedback for improvements in the process for future assessments.

The Corporate Governance Committee (or Chair) should also consider the retirement plans of existing directors, especially long-serving ones, to assess whether the Director contributes specific and unique skills.

8.3 BOARD PERFORMANCE

The Board will assess, at least annually, the Board's performance relative to its objectives and the performance of individual directors.

Objectives for the Board will include:

- (a) Establishing the overall strategy for Youth Insearch and ensuring reporting against this strategy.
- (b) Approving the risk management strategy of Youth Insearch including determining the level of risk it is willing to accept.
- (c) Assessing operating and financial conditions against forecasts.
- (d) Assessing senior management performance against agreed criteria, which would include:-

Effectiveness of risk controls;

- (a) Implementation of Youth Insearch strategic and business plans; and
- (b) making key decisions in a timely manner.

Objectives for individual directors will include:

- (a) Whether a director demonstrates the required expertise for their role.
- (b) Attendance and participation at Board meetings.
- (c) Contribution to Board deliberations and the overall direction of Youth Insearch.

The Corporate Governance Committee (or Chair) shall be responsible for the execution of Board performance assessments, although individual action items may be delegated to the CEO.

Board performance assessments shall be conducted at least once each year, prior to the AGM. Directors will be required to complete the questionnaires to evaluate the performance of the Board as a whole, selected Committees, the Chair of the Board and their own performance as a director.

The results of performance assessment reviews shall be distributed to all directors. Assessment results should, as a minimum, outline the following indicators:-

- (a) Results for the Board as a whole.
- (b) Results for Committees.
- (c) Results for the Chair of the Board.
- (d) Results for the individual director.
- (e) Identified strengths (Board and individual).
- (f) Identified weaknesses (Board and individual).

In addition to receiving performance assessment results for the Board and themselves, the Corporate Governance Committee (or Chair) shall also receive the individual performance assessments for all other directors.

The Corporate Governance Committee (or Chair) shall be responsible for reviewing the overall results and initiating appropriate actions. These actions may include counselling individual directors regarding performance issues.

Where issues arise with the Chair of the Board, the Corporate Governance Committee (or Deputy Chair) shall arrange for the matter to be brought before the full Board without the Chair in attendance.

The Corporate Governance Committee (or Chair) shall be responsible for compiling and appropriately acting upon feedback for improvements in the process for future assessments.

9 BOARD RENEWAL AND SUCCESSION PLANNING

Youth Insearch recognises that the environment in which it operates is complex and always changing. In order that Youth Insearch remains relevant, competitive and successful in this environment it is considered essential that Youth Insearch's Board should collectively possess an appropriate level of skill, experience, enthusiasm and knowledge.

It is through Board renewal that these essential requirements can be maintained. It is recognised that Board renewal can occur through:

- (a) The ongoing development and training of existing Board members (internal) and/or
- (b) The introduction of new individuals onto the Board (external)

The Board should give consideration to whether directors have served on the Board for a period which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of Youth Insearch.

The Board will assess each director by reference to this requirement, annually prior to the Annual General Meeting, or whenever there is a material change in the circumstances of a director.

In making such an assessment, the Board will assess whether a director is able to act in the best interests of Youth Insearch, giving due consideration to the particular circumstances of the director as follows:

- (a) The duration of a director's tenure.
- (b) The director's performance and demeanor as observed by other directors.
- (c) The nature and extent of steps taken by the director to "renew".
- (d) The director's ability and willingness to undertake further "renewal".

If the Board assesses that a particular director has served on the Board for a period which materially affects the director's ability to act in the best interests of Youth Insearch in a way which cannot be addressed by internal renewal of the director, the director will be counseled not to seek a further term.

The Board intends to renew itself using a combination of internal and external renewal as detailed below.

9.1 INTERNAL RENEWAL

The Board will encourage and foster continuing professional education and development of directors so that, both individually and collectively, it will ensure directors are:

- (a) Able to meet minimum skill expectations.
- (b) Address any skill deficiencies identified.
- (c) Kept abreast of any legislative changes.
- (d) Performing and making a contribution to the Board deliberations and processes.

9.1.1 DIRECTOR DEVELOPMENT PROGRAM

The Corporate Governance Committee (or Chair) is responsible for developing Youth Insearch's professional education and development program for directors.

This program caters for:

- (a) A director induction program.
- (b) Remedial training identified as part of the annual performance assessment.
- (c) The reimbursement of all reasonable continuing education expenses.
- (d) Allocation of an annual training budget.

Directors should complete induction and/or development training as required by the development program to ensure that the skill base and mix of competencies remains relevant and appropriate to the management of Youth Insearch.

It is recommended that each director complete 15 hours of relevant professional training or research per annum.

A director's compliance with Youth Insearch's policies concerning continuing professional education and development will be considered as part of the annual assessment of that director's performance and the annual reassessment of that director's continuing fitness and propriety.

In addition, Youth Insearch seeks to improve the skills, knowledge and experience of its existing directors through:

- (a) A program of associate directorships who attend but do not vote at meetings, who can observe and learn about the operations of the Board, and who can be assessed for suitability before being considered for election to the Board.
- (b) Any program whereby directors rotate through committees of the Board.

- (c) Encouragement of directors to undertake roles in the wider Youth Insearch movement.

9.1.2 ROTATION OF CHAIRS AND SUBCOMMITTEES

The rotation of chairs and committee members allows individual directors to further develop their skills and provides a succession path in the event that a director resigns from the Board.

To this end, the Board has determined the following protocol for the appointment of Chair and subcommittee positions.

9.1.2.1 CHAIR OF THE BOARD

The role of Chair is pivotal to the success of the Board, therefore it is essential to ensure that a director with the appropriate skills, knowledge and experience is appointed to this role.

To facilitate this:

- (a) The position of chair will be declared vacant at the first board meeting following the Annual General Meeting.
- (b) Where the existing Chair has indicated a willingness to continue in the role, the Board will review the performance of the Chair, prior to this meeting.
- (c) Nominations will be called, and the position will be appointed by the Board.
- (d) The Board may remove the Chair from this position at any time.

The Board generally expects that any change to the role of Chair will be filled by the Deputy Chair.

9.1.2.2 DEPUTY CHAIR

The role of the Deputy Chair has been created by the Board to:

- (a) Develop a successor for the position of Chair.
- (b) Facilitate a seamless transition in the case of a succession.
- (c) Act as a Chair, when the current incumbent is absent.

The Board generally expects that the role of Deputy Chair will be filled from within the existing experienced Board, and that preferably, the nominated director will have demonstrated prior Youth Insearch leadership as Chair of one of the existing Committees.

The Deputy Chair role will be subject to the same nomination and appointment process as outlined for the Chair of the Board.

9.1.2.3 SUBCOMMITTEES

As is the case with the Chair and Deputy Chair, all subcommittee positions are elected by the Board annually at the first Board meeting following the Annual General Meeting of Youth Insearch.

Subcommittee Chair performance will also be assessed annually by the Board, with the incumbent prevented from holding that position for a continuous period longer than 3 years.

9.1.3 EXTERNAL RENEWAL

The further development of skills, knowledge and experience of existing directors is a priority for Youth Insearch; however it is not a complete answer to the need for Board renewal and succession planning.

The Board also seeks to encourage the recruitment of new directors with the appropriate skills, knowledge and experience. The pace of such recruitment must be appropriate bearing in mind the size of the Board and the priority the Board gives to retaining adequate expertise.

Circumstances and policies that encourage and facilitate the recruitment of new directors with appropriate skills, knowledge and experience include:

- (a) Advertising of the election process by notice to Youth Insearch members.
- (b) Distribution of Youth Insearch's "Fit & Proper" Policy (including details of the required and desirable competencies for directors) to all candidates.
- (c) The associate directorships program.
- (d) The Board's power to appoint additional directors to meet particular needs or contingencies.
- (e) The activities of the Corporate Governance Committee or Chair to identify a potential director.
- (f) Candidates with the required skill sets, qualifications and expertise that would be considered particularly beneficial to the Board.

Whilst the introduction of new directors provides an immediate injection of new ideas and viewpoints, it is critically important that this is balanced sensibly with the Board maintaining the necessary understanding of the operation and programs of Youth Insearch.

9.1.4 NEW DIRECTORS

The Board will seek to develop a pool of appropriately skilled and competent potential directors to fill:

- (a) Casual vacancies as the result of director resignations.
- (b) Board appointed director roles where the Board believes this is necessary.

In developing this candidature pool, the Board will actively seek to discourage potential directors who are not professionally qualified or experienced in some relevant discipline or the Youth Insearch program. Conversely, the Board will only approve the appointment of qualified or suitably experienced directors.

9.1.5 DIRECTOR ELECTIONS

Whilst Youth Insearch shall strive to establish and maintain a Board which possesses the requisite blend of qualifications, skills and experience, it also acknowledges the democratic process by which directors are elected by the members.

In the event that the Board believes that candidates being put forward for election are not suitable for the role, then the Board will adopt an active policy to encourage the support (from the membership) of the existing Board members where considered appropriate. This will be achieved through individual directors canvassing support of members and will not extend to support from the CEO or staff of Youth Insearch.

10 BOARD AND COMMITTEE MEETINGS

Board Meetings shall be held monthly or as determined by the Board. A twelve month schedule of Board meeting will be supplied to all directors at the commencement of each calendar year. Meetings shall have standard items including all KPIs agreed by the Board along with reports on key business risks and legal compliance.

Directors shall have the opportunity to place questions on the agenda for each meeting.

The external auditor will have a standing invitation to attend each meeting of the Board and Audit & Risk Committee.

Generally, Board meetings will be held at Youth Insearch's administration office or a venue mutually convenient with directors being personally present. Meetings may be held between scheduled meetings, where the proposed resolution is considered urgent by the Chair and/or any director. Seven days notice of a meeting must be given (or such other period as may be unanimously agreed). Minutes of the proceedings of all Board meetings must be kept. The minutes should set out a clear, concise and accurate summary of the proceedings of the meeting, including:

- (a) the day, date, time and place of the meeting
- (b) the names of those present and any apologies
- (c) that the chair announced a quorum was present and that the meeting was duly constituted (if this announcement was made)

- (d) a reference to minutes of the previous committee meeting and the signing of them as a correct record (this should be done)
- (e) details of every resolution put to members and whether it was passed with the appropriate majority
- (f) details of persons voting against a motion or abstaining from voting if those persons request that this be recorded
- (g) details of any appointments made, persons elected to office and any leave of absence granted to a member
- (h) overview of discussions concerning decisions made
- (i) the date and time for the next meeting, if this is determined during the meeting
- (j) the time that the meeting closed

Committees shall meet as determined by the Board, as noted in their respective terms of reference and report to each Board meeting.

10.1 BOARD MEETINGS USING TECHNOLOGY

The Constitution allows for Board meetings to be held using technology that enables each director to participate provided the proceedings of the meeting can be clearly and immediately heard and understood by and responded to vocally by members joining via this technology. As is the case with standard Board meetings, a minimum quorum of 5 directors will be required to hold a meeting using technology.

11 BOARD REMUNERATION

11.1 DIRECTORS REMUNERATION

No Director will be remunerated for their service on the Board.

The Board will monitor and ensure a fair and equitable spread of work load in terms of

Committee work and other representation work is undertaken by all the Directors.

11.2 OTHER ENTITLEMENTS

Directors shall not be entitled to products or services other than on the same terms generally available to members.

Directors may obtain legal advice related to their duties as a Director and will be entitled to reimbursement of costs, subject to the expenditure being within predetermined limits set by the Board. Where the Board has approved this action,

a copy of the advice will be made available to the Board and other directors upon request.

Directors are entitled to be covered by Youth Insearch's Directors' and Officers' Insurance Policy for 7 years after they cease to be a director of Youth Insearch. Directors will be provided with a copy of the relevant insurance policy on request.

Directors will be given access to information (e.g. Board papers and other documents) after they cease to be a director of Youth Insearch but only in circumstances where the individual director is defending legal proceedings brought against them.

12 EXPENSES POLICY

The Board has adopted an expense policy which allows for all reasonable expenses to be met by Youth Insearch.

Generally Youth Insearch will meet travel expenses to attend Board and related meetings, unless the Board agrees by specific resolution to amend or change this position.

The Board notes that Youth Insearch is a charity and if the Director is in a position to cover these costs themselves, encourages them to do so. However, no Director should feel that they are not entitled to reimbursement.

All expenses are to be approved by the Board in advance of any reimbursement.

13 DIRECTOR DUTIES

Directors must abide by the Code of Conduct for Directors (Appendix 9) and the key obligations identified below.

Directors are generally responsible for:

- (a) Providing guidance to management at Board meetings.
- (b) Monitoring the quality of management.
- (c) Determining the strategy, budget and policies of the organisation.
- (d) Monitoring monthly actual performance, identifying significant variations from plans, seeking explanations from management and approving action plans.
- (e) Ensuring compliance with all applicable laws and regulations and Youth Insearch's policies.

Directors must remain informed about the operation and programs of Youth Insearch (YI) and must take steps to ensure they understand (at least):

- (a) The general operation and programs of YI.

(b) Compliance and audit obligations and controls.

YI is an Incorporated Association and Directors by law must ensure:

- (a) Full compliance with the YI constitution.
- (b) The appointment of a public officer and that any vacancy is filled within 28 days.
- (c) They are aware of the duties of the public officer and that these are properly carried out.
- (d) All documents in their possession, belonging to YI, are delivered to the public officer within 14 days after vacating office.
- (e) Annual general meetings are held within 6 months after the close of the financial year (i.e. 31 Dec).
- (f) An audited financial statement is submitted each year to members at the AGM and an annual financial summary is submitted to Fair Trading within 1 month of the AGM.
- (g) YI's full name appears on all official documents and publications.
- (h) Fair Trading NSW is notified of any changes to YI's name, objects, constitution, official address or public officer within 28 days.
- (i) Ensuring the required particulars are provided for inclusion in the register of Directors held by YI.
- (j) Appointing authorised signatories and removing such appointments.
- (k) That any document addressed to the association is brought to the attention of the committee as soon as practicable.
- (l) The association keeps and maintains the records of the association required by the Act being:
 - i. a register of committee members;
 - ii. record of any disclosure of conflict of interest by a Director;
 - iii. a record of the association's financial transactions and position;
 - iv. minutes of the proceedings of Board and general meetings;
 - v. and a register of members. An association should also keep the following records: a record of its authorised signatories;
 - vi. a record of its current public officer and official address and any other record required for the efficient running of the association.

There are other obligations on Directors of Incorporated Associations which compliance with this governance policy and the ACNC standards will satisfy.

Youth Insearch is regulated by the Australian Charities and Not for Profits Commission (ACNC) and Directors by law must ensure:

- (a) YI complies with the governance standards applicable to it (see below).
- (b) The ACNC is notified of any changes to YI's legal name, address for service, responsible persons (e.g. board members), including their contact details, or the constitution within 28 days.

- (c) YI submits an Annual Information Statement and an audited or reviewed Annual Financial Statement within 6 months after the close of the financial year (i.e. 31 Dec).
- (d) YI keeps proper financial and operational records.

The following governance standards are imposed by the ACNC:

STANDARD 1 – PURPOSES AND NOT FOR PROFIT NATURE

Charities must be not-for-profit and work towards their charitable purpose. They must be able to demonstrate this and provide information about their purpose to the public.

STANDARD 2 – ACCOUNTABILITY TO MEMBERS

Charities that have members must take reasonable steps to be accountable to their members and provide their members adequate opportunity to raise concerns about how the charity is governed.

STANDARD 3 – COMPLIANCE WITH AUSTRALIAN LAWS

Charities must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units (currently \$10,200) or more.

STANDARD 4 – SUITABILITY OF RESPONSIBLE PERSONS

Charities must check that their responsible persons (such as board or committee members) are not disqualified from managing a corporation under the Corporations Act 2001 (Cth) (Corporations Act) or disqualified from being a responsible person of a registered charity by the ACNC Commissioner. Charities must take reasonable steps to remove any responsible person who does not meet these requirements.

STANDARD 5 – DUTIES OF RESPONSIBLE PERSONS

Charities must take reasonable steps to make sure that responsible persons understand and carry out the duties set out in this standard. These are outlined in further detail in the Directors Code of Conduct in Appendix 9.

In addition, Directors are legally bound to:

- (a) Not commit Youth Insearch to a contract or project without the authority of the Board.

- (b) Retain an 'active discretion' (i.e. to remain responsible for decisions rather than abrogate responsibility by relying on management or committees or experts).
- (c) Protect the confidentiality of all information related to Youth Insearch and the activities of the Board and management, except where authorised by the Board or the information is public knowledge.

Directors will also be required to enter into an agreement setting out their Obligations and Entitlements: see Letter of Appointment: [Appendix 10](#).

14 ROLE OF THE CHAIR, CEO, SECRETARY AND TREASURER

14.1 CHAIR

The Chair is empowered to provide leadership and direction to the Board, management and membership. The Chair must be an independent director and cannot have been the CEO of Youth Insearch at any time during the previous three years.

The Chair has the following specific duties:-

- (a) Chair Board and general meetings of Youth Insearch.
- (b) Facilitate Board discussions so they are effective and critically assess the performance and direction of Youth Insearch.
- (c) Oversee the continuing development and monitoring of strategy and policy for Youth Insearch.
- (d) Be a spokesperson for Youth Insearch at meetings and other forums.
- (e) Be the conduit between the Board and the CEO.
- (f) Provide mentoring support for the CEO.
- (g) Regularly meet with the CEO to be kept fully informed of current events on all matters which may be of interest to directors.
- (h) Briefing all directors in relation to issues arising at Board meetings.
- (i) Oversee the Board and CEO evaluation process.
- (j) Provide feedback and guidance to individual directors on their performance.
- (k) Ensure adherence to the Governance Policy.

The Chair must be available to meet with any regulatory body on request.

14.2 CHIEF EXECUTIVE OFFICER

The CEO is responsible to the Board for the overall management and performance of Youth Insearch. The CEO must manage Youth Insearch in accordance with the strategy, budget, plans and policies approved by the Board.

Specific responsibilities include:

- (a) Taking and approving all actions required to deliver the strategic and operational plans approved by the Board
- (b) Ensuring transactions outside the CEO's delegation are referred to the Board for approval or ratification.
- (c) Ensuring that all actions comply with the policies of Youth Insearch from time to time
- (d) Other responsibilities as delegated by the Board to the CEO

14.3 SECRETARY

The Secretary is responsible for:

- (a) Preparing and circulating Board papers, agenda and minutes in a timely manner.
- (b) Attending all Board, committee and members meetings and draft and maintain minutes of those meetings and ensure compliance with meeting procedure.
- (c) Completing all statutory reporting tasks (e.g. OLGR, ACNC, DFT, ATO).
- (d) Managing the company calendar (e.g. AGM timing and notices, Board elections).

14.4 TREASURER

The Treasurer is responsible for:

- (a) Ensuring policies and procedures are in place to protect the organisation against fraud and theft, ensuring safe custody of money, and prompt banking.
- (b) Making sure the board understands its financial obligations.
- (c) Making sure the organisation complies with tax regulations, such as GST, payroll tax and fringe benefits tax.
- (d) Reviewing all internal processes and reporting methods at least annually.
- (e) Preparing reports for the Board on its financial performance and position.
- (f) Developing advice for the Board on the organisation's financial management and develop financial management plans.

- (g) Ensuring proper financial records are kept and financial statements prepared for Government bodies in accordance with applicable requirements.
- (h) Ensuring an audit trail for all transactions (external auditor must be appointed).
- (i) Ensuring the annual summary of financial affairs is lodged with the Australian Charities and Not for Profits Commission with the prescribed fee within one month of the association's annual general meeting.
- (j) Ensuring that the association does not incur debts that are not expected to be repaid.
- (k) Ensuring that appropriate internal financial controls are implemented for all payments made on behalf of the association. As a matter of good governance, the Treasurer should ensure the Board approves the general ledger of payments regularly. As a minimum this should be undertaken at each Board meeting.

The role and responsibilities of the Treasurer can be delegated to the Audit & Risk Committee.

15 PRINCIPLES OF MUTUALITY

The Board is committed to maintaining and developing the culture of Youth Insearch as a democratic mutual organisation directed to serving the community, its members, leaders and its clients.

The Board acknowledges that the interests of its members, leaders and clients are generally aligned with those of Youth Insearch. The Board and all Directors must act in the interests of Youth Insearch at all times to promote the sustainability, security and financial wellbeing of Youth Insearch.

The Board will endeavour to follow Youth Insearch movement operating principles in exercising its powers, namely:

- (a) Open and voluntary membership within the organisation
- (b) Democratic control
- (c) Non-discrimination
- (d) Building financial stability
- (e) Cooperation
- (f) Social responsibility

16 COMMUNICATION AND REPORTING

The Board will implement Good Governance and account to its stakeholders through a variety of statutory and best practice mechanisms.

Reporting to Members - The Board will report to members at its Annual General Meeting as required by the Constitution; and through its Annual Report and Accounting Standards.

Member Feedback - The Board will encourage feedback and complaints regarding service, governance and management via its Dispute Resolution processes.

Board Management Tools - The Board will adopt a Board Calendar to facilitate planning and effective participation in governance; and a standing Board Agenda to ensure consistent and effective governance by the Board.

Whistleblowing – Youth Insearch will not discourage anyone from whistleblowing in respect of compliance with any standard or law. No one is to be constrained (e.g. by a management directive or employment contract) in any form providing information to any government body, our external auditors, the Board or management in relation to any matter. Refer to our Whistleblower Protection Policy.

Regulator Liaison – Youth Insearch will maintain open and positive relationships with each of its regulators including the ACNC, OLGR, ASIC and the NDFT.

17 EXTERNAL AUDIT

The Board acknowledges that the external auditor must remain independent to perform their role for Youth Insearch.

The Audit & Risk Committee (or Treasurer) will be responsible for ensuring that the External Auditor meets the requirements of Auditor Independence required by our regulators.

The external auditor has a standing invitation to attend each Board and Audit & Risk Committee meeting.

APPENDIX 1 - ORGANISATIONAL CHART

APPENDIX 2 - REGISTER OF DELEGATIONS

Board Delegations and Matters Reserved for the Board

The Board holds the power to act for Youth Insearch unless power is expressly delegated to management or resides with the members under the Constitution of Youth Insearch.

No decision or change may be made to strategy, budget or policies without Board approval. Overall the CEO is authorised by the Board to take any action required to give effect to policies approved or decisions made by the Board without obtaining further approval from the Board.

The Board delegates its decision making authority to management on these terms:

- (a) Operational decisions – delegated to CEO to implement the strategic plan, business plan, budget and policies of Youth Insearch.
- (b) Membership approval – to approve applications to admit and/or accept resignations from members in accordance with Youth Insearch’s
- (c) Capital expenditure – delegated to CEO for items up to an agreed value of \$50,000 subject to capital expenditure limits outlined in the budget.
- (d) Operating expenditure - delegated to CEO up to \$50,000.
- (e) Management expenditure – delegated to CEO for employees, subject to operating expenditure limits in the budget.
- (f) Insurance contracts.
- (g) Fundraising and donations.

The Board will monitor the delegation of its authority via Board meetings, Board reports and papers and the management information system developed by Youth Insearch.

The Board will set out its delegations in a specific authority as it sees fit.

To avoid doubt, the Board does not delegate any decision making authority to the CEO or management in respect of these matters:

- (a) Capital raising
- (b) Approval of strategic plans
- (c) Approval of the annual budget
- (d) Property transactions – Board approval required for all purchase, sale or leases
- (e) Major contracts – including loans, acquisitions and investments
- (f) Risk policies – Board approval required for all policy limits and triggers
- (g) Chief Executive contracts – Board approval required for CEO employment contract
- (h) Remuneration policy – for CEO and senior managers
- (i) Overseas travel

- (j) Committee – Charters and membership
- (k) Audit – Board approval required for appointment, renewal or recommendation of change to auditors to the members; acceptance of accounts and audit reports
- (l) Loan approval
- (m) Investment approval
- (n) Changes to constitution

APPENDIX 3 - BOARD CHARTER

This charter has been approved by the Board of Directors at the meeting held on 27 March 2013.

INTRODUCTION

The purpose of this charter is to set out authority and roles and responsibilities of the Board of Directors of Youth Insearch (the 'Board') and its relationship to internal committees.

AUTHORITY

- (a) The Board derives its authority to act from the Youth Insearch Constitution and the laws governing Incorporated Associations in NSW.
- (b) The Board has the discretion to delegate its powers to any committee or other person.
- (c) The Board will act in good faith and with the best interests of Youth Insearch in mind.
- (d) The Board will use reasonable care and skill in the performance of their duties.

OBJECTIVES

The Board is responsible for ensuring prudent management and appropriate governance of Youth Insearch.

The objectives of the Board are to determine and to monitor:

- (a) Youth Insearch's short, medium, and long-term goals and its overall strategic direction.
- (b) Policies governing the operations of Youth Insearch and the conduct of its members.
- (c) Powers and functions of Board committees, and other committees as may be established from time-to-time.
- (d) Annual progress and performance of Youth Insearch in meeting its objectives.

BOARD'S ROLE AND RESPONSIBILITIES

The responsibilities of the Board are to:

- (a) Provide strategic direction to Youth Insearch by constructive engagement in the development, execution and modification of Youth Insearch's strategy. Including:

- i. Reviewing, approving and monitoring Youth Insearch’s strategic plans, annual budgets and financial plans.
 - ii. Making decisions concerning Youth Insearch’s capital structure.
 - iii. Monitoring senior management’s performance and implementation of Youth Insearch’s strategy and ensuring appropriate resources are available.
- (b) Appoint and where appropriate remove the Chief Executive Officer of Youth Insearch. Including:
- i. Evaluating the performance of the CEO.
 - ii. Determining the duration, remuneration and other terms of appointment of the CEO.
 - iii. Developing and maintaining a succession plan for the role of the CEO.
- (c) Appoint and where appropriate remove Board office holders.
- (d) Oversee the operations of Youth Insearch. Including:
- i. overseeing the performance and activities of Youth Insearch through agreed goals and strategy;
 - ii. overseeing senior management and its management of Youth Insearch;
 - iii. assessing performance against Board approved budgets, targets and strategies;
 - iv. overseeing appropriate controls, systems and procedures within Youth Insearch to manage:
 - 1. the risks of Youth Insearch;
 - 2. compliance with all regulatory requirements;
 - v. overseeing the level and quality of Youth Insearch’s capital, commensurate with the level and extent of the risks to which Youth Insearch is exposed; and
 - vi. Overseeing the implementation of the Directors Code of Conduct (Appendix 9).
- (e) Review and ratify systems of risk management to ensure that appropriate frameworks are in place. Including:
- i. monitoring and reviewing Youth Insearch’s risk management processes with the guidance of the Audit & Risk Committee relating to all risks to which Youth Insearch is exposed including, but not limited to, financial risks, operational risk, regulatory compliance risk, and reputation risk; and
 - ii. Reviewing and monitoring processes for the documentation and regular review and updating of Youth Insearch’s risk profile.
- (f) Review and ratify systems of internal control to ensure that appropriate frameworks are in place. Including:
- (g) reviewing and monitoring the processes, controls and procedures which are in place to maintain the integrity of Youth Insearch’s accounting and financial records and statements with the guidance of the Audit & Risk Committee; and

- (h) monitoring and receiving reports for the Audit & Risk Committee in relation to the internal controls of Youth Insearch and receiving internal and external audit reports;
- (i) Review and ratify systems of compliance to ensure that appropriate frameworks are in place. In carrying out this function the Board will be responsible for reviewing and monitoring processes for compliance with industry standards and other regulatory requirements.
- (j) Oversee financial performance and management of Youth Insearch:
 - i. approving and monitoring the progress of major capital expenditure;
 - ii. approving and monitoring financial and other reporting;
 - iii. monitoring senior management's performance;
 - iv. monitoring and ensuring compliance with legal and regulatory compliance; and
 - v. Monitoring internal controls.
- (k) Establish, approve and maintain a remuneration policy for senior management.
- (l) Approve policies governing the operations of Youth Insearch. In particular:
 - i. the terms of reference for any committees established by the Board;
 - ii. the Fit and Proper Policy;
 - iii. the Business Continuity Plan
 - iv. the Compliance Policy;
 - v. the Whistleblowers Protection Policy; and
 - vi. any other significant policies of Youth Insearch.
- (m) Determine the desired culture of Youth Insearch.
- (n) Enhance and protect the reputation of Youth Insearch.

BOARD COMMITTEES

- (a) The Board will establish committees to assist it in carrying out its responsibilities, to share detailed work and to consider certain issues and functions in detail. It is recommended the Board establish a:
 - i. Audit & Risk Committee.
 - ii. Corporate Governance Committee.
 - iii. Fundraising Committee.
- (b) The charter for each Board committee setting out matters relevant to the composition, responsibilities and administration of the committee must be approved by the Board. Each Committee will review its charter from time to time as appropriate.
- (c) The Program Committee is a permanently established Committee of the Board. The Committee is empowered to decide on all matters relating to the Youth Insearch program. The powers of this Committee are as specified in the Board Policy regarding the Committee.

APPENDIX 4 - REGISTER OF YOUTH INSEARCH POLICIES

The Board is responsible for making, approving and monitoring all policies of Youth Insearch. Each policy is reviewed annually or as provided by the terms of the policy.

Strategic Risk	<p>Fit and Proper Policy</p> <p>Governance Policy</p> <p>Remuneration Policy</p> <p>Outsourcing Risk Policy</p> <p>Board Risk Appetite Statement</p>
Reputation Risk	<p>Conflicts Management Policy</p> <p>Internal Complaints and Dispute Resolution Policy and Procedures</p> <p>Privacy Policy</p> <p>Whistleblowers Protection Policy</p>
Operational Risk	<p>Audit Committee Charter</p> <p>Business Continuity Policy</p> <p>Business Continuity Plan</p> <p>Fraud Control and Awareness Policy</p> <p>Employee Manual</p> <p>Occupational Health & Safety Policy</p> <p>Operations Risk Management Policy</p> <p>Security Manual</p>
Balance Sheet Risk	<p>Accounting Policy</p> <p>Capital Management Policy</p>

APPENDIX 5 - AUDIT & RISK COMMITTEE CHARTER

These terms of reference have been approved by the Board of Directors at the meeting held on 27 March 2013.

PURPOSE

The purpose of the Audit & Risk Committee shall be to assist the Board of Directors in the discharge of its responsibilities by way of monitoring the compliance with regulatory and statutory requirements to which Youth Insearch is obliged to comply. While some duties of Directors may be delegated to Board committees, as appropriate, the Board retains ultimate responsibility for ensuring that those duties are performed.

The Audit & Risk Committee should generally assist the Board by providing an objective non- executive review of the effectiveness of Youth Insearch’s financial reporting and risk management framework.

The committee is responsible for the oversight of ACNC, OLGR and DFT statutory reporting requirements, as well as other reporting requirements, professional accounting requirements, external audits, and the appointment of Youth Insearch’s external auditor.

The Audit & Risk Committee functions shall include:-

- (a) Satisfying itself that Youth Insearch has systems and policies for establishing, maintaining and developing the control systems and compliance culture within Youth Insearch to meet the existing and changing environment.
- (b) Overseeing the:-
 - i. financial reporting process;
 - ii. review of the Business Continuity Plan and testing of the plan;
 - iii. compliance with Industry Standards;
 - iv. compliance with regulations concerning the fit and proper standards for external auditors;
 - v. independence and appointment of the external auditor;
 - vi. adequacy of internal controls implemented by management to maintain compliance with the Associations Incorporations Act 2009 (NSW), the Charitable Fundraising Act 1991 (NSW), the Australian Charities and Not-for-Profit Commission Act 2012 (Cth) and the Charities Act 2013 (Cth)
 - vii. compliance with all other applicable laws, regulations and codes of conduct relevant to Youth Insearch’s business;
 - viii. provision of an annual risk management report to the Board of Directors;

- ix. establishment of policies and procedures to deal with risks, to suit the changing regulatory framework and industry environment;
 - x. maintenance of the risk management process to identify, assess, analyse, evaluate and reduce the risks to an acceptably low level (in line with the risk appetite and benchmarks); and
 - xi. timely rectification of risk exposures.
- (c) Ensure the provision of a communication link directly between the external auditors and the Board for the purpose of:
- i. discussing and evaluating the results of the auditors work; and
 - ii. providing correspondence to the external auditor on financial requirements for Youth Insearch.
- (d) Establishing and maintaining “Whistleblowing” policies and procedures for employees of Youth Insearch to submit, confidentially, information about accounting, internal control, compliance, audit, and other matters about which the employee has concerns. The committee should also have a process for ensuring employees are aware of these policies and for dealing with matters raised by employees under these policies.
- (e) Keeping the Board regularly informed of any regulatory compliance and reporting issues likely to impact Youth Insearch’s financial performance, operations or service which comes to its attention.
- (f) Receiving reports from the external auditor on the compliance with those internal control systems considered important to the management of risk exposures, and considering management responses in the context of the maintenance of the risk exposures to an acceptably low level.
- (g) Keeping the Board regularly informed of any risk management issues not adequately managed which are likely to impact Youth Insearch financial performance, operations or service.
- (h) Liaising with Government representatives when required, and attending meetings with regulatory bodies concerning Youth Insearch if required.
- (i) Keeping the Board informed of any matters concerning the audit appointment or audit scope which warrants discussion and or modification of the arrangements currently in place.
- (j) Undertaking such other tasks as nominated by the Board within the charter set out above.

COMPOSITION

The Audit & Risk Committee shall comprise three or more directors to be elected by the Board annually at the first Board meeting following the Annual General Meeting of Youth Insearch each year.

All members of the committee shall be non-executive Directors, and the majority of the members of the Committee must be independent.

The Board shall also elect the Chairman of the Committee at the time of constituting the Committee each year. The chair of the committee shall not be

occupied by the chair of the Board. The Chair of the Audit & Risk Committee must be an independent non-executive Director of Youth Insearch.

In determining the composition of the Audit & Risk Committee each year, the Board shall be mindful of the need to rotate members of the Board who serve on the Audit & Risk Committee.

The Board shall also have regard to the member's knowledge and understanding of financial matters and their capacity to attend suitable training sessions and courses, relevant to the role of the Audit & Risk Committee and their terms of reference.

Each Director nominated for a position on the Audit & Risk Committee shall declare that they are not subject to any relationships which might cause a conflict of interest in their role as a member of the Audit & Risk Committee. Members of the Audit & Risk Committee shall not be appointed to other committees where there is a potential conflict of interest.

MEETINGS

A quorum for the Audit & Risk Committee shall be the majority of its members.

The Committee shall meet as often as required to carry out its functions but in all cases shall meet no less than 3 times in each financial year. The Audit & Risk Committee must invite Youth Insearch's external auditors to all meetings of the committee and notify the auditors in advance.

The Committee shall keep minutes of its meetings and shall table these approved minutes to the Board of Directors at a subsequent Board meeting. A copy of the minutes shall also be made available to the external auditors.

The Committee may elect one of its members, or a delegate of Youth Insearch to act as

Secretary to the Committee, who will be responsible for-

- (a) drawing up the agenda for each meeting;
- (b) circulating the agenda to each of the members of the Committee and to the auditors; and
- (c) Maintaining minutes of the meetings.

The Chairman shall sign the minutes as a true and correct record of the matters discussed at each meeting.

Members of the Audit & Risk Committee must also be available to meet with the Government on request.

POWERS

The Audit & Risk Committee shall have sufficient powers necessary to enable it to obtain all information necessary for the performance of its functions. The members of the Audit & Risk Committee must have free and unfettered access to senior management and Youth Insearch's external auditor at all times, and vice versa.

The Audit & Risk Committee shall arrange to meet the external auditor at least once per year without management being present, or being privy to the discussions held.

The Chair may invite members of the management team and other consultants to be present at the meetings where considered necessary or desirable to facilitate the committees understanding of the business arising.

The Committee shall have unrestricted powers to:-

- (a) Consult with the external auditors and management on matters related to the functions of the Audit & Risk Committee.
- (b) To request from management, reports and information on financial reporting, or systems of internal control which may affect the financial reporting, or compliance with risk management systems.

The committee shall recommend to the Board the need to obtain independent expert advice on matters affecting compliance with reporting, and/or risk management systems necessary to ensure Youth Insearch is meeting its compliance obligations.

REPORTING

The chair of the Audit & Risk Committee shall report to the Board of Directors at the next Board meeting following the Audit & Risk Committee meeting. The Audit & Risk Committee report shall include:-

- (a) Copy of the Audit & Risk Committee's minutes of meetings since the last report.
- (b) Any formal resolutions of the Audit & Risk Committee for consideration by the Board.
- (c) Any recommendations to the Board concerning the financial reporting or audit processes.
- (d) Any other major issues arising which the Committee believes the Board should be informed.

SPECIFIC RESPONSIBILITIES

Specific responsibilities of the Audit & Risk Committee as embodied in the statements of purpose shall include the following matters which shall be discharged in consultation with management and auditors as appropriate:-

RISK MANAGEMENT

1	<p>Oversee the assessment of the risk profile for Youth Insearch to understand the principle risks affecting the financial, regulatory and operational risk exposures of Youth Insearch, arising from:</p> <ul style="list-style-type: none"> i. Business continuity exposures ii. Operational risk exposures iii. Compliance relevant to Youth Insearch’s legislative and operational framework iv. Changes in the business risk environment
2	<p>Consider if there are any failures in the maintenance of the internal controls, including those raised by the external auditors, which have a bearing on the Risk Management systems and report these to the Board where considered appropriate.</p>
3	<p>Review the risk register used to document the results of the risk assessment process and mitigation strategies selected by management, at least annually. Consider whether the identification and impact assessments are reasonable and consistently applied.</p>
4	<p>Review the adequacy of the risk mitigation strategies of Youth Insearch for areas of exposure. Consider with management whether the strategies are adequate to minimise the risk to acceptable levels, and improvements are in place or arranged to be in place within a reasonable time period</p>
5	<p>(a) Review significant internal controls or other systems, considered necessary to mitigate the risks identified, as well as any proposed improvements to the policies and procedures, or internal controls necessary to reduce the current exposures to risks.</p>
6	<p>Review the feedback from management and external auditors on:</p> <ul style="list-style-type: none"> i. the adequacy of the risk identification and assessment processes

	<ul style="list-style-type: none"> ii. compliance with the strategies to reduce the risk exposures and their timely action iii. adequacy of compliance with the key internal control systems. <p>Consider the implications of the findings for the risk management and control environment, and determine whether the improvements proposed by management are adequate.</p>
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POLICIES

1	Review and approve the policy review schedule on an annual basis.
2	Monitor the progress of reviews to ensure that the timetable is achieved by the end of the financial year.
3	Review policy amendments and/or recommendations presented by management, and endorse submissions to the Board for approval.
4	Implementation of Youth Insearch's Whistleblowing Protection Policy, including appointment of Audit Chair as the Whistle-blower Protection Officer, investigation of complaints and protection of whistle-blowers.
5	Consider ethical implications of the policies and procedures adopted by Youth Insearch.

ACCOUNTING AND REPORTING PROCESS

1	Consider any significant current or proposed regulatory, accounting or reporting issue, to assess the potential impact upon Youth Insearch's financial reporting process, or audit process.
2	Consider the adequacy of accounting Policies and Procedures to comply with applicable laws and regulations and Accounting Standards relevant to Youth Insearch's reporting framework.

3	<p>Consider the adequacy of the accounting records, registers and supporting documentation to generate:</p> <p style="padding-left: 40px;">Accurate financial information to the Board. Accurate reports for risk management monitoring and compliance. Accurate reports are generated for monitoring capital adequacy ratios. Accurate financial information and other information for Government regulators as part of the prescribed reporting requirements.</p>
4	<p>Evaluate the adequacy of the budgetary process, to reflect future financial expectations embodied in the budget assumptions, and to recognise the impact of the assumptions on prescribed compliance ratios for:</p> <p style="padding-left: 40px;">Capital adequacy Revenue over expenditure, and Liquidity levels.</p>
5	<p>Review the draft financial statements to members by way of :-</p> <p style="padding-left: 40px;">Receiving management representation to the auditor Receiving external auditor comments.</p> <p>Recommend to the Board for adoption the Financial Reports to members for accuracy and adequacy of disclosures in accordance with applicable legal and regulatory requirements and accounting standards.</p>
6	<p>Review the draft audit report on the Financial Statements and enquire of the auditor any matters of disagreement or uncertainty likely to affect the final report.</p>
7	<p>Enquire of the auditor if there have been any significant disagreements with management, irrespective of whether or not they have been resolved.</p>

COMPLIANCE

1	<p>Keep and review a Breaches Register at least quarterly, to ensure that the Board is kept informed of any risk management issues not adequately managed.</p>
2	<p>Monitor compliance with Board Policy and legislative requirements.</p>

BUSINESS CONTINUITY PLANNING

1	Review the Business Continuity Plan each year for matters requiring correction or improvement.
2	<p>Consider the <u>Business Continuity Plan annually</u> for adequacy of the documentation to provide information necessary to direct Board and staff in the timely recovery of operations.</p> <p>Consider:</p> <ul style="list-style-type: none"> Allocation of responsibilities Detailed remedial steps to be undertaken by the respective persons in an emergency Availability of the plan to all staff and Directors Training of key personnel in the requirements of the plan Availability of an inventory of all assets which may require replacement in a emergency Details of the key services providers to be contacted in case of an emergency to supply equipment, technical skills and other resources to promote a timely recovery of operations Details of all back up sites for copies of Youth Insearch records and agreements Details of back up facilities available for re-establishing operations.
3	Develop and review a Business Impact Analysis each year to ensure that any significant operational changes at Youth Insearch, and/or new or changed external factors have been assessed when considering Youth Insearch's business continuity risk profile.
4	Review the adequacy of procedures to ensure Youth Insearch's <u>insurance policies</u> are sufficient to cover the nature of risks and the value of potential loss from insurable events.

AUDIT PROCESS

1	Review the external audit program scope annually, ensuring that it covers all financial reporting requirements of Youth Insearch.
2	Determine the appropriate areas of audit activity for external audit arrangements.
3	Oversee the co-ordination of the external audit functions where applicable.

EXTERNAL AUDIT

1	Assess the fitness and propriety of the External Auditor in accordance with Youth Insearch's Fit & Proper Policy.
2	Appoint the External Auditor and review the external auditor's engagement, at least annually, including making an assessment of whether the Auditor meets all applicable independence standards and regulatory requirements.
3	Each year, review the terms of the engagement with the External Auditor in accordance with regulatory requirements. Form an opinion that the Auditor has the understanding of the prescribed reporting and compliance issues to conduct the audit in a satisfactory manner.
4	Provide the Auditor with all correspondence from regulators which may have a bearing on the Auditor's reporting obligations including: inspection reports requests for information specific requirements imposed on Youth Insearch

5	<p>Review the findings of audits, and ensure that issues are being managed and rectified in an appropriate and timely manner. Receive reports from the External Auditor on their examinations of internal controls and compliance systems, and determine:</p> <p style="padding-left: 40px;">whether the audit results indicate any areas of significant weakness or deficiency in the systems of internal control; and consider the implications of the external audit findings for the control environment, and determine whether the improvements proposed by management are adequate.</p>
6	<p>Consider whether the audit personnel are suitably independent of the management of Youth Insearch so as not to impair the quality of the audit reporting to the Directors and members.</p>
7	<p>Ensure that the External Auditor is given unfettered access to the committee to ensure that they can freely raise matters with the committee without reference to other Directors or senior managers of Youth Insearch.</p>

APPENDIX 6 - CORPORATE GOVERNANCE CHARTER

COMMITTEE

PREAMBLE

The Corporate Governance Committee is appointed by the Board to be the primary reference point for the management of the Board and to ensure key matters impacting on Board performance and general succession issues are responded to in an appropriate and timely manner.

SCOPE

The Corporate Governance Committee has the delegated authority from the Board to deal with any matter relevant to overall Board performance, and will include responsibility for:-

- (a) Constitution
- (b) Identification of fit & proper directors to the Board
- (c) Acceptance of director resignations
- (d) Assessment of Board performance
- (e) Director professional development
- (f) Board succession
- (g) Management succession
- (h) Director reimbursements

COMPOSITION

The Corporate Governance Committee will comprise of at least 3 directors and the CEO. The Board has determined that one of those directors will be the Chair of the Board. The chair of the committee shall not be occupied by the Chair of the Board. The Chair of the Corporate Governance Committee must be an independent non-executive director of Youth Insearch.

Appointments and resignations to and from this committee will be made and accepted by the Board.

FREQUENCY OF MEETINGS

The Corporate Governance Committee will meet at least 3 times a year and as required to deal with any matters delegated from the Board.

CORE RESPONSIBILITIES

- (a) To ensure Youth Insearch's Constitution is reviewed at least annually, and that the Board is complying with its obligations under the Constitution.
- (b) To ensure the Board and Management have people with the requisite skills and competencies to discharge Youth Insearch's obligations. This includes:
 - i. Ensuring all fit and proper reviews are completed in accordance with Youth Insearch policy
 - ii. Ensuring director professional development is assessed at least annually, and
 - iii. Ensuring that the various Board Committees include individual directors who have the necessary professional skills to discharge the obligations of that committee.
- (c) To effectively manage Board succession this generally supports a policy of director renewal. This will include:
 - i. Regular monitoring of director intentions to manage planned retirements and/or resignations.
 - ii. Reviewing the candidate pool of potential director appointments and conducting interviews as and when necessary.
 - iii. At least annually, ensuring that the Board independently reviews the performance of the Board Chair.
- (d) To manage succession plans for the CEO and ensure that there is a process in place for the Board to review the CEO's performance relative to the objectives of Youth Insearch at least yearly.
- (e) To manage Board performance through a systematic evaluation process which is to be conducted at least annually or more frequently if 2 or more Board members make a formal request to do so.

REPORTING

The Chair of Committee shall report to the Board at the next available meeting following any Corporate Governance Committee meeting.

The Corporate Governance Committee report shall include:

- (a) A copy of the Corporate Governance Committee's minutes approved at the meeting.
- (b) Any formal resolutions of the Committee for consideration of the Board.
- (c) Any other major issues arising which the committee believes the Board should be informed.

APPENDIX 7 - FUNDRAISING COMMITTEE CHARTER

PREAMBLE

The Fundraising Committee is appointed by the Board to monitor the effectiveness of Youth Insearch's fundraising activities and encourage directors to take an active role in fundraising.

SCOPE

The Fundraising Committee has the delegated authority from the Board to deal with any matter relevant to fundraising, and will include responsibility for:-

- (a) Development and implementation of a fundraising plan consistent with the Youth Insearch strategic plan.
- (b) Engaging directors in building networks to provide funding or assist with fundraising activities.

- (c) Considering new opportunities:- e.g.
 - i. Partnerships with similar organisations
 - ii. Fundraising events
 - iii. Diversification of revenue sources

COMPOSITION

The Fundraising Committee will comprise of at least 3 directors and the CEO. Appointments and resignations to and from this committee will be made and accepted by the Board.

FREQUENCY OF MEETINGS

The Fundraising Committee will meet at least 3 times a year and as required to deal with any matters delegated from the Board.

CORE RESPONSIBILITIES

- (a) Monitor and report to the Board on fundraising strategy.
- (b) Ensure a consistent program of fundraising activities.
- (c) Build the Youth Insearch profile.
- (d) Develop solutions to fundraising issues.
- (e) Ensure a consistent and diverse stream of funding and donor sources.

REPORTING

The Chair of Committee shall report to the Board at the next available meeting following any Fundraising Committee meeting. The report shall include:

- (a) A copy of the Fundraising Committee's minutes approved at the meeting.
- (b) Any formal resolutions of the Committee for the consideration of the Board.
- (c) Any other significant issues the Committee believes should be raised with the Board.

APPENDIX 8 - BOARD & DIRECTOR SKILL MATRIXES

BOARD FUNCTIONS

Skills, Knowledge & Experience

- (a) Oversight of Youth Insearch, including its control and accountability systems.
- (b) Appointing and removing the CEO and Board office holders.
- (c) Input and final approval of management's development of corporate strategy and performance objectives.
- (d) Reviewing and ratifying risk management systems, internal compliance and legal compliance.
- (e) Obtain a good understanding of the Youth Insearch program and operations of the Foundation and the effect that changing economic circumstances may have on Youth Insearch.
- (f) Monitoring senior management's performance and strategy implementation, ensuring appropriate resources are available.
- (g) Approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestures.
- (h) Regularly attend Board meetings.
- (i) Approving and monitoring financial and other reporting.
- (j) Raise money for Youth Insearch and ensure financial security
- (k) Basic financial literacy such as accounting and economics to interpret financial reports.
- (l) Ability to think strategically.
- (m) Commitment to being up-to-date on industry trends, issues, initiatives.
- (n) Organisational skills and decision-making judgment.
- (o) Familiarity with legislation such as Associations Incorporation Act, Child Protection, ACNC Act, Charities Act, Charitable Fundraising Act.
- (p) Basic technology skills such as Internet usage and computer skills.
- (q) Desirable to have expertise in at least one of the following areas: management, information technology, finance, law, accounting, risk, human resources, not for profit, fundraising or youth work.
- (r) Management experience, ability to monitor and supervise management.
- (s) Commitment to integrity and laws such that, armed with the above technical skills, the director is dedicated to fulfilling the duty of care.
- (t) Have attended a Youth Insearch Camp
- (u) Commitment and passion for the Youth Insearch program
- (v) Meet Child Protection requirements

DIRECTOR POSITIONS/SKILLS MATRIX

(In addition to those noted in the Board Skills/Functions Matrix)

Position	Functions	Skills, Knowledge & Experience
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<p>Chairman</p>	<p>Exercise procedural control over Board and general meetings Lead and manage the Board in the discharge of its responsibilities Brief all directors on the performance of the Board’s responsibilities and the agenda for issues arising at Board meetings Facilitate the effective contribution of all directors and promote constructive and respectful relations between Board members and between the Board and management Ensure appropriate committees are established, with appropriately skilled directors and executives, to oversee and assess particular aspects of Youth Insearch Arrange regular evaluation of the performance of the Board, its committees and individual directors Ensure all members of the Board receive accurate, timely and clear information about Youth Insearch’s performance and its financial position, including its cash flows. Ensure effective communication with members Act as a spokesperson for the Board both inside and outside Youth Insearch.</p>	<p>Verbal communication skills and public speaking skills Understand the legal requirements of a not for profit High degree of leadership/management ability High level of organisational skills Ability to facilitate discussion, negotiation and dispute resolution Sound inter-personal skills High degree of integrity Nurate <ul style="list-style-type: none"> • Strategic thinker. </p>
<p>Non-Executive Director</p>	<p>Exercise procedural control over Board and general meetings Be familiar with fundamental operations Youth Insearch and the Youth Insearch program Keep informed about Youth Insearch’s activities</p>	<p>Verbal communication skills and public speaking skills Experience and knowledge of industry, or even a totally</p>

	<p>Review matters and make any necessary inquiries. Contribute in a meaningful way to the Board. Question management. Challenge matters that do not look right. Bring external experience to issues of policy considered by Board. Bring particular skills and qualifications that offer a 'fresh set of eyes'.</p>	<p>unrelated field of expertise.</p> <ul style="list-style-type: none"> • Ability to evaluate policies and offer creative insight.
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APPENDIX 9 - DIRECTORS CODE OF CONDUCT AND DUTIES

Directors must discharge their duties to Youth Insearch with diligence, prudence and transparency. Directors must be and remain independent in thought and action in making decisions for Youth Insearch. Directors should commit themselves to Youth Insearch by giving the time and retaining the skills required to properly perform their role. In discharging their duties, directors acknowledge that the interests of Youth Insearch are the interests of its members as a whole. The Australian Charities and Not for Profits Commission sets the following standards of conduct for Directors.

ACT WITH REASONABLE CARE AND DILIGENCE

Directors are in a position to guide and monitor the management of the charity. They need to understand and keep informed about the charity's activities and finances. For example, it may be a breach of this duty if a Director failed to attend several board meetings in a row. However, this duty is not breached if a person cannot take part in managing the charity at the time (for example, because of illness). As well, a responsible person can rely on the special knowledge or expertise of another responsible person, adviser or expert, as long as they adequately inform themselves and make an independent assessment of that information or advice.

ENSURE THAT FINANCIAL AFFAIRS ARE MANAGED RESPONSIBLY

As a minimum, Directors should have good processes to prevent problems and to manage money responsibly. This includes reading financial statements and having a process to ask questions if they don't understand.

ACT HONESTLY IN GOOD FAITH IN THE BEST INTERESTS OF THE CHARITY AND FOR ITS PURPOSES

Directors must make decisions by honestly considering what would be in the best interests of Youth Insearch, and would further its charitable purposes (as set out in the Constitution). For example, this duty is breached if a Director uses the charity's property to benefit another organisation, where there was no real benefit to the charity or to furthering its charitable purposes.

NOT MISUSE POSITION OR INFORMATION

For example, if a Director is involved in paying another company owned or controlled by a friend or relative (when it is not reasonable payment for the goods or services provided). An example of misusing information is if a responsible person gives confidential information about the charity's operations to another person or organisation (even if it is to another charity).

DISCLOSE ANY ACTUAL OR PERCEIVED CONFLICT OF INTEREST

Directors should disclose any situation where they may appear to have a conflict between their duty to act and a personal (private) interest, and should not discuss or vote on any matter where there is such a conflict. For example, if Youth Insearch is considering which company to buy its stationery from, a Director should declare an interest if one of the companies is owned by his relative. This is true even if there is no actual conflict. A conflict should be disclosed whenever an independent observer could doubt that the Director is acting in the best interests of Youth Insearch. A Director must disclose the conflict of interest to the other Directors. If all Directors have a conflict, then the conflict of interest should be disclosed to the members of Youth Insearch.

NOT ALLOW A CHARITY TO OPERATE WHILE INSOLVENT

If a Director reasonably suspects that Youth Insearch cannot pay all of its debts when they become due, then the Director should take all reasonable steps to prevent Youth Insearch from taking on more debt. The Board should regularly review the financial position and ensure there is enough money to pay for all activities.

ETHICAL DUTIES

Directors must also comply with the following ethical duties to:

- a) Act fairly and impartially by remaining objective and acting with balance and justice.
- b) Demonstrate leadership and stewardship.
- c) Preserve 'cabinet solidarity' and present a united front after a Board decision has been made.
- d) Notify the Chair at their earliest convenience when they form an intention to resign.
- e) Not to obtain any financial or other benefit as a result of their position.

Youth Insearch Directors are also required to comply with the Youth Insearch Code of Ethics ([Appendix 12](#)).

APPENDIX 10 - LETTER ON APPOINTMENT OF DIRECTOR

<Director>

<Street Address>

<Suburb> <State> <Post>

Dear <Director Name>,

This document sets out the basis of your appointment as a director of the Youth Insearch Foundation (Aust) Inc and, together with Appendix 11 (attached), forms the agreement which sets out the information I believe is relevant to you with regard to your position as a non-executive director of Youth Insearch.

My sincere thanks for agreeing to take up this position. Your background and expertise will be an asset to Youth Insearch in changing many more young lives.

Please let me know if there is any further information you may require.

APPOINTMENT

Your current term will expire at the <YEAR> Annual General Meeting, at which time you may offer yourself for re-election by members.

TERM

It is the policy of Youth Insearch to regularly review the composition and effectiveness of the Board, both collectively and individually. In this way, the Board monitors its size and composition, as well as its effectiveness as a cohesive unit operating constructively in the interests of the Foundation. All directors are expected to continue as directors only for as long as they have the confidence of the Board in contributing to the efficient functioning of the Board.

DUTIES AND OBLIGATIONS

Youth Insearch's members appoint you as a non-executive director and you agree, subject to Youth Insearch's Constitution, to be bound by certain fiduciary duties, including those of good faith, diligence, loyalty, skill and care towards Youth Insearch and its members.

Without limiting the operation of applicable legislation, common law and our Constitution, we ask that you during your term as a director:

- a) take all reasonable steps to place yourself in a position to guide and monitor the management and operations of Youth Insearch;
- b) preserve, protect and enhance the goodwill of the Youth Insearch Foundation and its programs;
- c) become familiar with all aspects of the operations of Youth Insearch and its day-to-day functions and ensure that the Board has available all means to audit and monitor the management of Youth Insearch;
- d) attend as far as possible all Board and Committee meetings.
- e) comply with all policies of Youth Insearch, paying particular reference to the Governance Policy, Fit and Proper Policy, and Youth Insearch Code of Ethics.

RETIREMENT/RESIGNATION

At law and under our Constitution, your position as a director will cease in certain prescribed circumstances such as bankruptcy, conviction of a serious offence, unsound mind, serious conflict of interest, subject to a banning order or disqualification by the ACNC, or if you cease to be a member of Youth Insearch, fail to attend Board meetings for a period of 6 months without approval, fail to be deemed a fit and proper person as laid out in our Fit and Proper Policy, or you breach our Code of Ethics.

You may resign as a director by giving 30 days written notice to the Chairman at any time.

REMUNERATION

As Youth Insearch is a charity no remuneration will be paid to you for your service as a Director of Youth Insearch. We greatly appreciate you giving up your time to assist us.

REIMBURSEMENT OF EXPENSES

Youth Insearch will reimburse expenses reasonably incurred by you in connection with discharging your duties as a director. These should be submitted to the CEO for approval by the Board.

OPERATION OF THE BOARD

The Board generally meets monthly. A twelve-month schedule of all meetings will be provided to you each January. We ask that you attend all Board meetings unless you have received prior leave of absence. Your record of attendance at

Board and committee meetings is required to be reported upon in Youth Insearch's Annual Report.

We kindly ask that you be fully prepared before each Board or committee meeting by reading all relevant Board materials sent to you.

From time to time, the Board receives presentations from management in relation to issues currently before the Board. You may, in consultation with the Chair, request management presentations on relevant matters and/or seek external advice regarding issues before the Board.

INSURANCE

Youth Insearch maintains Directors' and Officers' Liability Insurance. The Board has resolved that Youth Insearch will indemnify directors to the maximum extent permitted by law.

All assets of Youth Insearch of an insurable nature are insured. This is reviewed on an annual basis.

For your reference I have enclosed the following:

- a) Youth Insearch's Constitution
- b) Strategic Plan, Annual Business Plan and Financial Budgets
- c) Youth Insearch's Governance and Fit and Proper Policies
- d) Contact list – Directors and Chief Executive Officer
- e) Board Calendar
- f) Youth Insearch brochures and DVD documentaries on the Youth Insearch program

In addition, a tour of the Youth Insearch office to assist your understanding of operations and to meet staff can be arranged if required. Please contact Ashley Brcic on 9659 6122 to arrange.

On behalf of all directors, members and staff, I welcome you to the Board and look forward to your contribution as a director.

Yours sincerely,

<CEO Name>

Chief Executive Officer

Youth Insearch

APPENDIX 11 - TERMS & CONDITIONS OF APPOINTMENT AS DIRECTOR

1.0 TERM

- 1.1 Unless appointed to fill a casual vacancy, the term of appointment commences at the end of the Annual General Meeting when elected and continues to the next Annual General Meeting as outlined in the Constitution or until terminated beforehand pursuant to this agreement.

2.0 REMUNERATION

- 2.1 No remuneration will be paid for your service as a Director of the Youth Insearch Foundation (Aust) Inc or any benefit provided to you or a party related to you.
- 2.2 Youth Insearch will reimburse expenses reasonably incurred in connection with discharging your duties as a director. These should be submitted to the CEO for approval by the Board.

3.0 DISCLOSURE OF INTEREST

- 3.1 You agree to declare the nature of any interests that you or your immediate family or related body corporate may have directly or indirectly which might conflict with your duties as a Director of the Youth Insearch Foundation (Aust) Inc.

4.0 CONFLICT OF INTEREST

- 4.1 As a Director, you must not place yourself in a position where your duty to Youth Insearch conflicts with your own personal interests or your duty to another organisation. You are required to disclose at the first and subsequent meetings of directors any interests in any contract, property or matter, which may affect your position as a director. It is not sufficient for interests to be merely declared. You further must not vote on any issue

where you may have a conflict of interest, and must also not participate in respect of that issue in any meeting where that issue arises unless the Board otherwise agrees.

5.0 OTHER DIRECTORSHIPS

5.1 You are required to notify Youth Insearch of all other directorships held by you.

6.0 CONTINUOUS DISCLOSURE

6.1 You must not intentionally, recklessly or negligently fail to notify the Board of information that is not generally available and that if made generally available, would impact Youth Insearch.

6.2 You must reveal such information only if disclosure is required by law. Instances when it will not be necessary to reveal it include when the information is:

- a) confidential;
- b) concerns an incomplete proposal or negotiation;
- c) is insufficiently definite to warrant disclosure;
- d) is a trade secret;
- e) was generated for internal management purposes; or
- f) is of a nature that a reasonable person would not expect it to be disclosed.

7.0 CONFIDENTIAL INFORMATION

7.1 You must not, except as authorised or required by your duties, reveal to any person or persons or company any of the trade secrets, secret or confidential operations, processes or dealings or any information concerning the organisation, operations, programs, finances, transactions, or affairs of Youth Insearch which may come to your knowledge during your appointment as a director.

7.2 You must keep with complete secrecy all information entrusted to you, and must not use or attempt to use any such information in any manner which may injure or cause loss either directly or indirectly to Youth Insearch, or which may be likely to do so.

- 7.3 You must not make improper use of information acquired by virtue of your position to gain, directly or indirectly, an advantage for yourself or for any other person or entity or to cause detriment to Youth Insearch or its members.
- 7.4 This restriction will continue to apply after the termination of this agreement and your term as a director.

8.0 ACCESS TO RECORDS

- 8.1 You have the right of access to all information requested by you concerning Youth Insearch's affairs at all reasonable times. You may have access to Youth Insearch personnel or external advice, with notification to the Chair, to assist you in discharging your duties as a director.
- 8.2 You are entitled to access company documents provided to you as director during your tenure, and after you cease to act a director but only for the purpose of defending legal proceedings brought against you.

9.0 DIRECTOR DEVELOPMENT & PERFORMANCE REVIEWS

- 9.1 You agree to participate in development activity and performance reviews as set out in our Governance Policy.

10.0 TERMINATION

- 10.1 This agreement between you and Youth Insearch may be terminated by either party upon giving notice of not less than 30 days to the other party.
- 10.2 This agreement between you and Youth Insearch may be terminated by Youth Insearch without prior written notice if you at any time:
- a) commit any breach of any of the provisions of this agreement, serious or otherwise;
 - b) are guilty of any grave misconduct or willful neglect in the discharge of your duties;
 - c) become bankrupt or make arrangement or composition with your creditors;
 - d) become of unsound mind or under the control of any committee or officer under any law relating to mental health;

- e) are convicted of any criminal offence other than an offence which in the reasonable opinion of the Board does not affect your position as a director of Youth Insearch;
- f) become permanently incapacitated by accident or illness from performing your duties under this agreement and, for the purposes of this sub-clause, incapacity for three consecutive months or for an aggregate period of six months in any period of twelve months will be deemed to be permanent incapacity.
- g) you are subject to banning or disqualification order by ASIC.
- h) are deemed to be no longer regarded a fit and proper person as per the annual re- assessment, Youth Insearch's Fit & Proper Policy and/or the Youth Insearch Code of Ethics.
- i) become ineligible to serve as a Director under the Constitution of Youth Insearch or at law.

11.0 DISPUTE

- 11.1 If a dispute arises out of or relates to this agreement (including any dispute as to breach or termination of the agreement or as to claim in tort, in equity or pursuant to any statute) a party to the agreement may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following paragraphs of this clause, except where the party seeks urgent interlocutory relief.
- 11.2 A party to this agreement claiming that a dispute (the "dispute") has arisen under or in relation to this agreement must give written notice to the other party to this agreement specifying the nature of the dispute.
- 11.3 On receipt of that notice, the parties to this agreement must in good faith endeavour to resolve the dispute expeditiously using informal dispute resolution techniques such as mediation, expert evaluation or determination or similar techniques agreed by them.
- 11.4 If the parties do not agree within seven (7) days of receipt of the notice (or such further period as agreed in writing by them) as to:
 - a) the dispute resolution technique;
 - b) the timetable for all steps in those procedures; and
 - c) the selection and the compensation of the independent person required for such technique, the parties must mediate the Dispute using a mediator whose preferred area of practice is Corporations from the Law Institute of NSW Mediation Service List of Mediators.

12.0 INTERPRETATION

12.1 In this Appendix 11, unless the context requires otherwise:

- a) references to any statute or statutory provision include that statute or statutory provision amended, extended, consolidated or replaced by subsequent legislation and any orders, regulations, instruments or other subordinate legislation made under the relevant statute.
- b) agreement means together with this Appendix 11 and your letter of appointment.
- c) The Board means the Board of Directors of the Youth Insearch Foundation (Aust) Inc.
- d) Youth Insearch means the Youth Insearch Foundation (Aust) Inc, its subsidiaries and associated entities.

APPENDIX 12 - YOUTH INSEARCH CODE OF ETHICS

CODE OF ETHICS

As a leader of the Youth Insearch Project, I agree to abide by the following ideals:

1. To have honesty with myself and others in all my activities
2. Have respect for lawful authority
3. To respect the rights and feelings of other people
4. To learn from my mistakes and not repeat them
5. To lead a healthy, respectable lifestyle and present a responsible image in public
6. To think positively about myself and others
7. Not to criticise, rather be supportive than destructive
8. To establish definite goals and work towards them
9. To be loyal to the Youth Insearch Project and to my fellow leaders
10. Not to misuse my position as a leader to gain unfair advantage over others

Name:

Signature