

Policy Aim

This policy is intended to clarify the content of Gippsland Women's Health (GWH) Constitution by making explicit the underlying principles of governance approved by the Service and to represent the views and wishes of the community and to uphold the rights and obligations of the organisation.

Introduction

Governance in the community sector is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of an organisation.

Board members will have ultimate responsibility for the governance of GWH. Governance is also concerned with the way the Board works with the Chief Executive Officer and other stakeholders to ensure the delivery of its objectives, to set its strategic direction, and to uphold its values.

Definitions

The Board of GWH is made up of individual women¹ members of the organisation who are elected in accordance with the requirements of the Constitution. Members of the Board do not represent any external organisational interests.

Board Responsibilities

The Board will be responsible and accountable for ensuring and monitoring that GWH is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations.

The responsibilities of the Board include -

- Compliance monitoring – ensuring compliance with the objects, purposes and values of GWH, and with its Constitution.
- Organisational governance – setting governance policies and plans and monitoring performance against them.
- Strategic planning – developing, reviewing and approving strategic direction and initiatives.
- Regulatory monitoring – ensuring that GWH complies with all relevant laws, regulations and regulatory requirements.
- Financial monitoring – reviewing the GWH budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of GWH.
- Financial reporting – appointment of external financial auditor and approval of annual financial statements and required reports to government.
- Organisational structure – setting a framework of delegation and internal control.

¹ The GWH has obtained from VCAT exemptions from Sections 16, 44, 107 & 182 of the Equal Opportunity Act 2010 to be an organisation for women and run by women.

- Risk management – reviewing and monitoring the effectiveness of risk management and compliance in GWH; agreeing or ratifying all policies and decisions on matters which might create significant risk to GWH, financial or otherwise.
- Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable.
- Board performance and composition – evaluating and improving the performance of the Board.
- Leadership selection – selecting, evaluating the performance of, and if necessary dismissing GWH Chief Executive Officer.
- Succession and remuneration planning – planning for the Board and Chief Executive Officer succession, and determining Chief Executive Officer remuneration.

Responsibilities of Board Officers are as detailed in the GWH Constitution.

In its relationship with the Chief Executive Officer -

- The Board should focus on the strategic direction and the core governance policies of GWH and avoid becoming involved in day-to-day operational decisions.
- Delegations to the Chief Executive Officer will be clearly established and set out in the GWH Instrument of Delegation.

PROCEDURES

Internal controls:

- The Board will set and maintain standing orders, governance policies and procedures, and systems of financial review and performance reporting.
- The Board will periodically review and approve the GWH Instrument of Delegation.

Managing risk:

- The Board will ensure a system of reporting that provides an opportunity for appropriate risk assessment (either periodically or on a rolling basis) and will take appropriate steps to manage GWH's exposure to significant risks.

Board review:

- The Board will ensure that there is a system for the regular review of its own performance and effectiveness in meeting its responsibilities.

Related Policies/Documents:

- All Governance Policies
- GWH EEO Exemption Order