

Mambourin Enterprises Inc

Corporate Governance Policies



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POLICY: STRATEGIC ENDS

POLICY REVIEW TIMETABLE

REVIEW MONTH	POLICY
FEBRUARY	BOARD/CEO LINKAGE BOARD → CEO DELEGATION MONITORING CEO PERFORMANCE OVERARCHING CEO LIMITATION CODE OF ETHICS AND PROPER PRACTICE EXECUTIVE POSITIONS ON THE BOARD
MARCH	REMUNERATION AND BENEFITS DELEGATIONS COST OF GOVERNANCE BOARD MEMBER INDUCTION
APRIL	PROPERTY MANAGEMENT/PHYSICAL RESOURCES PROTECTION OF ASSETS POLICY-MAKING OVERARCHING GOVERNANCE PROCESS
MAY	FINANCIAL CONDITION INVESTMENTS BOARD SUB-COMMITTEES TREATMENT OF STAFF
JUNE	COMMUNICATION AND SUPPORT TO THE BOARD PURPOSE OF THE BOARD BOARD JOB DESCRIPTION BUDGETING / FINANCIAL PLANNING
JULY	FUNDRAISING LINKAGE TO MEMBERSHIP CEO EMERGENCY SUCCESSION ROLES AND RESPONSIBILITIES OF THE BOARD
AUGUST	CONFLICT OF INTEREST PUBLIC AFFAIRS MEETING PROCESS TREATMENT OF CLIENTS AND SUPPORTED EMPLOYEES
SEPTEMBER	AGM
OCTOBER	MEMBERSHIP AND TERM BOARD CULTURE EQUAL EMPLOYMENT OPPORTUNITIES REPORTING
NOVEMBER	PROTOCOLS FOR MEMBERS WHO PROVIDE PAID SERVICES TO MAMBOURIN POLICY REVIEW TIMETABLE THE PRINCIPLE RESULT MAMBOURIN ENTERPRISES INC

OUR VISION

A community enriched by people with disabilities achieving their potential and enjoying independence.

OUR MISSION

Mambourin Enterprises Inc is a not-for-profit community service organisation which forms partnerships to empower people with disabilities to achieve their potential.

We will achieve this through "empowering people".

How?

Mambourin will achieve its strategic ends by:

- offering educational, employment, recreational, leisure accommodation, respite and life skills activities of their choosing
- compliance with all regulatory requirements
- attracting funding/income necessary for our needs
- forming partnerships with other key stakeholders within the sector and the broader community
- undergoing appropriate and ongoing organisational development

For Whom?

People who are:

- young adults with a disability who are transitioning from school
- young adults with a disability requesting support to access employment, training and educational opportunities
- adults with a disability either maintaining, increasing, or learning new life skills
- adults with a disability who wish to access the broader community and its facilities
- adults with a disability from groups with specific interests such as women, koori and multicultural communities
- adults with a disability wishing to participate in recreational and leisure activities that would not normally be accessible due to their disability

Why?

Supported participation in educational, recreational, leisure and life skills activities is intrinsically valuable as it:

- empowers the individual
- promotes growth of the individual
- provides opportunities and choice
- improves quality of life, and
- advances citizenship in our community

At What Cost?

Constraints of government funding and delivery of affordable fee for service programs mean we:

- will make efficient use of company resources
- continuously improve programs, services and facilities
- invest in quality assurance
- maximize earnings from our commercial activities

MAMBOURIN ENTERPRISES INC

Logo



VALUES

Values are the cornerstone of the culture of our organisation, and define how we will conduct our relationships with internal and external stakeholders. These values are very important to us because they underpin everything that we do, they provide the strategic alignment to enable us to achieve our goals, and they provide the foundations on which we base our integrity.

We encourage all internal stakeholders to actively engage with, derive personal meaning from, and ultimately be accountable to, these values and their currency. In this way, external stakeholders can be confident that we will not deviate from these values in our dealings with them.

These values should always be relevant and applicable in every situation. Where an opportunity exists for different interpretations of these values leading to undesirable outcomes, we will address this through the organisation's continuous quality improvement system.

Dignity:

"Conducting ourselves with dignity by respecting the inherent dignity of every individual as being worthy and honourable and their equal and inalienable rights."

We aim to treat people the way we ourselves would like to be treated—with the highest level of professional respect, thoughtful intent, integrity and measured consideration.

People have a fundamental right to speak openly, honestly and without censorship of any kind.

We respect and appreciate the delicate balance between dignity of risk and duty of care.

A person's fundamental human rights including to privacy, confidentiality emotional and physical well being are paramount.

Empowerment:

“Focusing our efforts from a feeling of empowerment with the intention of inspiring empowerment.”

People have the right to best determine their own life priorities for themselves and the balance they choose should be respected by others.

People are truly empowered when they have genuine choices and can make decisions.

Genuine choices in a person's life create opportunities which lead to fulfilling potential.

We seek to empower all people with whom we come in contact—service recipients, carers, family members, staff, volunteers, members of the wider community.

Diversity:

“Recognising, celebrating and maintaining diversity to promote social cohesion and equitable status to every group and individual, with no one predominating.”

Every person's unique contribution and difference makes for a stronger society.

We should listen carefully to others and make every effort to fully understand what is being said before we ourselves begin to speak.

We see opportunities in difference, not barriers. Different cultures, personal beliefs and physical attributes sustain and develop us.

Acceptance, adaptability, inclusion and flexibility are qualities we admire.

Partnerships:

“Sharing with partners the mutual benefits of an undertaking in which all have invested time, money, energy or other resources.”

We will maintain ongoing communication and positive relationships with service recipients, caregivers and families.

We actively seek strategic business partnerships where both partners have significant wins for their businesses—we create wealth in the form of ever improving and expanding services to people with disabilities.

We work together with and develop networks in our local communities and play a role in developing social inclusiveness including supporting opportunities for friendships.

We greatly value the importance of building and maintaining strong teams.

OUR QUALITY

Mambourin is committed to high quality service and continuous improvement, through its focus on:

- Organisational Planning
- Core Business
- Administrative Support
- Marketing and Promotions
- Human Resource Management

POLICY: GOVERNANCE PROCESS

OVERARCHING GOVERNANCE PROCESS

The Board's role on behalf of its members is to ensure that Mambourin achieves its Strategic Ends and, in doing so, avoids unacceptable actions and situations.

PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance:

COMPLIANCE: conform with or exceed all legal requirements

Legal

- monitor constitution
- comply with directors' responsibilities
- comply with laws
- monitor insurance requirements

Accountability

- monitor financials
- monitor compliance audits

PERFORMANCE: assist Mambourin to perform to its best potential

Strategy and Policy

- approve Vision/Mission and ensure it is embedded into the organisation's operations
- approve strategic plan and policies and monitor regularly

Public Relations

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the Vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

Accountability

- overall performance of the organisation
- Board evaluation, succession planning
- report outcomes to stakeholders
- manage Chief Executive Officer (CEO)

Risk Management

- Ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

The Board, while meeting its responsibilities, is mindful of Mambourin's mission and the objects of the organisation as embodied in its Constitution.

BOARD JOB DESCRIPTION

The job of the Board is to represent the Mambourin members in both a legal and a moral sense, in determining and demanding appropriate organisation performance. Accordingly the Board will produce the link between Mambourin and the membership.

To facilitate this the Board will develop and monitor Board-level policies which provide direction and boundaries for both its own and the CEO's functions. The Board will develop the following policies:

- Strategic Ends Policies;** describing the outcomes the Board want to be achieved. Strategic Ends policies define the benefit provided, beneficiaries and the cost or worth of the benefit.
- Governance Process Policies;** describing the way the Board carries out its governing role.
- Board/CEO Linkage;** defining the nature of the interrelationship between the Board and the CEO.
- CEO Limitations Policies;** limiting the CEO's freedom to use means unacceptable to the Board in the achievement of the Strategic Ends policies.

The Board will produce assurance of CEO performance against Strategic Ends and CEO Limitations policies.

ROLES AND RESPONSIBILITIES OF THE BOARD

The Board has delegated authority for the operations and administration of Mambourin to the CEO.

The functions of the Board are to:

1. Provide effective leadership and collaborate with the Executive management team in:
 - articulating Mambourin's values, vision, mission and strategies
 - developing strategic (direction) plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
2. Monitor the performance of the CEO against agreed performance indicators.
3. Review and authorise the business (action) plans and annual budget proposed by the Executive management team.
4. Monitor the achievement of the strategic and business plans and annual budget outcomes.
5. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities.
6. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged.
7. Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate.
8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements.
9. Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
10. Ensure that Mambourin has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of Mambourin's business activities and delivery of services. Its role is confined to setting and reviewing policy.

LINKAGE TO MEMBERSHIP

The Board acts in trusteeship for Mambourin's members. As such the Board will at all times recognise the trust placed in it by the members, their requirements and expectations of the Board and Mambourin. This is demonstrated:

- through their attitudes expressed as appropriate behaviours towards the membership (and the community at large).
- by demonstrating loyalty to the membership
- by gathering information from the membership about their concerns and needs.
- by remaining up-to-date in matters concerning member interests.

GOVERNANCE POLICIES

The Board will govern with an emphasis on:

- outward vision rather than inward concern
- encouragement of diversity of opinions and views
- strategic leadership rather than administrative detail
- collective rather than individual decisions
- future rather than present focus
- pro-activity rather than reactivity
- a clear distinction between Board and CEO roles.

The Board will:

- cultivate a sense of group responsibility with close attention to achieving a high level of governance excellence.
- govern Mambourin through careful design and review of written policies that reflect the Board's values, focusing on the long-term effects of these.
- maintain a commitment to excellence in all matters coming before it. It will establish a Code of Ethics and Proper Practice that is binding on all Board members.

POLICY-MAKING

A policy is a statement of guiding principles or standards of conduct which guide any decision making in relation to processes, activities and initiatives which happen, or are expected to happen frequently—i.e. repetitive functions. A policy, which says *what should happen* should be distinguished from a procedure, which says *how something should happen*.

Policies are designed to provide clear, unambiguous guidelines for the implementation of the various operational elements of the organisation. Policies provide continuity and a consistent point of accountability.

Policy-making shall therefore follow set procedures to ensure the efficiency of the process and the overall policy framework.

There shall be two levels of policy making:

A. Board-level policies

Strategic Ends Policies defining the outcomes and results sought from all operational effort.

Governance Process Policies defining the Board's own operating practices

Board/CEO Linkages defining the nature of the Committee's interrelationship with the CEO.

CEO Limitations Policies defining the limits of the CEO's freedom to use means unacceptable to the Board in the achievement of the Board's Strategic Ends Policies.

All Board-level policies will be approved by the Board at a formally constituted Board meeting.

A Board-level policy does not exist until adopted by the Board as a whole. Once a policy is adopted, the Board will speak with one voice around that policy.

The need for new Board-level policies or alteration to existing policies may be notified by individual Board members, the CEO, staff or members of Mambourin.

Whenever possible, Board-level policies will be developed in response to the potential for future use or in advance of an event rather than in response to an event, crisis or problem.

All Board-level policies will be programmed for review, to be carried by the Board as a whole.

All Board-level policies shall be available to all Board members, the CEO and to staff as appropriate via the CEO.

B. Operational policies

These are developed by the CEO in consultation defining day-to-day operational frameworks/guidelines for staff.

All operational policies shall be consistent with the principles, boundaries and definitions espoused in the Board-level policies.

The CEO will establish the procedures for the development of all operational policies.

All operational policies shall be freely available to all staff.

All operational policies shall be reviewed on a programmed review basis.

Operational policies shall be available to the Board upon request if sought.

The Board will play no part in the development of operational policies nor shall these policies be included in the Board's policy manual.

BOARD MEMBER INDUCTION

All Board members are expected to contribute to Board meetings to the best of their ability. To facilitate this Board will guarantee a thorough induction into the affairs of both the Board and Mambourin at large, its issues, current concerns, staff, its financial position and its balance sheet.

New Board members will receive a Board Member Induction Pack which contains copies of:

- all Board-level policies
 - Corporate Governance Policies
 - Delegations Policy
- Mambourin's Constitution
- recent meeting papers
- the organisational chart
- the previous year's accounts
- year-to-date financial statements
- Mambourin's Directors' and Officers' Liability & Professional Indemnity Insurance Cover
- *Good Governance*
- Board meeting dates
- each centre at a glance (including staff, supported employees & client numbers)
- staff & Board phone list
- Board Intranet Login info
- location maps
- Board Self Assessment information
- Annual Report
- *Corporate Governance Handbook*
- Standards for Disability Services Victoria
- Disability Services Standards (FaHCSIA)
- Benefits of Membership
- Code of Conduct
- History of Mambourin

New Board members will meet with the President for governance familiarisation. This meeting may be held as a group session or with individuals.

New Board members will meet with the CEO for operational familiarisation.

A mentoring scheme will be facilitated to support new Board Members.

COST OF GOVERNANCE

The Board recognises that poor governance is a cost to Mambourin and thus will invest in training and development to increase its governance capacity and performance.

All new Board Members will receive a formal induction program (see Board Member Induction Policy).

The Board will provide training for all Members whether new or existing in order to enhance their capacity for governance excellence.

The Board will annually carry out a review of its performance.

All costs associated with governance training will be prudently incurred, though designed to ensure the development of the highest standard of governance.

Financial provision will be made each year for:

- induction of new Board members
- attendance at workshops, seminars or conferences
- external audits/performance reviews
- meeting costs and other costs associated with effective governance e.g. surveys and associated analysis, focus groups

MEMBERSHIP AND TERM

Mambourin's Constitution provides for a maximum of twelve directors. A minimum of four directors are needed for a quorum to be formed to transact business at meetings.

The Board consists only of non-executive directors, the majority of whom are independent. No member of the Board may be a member of the paid staff of Mambourin.

Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation, or have declared such interest, business or other relationship and this is managed in accordance with the Constitution.

Membership of the Board shall be disclosed in the annual report including whether a director has any interest, business or other relationship with Mambourin which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation over the previous twelve months.

The Board has adopted a tenure policy and according to the Constitution, each director must be re-elected by the membership after three years on the Board, and cannot spend more than 9 years unless a vacancy exists, and the President, Vice President, Treasurer and Secretary must be re-elected annually.

EXECUTIVE POSITIONS ON THE BOARD

Mambourin's Constitution requires that the Board elects members to the positions of President, Vice President and Treasurer on an annual basis.

President

The President chairs Board meetings, with all the commonly accepted power of that position (for example, ruling, recognising). The President assures the integrity of the Board's process. Accordingly, the President ensures that the Board performance is consistent with its own rules and those legitimately imposed upon it from outside of Mambourin.

The President facilitates effective discussions at Board meetings. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the CEO.

Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.

The authority of the President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board/CEO Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorised to use any reasonable interpretation of the provisions in these policies.

The President has no authority to make decisions about policies created by the Board within Strategic Ends and CEO Limitation areas. Therefore, the President has no authority to supervise or direct the CEO without the sanction of the Board.

The President may delegate any authority but remains accountable for its use.

Functions of the President include to:

- provide an external face, representing the Mambourin Board to external stakeholders and media
- provide an internal face, representing the Mambourin Board to staff, clients and carers
- manage Board operations, including Board processes and performance

Required skills of the President include:

- Trust and respect of all internal and external stakeholders, and directors
- Interpersonal skills at all levels: government, commercial, volunteer, staff, carer, client and other stakeholders
- Meeting management skills (agenda setting, time management, dispute resolution, consensus building, closure and documentation)
- Familiarity with Board performance issues and solutions.

Vice President

Should the President be absent from a meeting or formal duty, the Vice President assumes the role of the President

Treasurer

Functions of the Treasurer include:

- Oversee and keep Board apprised of Mambourin's financial position
- Required skills of the Treasurer include:
- Excellent management accounting skills
- Strong treasury skills
- Strong working relationship with Finance Manager.

MEETING PROCESS

The Board is committed to the achievement of effective and efficient meetings.

Meetings will:

- be based on a pre-prepared agenda, the design of which is the responsibility of the Chairperson. Such an agenda should reflect the Board’s governing role.
- shall have an annual agenda designed to ensure that the Board reviews its Strategic Ends Policies on an ongoing basis and attends to its own development requirements.
- include the CEO as of right. From time to time at the suggestion of the CEO, staff may be invited to the meeting by the Board to present an issue or provide information or advice.
- have the right to go ‘in camera’ at any time it chooses but in doing so will:
 - make the reasons for this clear
 - reserve the right to include or exclude any non-Board member it so chooses
 - make all efforts to look ahead and signal any such ‘in committee’ session in the agenda or at the beginning of the meeting
- be held with the expectation that Members have prepared for them and will participate in all discussions at all times within the boundaries of behaviour considered acceptable by the Board.

BOARD CULTURE

Mambourin’s Board actively seeks to have an ‘engaged culture’ which is characterised by candour and a willingness to challenge. The following is used to provide evidence of an engaged culture [taken from *Increasing Director Performance* (Company Director, Vol 20 No 8 2004)]:

<p>Agendas</p> <p>The agendas of the Board limit presentation time and maximise discussion time.</p> <p>There is opportunity for informal interactions among Board members.</p>	<p>Beliefs</p> <p>“If I don’t come prepared, I will be embarrassed.”</p> <p>“If I don’t actively participate, I won’t be fulfilling my responsibility.”</p> <p>“I’ll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do.”</p> <p>“If I can’t carry my load, or if I can’t agree with what’s going on, I should resign.”</p>
<p>Norms</p> <p>Board members are honest yet constructive.</p> <p>Members actively seek out, and are there to challenge other people’s views, leadership, each other and the dominant view.</p> <p>Members actively seek out other members’ views and contributions.</p> <p>Members spend appropriate time on important issues.</p>	<p>Values</p> <p>The Board serves the community by actively participating in governance.</p> <p>The Board is responsible to Mambourin’s various stakeholders.</p> <p>Board members are personally accountable for what goes on at Mambourin.</p> <p>The Board is responsible for maintaining Mambourin’s stature in the sector.</p> <p>Board members respect each other.</p>

REPORTING

Proceedings of all meetings are minuted and signed by the President or the Chairman of the meeting.

Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a “Board Paper”) and, once passed, are recorded and retained as part of official minutes.

A summary of each Board meeting will be made available to staff and other interested parties within five working days of each Board meeting.

BOARD SUB-COMMITTEES

1. The Board will review its Subcommittee requirements annually in line with the objectives of its Strategic Plan, and establish Subcommittees when issues are too complex and/or numerous to be handled by the entire Board within the program of scheduled meetings.
2. The Board will establish Subcommittees only in response to its own work, never to compromise the Board’s delegations made to the CEO.
3. Subcommittees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
4. Subcommittees should operate at the Board (strategic—organisational compliance or performance) level and not the staff (operational) level.
5. For ongoing, major activities standing Subcommittees should be established. For short-term activities, *ad hoc* Subcommittees should be established that cease when the activities are completed.
6. Whether *ad hoc* or standing, each Subcommittee should have a Charter which sets out:
 - Constitution: a statement of the limits its authority, and whether the Subcommittee is standing or *ad hoc*.
 - Core Responsibilities: the description of the purpose of the Subcommittee.
 - Structure of Subcommittee: the people involved in the Subcommittee.
 - General Requirements including Meetings, Attendance, Records of Meetings, Reporting to the Board.
 - Any requirement for CEO or other staff time.
 - Any financial requirements.
 - Duties and Responsibilities.
 - Evaluation and Performance.
7. All *ad hoc* Subcommittees are automatically disestablished once they have completed their work and have reported to Board or the Board’s delegate.
8. All standing Subcommittees shall be reviewed for their terms of reference annually including their membership and the results of their work.
9. Each Subcommittee should have a work plan which should include the tasks of the Subcommittee which can be written as goals, with measurable outcomes, as specified by the Board.
10. Subcommittee/s shall provide written reports, and where appropriate recommendations, to the next Board meeting immediately after the Subcommittee meeting.
11. Unless explicitly empowered by the full Board, Subcommittees cannot make binding Board decisions or speak for the Board. For the most part the function of Subcommittees is to solve problems for and/or make recommendations to the Board. They do not supplant responsibility of each Director.

Membership of Subcommittees

12. Membership of Subcommittees should be reviewed at least annually, as soon as practicable after the annual election of Directors. The full membership of the Subcommittees will be reviewed and approved by the Board.
13. Directors shall nominate their preferences for Subcommittee membership, with each Director on at least one (but maximum two) Subcommittees.
14. CEO and Board President are ex-officio on all Subcommittees.
15. Subcommittees may co-opt outside members from time to time in order to bring additional skills, experience or networks. Subcommittees may be comprised of a blend of Directors and non-directors, including staff. This provides opportunities to involve people who are not members of the Board.

The role of the Subcommittee Chair

16. Each Subcommittee shall elect a Chair who will be a Director. The Chair will:
 - chair Subcommittee meetings;
 - ensure a report is written for inclusion in Board papers;
 - be available at the next Board meeting to represent the Subcommittee and field questions relating to the report;
 - ensure approved recommendations are implemented and monitored; and
 - encourage participation from the Mambourin community and co-opt members when required.

Standing Subcommittees

The following list of Subcommittees has been agreed by the Board.

Subcommittee	Role
Board Development	Ensure effective Board processes, structures and roles, including retreat planning, Subcommittee development, and Board evaluation; keeping list of potential Directors, orientation and professional development.
Finance	Oversees development of the budget; ensures accurate tracking/monitoring/accountability for funds; ensures adequate financial controls.
Risk	Agrees critical risks and ensures that management (or if more appropriate, the Board) is monitoring those risks and have robust treatment strategies in place in case the risks do occur.
Marketing and PR	Oversees development and implementation of the Marketing Plan, including identifying potential markets, their needs, how to meet those needs with products/services/programs, and how to promote/sell the programs. Develops policy for representation of the organization to the community; enhancing the organization's image, including communications with the press. Promotes organization's services to the community. Oversees development of the Communication Plan

CONFLICT OF INTEREST

The Board places great importance on making clear any existing or potential conflicts of interest for its Members. All such conflicts of interest shall be declared by the Member concerned and officially documented in the Board's Conflict of Interest Register.

Accordingly, any business or personal matter which is, or could be, a conflict of interest involving the individual and his/her role and relationship with Mambourin must be declared and officially registered in the Conflicts of Interest Register.

All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.

Where a conflict of interest is identified and/or registered, the Board Member concerned shall not vote on that issue. Only with the unanimous agreement of all other Members present may the Member concerned participate in any Board discussion on that topic. Failing such agreement being reached, the individual shall either refrain from participation or leave the room.

When the President is aware of a real or potential conflict of interest involving one or more Members, the Chairperson must take whatever steps are necessary to ensure that the conflict is managed in an appropriate manner according to this policy.

Individual Members, aware of a real or potential conflict of interest of another Member, have a responsibility to bring this to the notice of the Board.

Examples of conflicts of interest are:

- When a Member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programs or services of Mambourin
- When a Member offers a professional service to Mambourin
- When a Member stands to gain personally or professionally from any insider knowledge if that knowledge is used to his or her personal or professional advantage.

PROTOCOLS FOR MEMBERS WHO PROVIDE PAID SERVICES TO MAMBOURIN

This document should be read in conjunction with the Board Paper: *Board Involvement in Operational Matters*.

This document does not intend to address the process for managing declared material conflict of interest by a Board member. It assumes that this process has been managed according to the tenets of best practice corporate governance, and the Board member has been engaged to provide paid professional services as a consequence of such due process.

The following protocols should be acknowledged by all parties and adhered to whenever a Mambourin Board member is providing paid professional services to Mambourin.

All parties acknowledge and understand that while providing paid professional services, the relationship between the Mambourin staff member responsible for the project (usually a Manager) and the Board member is one of customer/client and service provider.

The Board member will provide information and advice within the limits of their professional area of expertise, but will not be in a position to make decisions of any kind.

The Board member will only seek to obtain as much information as necessary in order to provide high quality, efficient, thorough and effective professional services.

The Board member will not give any directive to paid staff, nor imply or create the impression that they are in a position to give directives to paid staff.

The CEO will report to the Board monthly (in the case of time-limited projects) or as frequently as necessary in order to keep the Board fully informed of projects, and to the Finance Committee on fees charged by Board members undertaking paid professional services to Mambourin.

Whilst in the act of providing a paid service, where a Board member feels compelled to comment or act with the authority of a Board member, then this should be openly declared to the paid staff, e.g. "As a Board member..." or "With my Board member hat on...". The urge to do this should be suppressed as much as possible and this action should only be taken where considered absolutely necessary. A preferable option would be to direct such comments to the CEO in private.

Staff members, when dealing with a Board member providing paid professional services to Mambourin, must approach the Board member in a professional manner, remain focussed only on the project under discussion, and not discuss "Board business" with the Board member in such a situation.

CODE OF ETHICS AND PROPER PRACTICE

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority. In so doing it binds its Members to the same principles and practices.

The responsibilities of Board Members described below are in addition to those contained in Mambourin's internal procedure *OP 20 Code of Conduct* which requires staff, volunteers and Board members to abide by the code of conduct described therein in order to promote the philosophy and values of the organisation as well as to support a harmonious and respectful working environment.

General Expectations

- Know the organisation's mission, purpose, goals, strengths and needs.
- Perform the duties of Board membership responsibly and conform to the level of competence expected from board members, including the duty of care, loyalty and obedience as they apply to members of a non-profit board.
- Avoid prejudice judgements on the basis of information received from individuals and urge those with grievances to follow established procedures and channels of communication. (All matters of potential significance should be brought to the attention of the CEO or the President as appropriate.)
- Conduct oneself at all times with utmost propriety, honesty and integrity.
- Observe confidentiality of organisation affairs and speak on behalf of the Board only when authorised by the President.
- Act responsibly and refrain from any activity that could cause loss or damage to the organisation.
- Serve on sub-committees of the Board and undertake special assignments or tasks willingly and enthusiastically.
- Suggest possible nominees to the Board who are clearly sympathetic to the mission and the goals of the organisation and who can make significant contributions to the work of the Board and the organisation's progress.
- Support the majority decisions of the Board.
- Keep abreast of trends in disability services and the welfare sector.
- Bring goodwill to Board meetings and activities and approach the Board's deliberations constructively and with good humour.

Meetings

- Prepare for and participate in Board and committee meetings, and other activities of the organisation from time to time.
- Participate actively in discussions at Board and committee meetings to promote the efficient conduct of business.
- Maintain confidentiality of the Board's meetings and deliberations.
- Suggest agenda items periodically and provide written reports as required for Board and committee meetings to ensure that significant, policy-related matters are addressed.
- Conduct oneself in accordance with generally recognised procedures and protocol for meetings.

Avoiding Conflict of Interest

- Serve the organisation as a whole rather than any special interest group or faction. Regardless of whether Board members are invited to fill a vacancy reserved for a particular constituency or organisation, their first obligation is to avoid any preconception that they "represent" anything but the organisation's best interests.
- Avoid the appearance of a conflict of interest that may embarrass the Board or the organisation, and disclose any possible conflicts to the Board in a timely fashion.
- Maintain independence and objectivity and act with a sense of fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation or custom.

POLICY: CORPORATE GOVERNANCE

Relationships with Staff

- Counsel the CEO as appropriate and support him/her through what may be difficult relationships with groups or individuals.
- Avoid asking for special favours of the staff, including requests for extensive information without prior consultation with the CEO and President.

Fiduciary Responsibilities

- Exercise prudence with the Board in the control and monitoring of funds.
- Read and ensure a proper understanding of the organisation's financial statements and otherwise assist the Board fulfil its fiduciary responsibilities.

Fundraising

- Support whenever possible the fundraising efforts of the organisation, for example by attending fundraising events.
- Actively seek new/alternative sources of fundraising and bring these to the attention of the CEO.

BOARD MEMBER ACKNOWLEDGEMENT

I have read the statement of the Board Member's Responsibilities and agree to conduct myself in accordance with this statement in all matters associated with my position as a Member of the Board of Governors of Mambourin Enterprises Inc.

I will immediately tender my resignation from the Board if I do not adhere fully to the responsibilities described in this statement.

Signed

Print Name

Date

POLICY: LINKAGE—BOARD/CEO INTERRELATIONSHIPS

OVERARCHING CEO LIMITATION

The CEO shall not deliberately cause or allow any practice, activity, organisational circumstance, or decision which is in any way unethical, unlawful, imprudent or which violates any Board policy or expressed Board values, or any commonly held business or professional ethic.

BOARD/CEO LINKAGE

The Board's sole official link with the operations of Mambourin, its achievements and its conduct will be through its CEO.

The roles of the President and CEO are strictly separated.

The CEO is responsible for:

- policy implementation at an operational level
- the efficient and effective operation of Mambourin
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is not a member of the Board.

BOARD → CEO DELEGATION

The Board delegates to the CEO responsibility for implementation of its Strategic Ends Policies and CEO Limitations Policies. The Board allows the CEO to use *any reasonable interpretation* of these policies to achieve the intended results.

Accordingly, the Board will develop:

Strategic Ends Policies that make clear its instructions to the CEO for the achievement of results or outcomes.

CEO Limitations Policies that provide the framework within which the CEO is expected to work, offering boundaries of prudence and ethics.

All Board authority delegated to staff is delegated through the CEO to whom in turn staff are accountable.

The Board will never give instructions to persons who report directly or indirectly to the CEO

The Board will refrain from evaluating, either formally or informally, any staff other than the CEO

As long as the CEO uses *any reasonable interpretation* of the Board's Strategic Ends Policies and CEO Limitations Policies he/she is authorised to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

The Board may change its Strategic Ends and CEO Limitations Policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the Board will respect and support the CEO's choices.

Only decisions of the Board acting as a body are binding on the CEO.

The CEO is not restricted from using the expert knowledge of individual Board members.

The Board will view the CEO's performance as the same as organisational performance so that achievement of the Board's Strategic Ends Policies and non violation of CEO Limitations Policies will be viewed as successful CEO performance.

POLICY: LINKAGE—BOARD/CEO INTERRELATIONSHIPS

MONITORING CEO PERFORMANCE

The Board's evaluation of the CEO's performance will be rigorously assessed against agreed CEO outputs, i.e. achievement of the Board's Strategic Ends Policies and non-violation of CEO Limitations Policies.

The purpose of monitoring the CEO's performance is to determine the extent to which the Board's policies are being met. Only objective criteria will be used in this assessment.

The Board will acquire monitoring data by one or more of three methods:

1. by internal report, in which the CEO discloses compliance information to the Board
2. by external report, in which an independent, third party selected by the Board assesses compliance with Board policies, and
3. by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

In every case, the standard for compliance shall be *any reasonable interpretation* of the Board policy being monitored.

There will be established an agreed-upon time when the CEO and the President (or designated committee) meet annually to carry out a formal 'wrap-up' appraisal based on the criteria agreed to and set at the beginning of the monitoring period. The format and process for this meeting will be negotiated and agreed upon between the CEO and the President/committee.

All policies that instruct the CEO will be monitored at the frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the routine schedule shown in the Strategic Ends section.

If at any time the Board engages an outside evaluator to conduct an assessment of the CEO's performance, the process followed by the outside evaluator is the same as for other approaches, i.e. based on the achievement of Strategic ends and non-violation of limitations policies.

POLICY: CEO LIMITATIONS

FINANCIAL CONDITION

With respect to the actual and ongoing financial condition and activities, the CEO shall not deliberately cause or allow any activity or circumstance which threatens Mambourin economic and financial viability or deviates from Board priorities as defined in the Board's Strategic Ends Policies. Accordingly the CEO shall not:

- cause Mambourin to incur unauthorised indebtedness.
- use any organisational funds other than for the furtherance of its purposes and priorities as approved by the Board in its Strategic Ends Policies.
- use restricted or 'tagged' contributions for any purposes other than those designated without consultation.

DELEGATIONS

Financial and other delegations approved by the Board are set out in the *Delegations Policy*. It is the responsibility of the CEO and all delegated staff to ensure that this policy is adhered to.

BUDGETING/FINANCIAL PLANNING

Financial planning for any financial year or the remaining part of such a year shall not deviate from the Board's Strategic Ends priorities, risk financial viability, or fail to reflect long term priorities.

Accordingly, the CEO shall ensure that budgets:

- contain sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- contain expenditure in any financial year that is manageable in light of funds that are conservatively projected to be received in that period.
- meet the costs of expenditure as identified in the Cost of Governance policy.
- are consistent with the following financial performance indicator measures:
 - LIQUIDITY to not fall below 1 : 1 Goal to not fall below 1.5 : 1
 - SURPLUS PER COST CENTRE 2.5 x CPI or 5 % (Whichever is the greater)

Budgets for all cost centres should be produced annually and presented to the Board for their approval.

FUNDRAISING

Mambourin's interests are paramount at any such times as Mambourin may embark on a fundraising program. The level of exposure to risk shall generally be kept to a minimum.

Accordingly the CEO shall only pursue or in any other way support any fundraising activity or process which:

- would be considered ethical and legal and which accords with Mambourin's stated values and beliefs.
- minimises the risk of loss, for example by excluding any person who has been convicted for embezzlement or theft, and by not conducting any fundraising ventures that entail high risk or require utilizing large sums of money in order to match a similar investment by an outside agency or utilize financial reserves or current account to float a fundraising venture.
- does not put at risk Mambourin's good name.
- ensures that the financial transactions involved in any fundraising venture are secure.

INVESTMENTS

Mambourin's investment assets are to be invested in such a way as to maximize long term total returns consistent with prudent levels of risk, whilst maintaining sufficient liquidity to enable Mambourin to meet its day-to-day financial commitments. Returns should enhance the real value of the assets after the funds have been released to meet Mambourin's needs.

Accordingly, the Board authorises the establishment of an investment account for the purposes of maximising the interest that Mambourin can earn on its funds, subject to the conditions that adequate security protections are put in place and monitored, that the account that is chosen does not carry any risk beyond that which is normally associated with banks, and that monthly reports on the performance of the account are provided to the Board.

The Board delegates to the CEO day-to-day management of investments. In carrying out this delegation the CEO shall not make any investment decisions which fall outside of these guidelines.

REMUNERATION AND BENEFITS

With respect to employment, compensation and benefits to staff, consultants, contract workers and volunteers, the CEO shall not in any way jeopardise Mambourin's financial integrity or good name in the community. Therefore the CEO shall:

- not change his/her own remuneration or benefits without approval from the Board.
- establish remuneration or benefits that have regard for the employee's skills and experience and the market conditions for such skills and experience and are consistent with industry averages or award provisions.
- not create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
- not cause unfunded liabilities to occur or in any way commit Mambourin to benefits that incur unpredictable future costs.

PROTECTION OF ASSETS

Mambourin aims at all times to prevent disrepair, excessive risk, untraceable transactions, or conflicts of interest in the management of resources or and to prevent abuse or misuse of assets.

Therefore the CEO shall ensure that:

- only authorised persons handle cash.
- the assets are insured for what is considered necessary for prudent risk management.
- systems are in place so that Mambourin's vehicles or rental vehicles are adequately insured and that this insurance is not put in jeopardy.
- intellectual property, information or files are only used for purposes in Mambourin's best interests.
- insurances do not terminate without Board notification.
- Mambourin, its Board and staff are not exposed unnecessarily to claims of liability.

COMMUNICATION AND SUPPORT TO THE BOARD

The CEO shall endeavour to ensure that the Board is informed and supported in its work.

Accordingly the CEO shall:

- submit data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
- inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's policies are based.
- inform Board members when for any reason there is actual or anticipated non-compliance with a Board policy.
- inform the Board of matters likely to have significant legal considerations for Mambourin.
- marshal for the Board as many staff and external points of view, issues and opinions as considered necessary for fully informed Board choices.
- inform the Board of such occasions when it violates one of its own policies, particularly when this relates to the CEO's ability to carry out his/her responsibilities.
- ensure that there are effective communication channels relevant to the Board's tasks.
- deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

CEO EMERGENCY SUCCESSION

In order to protect Mambourin from sudden or unexpected loss of its CEO's services, the CEO shall ensure that there is at least one person who is capable of assuming the CEO role and tasks and who is familiar with broad issues and priorities in each of the key executive management areas [this may be more than one person in total].

TREATMENT OF STAFF

With respect to the employment and treatment of staff and program volunteers the CEO shall not cause or allow conditions that are unfair, unsafe or undignified. Accordingly the CEO shall:

- ensure that staff and volunteers' right to personal dignity, safety, ethical position-related dissent and to an approved and fair internal grievance process is respected.
- operate with written personnel policies that make clear rules for staff and protect against unfair practices such as preferential treatment for personal reasons.
- not violate any part of relevant workplace employment legislation.
- respect the right of any staff member to join a relevant professional association or union and have access to the services of that union as these relate to the workplace and related conditions.
- keep the Board fully informed about impending disputes and grievances that may lead to terminations of employment or action against the Board/Mambourin.
- allow staff to bring a grievance to the Board when (a) a Board policy has been violated to his/her detriment or (b) a Board policy does not adequately protect his or her human rights. The channel for such a grievance is via the President.
- ensure that all staff are acquainted with their rights under this policy.

EQUAL EMPLOYMENT OPPORTUNITIES

Mambourin is committed to supporting the principles of equal opportunities in employment, training and promotion.

It is our philosophy to ensure that there is no discrimination as defined in the Equal Opportunity for Women in the Workplace Act (1999) and the Disability Services Act (1986).

Therefore the CEO shall:

- select or employ staff only on the basis of an impartial assessment within our agreed criteria of their ability to achieve the excellent performance standards needed to attain Mambourin's goals.
- remunerate staff only in response to their level of authority, responsibility, accountability, technical competence and achievement of results.
- take all reasonable steps to provide all staff with a working environment free of harassment.

TREATMENT OF CLIENTS AND SUPPORTED EMPLOYEES

Mambourin places a high regard on the rights, safety, personal dignity and privacy of its clients and supported employees.

Therefore, the CEO shall ensure that conditions, procedures, and decisions are safe, dignified, not unnecessarily intrusive, and provide appropriate confidentiality and privacy.

Accordingly, the CEO shall ensure that Commonwealth or State Legislative Acts, Regulations, Rulings or Standards are not violated.

PUBLIC AFFAIRS

There is an expectation that the CEO shall not approve or in any way support any advocacy and public affairs action or activity that in any way brings Mambourin's name into ill repute.

Therefore the CEO shall not make, or knowingly allow to be made, any statements to the press or any other public media that are derogatory or in any way damaging to Mambourin.

PROPERTY MANAGEMENT / PHYSICAL RESOURCES

All physical resources shall be appropriate for Mambourin's goals and objectives and will meet all regulatory standards where appropriate. Therefore the CEO shall:

- ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements.
- ensure that repairs and maintenance for all property and resources are budgeted for in accordance with best business practice.

REGISTER OF AMENDMENTS

DATE	POLICY	AMENDMENT
23 February 2006	All Governance Policies	Endorsed by Board at meeting 4 March 2006
23 May 2006	Governance Process & CEO Limitations	
24 August 2006	Governance Process: Conflict of Interest CEO Limitations: CEO Emergency Succession	<p>It was noted that 'Conflict of Interest' should be modified to reflect the exact wording of the new Constitution once it is adopted.</p> <p>In order to protect Mambourin from sudden or unexpected loss of its CEO's services, the CEO shall ensure that there are persons capable of assuming the CEO role and tasks and who are familiar with broad issues and priorities in each of the key executive management areas, whether as a team or an individual.</p>
26 October 2006	CEO Limitations: Treatment of Clients and Supported Employees Governance Process: Board Culture	<p>Change to last sentence: Accordingly, the CEO shall ensure that Commonwealth or State Legislative Acts, Regulations, Rulings or Standards are not violated.</p> <p>Under Norms, change paragraph 2 to read: Members actively seek out, and are there to challenge other people's views, leadership, each other and the dominant view.</p>
23 November 2006	Strategic Ends: Mambourin Enterprises Inc.	New logo officially launched at AGM September 2006. New logo inserted into Governance Policies.

REGISTER OF AMENDMENTS

DATE	POLICY	AMENDMENT
24 January 2007	<p>Linkage-Board/CEO Interrelationships: Monitoring CEO Performance.</p> <p>Linkage-Board/CEO Interrelationships: Overarching CEO Limitation</p>	<p>In every case, the standard for compliance shall be <i>any reasonable interpretation</i> of the Board policy being monitored.</p> <p>Paragraph was moved to sit above everything else.</p>
22 February 2007	<p>Corporate Governance: Code of Ethics and Proper Practice</p> <p>Governance Process: Executive Positions on the Board</p> <p>CEO Limitations: Remuneration and Benefits</p>	<p>General Expectations (item 10) this will now read: 'Keep <i>abreast</i> of trends in disability services and the welfare sector'</p> <p>Avoiding Conflicts (item 2): this will now read: 'Avoid the appearance of a conflict of interest that may embarrass the Board of the organisation, and disclose <i>any</i> possible conflicts to the Board in a timely fashion'.</p> <p>Board Member Acknowledgement (paragraph 2) this will now read: 'I will immediately tender my resignation from the Board if I <i>do not</i> adhere fully to the responsibilities described in this statement'.</p> <p>President: Required skills of the President include (Item 1) this will now read: 'Trust and respect of internal and external stakeholders and directors'.</p> <p>Treasurer: Functions of the Treasurer include: items 2-5 to be deleted</p> <p>Dot point 3 to be deleted. Dot point 4 will now read: not create obligation or cause unfunded liabilities to occur or in any way commit Mambourin to benefits that incur unpredictable future costs.</p>
22 March 2007	Governance Process: Board Member Induction	<p>Addition to policy: "A mentoring scheme will be facilitated to support new board members. This includes the new Board Member sitting alongside mentor for the first few meetings and be available at other times for questions".</p>

REGISTER OF AMENDMENTS

DATE	POLICY	AMENDMENT
13 November 2008	<p>Protocols for Members who Provide Paid Services to Mambourin</p> <p>Membership and Term</p> <p>Reporting</p>	<p><u>Paragraph 9 Change from:</u> Where an occasion arises, where a Board member feels compelled to comment or act with the authority of a Board member, then this should be openly declared to the paid staff, e.g. "As a Board member..." or "With my Board member hat on...". The urge to do this should be suppressed as much as possible and this action should only be taken where considered absolutely necessary. A preferable option would be to direct such comments to the CEO in private.</p> <p><u>Paragraph 9 Change to:</u> Whilst in the act of providing a paid service, where a Board member feels compelled to comment or act with the authority of a Board member, then this should be openly declared to the paid staff, e.g. "As a Board member..." or "With my Board member hat on...". The urge to do this should be suppressed as much as possible and this action should only be taken where considered absolutely necessary. A preferable option would be to direct such comments to the CEO in private.</p> <p><u>Paragraph 5 Change from:</u> The Board has adopted a tenure policy and according to the Constitution, each director must be re-elected by the membership after three years on the Board, and cannot spend more than 9 years unless a vacancy exists, and the President, Vice President, and Treasurer must be re-elected annually.</p> <p><u>Paragraph 5 Change to:</u> The Board has adopted a tenure policy and according to the Constitution, each director must be re-elected by the membership after three years on the Board, and cannot spend more than 9 years unless a vacancy exists, and the President, Vice President, Treasurer and Secretary must be re-elected annually.</p> <p><u>Line 3 Change from:</u> Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are recorded in a Resolutions Register.</p> <p><u>Line 3 Change to:</u> Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are recorded and retained as part of official minutes.</p>

REGISTER OF AMENDMENTS

DATE	POLICY	AMENDMENT
19 March 2009	Code of Ethics and Proper Practice Executive Positions on the Board	<p><u>Under General Expectations</u>: dot point 8; delete 'women or men'.</p> <p><u>Change Heading</u>: 'Avoiding Conflicts' to 'Avoiding Conflict of Interest'.</p> <p><u>Under Vice President</u>: Change from: Should the President be absent from a meeting, the Vice President should act as Chair of the meeting. To: Should the President be absent from a meeting or formal duty, the Vice President assumes the role of the President.</p>
31 March 2009	Strategic Ends	Substantial changes to Strategic Ends Policy pages 5, 6 & 7.
11 November 2009	Governance Process	Substantial changes to Board Sub-Committees pages 16 & 17
03 March 2010	Board/CEO Linkage	<p><u>Change from</u> The CEO is responsible for: policy direction of the operations of Mambourin</p> <p><u>To</u> The CEO is responsible for: policy implementation at an operational level.</p>