



GOVERNANCE POLICY

23 SEPTEMBER 2024

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GOVERNANCE POLICY

1. APPLICATION

This policy applies to all staff members, including: Management Committee Members, Managers and Supervisors; temporary and permanent employees (whether full-time, part-time or casual); student placements, apprentices, contractors, sub-contractors and volunteers, collectively referred to in this policy as 'staff members'. As this is an organisational wide policy, references to 'we' or 'our' refer to all Youth Insearch staff and volunteers as stated above.

This policy is not limited to the workplace or work hours. This policy extends to all functions and places that are work related. For example, weekend workshops, work functions, work conferences, work Christmas parties and client functions.

This policy does not form part of any contract of employment or contract for service with Youth Insearch.

2. PURPOSE

Youth Insearch Foundation (Aust) Inc ('Youth Insearch') is committed to providing a work environment which aims to ensure the health, safety and respect of all staff members and young people.

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

3. DEFINITIONS

The following are terms used in this policy and procedure:

Term	Definition
Management Committee Members	Elected Management Committee Members who comprise the organisations Management Committee who are responsible for the corporate governance of Youth Insearch.
Program staff	Youth Insearch staff who have direct case management responsibilities, which include but are limited to the following roles: Regional Manager, Team Leader, Social Worker, Youth Worker, Peer Worker Trainees.
Program participant	Young people who are receiving support from Youth Insearch staff in relation to individual support, weekly Support Groups, Weekend Workshops or Leaders in the program.

Term	Definition
Management	Youth Insearch managers, supervisors, team leaders (whichever are relevant) and all staff members with supervisory responsibilities.
Volunteers	Refers to Youth Insearch Leaders, Trainee Leaders, and Support Adults.

4. RESPONSIBILITIES

Staff Member responsibilities

All staff must:

- Understand and comply with this policy;
- Observe all directions from Youth Insearch in regard to this policy.

Management Committee responsibilities

The Management Committee is responsible for ensuring that this policy is implemented across their structure. This includes ensuring that:

- a. The policy is understood and used to guide governance of Youth Insearch;
- b. Any training relating to this policy is undertaken in a timely manner.

5. MANAGEMENT COMMITTEE MANAGEMENT

The ultimate responsibility for the prudent management of Youth Insearch lies with the Management Committee who are responsible for the corporate governance of the organisation. While the Management Committee may delegate authority to Management, it acknowledges its continuous responsibility for decision-making.

Primarily, the Management Committee sets, approves and reviews including but not limited to the follow:

- Strategic plan
- Annual business plan
- Key performance indicators ensuring alignment with the organisation's objectives.
- Vision, purpose and values
- Yearly organisational budget
- CEO Performance against KPIs

Where required, the Management Committee will also initiate corrective actions in order to address pre-determined measurements that fall within their area of governance and responsibility.

During instances where the Management Committee are required to provide support to the organisation on operational matters, a separation of duties must be maintained relating to their role as a Management Committee Members and area of contribution.

The Management Committee Members will also ensure where required, committee structures are in place to support the organisations decision making.

6. COMPLIANCE AND RISK

The Management Committee are responsible for ensuring the safe and effective governance of the organisation, with the organisation maintaining compliance across all relevant and applicable laws and regulations, including but not limited to its obligations to the Australian Security & Investments Commission (ASIC), Australian Charities & Not-for-Profit Commission (ACNC) and Australian Tax Office (ATO).

At the discretion of the Management Committee, it may:

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

The Management Committee is responsible for ensuring that the risks facing Youth Insearch are identified, assessed and managed in line with laws, regulations and industry standards.

To further the organisation's risk management and compliance, the Management Committee will ensure:

- (f) The Risk Appetite Statement is reviewed and at least annually.
- (g) A risk management registry is kept, maintained, and managed at the Management Committee level.
- (h) Relevant and appropriate policies and procedures are in place for key risks and areas of practice across the organisation.
- (i) Appropriate insurances are maintained to manage key risks including Association Liability, Directors' and Officers', Public Liability, Property, Sexual Abuse and Travel insurances.
- (j) Ensure that appropriate management information and organisational records are maintained to support risk management and to:
 - a. Enable the Management Committee to measure performance against KPIs and scrutinise management activity.
 - b. Meet statutory obligations to record transactions and maintain accounts.
 - c. Serve external and internal audit and control systems.

- (k) Risk management analyses are carried out for all relevant sections of the organisation.
- (l) Practices are identified to avert and minimise those risks.
- (m) The risks, precautions and remedies are recorded in the form of deliverable checklists for each section.

7. MANAGEMENT COMMITTEE APPOINTMENT, CESSATION AND COMPOSITION

The Youth Insearch Management Committee should comprise of Members who bring together the qualifications, expertise and experience necessary to provide leadership, support and vision to the organisation, and to discharge its responsibilities to a high professional and ethical standard.

The Management Committee will ensure that diversity aligned to the skills matrix is represented across backgrounds of Management Committee Members, including but not limited to:

- (a) Professional qualifications
- (b) Professional skills and experience
- (c) Diversity
- (d) Gender balance
- (e) Lived experience
- (f) Age

The constitution guides minimum number of Management Committee Members.

7.1 Tenure

The tenure term for a Management Committee Member is one (1) year, with renewal considered at yearly intervals presented at the Annual General Meeting.

7.2 Eligibility

To be eligible for appointment as Management Committee Member a person must:

- (a) Be 18-years of age or older; and
- (b) Not be ineligible to be a Management Committee Member under the Corporations Act or the ACNC Act.
- (c) Provide and maintain a:
 - a clear National Police Records Check
 - Working with Children Check in their State of Residence
- (d) Have a National Director ID

7.3 Removal

The Management Committee may replace 1 or more Management Committee Members which, for the avoidance of doubt, includes the removal and replacement of all Management Committee Members at the same time.

Circumstances that may warrant the removal of a Management Committee Member may include but not be limited to the following:

- (a) Breach of fiduciary duties or ethical guidelines

- (b) Failure to attend a specific number of Management Committee meetings
- (c) Conflict of interest that cannot be resolved
- (d) Demonstrated incompetence or poor performance
- (e) Engagement in illegal activities or misconduct
- (f) Violation of company Policies, Procedures and or constitution
- (g) Consistent failure to meet agreed-upon responsibilities
- (h) Loss of Confidence by the Management Committee and/or Stakeholders
- (i) Inability to fulfill the role due to health or personal issues
- (j) Significant damage to the organisations reputation

7.4 Election and Re-election

The Management Committee will undertake a formal recruitment process for Management Committee Members being elected or re-elected into Management Committee Member roles, which may include comprehensive searches, interviews, and evaluations; typically employed for strategic positions requiring specialised skills or when enhancing diversity.

It is important for the Management Committee Members to have flexibility to effectively address its dynamic requirements while maintaining high standards of governance.

When electing or re-electing new Management Committee Members, the Management Committee will assess candidates against the skills matrix which includes a number of key areas not limited to:

- Independence
- Qualifications and experience
- Industry knowledge
- Leadership roles and relevant skills
- Personal attributes

The Management Committee values diverse perspectives and seeks individuals who align with the organisation's mission, vision, and values, with additional considerations include candidates':

- Professional networks
- Reputation
- Legal and regulatory compliance
- Absence of conflicts of interest
- Willingness to commit to the full term, and
- Potential contributions to strategic goals and succession planning.
- A proven track record of effective governance and innovative thinking is also highly regarded.

These considerations will be made on both election and re-election of Management Committee Members.

8. MANGEMENT COMMITTEE MEMBERS INDEPENDENCE

The Management Committee is committed to the principles of independence, and within the spirit and intention with the Chair and the majority (more than 51%) of Management Committee Members to be independent.

A Management Committee Member is not independent if the Management Committee Member:

- (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 Management Committee is to assess the independence of Management Committee Members:

- On their appointment.
- Annually at the last Management Committee meeting prior to each Annual General Meeting.
- Whenever there is a material change in the circumstances of a Management Committee Member.

Where the Management Committee is in doubt regarding a Management Committee Members independence, Youth Insearch may refer the matter to the Youth Insearch solicitor for a legal opinion or the appropriate regulatory body for guidance.

9. CONFLICT OF INTEREST

Management Committee Members shall avoid conflicts of interest (real or perceived) which may impact their abilities to discharge their duties and commitments as Management Committee Member of the organisation within the context of regulation and law.

The Secretary shall maintain a conflicts of interest register, and all Management Committee Members should declare their conflicts of interest (real or perceived) within 24-hours of becoming aware of the conflict. The Management Committee meeting agenda will require Management Committee Members to declare/update their conflicts of interest relating to the ability to discharge their duties and commitments for the organisation to be noted in the meeting minutes.

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.

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

No contract or other arrangement made between a Management Committee Member and the company is voided merely because the Management Committee Member holds office as a Management Committee Member or because of the fiduciary obligations arising out of that office. Where a Management Committee Member has a material personal interest in the matter to be considered at a meeting, that Management Committee Member must not be present while the matter is being considered at the meeting or voted on, unless the Management Committee Members who do not have a material personal interest pass a resolution in accordance with the law which permits that Management Committee Member to do so.

Except where the personal interest is material, a Management Committee Member who has a personal interest in an arrangement may despite that interest:

- (c) Be counted in determining whether a quorum is present at any meeting of Management Committee Members considering that arrangement; and
- (d) Vote in respect of the arrangement or any matter arising out of it.

10. MANAGEMENT COMMITTEE COMMITTEES

10.1 Management Committee

The Management Committee may establish sub-committees to oversee critical business functions, and by doing so retains responsibility for decision making and for ensuring the performance of the duties delegated to the committees is upheld.

The Management Committee Committees may include but are not limited to:

- (a) **Finance, Audit & Risk Committee** provide an objective non-executive oversight of the effectiveness of the organisations financial reporting and risk management.
- (b) **Nominations and Remuneration Committee** with a primary reference point for the management of the Management Committee and Management Team to ensure key matters impacting on performance, succession and remuneration proactively managed and issues responded to in an appropriate and timely manner.
- (c) **Fundraising Committee** monitoring and support the effectiveness of the organisation's fundraising activities and encourage Management Committee Members and affiliated networks to take an active role in fundraising.

The CEO shall sit ex-officio on all Management Committee sub-committees but may delegate their attendance to any other person, with sub-committee members being elected by the Management Committee annually normally at the first Management Committee meeting following the Annual General Meeting. At the discretion of the Management Committee, sub-committee members may be added or removed throughout the year as deemed necessary.

The Chair of the Management Committee may:

- (d) Sit on any Management Committee sub-committee but shall not be permitted to Chair any Committee.
- (e) At their discretion from time to time co-opt non Management Committee Members to serve on a sub-committee to bring additional skills, experience or networks.

Unless explicitly empowered by the Management Committee Members, sub-committees cannot make binding Management Committee decisions. For the most part, the function of committees is to solve problems for and/or make recommendations to the Management Committee on which the latter, and only the latter, has the power to make decisions or policy.

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

10.2 Program Councils

Youth Insearch also require there be youth-led Program Councils, which includes a National Program Council, and State specific Councils where Youth Insearch operate (Victoria, New South Wales, and Queensland). The Program Councils are not corporate governance Management Committees and not a sub-committee of the Management Committee. These operate independently to the Management Committee with an elected Chair and Secretary, and have the following key functions:

- **National Program Council (NPC)** is responsible for ensuring that any changes to the Weekend Workshop program are reviewed, ensuring that they place the voice of young people at the centre. This includes new/updated policies and practices. The Management Committee are responsible for ensuring they are implemented in the management and administration of the organisation. The NPC also oversees Leader performance and conduct decisions; assessment of Leaders Training applicants, Trainee Leaders and Leaders; reviewing and supporting decision making on any changes to the way the Youth Insearch program operates as an organisation. The NPC consist of 6 accredited Youth Leaders, 2 nominated from each State Council by their peers who hold a vote. 1 accredited Adult Leader from each state nominated by their peers who hold an advisory role. This Council meets Quarterly, and the NPC can override any decision of the State Councils.
- **State Program Councils (SPC)** each State in which the Weekend Workshop operates has a State Program Council (SPC). The role of each SPC is to assess leadership applicants from their State; review and recommend performance decisions for local Trainee and Youth and Adult Leaders from their State to the NPC; and make recommendations for changes to the program to the NPC. The State Program Councils consist of 5 accredited Youth Leaders who hold a vote, 2 accredited Adult Leaders who hold an advisory role, and the Regional Manager from the state to advise that decisions made are in line with the organisations clinical governance, policies and procedure. This Council meets Monthly.

Secretaries of each the Program Councils are responsible for keeping copies of the minutes and formal resolutions, and the Chair(s) responsible for providing information that they believe the Management Committee should know about.

The Management Committee Members must ensure that these committees are adequately resourced and supported by Youth Insearch.

A representative of the National Program Council will have the opportunity to present to the Management Committee at the Annual General Meeting.

11. MANAGEMENT COMMITTEE SKILLS, ASSESSMENT AND PERFORMANCE

11.1 Required Competencies and Skill Assessment

The Management Committee Members must have skills, knowledge and competencies required to assist and support management to achieve the organisation's goals, including but not limited to:

- Legal requirements and challenges faced by non-profits.
- Financial acumen.
- Strategic planning.
- Fundraising strategy and execution.
- Clinical/educational expertise related to youth at risk.
- Non-profit skills and experience.

The Nominations and Remuneration Committee (or Chair) shall be responsible for the execution of Management Committee skill assessments, which should be conducted at least once per year prior to the Annual General Meeting. A skills assessment may be conducted more frequently as determined by the Chair, for the purpose of identifying skill gaps resulting from the resignation of an individual Management Committee Member or identifying suitable candidates to fill casual vacancies on the Management Committee.

A skills matrix must be kept with identified areas of skills required to safely and effectively govern the organisation, and the skills assessments of each Management Committee Member be made available to all those on the Management Committee.

The Nominations and Remuneration Committee (or Chair) shall be responsible for preparing recommendations at the conclusion of each skills assessment. These recommendations will be submitted to the Management Committee and should include as a minimum:

- (a) An action plan for addressing major skill deficiencies identified in the assessment.
- (b) Identification of potential training areas or courses which Management Committee Members 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 Management Committee.
- (f) Feedback for improvements in the process for future assessments.

It is imperative that Management Committee Members understand Youth Insearch programs and its vision and purpose to govern more effectively, and therefore it is strongly encouraged that Management Committee Members attend at least one Weekend Workshop.

The Management Committee may also supplement skills and knowledge through use of external consultants and experts where they require additional expertise and skill that is not currently represented at the Management Committee.

11.2 Management Committee Performance

The Management Committee will assess, at least annually, the Management Committee's performance relative to its objectives and the performance of individual Management Committee Members.

Objectives for the Management Committee performance 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) Reviewing senior management performance against agreed criteria, which would include but not be limited to implementation of Youth Insearch strategic and business plans and making key decisions in a timely manner.

Objectives for individual Management Committee Members will include but not be limited to:

- (e) Whether a Management Committee demonstrates the required expertise for their role.
- (f) Attendance and participation at Management Committee meetings.
- (g) Contribution to Management Committee deliberations and the overall direction of Youth Insearch.

The Nominations and Remuneration Committee (or Chair) shall be responsible for the execution of Management Committee performance assessments.

Management Committee performance assessments shall be conducted at least once each year, prior to the Annual General Meeting. Management Committee Members will be required to participate in and evaluation of the performance of the Management Committee as a whole, selected Committees, the Chair of the Management Committee and their own performance as a Management Committee Member. The results of performance assessment reviews shall be distributed to all Management Committee Members.

In addition to receiving performance assessment results for the Management Committee and themselves, the Nominations and Remuneration Committee (or Chair) shall also receive the individual performance assessments for all other Management Committee Members. The Nominations and Remuneration Committee (or Chair) shall be responsible for reviewing the overall results and initiating appropriate actions. These actions may include counselling individual Management Committee Members regarding performance issues.

Where issues arise with the Chair of the Management Committee, the Nominations and Remuneration Committee (or Deputy Chair) shall arrange for the matter to be brought before the full Management Committee without the Chair in attendance.

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

The Nominations and Remuneration Committee (or Chair) shall be responsible for the execution of CEO Performance and CEO and Management Team Remuneration review annually and provide recommendations to the Management Committee prior to the AGM.

12. MANAGEMENT COMMITTEE RENEWAL AND SUCCESSION PLANNING

Youth Insearch recognises that the environment in which it operates is complex and always changing. In order that Youth Insearch remain relevant, competitive and successful in this environment it is considered essential that Youth Insearch's Management Committee should collectively possess and maintain an appropriate level of skill, experience, enthusiasm and knowledge. It is recognised that Management Committee renewal can occur through:

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

The Management Committee should give consideration to whether Management Committee Members have served on the Management Committee 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. This should be done so within the tenure clause in this document and in line with the constitution.

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

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

- (c) The duration of a Management Committee Member tenure.
- (d) The Management Committee Member's performance and demeanour as observed by other Management Committee Members.
- (e) The nature and extent of steps taken by the Management Committee Member to "renew".
- (f) The Management Committee Members ability and willingness to undertake further "renewal".

The Management Committee intends to renew itself using a combination of internal and external renewal methods as further detailed and should be consistent with Items 7 and 8 within this document.

12.1 Internal Renewal

The Management Committee will encourage and foster continuing professional education and development of Management Committee Members so that, both individually and collectively, it will ensure Management Committee Members 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 Management Committee deliberations and processes.

Re-election of existing Management Committee Members should also be done in accordance with Item 7 in this document.

12.1.1 Management Committee Member Development Program

The Nominations and Remuneration Committee (or Chair) is responsible for developing Youth Insearch's professional education and development program for Management Committee Members.

This program caters for:

- (a) A Management Committee Members 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.

Management Committee Members 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.

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

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

- (a) A program of associate Management Committee Memberships who attend but do not vote at meetings, who can observe and learn about the operations of the Management Committee, and who can be assessed for suitability before being considered for election to the Management Committee.
- (b) Any program whereby Management Committee Members rotate through committees of the Management Committee.
- (c) Encouragement of Management Committee Members to undertake roles in the wider Youth Insearch movement, including attending at least one Weekend Workshop.

12.1.2 Rotation of Chairs and Subcommittees

The rotation of Chairs and committee members allows individual Management Committee Members to further develop their skills and provides a succession path in the event that a Management Committee Member resigns from the Management Committee. To this end, the Management Committee has determined the following protocol for the appointment of Chair and subcommittee positions.

12.1.2.1 Chair of the Management Committee

The role of Chair is pivotal to the success of the Management Committee, therefore it is essential to ensure that a Management Committee Member 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 Management Committee meeting following the Annual General Meeting.
- (b) Where the existing Chair has indicated a willingness to continue in the role, the Management Committee will review the performance of the Chair, prior to this meeting.
- (c) Nominations will be called, and the position will be appointed by the Management Committee.
- (d) The Management Committee may remove the Chair from this position at any time.

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

12.1.2.2 Deputy Chair

The role of the Deputy Chair has been created by the Management Committee 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 Management Committee generally expects that the role of Deputy Chair will be filled from within the existing experienced Management Committee, and that preferably, the nominated Management Committee Member 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 Management Committee.

12.1.2.3 Subcommittees

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

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

The Management Committee may elect to add or remove new Management Committee Members to subcommittees based on skill and performance requirements.

12.1.3 External Review

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

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

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

- (a) Advertising of the election process by notice to Youth Insearch members.
- (b) The Management Committee's power to appoint additional Management Committee Members to meet particular needs or contingencies.
- (c) The activities of the Nominations and Remuneration Committee or Chair to identify a potential Management Committee Member.
- (d) Candidates with the required skill sets, qualifications and expertise that would be considered particularly beneficial to the Management Committee.

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

12.1.4 New Management Committee Members

The Management Committee will seek to develop a pool of appropriately skilled and competent potential Management Committee Members to fill:

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

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

12.1.5 Management Committee Member Elections

Whilst Youth Insearch shall strive to establish and maintain a Management Committee which possesses the requisite blend of qualifications, skills and experience, it also

acknowledges the democratic process by which Management Committee Members are elected by the members. Only candidates that have been shortlisted against the skills matrix can be considered. Due consideration needs to be given to Items 7 and 8 of this document.

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

13. MANAGEMENT COMMITTEE AND COMMITTEE MEETINGS

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

Management Committee Members 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 Management Committee and Finance Audit & Risk Committee.

Generally, Management Committee meetings will be held in-person at venue mutually convenient with Management Committee Members being personally present, or online via an agreed technology platform. Meetings may be held between scheduled meetings, where the proposed resolution is considered urgent by the Chair and/or any Management Committee Member. Seven days' notice of a meeting must be given (or such other period as may be unanimously agreed). Minutes of the proceedings of all Management Committee 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 Management Committee, as noted in their respective terms of reference and report to each Management Committee meeting.

13.1 Management Committee meetings using technology

The Constitution allows for Management Committee meetings to be held using technology that enables each Management Committee Member 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 Management Committee meetings, a minimum quorum of 5 Management Committee Members will be required to hold a meeting using technology.

14. MANAGEMENT COMMITTEE REMUNERATION AND EXPENSES

14.1 Management Committee Member Remuneration

No Management Committee Member will be remunerated for their service on the Management Committee. The Management Committee will monitor and ensure a fair and equitable spread of workload in terms of Committee work and other representation work is undertaken by all the Management Committee Members.

14.2 Expenses and Other Entitlements

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

Management Committee Members may obtain legal advice related to their duties as a Management Committee Member of Youth Insearch and will be entitled to reimbursement of costs, subject to the expenditure being within predetermined limits set by the Management Committee. Where the Management Committee has approved this action, a copy of the advice will be made available to the Management Committee and other Management Committee Members upon request.

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

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

Youth Insearch may make payment to a Management Committee Members of the company:

- (a) For all reasonable authorised travelling and other expenses properly incurred by them in connection with the Management Committee Membership of the company, including attending and returning from Annual General Meeting of the company, meetings of the Management Committee Members and meeting of committee

Payment must not be made to Management Committee Members unless such payment is:

- (b) Approved by the Chair and in the event the Chair is not available, the Deputy Chair; and
- (c) No more than a reasonable and proper amount, considering all the circumstances.

15. MANAGEMENT COMMITTEE MEMBERS DUTIES

Management Committee Members must abide by the Code of Conduct and the key obligations identified below.

Management Committee Members are generally responsible for:

- (a) Providing guidance to management at Management Committee 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.

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

- (f) The general operation and programs of Youth Insearch.
- (g) Compliance and audit obligations and controls.

Youth Insearch is an Incorporated Association and Management Committee Members by law must ensure:

- (h) Full compliance with the Youth Insearch constitution.
- (i) The appointment of a public officer and that any vacancy is filled within 28 days.
- (j) They are aware of the duties of the public officer and that these are properly carried out.
- (k) All documents in their possession, belonging to Youth Insearch, are delivered to the public officer within 14 days after vacating office.
- (l) Annual General Meetings are held within 6 months after the close of the financial year (i.e. 31 Dec).
- (m) An audited financial statement is submitted each year to members at the Annual General Meeting and an annual financial summary is submitted to Fair Trading NSW within 1 month of the Annual General Meeting.
- (n) Youth Insearch's full name appears on all official documents and publications.
- (o) Fair Trading NSW is notified of any changes to Youth Insearch's name, objects, constitution, official address or public officer within 28 days.
- (p) Ensuring the required particulars are provided for inclusion in the register of Management Committee Members held by Youth Insearch.
- (q) Appointing authorised signatories and removing such appointments.

- (r) That any document addressed to the association is brought to the attention of the committee as soon as practicable.
- (s) 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 Management Committee Member;
 - iii. a record of the association's financial transactions and position;
 - iv. minutes of the proceedings of Management Committee 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 Management Committee Members 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 Management Committee Members by law must ensure that Youth Insearch complies with any governance standards applicable.

16. ROLES ACROSS THE MANAGEMENT COMMITTEE

16.1 Chair

The Chair is empowered to provide leadership and direction to the Management Committee, management and membership. The Chair must be an independent Management Committee Member 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 Management Committee and general meetings of Youth Insearch.
- (b) Facilitate Management Committee 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 Management Committee 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 Management Committee Members.
- (h) Briefing all Management Committee Members in relation to issues arising at Management Committee meetings.
- (i) Oversee the Management Committee and CEO evaluation process.

- (j) Provide feedback and guidance to individual Management Committee Members on their performance.
- (k) Ensure adherence to the Governance Policy.

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

More information on the role of the Chair can be obtained from the Australia Institute of Company Directors website.

16.2 Chief Executive Officer

The CEO is responsible to the Management Committee 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 Management Committee.

Specific responsibilities include:

- (a) Taking and approving all actions required to deliver the strategic and operational plans approved by the Management Committee
- (b) Ensuring transactions outside the CEO's delegation are referred to the Management Committee 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 Management Committee to the CEO

16.3 Secretary

The Secretary is responsible for:

- (a) Preparing and circulating Management Committee Management Committee papers, agenda and minutes in a timely manner.
- (b) Attending all Management Committee 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, ASIC, DFT, ATO).
- (d) Managing the company calendar (e.g. AGM timing and notices, Management Committee elections).

16.4 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 Management Committee 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 Management Committee on its financial performance and position.
- (f) Developing advice for the Management Committee 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 Management Committee approves the general ledger of payments regularly. As a minimum this should be undertaken at each Management Committee meeting.

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

17. PRINCIPLES OF MUTUALITY

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

The Management Committee 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

18. COMMUNICATION AND REPORTING

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

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

- (a) Member Feedback - The Management Committee will encourage feedback and complaints regarding service, governance and management via its Dispute Resolution processes.
- (b) Management Committee Management Tools - The Management Committee will adopt a Management Committee Calendar to facilitate planning and effective participation in governance; and a standing Management Committee Agenda to ensure consistent and effective governance by the Management Committee.
- (c) 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 Management Committee or management in relation to any matter. Refer to our Whistleblower Protection Policy.
- (d) Regulator Liaison – Youth Insearch will maintain open and positive relationships with each of its regulators including the ACNC, OLGR, ASIC and the NDFT.

19. EXTERNAL AUDIT

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

The Finance 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 Management Committee and Finance Audit & Risk Committee meeting.

20. POLICY GOVERNANCE

Policy enforcement

Staff members must comply with this policy at all times. Where a staff member is reasonably suspected to be in breach of or having breached this policy, the staff member will be given an opportunity to explain their actions. Breaches of this policy will be taken very seriously and may result in disciplinary action being taken; up to and including termination of employment, engagement, or services.

Handling exemptions

Exemptions to this policy may be granted by the management in special circumstances. Exemptions requests must be reviewed and assessed by the Policy Reviewer and approved

by the Policy Approver. All control exemptions must be documented with a rationale, reported to the General Manager, Finance & Corporate Services, and implemented by the line manager. Control exemptions are to be reviewed on a periodic basis.

Review of policy

Youth Insearch may unilaterally introduce, vary, remove, or replace this policy at any time. The Policy document must be reviewed on an annual basis and updated if required, to ensure standards remain current and continue to meet the requirements of Youth Insearch. In addition to the annual review cycle, the Policy must be able to evolve to meet changing internal and external requirements, which may include:

- changes to Youth Insearch Foundation business environment;
- changes to tolerance to risk or risk appetite;
- changes to legal and regulatory requirements;
- changes to contractual requirements; and
- changes to adapt to emerging risks and threats.

Related documents

Staff members are encouraged to read this Policy in conjunction with other relevant Company documents, including:

Ref	Title
1	xxxx
2	xxx
3	xxx

Endorsement and approval

Unless otherwise noted, this policy is effective from the date of approval. This policy has been approved and endorsed by:

Document details	
Name of document	Governance Policy
Version	1.0
Author	General Manager, Program Operations
Reviewed By	General Manager, Finance & Corporate Services
Approved By	Chief Executive Officer
Date of Approval	XXXX 2024
Date of Effect	XXXX 2024
Assigned Review Period	12 months
Date of Next Review	XXXX 2025

This policy is due for review by the date shown above, after which it may become invalid. Policy users must ensure that they consult the current valid version of the document.

Document change log

This document change log serves as a chronological record documenting any revisions, updates, or modifications made to this Policy, including details such as the date of change, the nature of the modification, and the individuals responsible for the alterations.

Version	Change Description	Date	Reviewed By	Approved By