Western Edge Youth Arts (WEYA)

Charter of the Board of Directors

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WEYA Board Charter

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1 Introduction

Western Edge Youth Arts (WEYA) is a not for profit organisation that provides high quality performing arts experiences to disadvantaged young people predominantly from culturally and linguistically diverse backgrounds in Melbourne's West. WEYA programs aim to engage young people in education and community life and make them agents for change through socially engaged arts practice.

Western Edge has worked with 1000s of culturally diverse young people in schools and community settings since incorporation in 2006. WEYA has focused on refugee communities creating cultural leadership projects in Flemington, Footscray, Braybrook and Geelong.

WEYA is managed by a board comprised of representatives from sectors relevant to WEYA's operations and governance (**the Board**).

The aim of this Charter is to provide guidance to members of the Board (**Board Members**) so that they may understand the scope of their duties and perform those duties to a high standard.

The Charter is designed to be used in parallel with, and to give context to, WEYA's Constitution (a legally binding document which sets out the rules for the operation of WEYA, in accordance with applicable laws). This Charter should be consistent with WEYA's Constitution, however where there is any inconsistency between those two documents the Constitution will prevail.

While this Charter is intended to be an internal document, in the spirit of supporting the arts sector more broadly WEYA may decide to share the document (in whole or in part) with other arts organisations.

Editions and reviews of this document are noted on the front cover.

2 WEYA

2.1 What does the organisation exist to do?

Our Vision
Young people who have been part of Western Edge Youth Arts are culturally diverse leaders, artistically articulate and astute. Through their connection with us, communities are stronger, healthy, connected and inclusive. The artistic landscape is enriched with diverse stories that are meaningful to young people and touch the hearts and minds of communities.

Western Edge Youth Arts (WEYA) achieves this by creating challenging, socially engaged and inspiring performances with culturally diverse and economically disadvantaged young people.

Our Mission
Is to enable diverse young people to make sense of the world they live in through arts.

Our Goals

Our strategic plan 2016 -2020 sets out our artistic vision supported by a strong and dynamic operational model with a focus on income diversification, sustainability; while ensuring access and equity for young people.

WEYA has identified the following goals as the framework for achieving our exciting vision and mission.

Our four artistic and organisational goals for 2016 - 2020 are:

1. **Young people make sense of the world they live in through art.**
   WEYA achieves this by creating socially engaged, challenging and inspiring performances with culturally diverse and economically disadvantaged young people. Through this process we will:
   - Engage disenfranchised young people with the arts
   - Develop CaLD emerging artists by providing employment opportunities, training, mentoring and pathways to the industry
   - Inspire artistic experimentation, innovation and creativity that fosters leaders in creative practice.
2. **Artistic practice is vibrant, relevant and accessible, putting culturally diverse arts practice centre stage.**
   To ensure our artistic practice is relevant and accessible we will:
   - **Learn** through reflective practice and evaluation so that programs demonstrate excellence of practice and are **relevant and accessible** to diverse communities
   - **Produce** distinctive and meaningful art in collaboration with diverse young people that is highly responsive to the culture, values and aesthetics of communities
   - **Engage** audiences and communities in a dialogue about our practice, enrich their daily lives through the arts and deepen their understanding of the world through young peoples' performances
   - **Collaborate** with creative individuals and organisations across a range of platforms, both within Australia and internationally, to showcase, enrich and invigorate our practice.
3. **National leader in arts education**

WEYA is well positioned to becoming a national leader in arts education. We will continue to:

- **Forge long-term partnerships** with disadvantaged schools to deliver arts education with real outcomes
- **Advocate and influence** through research and evaluation
- **Build awareness and accessibility** of our internationally peer reviewed research
- **Ensure programs reflect contemporary collaborative practice** of artists and arts educators
- **Lead innovative community-based arts education and partnerships.**

4. Well-governed and financially sustainable organisation

As a progressive organisation, WEYA will embark on income diversification strategies necessary to maintain our existing level of activity and forge inroads into realising our full potential.

For these reasons, we will ensure:

- **Fit for purpose governance and management structures** are in place
- **Strong financial management and business practices** are adhered to
- **Diversify income sources** to maintain existing levels of activity and realise our full potential
- **Sound human resource practices** for exceptional individual and team-based results
- **Strong partnerships with existing key stakeholders.**

2.2 Stakeholders and audiences

For more than 20 years WEYA has worked alongside thousands of young people to make awesome contemporary performance in the west. We were the first crew at Footscray Community Arts Centre to go out on our own, after earning respect for our luminous workshops and gigs in communities and schools. We were among the first to use hip-hop in theatre, and write plays about Vietnamese Australian and African Australian youth culture.

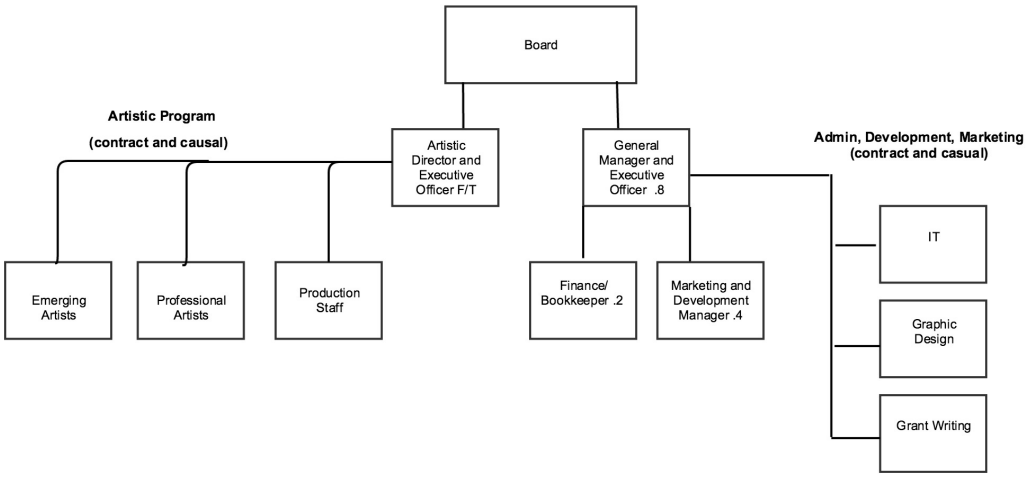
Working with professional and emerging artists, we still bring ground-breaking productions to the west. Today there are two ways we play it:

- **WEYA Community** makes quality contemporary performance that blends complex subjects with high artistic standards, collaborating with young people through our social and community networks.
- **WEYA Education** teaches more than 600 students a year in performance, film, creative writing and research. Running in ten western suburbs schools, the program can change how young people feel in the classroom and socially.

WEYA has fostered the development of many artists, initiated countless innovative collaborations, built many significant partnerships with arts and non-arts agencies and is well known as a progressive youth arts organisation. WEYA engages with the arts, disability, education, government and corporate sectors as well as the diverse and rapidly growing and changing community of Melbourne's West and the community more broadly.

2.3 Board and management

The current board, management and staff structure and lines of reporting are set out below.



2.4 The role of the Board

The Board of WEYA sets the goals and objectives of WEYA and delegates the achievement of those goals and objectives to management.

The legal duties of Board Members stem from the notion of stewardship or trusteeship. In a sense, the board of an organisation takes control of the assets of the organisation and acts as trustee of those assets.

In an operational sense, the Board hands possession of the assets to management with clear directions as to how those assets are to be used to achieve the board's long term goals and objectives.

The board 'owns' the long term goals and long term vision of the organisation and delegates the implementation of those goals and vision to management.

Some of the Board's functions are set out in WEYA's Constitution.

2.5 Responsibilities of the Board and responsibilities of Management

WEYA is an organisation where there is a strong collaborative link between Board and management.

It is however important to ensure that there is clarity around the scope of the roles of the Board and management if Board Members and management are to understand what is expected of them in fulfilling their roles. This will assist in ensuring the effective and efficient functioning of WEYA.

Board and Management Accountabilities

Board

Board's key accountabilities are:

- Developing and maintaining WEYA's vision and values in partnership with Management
- Support WEYA's artistic vision and approve level of artistic risk
- Ensure WEYA is in compliance with relevant legislation
- Develop and monitor financial strategy to ensure that WEYA is financially secure
- Management of and appointing the CEO and executive staff as appropriate
- Developing and extending WEYA's networks
- Board recruitment, induction and evaluation
- Board Meeting administration

Board acts as an advisor on:

- Development of top level policy frameworks
- Financial management reporting
- Multiyear and major funding relationships
- Management of relationships with large sponsors
- Risk management and assessment
- Development of organisational KPIs

Management

Management's key accountabilities are:

- Development and implementation of WEYA's artistic direction
- Development and implementation of vision and strategy in partnership with the Board
- Financial management of WEYA
- Day to day compliance in relationship to OHS legislation, risk management etc.
- Preparation and administration of all funding applications
- Developing and maintaining effective relationships with key funding bodies
- Marketing and Branding of WEYA
- Development and maintenance of small partnerships and sponsorships
- Development and maintenance of professional networks
- Recruitment, induction and evaluation of staff

2.6 Management Evaluation

The Board will conduct a review (in camera) of management performance on an annual basis – to motivate performance excellence and encourage development. Issues to be covered include performance of management against KPIs, professional development opportunities, succession and recruitment.

3 Duties of Board Members

3.1 Compliance with the law

Legally, and ethically, a non-profit board is subject to the same responsibilities as a commercial organisation.

Board Members of WEYA must ensure that they act (and WEYA acts) in compliance with the Constitution of WEYA and applicable laws. These are numerous and may change over time. While not all are listed below, some relevant legislation includes:

- *Corporations Act 2001 (Cth)*.
- *Legislation relating to Work Health and Safety and Equal Opportunity*;
- *Trade Practices Act 1974 (Cth)*;
- *Fair Trading Act (Vic)*;
- *Privacy Act 1988 (Cth) as well as Victorian privacy-related legislation*; and
- *Charter of Human Rights and Responsibilities Act 2006(Vic)*.
- *Working with Children*

In addition, Board Members must ensure that WEYA complies with its contractual obligations owed to other parties (for example, obligations owed to funding bodies under funding agreements).

Below are brief descriptions of the key principles that govern the duties of board members. Each of these obligations applies to WEYA Board Members.

Board members may face personal liability if they fail to comply with their duties.

3.2 Positive duties of Board Members

Board Members of WEYA are subject to the following positive duties:

(a) To act in good faith and in the interests of WEYA

Board Members must act in good faith and in the interests of WEYA. That is:

- Act honestly and in interests of WEYA and its purposes
- Maintain confidentiality
- Avoid conflicts of interest

(b) To exercise powers and discharge duties for a proper purpose

Board Members must exercise their powers and discharge their duties for a proper purpose. That is:

- Do not act arbitrarily
- Do not exercise powers and duties in a way that does not fall within the permissible purposes of WEYA

(c) To exercise powers and discharge duties with a degree of skill, care and diligence

Board Members must exercise their powers and discharge their duties with skill, care and diligence. That is:

- Board Members must exercise their powers and discharge their duties with the care and diligence of a “reasonable person” in their position

- ”Reasonable person” test:
    - will depend on the Board Member’s position and her or his skills and experience
    - “Business judgment rule” – a Board Member will be taken to have acted with care and diligence if she or he:
        - made the judgment in good faith and for a proper purpose;
        - did not have a material personal interest in the subject matter of the judgment;
        - informed herself or himself about the subject matter of the judgment to the extent he or she reasonably believed to be appropriate; and
        - rationally believed that the judgment was in the best interests of WEYA.

➪ *Essentially, Board Members must be honest, careful and diligent in the exercise of their duties*

To properly discharge their obligation of care and diligence, Board Members should:

- attend board meetings;
- ask questions and seek more information when required;
- ensure that WEYA undertakes good financial management and reporting practices;
- understand the core work and processes of WEYA;
- keep abreast of governance issues; and
- define appropriate Board policies and supervise their implementation.

3.3 Negative duties of Board Members

Board Members of WEYA are subject to the following “negative” duties:

(a) To not act where there is a conflict of interest

Notify other Board Members where you (or a family member, friend or other associate) have a material personal interest in the outcome of a decision (whether interest is monetary or non-monetary) – it is irrelevant whether conflict actually causes loss to WEYA (or profit or advantage to the Board Member).

(b) To not act for personal profit or interest

Do not use information or opportunity for any purpose other than the business of WEYA – it is irrelevant whether advantage is actually gained by Board Member or detriment caused to WEYA

(c) To not allow insolvent trading

Board Members must not allow WEYA to trade where they know, or have reasonable grounds to suspect, that it is insolvent (i.e. where it is unable to pay its debts as and when they fall due for payment).

3.4 Penalties for breach of duties

Board Members who fail to comply with their legal duties (including the maintenance and disclosure of required financial records and reports) may receive financial penalties or fines and may be disqualified from acting as a director. Criminal penalties may be imposed where a Board Member acts in a reckless or intentionally dishonest manner.

In relation to certain penalties, a court has discretion to relieve a director from liability where the director acted honestly and ought fairly be excused.

3.5 Obligations imposed on Board Members when they cease to be Board Members

When Board Members of WEYA cease to be Board Members they must still:

- maintain the confidentiality of confidential information to which they became privy as Board Members; and
- ensure that they do not use information or opportunities made known to them as Board Members for their personal profit or advantage.

A retired Board Member will also still remain liable for acts committed while she or he was a Board Member of WEYA.

3.6 Board Member protection

WEYA maintains a variety of insurance policies including Directors' and Officers' Liability incorporating entity Liability that deals with exposure and indemnity in relation to Board Member's actions.

While WEYA is a not-for-profit organisation, the role of its Board is a serious undertaking. Insurance policies do not cover Board Members for fraud, dishonesty or negligence.

4 Good governance

This section of the Charter provides some further detail on good governance practices to assist Board Members to ensure that they comply with their legal duties.

Corporate Governance is the system by which companies are directed and managed. It influences how the objectives of the company are set and achieved, how risk is monitored and assessed, and how performance is optimised.

ASX Corporate Governance Council

Corporate governance generally refers to the processes by which organisations are directed, controlled and held to account. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in the organisation.

Australian National Audit Office

Good governance is about both achieving desired results and achieving them in the right way.

Institute on Governance

4.1 Characteristics of good governance

Below is a list of matters considered to be critical to good governance, as identified by the United Nations:

- Participation – providing all members with a voice in decision making
- Transparency – built on the free flow of information
- Responsiveness – of policies and processes to stakeholders
- Consensus Orientation – different interests are mediated to reach a broad consensus on what is in the general interest
- Equity – all members have opportunities to be come involved
- Effectiveness and Efficiency – processes and policies that produce good results while making the best use of resources
- Accountability – of decision makers to stakeholders
- Strategic Vision – leaders have a broad and long term prospective on good governance and organisational goals, along with a sense of what is needed for achievement

4.2 Behaviour of Board Members and culture of the Board

Listed below are practices and behaviours that, if adopted by Board Members, will assist WEYA to achieve its objectives.

- Be engaged in the endeavours of WEYA - attend performances, workshops, outcomes and engage with staff wherever possible and be an advocate for WEYA
- Communicate openly
- Challenge yourself and others
- Respect others – listen and allow room for different points of view
- Be accountable
- Demonstrate integrity
- Be punctual
- Share
- Pursue excellence

5 Board Role Descriptions

The Board presently has five appointed roles:

- Board Member
- Chairperson
- Deputy Chair
- Treasurer
- Secretary

These roles are described in the following pages.

5.1 Board Member

Board Members are also known as 'Directors'. The full title of the Board is the 'Board of Directors'.

(a) Authority/responsibility

The Board of Directors is the legal authority for WEYA.

As a member of the Board, a Director acts in a position of trust and is responsible for the effective and lawful governance of WEYA.

Directors, individually and as a group, provide governance for the WEYA and accept ultimate legal responsibility for its performance.

(b) Qualifications/skills

Have knowledge and skills in one or more areas of relevance to WEYA's governance and aligned with WEYA's strategy for example: policy, law, finance, programs, and/or personnel, marketing and fundraising. Specifically the majority of board members should be:

- a person who has migrated to Australia
- a barrister or solicitor, registered medical practitioner, member of the Institute of Chartered Accountants in Australia or of the Australian Society of Certified

Practicing Accountants, or other person belonging to a professional body which has a code of ethics and rules of conduct;

- a person who has received formal recognition from government for services to the community;
- a trustee or board member of a non-profit school or college;
- a headmaster or headmistress;
- a professor, dean, principal lecturer or other senior academic appointed by a chancellor;
- person known to a broad section of the community because he or she performs a public function

(c) Term

Directors are elected by the membership at the Annual General Meeting. Directors serve for a three-year term, and may be re-elected for two additional terms (a maximum of nine years) but can not serve more than 3 years in role of Chairperson, Vice Chairperson, Treasurer, or Secretary.

(d) Requirements

The requirements, responsibilities and other important duties of all Board Members are set out in detail the Board Member Position Description being Annexure A to this Charter.

5.2 Chairperson

(a) Authority/responsibility

The Chairperson provides leadership for the the Board, ensuring that the Board fulfils its responsibilities for the governance of WEYA.

The Chairperson is a partner to the Director & CEO and will help her/him achieve the mission of WEYA.

The Chairperson will optimise the relationship between the Board and Management.

The Chairperson is also responsible and accountable to the membership.

(b) Qualifications/skills

Have completed two years as a Board Member (preferably) and have an understanding of board governance and procedures.

(c) Term

The Chair serves for a three-year term and can be re-appointed in another role in accordance with the WEYA Constitution.

(d) Requirements

The Chairperson has some responsibilities and duties which are additional to those set out in the Board Member Position Description at Annexure A. The Chairperson's additional duties may require a time commitment of 10-15 hours per month, (includes Board preparation, meeting, committee and meeting time)

(e) Major duties

- When appropriate be the primary spokesperson for WEYA to the media and community at large
- Address Annual General Meetings
- Chair meetings of the Board

- Report to Board on status of major programs
- Signing authority on behalf of the Board for financial and legal purposes
- Represent the organisation to government and municipal officials
- Provide leadership and direction to the Board
- Arrange for Deputy to chair meetings in the absence of the Chair
- Represent WEYA at community functions
- In conjunction with the General Manager, set monthly Board meeting agenda and ensure that the Board is provided with appropriate papers and other relevant information in a timely manner
- Enhance relationships with other community groups and agencies
- Take primary responsibility for the review of the performance of the executive staff as appropriate.

5.3 Deputy Chair

(a) Authority/responsibility

The Deputy Chair of the Board will work with the Chairperson to assure the Board fulfils its responsibilities for the governance of WEYA.

(b) Qualifications/skills

Have completed one year of Board membership term (preferably) and have an understanding of board governance and procedures.

(c) Term

The Deputy Chair serves for a three-year term and can be re-appointed to another role in accordance with the WEYA Constitution.

(d) Requirements

The Deputy Chair has some responsibilities and duties which are additional to those set out in the Board Member Position Description at Annexure A.

(e) Major duties

- Fulfil Chair position in the absence of the Chairperson at monthly Board meetings
- Signing authority on behalf of the Board for legal purposes

5.4 Treasurer

(a) Authority/responsibility

In addition to the responsibilities of a Board Member, the Treasurer also acts as the financial expert for WEYA and is accountable for:

- Meeting the auditing and financial reporting obligations of the organisation.
- Overseeing the financial security of the organisation
- Ensuring that the financial reports are an accurate reflection of the financial position of the organisation
- Working with the General Manager and other board members, to develop a financial strategy for the organisation that will ensure its long-term viability
- Chairing the Finance Sub-committee and reporting on the financial position of the organisation at Monthly Board Meetings,

(b) Qualifications

CA/CPA qualified

(c) Term

The treasurer is appointed by the Board to serve for a three-year term and may be re-appointed for a maximum of two further three year terms in another role.

(d) Major duties

- Establish the financial strategy for the organisation including the setting of long and short term financial goals, objectives and priorities
- Chair the Finance Sub-Committee
- Participate in Monthly Board Meetings
- Present the monthly Finance Report at Board meetings
- Signing authority on behalf of the Board for financial matters
- Ensure audited financial statements are presented to the Board on an annual basis
- Call the motion at Annual General Meeting to appoint the Auditor
- Act as a resource to other Sub-committees when necessary
- Adhere to general duties outlined in the Board member job description

5.5 Secretary

(a) **Authority/Responsibility**

In general terms a secretary performs such tasks as may be assigned to him or her with the Corporations Act imposing few specific obligations and will hold the office on such terms and conditions as the Board determines. The secretarial role is essentially an administrative rather than a managerial one. For example, the secretary may be responsible for ensuring that minutes of meetings and resolutions are taken and that board papers are circulated, and for ensuring that WEYA complies with legal requirements. The Corporations Act makes the secretary liable if a company contravenes particular requirements for example requirements to lodge with ASIC various documents. The secretary has responsibilities under the Corporations Act by virtue of being an officer of a company, as are the Board Members more widely.

Since the changes to the Incorporated Associations Act the Secretary also undertakes the Public Officer duties and is the point of contact for the Australian Taxation Office in relation to WEYA's tax affairs for example record keeping and submitting company returns.

(b) **Qualifications/Skills**

The secretary must be over the age of 18, be ordinarily resident in Australia and be an individual but otherwise there are no formal requirements as to qualifications. The Secretary must be recorded with the ATO and able to satisfy Proof of Identity requirements.

The Secretary may be a Board Member or member of WEYA staff who has some involvement in dealing with WEYA's tax and accounting matters. In WEYA's context, the secretary will ordinarily be the General Manager.

(c) **Term**

The Secretary is appointed by the Board for a term of three years and can be re-appointed for a maximum of three terms. Written consent to the appointment must be provided. ASIC and the ATO must be notified of the appointment within 28 days, likewise to any change to the appointment and of the cessation of office. The secretary may themselves give ASIC and the ATO written notice of resignation or retirement.

(d) Major Duties

The Secretary is WEYA's representative to the ATO and is responsible for WEYA's obligations under the Income Tax Assessment Act 1936. The Secretary is responsible for WEYA complying with the Act and is liable for the same penalties as WEYA if there are any violations.

5.6 Board Member selection and induction

The WEYA Board oversees a vibrant community youth arts organisation.

Accordingly, the Board must be a supportive environment in which communities and business professionals in WEYA's core demographics, will have the opportunity to experience the actions and responsibilities of Board work.

In addition to the roles and accountabilities of the Directors described in the earlier parts of this document, WEYA makes a commitment to the personal and professional development of its Board Members and Management.

5.7 Board Member recruitment process

The following process will generally be followed for the recruitment of a new Board Member.

1. Vacancy occurs on board.
2. Skills audit occurs (see Appendix 2), opportunity for existing members to take on other roles/develop.
3. Possible members' names/bios are presented to Governance Sub-Committee (GSC).
4. Names are short-listed and initial contact is made with potential members.
5. Introductory meeting occurs between a member of GSC and possible member.
6. Discuss position descriptions, specific duties, member survey, legal obligations, financial obligations, length of term.
7. Second meeting: Chair, GSC member/s, General Manager and possible member meet - extend discussion of above, respond to questions of possible member.
8. First board meeting: possible member attends meeting as observer. After meeting, they are asked by GSC contact us if they are still interested in joining. If yes, they are proposed for membership at next meeting.
9. GSC contact remains mentor for 3-4 months – calls new member post joining to discuss their involvement, thoughts on meeting format/discussion, provide history/context to debates, suggests relevant sub-committee membership.

5.8 Director and Board Development

WEYA acknowledges that the proper and effective development of its Board Members (at both an individual and group level) is critical for effective board functioning and for ensuring the long term success of the organisation.

On this basis the Board will allocate an agreed on amount from the organisation's annual budget to support the development of Board Members (at both an individual and group level).

(a) Individual Director Development

To ensure that individual Board Members are adequately skilled and have the appropriate knowledge to successfully perform their role as a Board Member, an annual skills audit will be undertaken to identify the appropriate skills and knowledge that individual board members currently have and what further skills and knowledge they should develop.

Once a skill or knowledge gap has been identified, individual board members will be given the opportunity to develop that skill or knowledge. Where appropriate and with the agreement of the Board, WEYA may offer some financial and/or in-kind support to assist an individual Board Member to develop those specific skills and knowledge.

(b) Board Development

To ensure that the Board functions at the highest level the Board will allocate the necessary funds for board specific events as the need arises.

The Board may also allocate funds to assist in the design and development of appropriate diagnostic instruments, workshops and events that will assist the Board in working effectively.

5.9 Board Evaluation

To ensure that the Board is functioning effectively, the Board will undertake an annual evaluation.

The evaluation process will focus on:

- strategy and planning;
- Board culture;
- Board structure;
- individual Board Member contribution; and
- meeting effectiveness.

6 Board processes

6.1 Board Meetings

(a) Schedule

Board meetings are held on quarterly basis, a minimum 4 times per year.

(b) Meeting time

Finance sub-committee – approx. two weeks prior to Board meeting

Governance sub-committee – approx. two weeks prior to Board meeting

Marketing and Development sub-committee – approx. two weeks prior to Board meeting

General Board meeting – February, April (AGM), July, October, December

Other standing committee meetings as required

(c) Attendance

All Board Members, General Manager, Artistic Director and minute taker (where required).

(d) Emergency decision making

Refer to the WEYA Constitution

(e) Quorum

Refer to the WEYA Constitution

(f) Meeting cycle

AGM be held in late April/early May, 12 weeks post end of WEYA's financial year (to include presentation of audit)

Annual Board Evaluation Process to be held two months prior to AGM

6.2 Board papers

Board papers for inclusion at the next meeting are to be presented no less than one week before the meeting. Board documentation should include:

Minutes (including sub committees)

Agenda

Financial Report Executive Officers Report

Board Members should ensure that they have read the papers prior to the Board Meeting and be prepared to discuss the matters raised in the papers and ask questions where further information is required.

6.3 Agenda for Board Meetings

See Appendix 1 for a pro-forma agenda.

6.4 Operation of the Board and sub-committees

The WEYA Board operates in three main modes:

- As a **whole or plenary**, in making decisions through debate and agreement;

- **Individuals** take on specific roles as directed/requested by the Board and provide direction, support and reports to the Board.
- In **sub-committee** form, where several Board members work together to develop a proposal or report for the Board as a whole. Typical examples might be the Finance Sub-committee, which reviews the finances and presents a report to the Board for approval. In some circumstances the Board may delegate its authority to a sub-committee to make a decision on a particular matter on behalf of the board.

6.5 Sub-committees

Sub-committees are a common governance structure adopted by boards, particularly those in not-for-profit entities. Their aim is to share around the work, and relieve the pressure on main board meetings so that the organisation runs more effectively.

Sub-committees are most often used to cover off on issues which require close monitoring and regular reporting, such as finances or legal issues, where the specialist expertise of particular members/roles can be brought to bear effectively.

Sub-committees have two modes of operation: **standing** (that is, they meet regularly on a schedule), or **ad hoc** (that is, they meet at times that are set by the sub-committee itself).

Sub-committees are also constituted as either **decision-making**, or **advisory**. That is, they make decisions on behalf of the Board, or they research, administer and report to the Board with recommendations. Each sub-committee has a Chair, who is responsible for reporting back to the board.

Each Sub-Committee is responsible for setting its Terms of Reference (TOR) and needs to present these to the Board for approval. TORs are established for a short-period of time and the Governance Sub-Committee will ensure that they are adhered to.

WEYA has three standing sub-committees, as listed below. From time to time, the Board may delegate its authority to a Sub-Committee for making a decision on a particular issue.

For development purposes all Board members can occasionally sit-in and observe sub-committees to which they are not members.

Advisory sub-committee	Participants	Mode of operation	Key roles and tasks
Marketing and Development	2 Board Members, General Manager, Marketing and Development Manager	Standing	To be updated from the terms of reference
Finance	Chair, Treasurer, General Manager, Artistic Director	Standing	Overview WEYA's finances, examine the proposed budget, review monthly or quarterly management accounts.

Advisory sub-committee	Participants	Mode of operation	Key roles and tasks
Governance	2 Board Members, General Manager	Standing	Maintain the health and effectiveness of the Board, including, recruiting, induction, development and evaluation.

6.6 Role of Sub-committee Chair

The key accountabilities of the Sub-Committee Chair are to:

1. Chair their sub-committee meetings
2. Set meeting agenda for meetings and circulate to all sub-committee members
3. Take summary minutes of the meeting identifying key agreements, actions and time-lines
4. Circulate minutes to all sub-committee members, the Executive Director, Artistic Director and the WEYA Chair
5. Ensure any agreed actions are completed with the agreed timeline
6. Report back to the full Board key agreements and actions and progress on key actions

6.7 Delegation of authorities

This refers to the policy used to separate and delegate responsibility between the board, management and staff of an organisation. For example:

- Finance – signing of cheques, internet banking, board sign-off of expenditure at board meetings, reserves
- Use of the company seal and other instruments that bind the organisation to contracts
- Maintenance, disposition and signing of key documents – including grants, funding agreements and leases
- Decision-making processes

The primary source of information regarding decision-making processes for WEYA is the WEYA Constitution.

Refer to Appendix 3 for the current list and extent of delegations of authority.

6.8 Leadership Development

This is a succession plan for interested Board Members opportunities to develop their Leadership goals:

1. All board members are on at least 1 sub-committee
2. All Board members interested in being considered for Chair and/or Vice Chair need to:
   a. Chair one sub-committee
   b. Participate in one other sub-committee which is outside their area of expertise

Appendix 1: Board Meeting Agenda

Board meeting

Agenda

1. **Present/ Apologies**
2. **Declarations of Conflicts of Interest**
3. **Call for other business**
4. **Correspondence to the Board**
5. **Minutes of the previous meeting & actions arising**
   a. Minutes: Board meeting (attached)
   b. Actions register (attached)
6. **Reports to the Board**
   a. Director & CEO's Report (attached)
   b. Finance Sub-Committee (attached)
   c. Governance Sub-Committee (tabled)
   d. Development & Marketing Sub-Committee (tabled)
7. **Matters for Decision/Endorsement**
   a. Board Charter (tabled)
   b. 2014 Draft Budget (attached)
8. **Matters for Discussion**
9. **Matters for Noting**

11. **Chair's Review**
12. **Next Meeting/ Close**

Appendix 2: Board skills and structure

The form below should be used to understand the skills and interests of applicants for the position of Director.

Name:	☐ Male ☐ Female
Board Member since:	Date of Birth:
Ethnicity (optional):	
Geographic Location: ☐ Urban or ☐ Regional/Rural	
(1) Constituency you represent?	
☐ Business	☐ Arts
☐ Government	☐ Community & Cultural Development
☐ Education	☐ Other (please specify) …….

(2) Arts Industry: What areas of the arts interest you?			
☐ Dance	☐ Visual Arts	☐ Literature/Text	
☐ Music	☐ Theatre	☐ Other (please specify) …….	
☐ Performance	☐ New Media	…….	

Expertise: Please indicate your areas of previous expertise.		
☐ Arts Funding Structures & Grant Writing	☐ Policy development and writing	☐ Management & Organisational Development
☐ Youth affairs	☐ Government Liaison	☐ Audience Development
☐ Finance (strategic overview)	☐ Risk Management/ Safety/Insurance	☐ Marketing and Communications
☐ Accounting (day-to-day)	☐ Personnel/Human Resources	☐ Sponsorship Development
☐ Network Development	☐ Arts Industry and Practice	☐ PR / Media
☐ Legal	☐ Governance	☐ Fundraising
☐ Strategic Thinking & Planning	☐ Other (please specify) ……	

Interest areas you would like to develop?
What motivated you to join the WEYA board?
The average time commitment for a general board member is up to ten hours a month, including sub-committee work. Are you willing to commit this time? **Yes** ☐ No ☐

Appendix 3: Current Delegation of authorities

(a) Please find chart attached

(b) Matters for advice or noting to the Board

- Bad debts in excess of 90 days
- Any potential legal action against the company
- All insurance matters
- Any non-routine financial claim against the company
- All important business activities and matters and all recognisable risks

(c) Execution of documents

All contracts, documents and written obligations executed by the company which exceed management's delegated authority must be signed by 2 Board Members or 1 Board Member and the General Manager/ Executive Officer, and formally reported to the board

The following officers are authorised under this delegation to sign cheques or transfer funds as required –Treasurer and General Manager.

DELEGATIONS SCHEDULE

Activity	Delegation	Value & Conditions
Financial		
Operating Expenditure - Budgeted	GM	No limit within approved budget
	AD	No limit within the approved program budgets
	MM	No limit within the approved marketing budget
Operating Expenditure - Unbudgeted	GM	Up to & inclusive of $5,000
Capital Expenditure – Budgeted	GM	No limit within approved budget
Capital Expenditure - Unbudgeted	GM	Up to & inclusive of $5,000
Bank Accounts & Signatories	Board & GM	
Bank Deposits – Cash Accounts	GM	No limit within approved budget
	GM oversees Bookkeeper	No limit within approved budget
	Chair/treasurer/GM	Opening new accounts/investments
Bank Deposits – Non-Cash Accounts	GM	n/a
	Bookkeeper	n/a
Credit Cards	GM	Up to $2,000
	AD	Up to $3,000
		Total credit card per month $5000
Maintenance & Replacement – Property & Equipment	GM	No limit within approved budget
	Board	Above $20,000
Sale of Assets	GM	Up to & inclusive of $2,000
Travel - Budgeted	GM	Up to & inclusive of $2,000
	Board	Up to & inclusive of $2,000
Travel - Unbudgeted	Finance Subcommittee	Up to & inclusive of $5,000
Write Off Bad Debts	GM	Up to & inclusive of $1,000
	Finance Subcommittee	Final Approval
Chart of Accounts	GM	Development & Recommendation
	Finance Subcommittee	Final Approval

Agreements, Contracting and Memorandums of Understanding		
New	Board	No limit
	Subcommittee	12 months or less duration and not budgeted for, over $500,000
	GM	12 months or less duration, already budgeted for, up to & inclusive of $100,000
	GM	12 months or less duration, Not budgeted for, up to & inclusive of $50,000
	AD	12 months or less duration, already budgeted for, up to & inclusive of $10,000
Renew Existing	GM	Already budgeted No limit
	GM	12 months or less duration, NOT budgeted for, up to & inclusive of $100,000
	AD	12 months or less duration, already budgeted for, up to & inclusive of $50,000
Terminate	Board & EO	
Variations	Board	No limit
	GM	Within 12 month timeframe and within $50,000 variation
	AD	Within 12 month timeframe and within $20,000 variation
Governance & Legal		
Company Structure	Board & EO	
Policies	Board	
Procedures	GM	
Insurance & Licensing	GM	
Obtaining Legal Advice – Normal Business	GM	No limit within budget
Settling Claims & Disputes	Board & EO	
Brand Integrity and External Communications		
Website	Board	Authority to create a new website
	GM	Authority to make structural changes to existing website
	MM	Authority to make changes to existing content on website
Social Media	GM	Authority to approve social media campaign strategies
	MM	Authority to approve social media content for campaign strategies
	MM	Authority to create new social media accounts
Promotional Events	GM & MM	Authority to create new promotional events.
Marketing Publications	GM	Authority to approve the creation of new marketing materials
	MM	Authority to make changes to existing marketing materials
Advertising	Board & EO	Authority to approve engagement of advertising agency
	GM	Authority to approve new campaigns
	MM	Authority to make changes to existing campaigns
WEYA Logo	Board	Authority to change logo
	GM	Authority to approve sub-brand logos
	MM	Authority to approve external usage of the WEYA logo
External Logos	GM	Authority to include logos of new partnerships on WEYA branded product
	MM	Authority to include logos of existing partnerships on WEYA branded product

Public Relations	GM	Proactive publicity in media (eg promotion of new program)
	GM and Board Chair	Response to media enquiry or public issue requiring comment where risk is high to very high
	AD	Response to media inquiry or public issue requiring comment where risk is low to medium
Reporting Requirements		
Acquittals	GM	Where audited accounts are required, or where the reporting is in variation to the agreement.
	GM	Where audited accounts are required and the reporting is within the agreement specifications.
	AD	Where no audited accounts are required and the reporting is within the agreement specifications. With sign off by GM.
Annual Audit	Finance Subcommittee	
Compliance	Board	Where there is variation to the requirements and there is possible impact on the organization.
	GM	Where there is variation to requirements but no impact on the organisation.
	GM	Where there is no variation to requirements
Staff		
Recruitment, Appointment & Remuneration of EO	Board	
Recruitment, Appointment& Remuneration - Existing Positions (Permanent Staff)	GM	
Recruitment, Appointment& Remuneration – Existing Positions (Casual Staff)	GM & AD	AD for casual artistic programming staff
New Positions	Board	
Terminating or Retrenching Staff	Board	
Remuneration	Board	
Consultants	Board & GM/AD	Consultants for artistic programs will involve AD, Administration will involve GM up to & inclusive of $15,000
Business Related Expense Claims	GM	Within budget
Bonus & Incentive Schemes	Board	
Leave & TOIL Approval/Refusal	Board	Annual Leave Deferral
	Board	For AD and GM
	GM	For direct reports
Variation to Agreement (e.g. higher duties)	GM	
Extension to Probation Period	Board	
Service Fees		
Workshop Fees	Board	Strategic positioning
	GM	Operational/Program positioning

Ticket Prices	Board	Strategic positioning
	GM	Operational/Program positioning
	GM	Per contract basis
Fee for Service Rates	GM	No limit / Strategic positioning
Artists and Artistic Program		
New Artists - Appointment	Board	Strategic positioning
	AD	Operational positioning
New Programs- Creation	Board	Strategic positioning
	GM	Operational positioning
	AD	Low risk
Existing Programs - Renewal	Board	Medium to High Risk
	AD	Low risk
Existing Artists - Renewal	AD	Medium to High Risk
Existing Programs - Termination	Board	Medium to High Risk
	AD	Low risk
Existing Artists - Termination	Board	Medium to High Risk
	AD	Low risk
Company in Residence	Board	
Artist(s) in Residence	Board	
Tenders & Grant Applications		
Tendering – New Applications (Existing Funders)	Board	3 years or less duration, already budgeted for, up to & inclusive of $350,000
	GM	12 months or less duration, already budgeted for, up to & inclusive of $100,000
	AD	12 months or less duration, already budgeted for, up to & inclusive of $10,000
Tendering – New Applications (New Funders)	Board	No Limit
	GM	6 years or less duration, already budgeted for, up to & inclusive of $500,000
New Grants within Current Operations	Board	3 years or less duration, already budgeted for, up to & inclusive of $300,000
	GM	12 months or less duration, already budgeted for, up to & inclusive of $100,000
	AD	12 months or less duration, already budgeted for, up to & inclusive of $50,000
New Grants outside of Current Operations	Board & GM	