The best of both worlds

A governance toolkit for organisations supporting migrant and refugee communities in Australia

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The Settlement Council of Australia acknowledges the traditional custodians of the land on which we operate, the Ngunnawal people. We also acknowledge the traditional custodians of the various lands on which migrants and refugees settle across Australia, and on which our sector operates.

We pay our respects to Elders past, present and emerging and celebrate the diversity of Aboriginal peoples and their ongoing cultures and connections to our lands and waters.

About the Settlement Council of Australia

The Settlement Council of Australia (SCoA) is the peak body representing the vast majority of settlement agencies across Australia providing direct services and support to people of migrant and refugee backgrounds.

Our members include organisations large and small, who are committed to the successful settlement of migrants and refugees across the country. Their services range from greeting new arrivals at the airport, through to assisting them to secure housing, learn English, make social connections, access services and find their first job. Australia's settlement services are recognised as being among the best in the world.

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Background

This toolkit has been developed to help settlement services and community organisations that support people from migrant and refugee backgrounds to settle in Australia. The toolkit is particularly aimed at smaller organisations, that might need some guidance to understand and apply the various laws, rules and regulations that govern organisations in Australia. Some of these organisations might be receiving community capacity building support from a settlement agency.

Many organisations in the settlement sector are small, community-based groups with little or no funding, and many are run mostly or entirely by volunteers. These people have often arrived in Australia as migrants or refugees themselves. Through their experiences and through accompanying others in their communities on their settlement journeys', they have become highly skilled in helping new arrivals to adjust to life in Australia and are passionate about contributing to their community and to Australia. It is often in this context that they take on the responsibilities of running an organisation.

This toolkit aims to help make setting up and running such organisations as clear and easy as possible, so that the people involved can focus their passion and energy on helping people to settle well, in order to make the most of the opportunities that life in Australia has to offer.

While the primary audience is smaller organisations, parts of this document will also be relevant to larger organisations, as all organisations should review their governance practices from time to time.

Why is good governance important?

Good governance means an organisation is run properly. It is about having things such as relevant policies and procedures in place to make sure an organisation achieves what it was set up to do, in the best way possible. The important questions to consider include, *why are we doing it, what are we doing, and how do we measure how we are doing?* Regularly asking ourselves these three questions will help ensure we are running our organisations as effectively as possible, and that we continue to stay true to our settlement goals.

The Governance Toolkit - *The Best of Both Worlds*?

The name for this toolkit came out of a consultation with leaders from refugee and migrant groups and organisations at the Australian Migrant Resource Centre (AMRC) in Adelaide in 2019. One woman taking part in the consultation spoke of wanting her own organisation to combine the best of the skills, talents and qualities that the people involved brought from the countries of their birth, and combine these with the best of what Australia has to offer - effectively achieving *"the best of both worlds".*

It is this spirit of achieving the best of both worlds - by combining the best of the skills, talents and qualities of the people who arrive in Australia to make it their home - that inspires the work of SCoA and its members. And it is this spirit that we hope to support and enhance by publishing this toolkit.

Setting up an organisation

There are a few things that need to be done if a new organisation needs to be set up. Most small settlement services and community organisations are registered as "associations." This is because setting up an association is generally less costly and simpler to do than other business structures, such as companies. Being an association means decisions will need to be made about membership structure and the organisation will be accountable to those members (further details on this is included below).

The rules for setting up and running an association are set out in the Associations Act of each state and territory, and registration is managed by the Department of Fair Trading in each state or territory. The steps for registering a new organisation are:

1. Choose a name

The name chosen should reflect the purpose of the organisation. It's a good idea to check if the name is already being used on the Australian Security and Investments Commission website. Most states and territories also have an online list of registered associations.

2. Write the organisation's objects and its constitution

The organisation needs to write down what it aims to do and have a written constitution. A constitution is a set of rules explaining how the organisation will be run. Organisations can write their own or use what is called a "model" constitution, which is a standard constitution for associations in each state or territory.

3. Complete an application to register as an association

An application for registration includes:

- The proposed name of the association
- A statement of your organisation's objects (or aims)
- A copy of your constitution, or a statement that the organisation will use the model constitution
- The name of your organisation's first Public Officer
- A copy of a special resolution approving the application (if you have more than five members)

4. Submit the application

The organisation's Public Officer must lodge the application, along with the fee.

For more information about registering an organisation go to the Department of Fair-Trading website in your state or territory.

See also: _Governance for Good_ by the Australian Charities and Not-for-profits Commission (ACNC).

Achieving good governance

The Australian Charities and Not-for-Profits Commission (ACNC) is responsible for regulating all charities and not-for-profit organisations in Australia. They are the body responsible for registering charities, and they work to maintain confidence and trust in Australia's charities. ACNC lists five standards for "good governance". Organisations are only required to meet these standards if it is a registered charity. However, they provide a good basis for thinking about how to run a community-based organisation. The five standards are explained below:

Purpose

Organisations which are set up to do "good works" and to help support and develop their community should have a clear purpose. This purpose should be written down and shared, so that everyone involved in the organisation is aware of its purpose.

If the organisation's purpose is to support the settlement of recently arrived communities in Australia, you should read the National Settlement Outcomes Standards (NSOS) and the Settlement Sector Quality Framework (SSQF). These documents outline what good settlement is, and how organisations can achieve good settlement outcomes.

Accountability to members

Associations are accountable to their members. Being accountable to members includes things like letting the members know about the organisation's activities, and the results of those activities. It also means letting members ask questions and raise concerns about how the organisation is run. This can be done through Annual General Meetings and providing members with regular updates. Wherever possible members should be consulted regarding activities and be supported to participate in these activities to build capacity beyond just the members of the management committee.

Comply with Australian laws

Organisations must comply with both Commonwealth (or Federal) laws, and laws set by the state or territory that the organisation is based in. Acting within the law helps protect the organisation's reputation, as well as the reputation of the committee members and other people connected to it.

Suitable committee members

Organisations should be run by people who are well suited to their roles. Having suitable people running the organisation will inspire confidence in the organisation. Organisations should have policies and practices in place to make sure potential committee members are suitable for their role, before they become a committee member. There should also be policies and practices in place to ensure committee members know what will happen if they behave in an unsuitable way.

Duties of committee members

The duties of the committee members should be clear and understood by everyone involved. The duties of committee members are outlined in more detail later in this toolkit.

To find out more about the ACNC's Governance Standards click here.

The management committee

The organisation's management committee (the committee, or board) is responsible for governing, overseeing, and making strategic decisions for the organisation on behalf of its members.

Members of the management committee are responsible for making good decisions on behalf of the organisation. The committee members must always act in the best interests of the organisation. The main role of the management committee is to help the organisation meet its purpose by making decisions about the planning, direction, and resources of the organisation.

There are some responsibilities that are common to most committees. These are:

Accountability	Making sure the organisation manages its money well, and is run openly and honestly
Strategy	Setting the organisation's goals and making sure it remains true to its aims
Resourcing	Finding the money and other resources the organisation needs to do its work
Representing	Unified representation by the organisation to the community and to its members
Monitoring	Making sure the organisation is run in line with its own rules, and the law.

Legal Duties of a Committee

The committee has several legal duties. These are outlined below:

1. Take reasonable care

Individuals do not have to have any particular skills or qualifications to be a committee member. However, they do need to use whatever skills and experience they have for the good of the organisation. This includes:

- taking the role of committee member seriously
- giving time, thought and energy to any decisions being made, and any tasks being undertaken
- keeping an eye on the activities, overall direction, and money of the organisation

This doesn't mean that decisions have to be perfect, as long as committee members act in "good faith". If the committee members do not have the skills or knowledge they need to deal with a particular issue, they should get help from someone who does - such as asking a lawyer for legal advice or accountant for financial advice. One way to get this kind of expertise in a board is to appoint individuals as 'ex-officio' members. This means they do not have voting rights, but they may bring particular valuable expertise and advice to the committee.

Another way to keep an eye on the organisation is to have a risk management plan, which is often also a requirement of government grants. These plans can help identify key risks to the

organisation, and how they are being dealt with. Volunteering Australia has a useful guide to risk management planning available on its website [here](#).

2. Always act in the best interest of the organisation

Committee members must base <u>all</u> decisions on what is best for the organisation, keeping in mind the purpose of the organisation, and being mindful of its money and activities. Committee members should never make decisions based on their own personal interests, opinions or friendships. Also, decisions must not be based on the interests of any other organisations committee members may be involved in.

3. Not to misuse information or the position

Committee members must <u>always</u> use their position in the organisation for the good of the organisation, and not for anything else. This means not using their position to gain anything for themselves or anyone else. Committee members must not talk about things discussed at committee meetings that are meant to be confidential.

4. Manage the organisation's money well

It is every committee member's legal duty to understand the finances of the organisation, and to make sure the money is used properly. They need to understand the organisation's financial position to make informed decisions. This is not just a job for the Treasurer—all committee members have a duty to be fully aware of the organisation's money. How much detail is needed will depend on how much money the organisation has. The larger the budget, the more detail committee members will need to be given.

5. Say when there is a conflict of interest, and then manage it well

A "conflict of interest" is when a committee member has an opportunity or potential to 'use' their position on the committee for their own benefit, or for the benefit of someone else, such as a friend or family member. Some examples of conflicts of interest include:

- A committee is hiring a new manager and one of the applicants is a cousin of one of the committee members.
- A person is a committee member of two different organisations which regularly apply for the same grants.
- The committee is deciding who to award a prize to, and one of the applicants is the best friend of a committee member.

Conflicts of interest are common. In fact, for many committee members, it is virtually impossible to avoid having conflicts of interest from time to time. This is especially true in small communities where everyone knows each other, and people wear lots of different "hats". There is nothing wrong with these conflicts happening, if they are managed well and with honesty. In some states, the law requires these conflicts are documented somewhere or written down, and this is good practice even if not required by law.

If a conflict of interest happens for any committee member, they should:

- Say as early as possible that they have a conflict of interest
- Not be in any meetings when that situation is being discussed
- Not be in the room if there is a vote concerning the issue

- Make sure the conflict of interest is noted in the minutes of the meeting

6. Not allow the organisation to continue to run if it is "insolvent"

Committee members' main financial duty is to make sure the organisation is "solvent". Being solvent means that the organisation is able to pay any debts as soon as they are due to be paid. If the organisation might be insolvent, committee members should not allow the organisation to take on any further debts. If a committee member suspects the organisation is insolvent - or is at risk of becoming insolvent - they must do the following:

- Take action immediately.
- Fully inform themselves of the financial situation.
- Get professional advice.
- Not approve any further spending.
- Agree as a committee on a plan of action, and then put this plan in place.

For more information on the legal duties and responsibilities of a management committee see the following resources:

- [Duties Guide](#) *by* JusticeConnect
- [New to a Board or Committee](#) by Justice Connect

Roles Within the Committee

There are several different roles that make up a management committee or board. The roles within a committee are outlined in the table below:

Role on the Committee	Responsibilities of this role
Chairperson	Runs the meetings and usually represents the organisation at public events
Deputy Chair	Takes on the role of the Chairperson when that person is not available
Treasurer	Deals with the finances of the organisation
Secretary	Keeps and maintains minutes of meetings and other records; sends reports; and organises meetings
General Member	Contributes to the meetings and decision making, and takes part in the other activities of the organisation

The people who take on the first four of these positions are sometimes called "officers" or "office bearers" of the organisation. However, every member of the committee should be involved in the decisions the committee makes, and none of the committee members should make decisions for the organisation without the other members being involved.

In order to do their job well, there are a number of things that every member of the committee should do. These include:

- Understand how the organisation works, including its programs, services, financial status and activities, and the roles of any staff the organisation employs
- Keep up to date by reading the minutes, financial and other reports, and any other meeting papers
- Regularly attend committee meetings
- Be familiar with the organisation's constitution
- Understand the roles and responsibilities of each committee member
- Read and understand important documents, including the organisation's finances
- Make sure the organisation acts in line with all its funding agreements, policies, laws, and regulations
- Address any issues that might stop the organisation achieving its goals
- Assign duties, responsibilities, and authority to different roles
- Actively plan for the future of the organisation
- Make sure new committee members are aware of their responsibilities to the organisation
- Support and market the organisation in public
- Regularly attend the organisation's functions

For more information about the roles and responsibilities of committee members see:

- [New to a Board or Committee?](#) by JusticeConnect

Elections

The rules about electing committee members will be found either in the constitution, or the model rules applying to the organisation. In addition to whatever is dictated by these, there are some general principles that should be followed to ensure fair elections.

The voting system

A voting system should be chosen and the election rules written in advance of the voting process starting. The system must be consistent with the constitution and any other laws applying to the type of organisation.

Nominations

The rules should determine processes for who can nominate for election, including:
- the process and timeframe for lodging nominations;
- who is eligible to be nominated as a candidate;
- whether a person can be nominated for more than one position; and
- if one person can fill more than one position.

Voting

The rules should set out how frequently votes are held, and how voting will be conducted. Voting can be conducted either by physical attendance or post. Some organisations conduct their elections at their AGMs while others arrange separate polling places. Where voting is by attendance, postal voting may be offered as an option to those unable to attend.

The rules must also determine who is eligible to vote. Those people eligible to vote should be listed on a roll. The roll is used to mark off voters to ensure they are eligible to vote, and that each voter only votes once.

The returning officer

A returning officer should be appointed for the election. The returning officer is responsible for calling for nominations, conducting the election, counting the votes and declaring the result of the election. The returning officer cannot be a candidate for any position in the election and should be independent of the organisation's management. The election rules should set out details of who can be a returning officer and how that person is appointed.

Scrutineers

You may choose to appoint scrutineers. Scrutineers can be appointed by candidates to ensure that elections are conducted openly and fairly. Rules are needed to specify the number of scrutineers to be appointed by each candidate, how they are to be appointed and what processes they are allowed to observe. Candidates are generally not allowed to be scrutineers to avoid the possibility of conflicts of interest.

A dispute mechanism

A dispute mechanism for the election should be included, with a specified independent person or body given authority to decide disputes on election issues. A period during which a dispute can be lodged should be specified.

Casual vacancies

If a committee member resigns from their position before an election, there will be a 'casual vacancy' on the board. Your constitution or voting system should have a process for dealing with this situation.

Some options include:

- Allowing another person to be appointed to the position. In this case you might like to specify who has the power to do that, and whether there are any requirements for someone to be appointed.
- Requiring another election for one position.
- Requiring a count back of the ballot papers from the last election to determine who should fill the position. If using this process, the rules should also say that the ballot papers must be kept securely until the next election, and state who should maintain control of the papers.

Other things to consider

There are some other important things to consider in deciding who can be elected or appointed to the committee, and how. These include:

- **Should you have term limits?** There are benefits of limiting the number of times one person can be elected, such as making sure new ideas and fresh perspectives come into the organisation.
- **Should you have a separate position for a founding member?** This can ensure a founder is able to remain a part of the organisation, while allowing the Chair position to change and bring fresh perspectives into the organisation.
- **Having family and friends on boards.** Caution needs to be exercised in having people who are family are close friends to other committee members serve on the same committee – this can create 'group think' and stop the free flow of ideas and debate.
- **Diversity on boards.** There is plenty of research to show that having a diverse range of people on a committee is important. This makes sure the committee truly represents all parts of the community, and it brings in new ideas and perspectives.

Practical Issues

There are a number of practical things a committee needs to do, to make sure it fulfils its responsibility for overseeing the running of the organisation. These are:

1. Holding meetings

There are a few different types of meetings that organisations need to hold. These include:

- Management committee meetings
- Sub-committee meetings (if there are sub-committees)
- An Annual General Meeting (AGM) of the members

Different types of organisations have different laws about their meetings. Meetings must be run according to the laws which cover the specific type of organisation, as well as what's written in the organisation's constitution.

The main things to think about when planning meetings are:

- Whether the particular meeting is required by law
- Whether there are rules about how much notice members need to be given to let them know about the meeting. In general, providing notice as early as possible is best practice so that members can plan ahead.
- What number of members is required to have a "quorum". A quorum is the minimum number of people needed so that decisions can be made at the meeting.
- How and when to end the meeting
- Who has the right to vote, and the ways people are able to vote
- Any resolutions that need to be discussed
- Taking minutes of the meeting, and keeping and sharing the minutes in the correct way

A new association must hold its first AGM within 18 months of being registered. Associations must present their financial statements for the previous financial year at the AGM. After that, associations must hold an AGM within 6 months of the end of each financial year.

There are also several 'best practices' that can help to make sure meetings are run well, and in a way that helps the organisation to achieve its goals.

2. Keeping minutes and records of meetings

The committee must make sure the organisation keeps all records that are required by law, or that are needed to run the organisation. An organisation that is registered as an association must keep the following records:

- A register of committee members
- A record of any disclosures of conflicts of interest by committee members
- The association's financial transactions and financial position
- Minutes of committee meetings and AGMs
- A register of its members
- A record of its authorised signatories
- A record of its Public Officer and its official address

3. Delegating authority

The committee may give power to certain people - such as a Manager or a sub-committee of the organisation - to do certain things. Delegating certain decisions and responsibilities allows day-to-day tasks to be done on behalf of the organisation. However, the committee is still ultimately responsible for the organisation, even if it has delegated certain things.

The organisation should have a 'Delegations of Authority' document. This document sets out who has been given certain powers, and what those powers are. This document should be reviewed and updated regularly by the committee.

4. Managing staff and volunteers

If the organisation has enough money, it's a good idea to employ staff to run the day-to-day activities of the organisation. If the organisation employs staff, it's important to be clear about what the committee are responsible for, and what the responsibilities of the staff are.

There are several laws that outline how staff must be treated, how much they must be paid, when you can end someone's employment and how, what constitutes unlawful discrimination, and so on. This includes workplace health and safety laws, employment laws, employment awards, and discrimination laws. If the organisation employs staff, staff must be treated in line with these laws.

Employment laws are complicated and they change regularly, so it is important that the committee is well informed and receives accurate advice. It's a good idea to join an organisation such as Jobs Australia, who provide expert advice and guidance on employment matters for not-for-profit organisations. You can also find extensive information about employment laws on the Fair Work website.

It is also a good idea to employ an accountant or pay an accounting firm to make sure staff are being paid correctly, proper accounting rules are being followed, and all GST and other tax requirements are being met.

Staff employed by the organisation must also abide by a wide range of laws and regulations. This includes workplace health and safety, mandatory reporting obligations (e.g. obligations to report child abuse to child protection authorities), privacy laws, any laws applying to their particular occupation or profession, and other laws. Committees have an obligation to oversee the organisation's compliance with laws, for example, by making sure the organisation has policies that clearly outline staff obligations, and ensuring there are appropriate induction processes in place.

Many organisations are reliant entirely on volunteers, or use volunteers in addition to hiring staff. It's important to be aware that workplace health and safety requirements will apply to volunteers. It's also a good idea to have practices in place for managing volunteers. Information and resources on this can be found on the Volunteering Australia website.

5. Managing money

Organisations can raise money in many different ways. These include:

- Government grants

- Fundraising from events and activities
- Donations from the public
- Membership fees
- Charging fees for services provided
- Bequests - which is money left in a person's will when they die
- Sponsorship from companies

Grants, bequests and sponsorships are often given to an organisation to be used for a specific purpose or activity. The committee should make sure they are aware of any conditions attached to any money the organisation raises.

There are different rules for managing and reporting on the organisation's money, depending on the type of organisation, and the amount of money the organisation has. According to law, if the organisation's income is more than $250,000 per year, or it has assets of more than $500,000, a financial statement must be prepared by a professional auditor and presented at the AGM. If the income and assets are less than this, only a summary of the finances needs to be prepared.

However, in general, most federal government and state or territory government grants over approximately $50,000 will require organisations to have their finances audited once a year. All organisations that manage over $50,000 should have their finances audited once a year to comply with various state and local grants. Details about this will be included in the Grant Agreement.

Before the AGM the committee (or the accountant or auditor) must prepare financial statements that include:

- An income and expenditure statement that lists the sources of income and individual expenses
- A balance sheet that lists the assets and liabilities
- Separate income and expenditure statement and balance sheet
- Details of any property owned by the organisation

The committee should look at the financial statements and confirm that they are a true and fair record of the organisation's finances, and record this in the minutes of the committee meeting.

The committee should also make sure that:

- Proper financial records are kept
- The organisation's full name appears on all official documents
- The organisation does not take on any debts that it can't repay

In addition to the annual audit or summary of finances provided at the AGM, financial statements should be an agenda item in every management meeting to ensure ongoing monitoring by the committee.

For more information on practical issues see:

- JusticeConnect's website has a useful section about managing employees here
- Duties Guide by JusticeConnect
- New to a Board or Committee by Justice Connect

Making Ethical Decisions

An important part of being on the management committee of an organisation is helping to make sure that the organisation does the best it can in achieving its aims and its purpose. There will be times when committee members are confronted by challenging situations, that require ethical decision making.

In order to help committee members to make ethical decisions, it is useful to have a model for considering ethical issues and making decisions about these issues. When faced with an ethical problem or issue, committee members can take the following steps:

1. **Stop and think**. Give yourself enough time to think calmly about the situation

2. **Review the situation** and the available information

3. **Make a list** of the options available

4. **Talk to other people** whose opinions you trust (remembering not to share any confidential information)

5. **Choose a course of action** - thinking about what will do the most good, as well as what will do the least harm

6. **Put the decision into action**

7. **Evaluate the decision**. If the situation happened again, would I / we do anything differently?

There are other things the organisation can do to support and encourage ethical decision making. These include:

- When **inducting new members** to the committee, make sure the importance of ethical decision making is discussed, including how ethical decisions are made in the organisation
- Having a **Code of Ethics** for the organisation - this sets out the principles that underpin the organisation
- Developing a **Code of Conduct** outlining the standards of behaviour that are expected.
- Requiring **police checks** to allow the organisation to see if the individual has a history of criminal conduct.
- Ensuring the board is **diverse** and includes people with different lived experiences—for example, attention should be paid to gender diversity, as well as being welcoming and inclusive of young people, people with a disability, people of migrant and refugee background, people identifying as LGBTQI+, and other forms of diversity. It is especially important to ensure the board and organisation reflects the diversity of the community it serves.
- Having **Policies and Procedures** which support the Code of Ethics and Code of Conduct, including a complaints procedure so that issues can be raised if something is not right.

Top Tips for Good Governance

1. Be clear about **why** your organisation exists and what it's trying to achieve, and make sure everyone involved has the same understanding.

2. Be clear about your **own role** in the organisation, and make sure everyone else's role is clear and understood.

3. Keep a close eye on the organisation's finances - this is the responsibility of **all** members of the management committee or board!

4. Any decisions you make about the organisation **must** be based on your duties and responsibilities as a member of the management committee or board.

5. Read your organisation's constitution regularly, and make sure your committee or board follows it.

6. Always do what you think is best for the organisation, even if this means disagreeing with other members of the committee.

7. If your organisation receives government funding, make sure your organisation is using the money according to what is in the funding agreement(s).

8. Work as a team with the other members of the committee or board.

9. Be open and honest about any conflicts of interest that may occur in your role while you are a committee member.

10. **Always** act in the best interests of your organisation!

Adapted from *Governance for Good*, ACNC, 2018.

Other Useful Information

The following sources may be useful in helping you to run your organisation effectively.

Settlement Council of Australia
SCoA is the national peak body for Australia's dynamic settlement services sector.
www.scoa.org.au

Australian Charities and Not-for-Profit Commission
ACNC is the national regulator of charities. They register and regulate more than 58,000 charities in Australia.
www.acnc.gov.au

Community Door
Community Door is a gateway for community-managed organisations to access key information to assist in all aspects of the operation of the service.
communitydoor.org.au

Not-for-profit Law at JusticeConnect
NFP Law is a program of Justice Connect, a social justice organisation and community legal service providing free or low cost, high quality practical legal help for not-for-profit community organisations.
www.nfplaw.org.au

Our Community
Our Community provides advice, connections, training and easy-to-use tech tools for people and organisations working to build stronger communities.
www.ourcommunity.com.au

Developing Your Board
This website was developed by the Australian Centre for Philanthropy and Nonprofit Studies at Queensland University of Technology. It contains lots of information and resources about governance of not-for-profit organisations.
https://wiki.qut.edu.au/display/CPNS/DYB+Home

Connecting Up
Connecting Up is committed to building stronger communities through technology. Since 2007 leading tech companies have partnered with Connecting Up to support the Australian and New Zealand charity sector with donated and discounted IT products, online learning and specialised consulting services.
www.connectingup.org

Australian Institute of Company Directors
AICD aims to be the independent and trusted voice of governance in Australia, building the capability of a community of leaders for the benefit of society. AICD is committed to strengthening society through world-class governance.
www.companydirectors.com.au

Governance Institute of Australia
GIA is Australia's fully independent professional association with a focus on governance excellence.
www.governanceinstitute.com.au