

Tuggeranong Community Arts Association Governance Charter and Corporate Policies 2022



The Charter applies to all activities of the TCAA Board and staff and will be reviewed and updated as required and at least on an annual basis.

Last Review date: 5 February 2022

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Part 1: Legal Context

1.1 Overview

The TCAA Governance Charter guides the operations of the Association and describes the TCAA's commitment to the principles and practices of good governance.

The Charter supports the TCAA's Constitution as its key governance document. The Constitution takes precedence in the event of any inconsistency with the Charter.

1.2 Compliance with the Law

As a not for profit entity with tax deductible recipient status, the TCAA complies with the *Associations Incorporations Act 1991 (ACT)* and the *Australian Charities Commission Act 2012 (Cwth)* as well as all other applicable laws and statutes which include:

- Employment law - *Fair Work Australia Act 2008*;
- Occupational health and safety law - the *Work Health and Safety Act 2011*;
- Consumer law - *Competition and Consumer Act 2010*;
- Intellectual property law - *Trade Marks Act 1996*;
- Anti-discrimination legislation – *Human Rights Act 2004 (ACT)*, *Age Discrimination Act 2004*; *Disability Discrimination Act 1992*; *Racial Discrimination Act 1975*; *Sex Discrimination Act 1984*;
- Privacy law and principals - *Privacy Act 1988*; and
- Australian taxation law.

Part 2: Board of Directors

2.1 Election of Directors

The Members elect the Board of Directors in the manner set out in the Election Regulations.

The term of office is for one year and Directors can seek renomination but office bearers may hold the same office for no more than 5 years consecutively.

In electing Directors, the membership seeks to achieve a balance of skills required on the Board including (but not limited to) the following criteria:

Essential

- commitment to represent the Tuggeranong Community Arts Association and assist it to achieve its purpose
- time required to fulfil the legal and fiduciary duties required of a Board member;
- management, knowledge or experience in the arts or cultural development;
- governance skills and understanding of the responsibilities involved in planning, monitoring and managing a not-for-profit Association; and
- understanding of Risk Management and Work Health and Safety issues.

Desirable – any of the following

- knowledge and networks in state, territory and federal government departments and agencies;
- arts policy, planning and advocacy experience;
- legal and/or accounting experience
- knowledge of community economic development issues;
- media and marketing skills;
- policy development skills;
- creative industries or business experience; and
- partnerships, sponsorship and philanthropy experience/skills.

In electing Office Bearers, the membership considers the criteria above and in addition seeks to appoint persons with the following skills:

Office Bearers

- governance skills and understanding of responsibilities (Chair and Deputy Chair)
- accountancy /financial management skills (Treasurer)
- legal, organisational and business skills (Secretary, Chair)
- senior management or human resource skills

Independent Board Members

The Board may co-opt up to three persons to provide specific expertise as considered necessary from time to time to be independent members of the Board. The Board determines the area(s) of expertise that complement those of elected Directors and may agree to approach a person(s) or place an advertisement for a Director in an appropriate TCAA or other publication. In either case, applicants are considered by the elected Board which votes on the applicants. The applicant with the majority of votes is offered the position. If majority cannot be achieved, the Chair (or if the position being appointed is the Chair, the Deputy Chair) has the casting vote.

Diversity

TCAA is committed to having a diverse board reflective of its membership and the wider community. Gender, age, ethnicity, cultural background and disability are important considerations for the composition of the Board.

2.2 Role of Board

2.2.1 Powers

The business of the Association is vested in and managed by the Board, acting as agent for TCAA members (owners).

The Board is accountable for exercising the authority given to it in the Constitution and by law for the overall performance of the TCAA, ensuring that the Association fulfils its purpose and its conduct is at all times lawful, ethical, responsible and conscientious.

The Board ensures that key organisational positions, including an external auditor, are filled with appropriately skilled and qualified individuals and records are held of all officer appointments.

2.2.2 Leadership

The Board works through the Chair:

- to provide leadership, guidance, advice and support to the CEO to deliver on the Association's strategic priorities and mission;
- to delegate appropriate authority and responsibilities to the CEO to establish programs and an annual budget, administer finances and otherwise manage the organisation according to sound business practice;
- to provide a credible and effective link between the members of the TCAA and the activities undertaken on their behalf and for the benefit of the Tuggeranong and wider community; and
- to hold the CEO accountable for the management of all delegated responsibilities.

2.2.3 Responsibilities

The Board is responsible for protecting the human, financial and good-will assets and resources of the TCAA through effective governance and risk management. The Charities and Not-for Profit Commission's Guide for Charities Board Members and Arts Australia Council for the Arts Governance Principles are used by the TCAA as a guide [Appendix 1].

The Board, determines and articulates the TCAA's vision, mission and strategic direction according to the Association's values and goals by:

- developing and endorsing the TCAA's strategic plan, business plan and budget including identifying changes in the external environment which may impact on its goals, activities and services;
- establishing and maintaining corporate policies by which the Association will be governed; and
- determining the TCAA's risk appetite articulated in the risk management plan and ensuring appropriate systems of risk management, internal compliance and controls are in place.

The Board monitors and supervises the TCAA's performance by:

- monitoring the CEO's performance including implementation of strategy and policies;
- monitoring progress against the strategic plan, business plan and budget;
- approving expenditure outside the budget and delegations and ensuring the Association's assets are safeguarded including any facilities owned by the ACT Government which are managed by the TCAA; and
- reviewing, at least annually, the effectiveness of the TCAA's risk management plan, internal compliance and controls.

2.2.4 Accountability

To ensure the TCAA's accountability to members and regulators, the Board:

- monitors the Association's financial outcomes and approves financial reports regularly;
- monitors compliance with all legal and regulatory obligations including provisions in the Constitution;
- evaluates its own performance and compliance with the Constitution utilising member feedback as part of its self-assessment;
- ensures transparency and accuracy in member relations;
- communicates and meets with members as regularly as practicable;
- elicits and gathers information about matters concerning member interests; and
- consults with and discloses to members any material changes to the TCAA's purpose, strategic directions, structure or operations.

The Board also acknowledges that it has a 'moral' (as opposed to legal) accountability to the many stakeholders in the community including those who access TCAA services.

2.2.5 Risk management

The Board ensures that the TCAA has a risk management plan in place and that, through the budget process, there are sufficient resources available to develop and implement this plan. The CEO provides the Board with an annual report on the risk management plan and presents a risk assessment of any proposed project or venture that is outside the Association's normal business activity.

The risk management plan:

- conforms with all legal and regulatory requirements;
- protects the assets of the Association including buildings, facilities, equipment, materials, copyright and trademarks through its internal controls;
- protects employment policies and practices so that staff experience a just and stimulating workplace;
- ensures the Association's property and premises (including property managed by the Association) provide a safe physical environment for staff, members and the community; and
- safeguards the reputation of the Association in its professional activities, marketing, commercial and fund raising activities.

2.2.6 Board committees

The Board may establish committees to assist in fulfilling its duties and responsibilities and has the power to determine terms and conditions for the operation of the committees that outline:

- objectives, role and powers if any;
- meeting arrangements and quorum;

- reporting procedures to the Board;
- expected outputs, timelines and annual goals;
- accountability;
- membership and length of appointment, including processes for appointing members, and whether additional members may be co-opted by the committee to meet particular requirements for expertise;
- resourcing arrangements (e.g. administrative support), authorised use of management time, processes for obtaining independent external advice etc.; and
- a 'sunset' or dissolution clause.

Recommendations of Board committees are referred to the Board for approval. The Board has the power to accept, reject or modify committee recommendations.

Committees of the Board may not:

- make decisions, undertake activities or engage resources outside the provisions contained in the Committee's terms of reference;
- change their own terms of reference, although advice may be given to the Board on a recommended change;
- make decisions on behalf of the Board unless the Board has charged the committee with the authority to do so. In these circumstances, the Board still remains accountable for that decision;
- make representations to any stakeholders (including members, government agencies, suppliers, employees or other parties or organisations) or enter into any agreements with third parties on behalf of the Board; or
- exercise authority over staff or delegate activities to any staff unless the CEO has specifically agreed to such delegations.

Committees may be required to evaluate themselves and give this report to the Board.

2.2.7 Board evaluation

The Board will evaluate their performance annually via self-assessment, to determine whether they are functioning effectively by reference to current best practice corporate governance and regulatory obligations. Each Director and the CEO complete the form four weeks before the Annual General Meeting and make suggestions about how the Board could get higher ratings for any or all of the considerations.

2.2.8 Indemnity

The TCAA indemnifies each Director to the fullest extent permitted by law through the provision of Directors and Officers insurance.

2.3 Role of individual Directors

2.3.1 Responsibilities

By law, each Director of the TCAA must act in good faith in the best interests of the TCAA and for a proper purpose including avoiding conflicts of interest. The board is mindful of the Tricker Model which summarises Board responsibilities in diagrammatic form [see Appendix 3]. Individual Directors can only act to influence the decision-making of the organisation when meeting formally as a group (the Board).

The responsibilities of Directors are to:

- exercise the due care and diligence expected of a reasonable person;
- act in accordance with the Board's fiduciary duties, complying with the spirit as well as the letter of the law and recognising both legal and moral duties as a Director;
- ensure that the TCAA remains solvent and does not trade while insolvent;

- adhere to and uphold the Board’s policies and decisions properly arrived at and to respect the Board’s authority to act notwithstanding that the individual Director may hold and have offered a dissenting view prior to the Board’s decision being made;
- not improperly use his/her position or misuse information of the TCAA;
- respect the confidentiality of all matters, information and deliberations discussed by the Board and to not disclose, or allow to be disclosed, confidential information of a sensitive nature gained in the course of performing his/her duties, other than as agreed by the Board, required by the Constitution or as required by law;
- systematically consider information relating to the TCAA’s performance;
- commit the time necessary to discharge effectively his/her duties as a Director including preparing for and attending all Board meetings where possible but at least 5 in a 12 month period;
- remain informed about the TCAA’s mission, policies, services and products and wherever possible provide feedback from members and stakeholders about its operations; and
- understand the complexities and political environment in which the TCAA operates in order to adequately assess the opportunities and risks faced by the Association.

Directors must not claim to represent the TCAA’s views and policies except where explicitly authorised to do so by the Board and not make negative public comment about the TCAA, its Board, Directors, members or staff.

2.3.2 Conflict of interest – Board

All Directors of TCAA must declare any conflicting interest which could, or could reasonably be perceived to, materially interfere with their capacity to carry out their legal and fiduciary responsibilities to make decisions and act in the best interests of the TCAA, including:

- being a material supplier or customer of the TCAA or otherwise associated directly or indirectly with a material supplier or customer
- having a material contractual relationship with the TCAA other than as a Director
- having any interest, business, relationship or other loyalty, which could, or could reasonably be perceived to, materially interfere with the Director’s ability to act in the best interests of the TCAA.

Each Director must complete and maintain the Board Register which records their personal details (required by ACNC), professional qualifications, current and past jobs, current and past professional postings and actual or potential conflicts of interest.

Each Director is also expected to advise the Chair immediately if s/he believes a conflict may have arisen. Should the Chair or any other Director have any concern about the independence of a Director, s/he must immediately raise the issue with that Director and, if the issue is not resolved, with the Board as a whole. Should the Chair have any concern about his/her own independence, the matter must immediately be raised with the Board.

Additionally, conflict of interest will be a standing item on the agenda of every Board meeting. The Chair will ask for any conflicts of interest and if stated, those Directors will be asked to leave the room for the discussion of that agenda item and will commit not to participate in discussions relating to that matter before or after the meeting. The conflict will be recorded in the minutes.

TCAA Directors must sign the TCAA Conflict of Interest Disclosure and Confidentiality Agreement on an annual basis, prior to the first meeting of the Board following the AGM [see Appendix 4].

2.3.3 Requirement for confidentiality

Directors have an obligation not to disclose or misuse confidential information relating to the TCAA. This obligation exists in every relationship even if it is not written in a contract and it continues after the period of engagement / employment.

Information confidential to the TCAA is defined as that which is not known in the public domain. The TCAA reserves the right to designate information as Confidential at any time.

TCAA Directors are expected to make use of available information in an appropriate manner, and to report to the TCAA Chair or the CEO any actual or suspected misuse of information.

All TCAA Directors must sign the TCAA Conflict of Interest Disclosure and Confidentiality Statement [see Appendix 4].

2.3.4 Communications with staff

Board members can only make requests of the staff through the CEO, unless otherwise agreed to by the Board. This does not apply where a Director may be a participant in an expert advisory or other operational committee established by the Board which consists of staff. Directors shall at all times relate to staff respectfully and in such a way that enhances the integrity of the TCAA.

Staff, whether employed or contracted, only report to the Board through the CEO, unless to communicate a complaint about the CEO to the Chair or to activate whistle-blower protections.

2.4 Role of the Chair

The Chair of the Board is accountable to the Board and is required to lead and ensure the integrity of the Board's processes and actions. He/she must commit the time necessary to discharge his/her role effectively.

The Chair's specific responsibilities, in addition to the above, are to:

- maintain a good working relationship with the CEO optimising the capacity of the CEO to fulfil her/his responsibilities;
- oversee the business of the Board including planning and meeting processes that enable the Board to discharge its functions and comply with the law and its own governance policies including prosecuting its strategic, policy, monitoring and accountability responsibilities effectively;
- promote constructive and respectful relations between Directors and the CEO and other senior management thus allowing Directors to make an informed and constructive contribution to the Board's deliberations;
- guide and mediate Board deliberations and responses with respect to major organisational priorities and governance concerns;
- ensure that the annual performance of the Board and its Directors is evaluated in a professional and timely manner;
- in collaboration with the CEO, manage the media profile, including being a spokesperson for the TCAA in relation to the issues described in 4.3;
- in collaboration with the CEO, manage government and stakeholder relations; and
- ensure that the annual performance of the CEO is undertaken in a professional and timely manner.

The Chair is not empowered to:

- exercise the role of the CEO;
- unilaterally change Board governance policies, strategic directions or delegations;
- come between the Board and its formal links with the CEO by altering or controlling flows of information necessary for the Board to appropriately undertake its governance responsibilities;
- personally supervise or direct the CEO except in relation to a matter where the CEO has breached policy and/or where specifically empowered by the Board.

2.5 Board meetings

2.5.1 Purpose

Board meetings are conducted and recorded in accordance with the Constitution.

The purpose of these meetings is to:

- determine and/or refine the TCAA's strategic vision and objectives in line with the objects of the TCAA;
- engage in analysis and make informed choices to deliver the TCAA's vision for its members in light of changing environmental and other circumstances over time;
- review and approve policies as needed;
- approve operational goals for management including the strategic plan, business plan and budget and monitor performance against the strategic objectives;
- confirm the appropriateness of the Board's risk appetite and the effectiveness of risk management, compliance procedures and practices; and
- approve the annual audit plans and results.

2.5.2 Agenda and process

The following process will apply:

- a standing agenda is used for all meetings and Directors may put forward items for inclusion on the agenda or have the opportunity to raise other matters in the meeting;
- agenda items are accompanied by papers providing necessary information to support informed decision making;
- significant matters raised without notice (and without papers) shall be placed on the agenda for the subsequent meeting and a paper prepared unless agreed otherwise by consensus by the Board;
- Directors are expected to make all reasonable effort to read the papers provided and to remain informed of issues, analysis, information, developments and policies that have bearing on the TCAA's strategic position and activities;
- decision making is by consensus as far as possible but each Director has one vote; in the event of there being an equality of votes the Chair of that meeting shall in addition have a casting vote; and
- all Directors are entitled to be heard at all meetings and should bring an informed and independent judgement to bear in decision-making.

2.5.3 Access to information and independent advice

Directors must be provided with the information they need to efficiently discharge their responsibilities. The CEO is responsible for supplying appropriate information including meeting papers in a form, timeframe and quality to assist Directors effectively discharge their duties.

A Director may take independent legal, financial or other advice as she/he considers necessary at the TCAA's expense only if the Chair's consent is first requested and obtained. The advice must be sought in writing to the Chair, or deputy Chair, depending on the circumstances, and must be directly relevant to TCAA affairs. The Chair must provide a written response in a timely manner.

2.5.4 Attendance at meetings

Reasonable effort is made to organise meetings at a time and place that can be attended by all Directors and the CEO. All Directors are expected to make every reasonable effort to attend meetings. It is expected that Board Directors attend a minimum of five meetings a year. Where a Director knows in advance that s/he is unable to attend a meeting s/he must give an apology and may provide written/emailed advice of her/his vote on matters before the meeting to the Chair ahead of the meeting.

2.5.5 Observers

Expert individuals may be invited to address a Board meeting. Observers may also be invited to attend any part or the whole of a meeting and to speak on agenda items, provide reports, advice, information or counsel that may assist the Board in considering its view or response on matters before it. By accepting an invitation to observe a Board meeting the observer consents to be bound by the normal rules of confidentiality that apply to Directors of the TCAA.

To avoid the potential for an observer to be deemed by a court to be a 'de-facto Director' of the TCAA, any observer shall refrain from making, or participating in making, decisions that:

- affect the whole, or a substantial part, of the business of the TCAA
- affect significantly the TCAA's financial standing
- issue instructions for the Directors of the TCAA.

2.5.6 Induction of Directors

The CEO provides an orientation pack for new Board members which includes:

- the Constitution
- the Board Governance Charter
- the Organisational Chart
- the most recent Chair's Report
- the most recent audited Financial Report
- the current Events Schedule (containing Board meeting dates)
- the Board meeting agenda and minutes for the preceding month (whichever is relevant to the member)
- the current strategic and business plans
- the current risk management plan

The 'Book of the Board' by Fishel will be available for Directors to peruse.

Directors also receive the Board Member Register (for completion by new Directors). TCAA is committed to developing the governance skills and knowledge of Directors and encourages attendance at relevant training in this area.

Part 3: The Chief Executive Officer (CEO)

3.1 Role and responsibilities

3.1.1 Role

The CEO is responsible for the day-to-day management of the TCAA within the strategic directions and delegations established by the Board. While the Board has power and responsibility to govern the TCAA, it cannot effectively do so without the CEO executing its policies and decisions, managing the staff and resources, representing the organisation to stakeholders and government. Board Directors must respect and support the CEO's decisions, subject to them being based on reasonable interpretation of those policies.

The CEO:

- is the executive and Public Officer of the TCAA;
- reports directly to the Board and supports the Board with strategic information, ideas and reports that are relevant, timely and accurate;
- plans, co-ordinates and implements the policies established by the Board and ensures compliance;
- in consultation with the Board Chair prepares notices, agendas, board documents and distributes the minutes of all Board meetings; and
- maintains a Register of Members.

The CEO is not entitled to vote on any Board resolution but is entitled to:

- attend all Board meetings;
- participate in discussions relating to any question or motion before such meetings; and
- offer advice, counsel, and information,
- make recommendations and provide an opinion on matters before the Board.

3.1.2 Accountability

The CEO is accountable for the achievement of the strategic directions and performance targets and standards as set by the Board in conjunction with the CEO and documented in the annual strategic plan.

The CEO is also accountable, within the delegated authorities and constraints expressed by the Board and contained within this Charter, for

- overall operational, financial and behavioural performance of the TCAA, and
- the effective, efficient, lawful, prudent and ethical management of all operational aspects of the organisation.

3.1.3 Responsibilities

The CEO is responsible for:

- the overall leadership and ongoing management of the day to day business of the TCAA including operational, financial and behavioural performance;
- in collaboration with the Board, developing a consensus for the TCAA's annual strategic goals, performance targets and standards;
- in collaboration with the Chair, the media profile, including being the spokesperson for the TCAA and for the preparation and distribution of all media releases
- in collaboration with the Chair, manage government and stakeholder relations in a professional manner;
- providing strong leadership to effectively manage all staff employed and/or contracted to the organisation, including:
 - directly appointing staff and negotiating their terms and conditions of appointment within the approved budget;
 - coaching and developing staff and conducting annual performance appraisals;
 - encouraging, building and maintaining:
 - high staff morale and teamwork
 - a strong sense of staff allegiance to the TCAA
 - the highest degree of ethics and probity among staff
 - dismissing staff as appropriate and in accordance with requirements of the Fair Work Act;
- identifying, sourcing and reviewing business development opportunities and providing the Board with advice, counsel and information on business development and expansion opportunities;
- developing and implementing any operational policies, decisions, actions, practices and activities including operational budgets, strategies, programs, plans, projects, contracts, personnel agreements or financial statements;
- establishing and leading any operational committees, business units and working parties as needed from time to time;
- effective marketing of the TCAA to existing and potential members and sponsors;
- overseeing the development, maintenance, security and utility of the physical resources, assets, facilities, premises and locations including those managed by TCAA;
- developing and implementing an effective compliance culture and appropriate systems to ensure all legal, statutory, regulatory, accounting and policy obligations are fulfilled; and
- in consultation with the Board, developing and implementing an appropriate risk management plan.

Aspects of these responsibilities are delegated to other staff at the CEO's discretion, noting that accumulated accountability for all operational functions resides with the CEO.

3.1.4 Financial planning and budgeting

The CEO is responsible for financial planning associated with the costs of the TCAA's activities and anticipated revenues to achieve the results sought. The CEO works with the Board to ensure the

ongoing financial viability of the TCAA and compliance with various financial constraints placed on it by outside agencies (legislative, contractual, etc.), utilising the annual budget as a tool.

The CEO ensures that financial planning and budgeting:

- is dedicated to the achievement of, and shall not deviate materially from, the Board's Strategic Direction priorities or purposes;
- takes into account longer-term issues, priorities, plans and predictions including a level of cash flow sufficient to ensure ongoing viability; and
- includes credible projections of revenues and expenses, cash flow (for defined periods), separation of capital and operational items, and disclosure of planning assumptions.

In consultation with the Treasurer, the CEO may propose changes to the annual budget at any time to the Board for approval as long as the CEO demonstrates that variances reflect the implications for the rest of the financial year and that the overall outcomes as predicted will be achieved.

In relation to the full-year financial statements (audited), the CEO must provide the Board with written certification which includes statements that:

- the TCAA's financial reports present a true and fair view, in all material respects, of the TCAA's financial condition and operational results and are in accordance with relevant accounting standards;
- this certification is assured on the basis of a sound system of risk management, internal compliance and controls which ensure full implementation of the policies adopted by the Board; and
- the TCAA's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

The CEO ensures the organisation's financial status by ensuring the following:

- days receivables: 60 days maximum
- provision for doubtful debts (debt waivers): \$3,000 maximum
- days creditors: 30 days maximum
- equity valued at no less than \$150,000.

The CEO maintains integrity and good governance over the organisation's financial status by:

- settling payroll (in accordance with employment contracts) and debts (within credit terms) in a timely manner;
- aggressively pursuing receivables after their due date;
- complying with applicable Australian Accounting Standards and using specialist advisors as required in the maintenance of the financial records;
- not allowing the TCAA to be in default under any of its financial arrangements (e.g. contracts for services);
- not allowing the TCAA to be in debt for an amount greater than can be repaid by unencumbered revenues within 90 days;
- not making a single purchase or commitment greater than \$10,000 (including acquiring or disposing of real property) for each individual transaction without prior Board approval in either the annual budget or for a non-budgeted item (splitting orders to avoid this requirement is not allowed);
- not allowing tax payments (e.g. Payroll Tax) or other government-ordered payments or legal and regulatory compliance filings to be overdue without reasonable cause; and
- not using any long term reserves or maintaining reserve accounts for the purposes of managing earnings for questionable purposes.

3.1.5 Financial delegations

The Board ensures that acceptable financial controls exist to ensure the appropriate stewardship of the TCAA's resources and obligations and delegates authority to the CEO for:

- preparing the annual operating and capital budgets by the end of October each year for presentation to the Board;
- managing the annual budget;
- preparing and implementing the financial risk management plan as approved by the Board;
- signing contracts (for revenue or expenditure) for less than \$10,000, and referring higher value contracts to the Board Chair for approval;
- initiating orders for payment;
- receiving and depositing money;
- investing available funds in short term bank products to maximise interest returns;
- withdrawing funds from TCAA accounts (including e-commerce and signing cheques); and
- use of the corporate credit card.

All authorisations to expend the TCAA funds or commit the TCAA to future payments must be made by two persons and records of proof of authorisation maintained for audit. The CEO has the responsibility to establish and enforce written procedures for all financial delegations.

3.1.6 Legal, regulatory and accounting compliance obligations

The CEO:

- ensures the legal, regulatory and accounting compliance obligations of the Association are not disregarded, neglected, breached or inadequately filed;
- provides adequate instruction, training, and supervision of staff regarding all legal, regulatory and accounting compliance obligations imposed on the Association; and
- reports breaches or exceptions of legal, regulatory and accounting compliance obligations as necessary.

3.1.7 Contracts arrangements

Before signing any contract on behalf of the TCAA the CEO must be assured that:

- all ramifications of the contract regarding fiscal responsibilities and liabilities of TCAA have been duly considered, and
- the contractor has the capacity to produce appropriate and effective services or outcomes.

The CEO may not enter into any contract arrangements, commitments or other external party agreements where:

- they are inconsistent with the strategic direction, priorities or purposes as determined by the Board; and/or
- they are outside the delegated powers of the CEO.

3.1.8 Asset protection

The CEO shall not allow the TCAA's assets to be unprotected, inadequately maintained or unnecessarily risked. Accordingly, the CEO shall:

- insure against theft and other losses to an appropriate level considered to be prudent risk management (at least 80% of replacement value);
- maintain adequate safeguards against any single employee's personal access to material amounts of funds;
- protect the TCAA, its Board, or staff to claims of liability;
- maintain an appropriate asset register;
- ensure physical resources, assets, facilities, premises and other material assets (including all plant, property and equipment) are not subject to improper wear and tear, insufficient maintenance, unauthorised or improper use and review asset condition and expected lifespan of the asset and provision accordingly
- obtain comparative prices and quality for any purchase of over \$5,000;
- maintain adequate records storage to protect information, files and intellectual property (including TCAA branding) from loss, improper use or significant impairment or damage;

- keep all appropriate licences, permits, registrations, trademarks, patents, copyrights, registered designs and other relevant statutory or legal compliance regulations and documents current;
- ensure premises meet appropriate government or regulatory compliance standards and any other statutory or minimum code requirements; and
- ensure the independence and transparency of any relationship the TCAA establishes with auditors or other entities of governance support.

3.1.9 Employees

The CEO is responsible for staff recruitment for all positions. All staff appointments are to be based on merit.

The Board requires that the CEO ensures all employees receive:

- appropriate orientation
- annual performance review
- just remuneration and conditions
- a safe and ethical working environment
- access to professional development opportunities appropriate to the needs of both the individual employee and the TCAA
- access to an employee assistance program
- appropriate confidentiality and privacy.

The CEO is responsible for the designation and level of remuneration of all staff positions (except for the CEO position) within the overall budget for wages and salaries determined each year by the Board or amended from time to time as the Board sees fit.

Remuneration for individual staff (including employees and contractors) shall be consistent with current benchmarks that derive from the geographical and/or professional market for the skills employed.

Disciplinary action is the responsibility of the CEO and should comply with the provisions of the relevant employment relations legislation. Where complaints are unable to be resolved by the CEO, they may be referred to the Board.

The CEO is responsible for keeping the Board well informed about staffing matters, including through providing comprehensive reports of staffing matters to the Board for each of its meetings. The information to be reported to the Board should include recruitment, exits (informed by staff exit interviews/forms), remuneration matters, performance reviews, staff development and workplace health and safety.

The CEO is also responsible for organising (in consultation with the Board) a professionally and independently conducted 360 degree feedback process (or similar) for the CEO in about April each year, the outcomes of which are reported directly to the Board.

3.2 Limitations on the authority of the CEO

The CEO shall not cause or allow any practice, activity, decision or organisational circumstance that is unlawful, imprudent, inefficient or in violation of the organisation's values or commonly accepted social, business and professional ethics or generally accepted accounting principles.

The CEO shall seek approval of the Board to:

- make a single purchase or commitment greater than \$10,000;
- enter into contracts other than those associated with the core business of the TCAA;
- obtain legal advice on behalf of the TCAA; and
- commence or conclude litigation.

3.3 Employment of the CEO

3.3.1 Selection and appointment

The Board recognises that selection of a CEO is one of the most significant responsibilities the Board has because of the impact on all of the TCAA's activities and performance in relation to strategic directions and capacity to meet its objectives.

The CEO selection and appointment is an authority retained by the Board and not delegable to any officer or committee. The Board may delegate to a committee responsibility for designing the selection criteria, advertising materials and interview questions for the position. All such documentation is to be approved by the Board before use. The selection panel for interviews of candidates for the position shall be determined by the Board and shall comprise at least the Chair, Deputy Chair and one external member. The CEO must have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination.

3.3.2 Remuneration

The Board will determine the CEO Remuneration from year to year, considering any pay rise to be applicable from 1 July each year.

CEO remuneration will be determined by the Board and based on:

- benchmarks from the terms and conditions of employment of CEOs of other organisations with similar objectives and standards and of comparable size, challenges and complexities as the TCAA and shall be consistent with established current benchmarks that derive from the geographical and/or professional market for the skills employed
- any CPI increase outcomes from the annual CEO performance appraisal process.

3.3.3 Performance appraisal

The Board ensures that there is an annual performance appraisal of its CEO in keeping with sound human resources practice. The TCAA Chair shall conduct the appraisal on behalf of the TCAA Board.

The appraisal will enlist the following process on a six-monthly basis, in November and May (prior to the AGM):

- assessment of the CEO's overall performance against the annual Strategic Plan and other relevant goals for the Association and the CEO's Job Description, including outcomes from the annual 360 degree feedback process (or similar) for the CEO conducted in about April each year
- discussion of the assessment with Directors in the absence of the CEO
- discussion with the CEO of the Board's overall assessment of performance, and any development processes for the CEO, including external professional mentoring or mentoring with the Chair or other Board member(s).

3.3.4 Termination

CEO termination is an authority retained by the Board and not delegable to any officer or committee.

A Board committee process is used to gather information relating to performance considerations and to provide options and their implications to the full Board. The decision process is informed by performance data which is related to CEO performance on criteria the Board has stated in policy and earlier communicated to the CEO. The Board may choose to terminate the CEO's employment contract for other reasons. Regardless of the reason for termination, the Board must negotiate the terms of the termination or follow provisions made by contract and are obliged to comply with relevant Australian law.

3.3.5 Emergency CEO succession

The Board shall not fail to protect the TCAA from loss of its CEO. Accordingly, the Board shall take measures to prepare another executive (Director or approved alternative staff member) who can

provide emergency services. The Chair shall also discuss with the Board an emergency short term plan in place for this contingency.

Part 4: The Organisation

4.1 Eligibility criteria, fees and services for membership

The Board approves the annual financial year membership fees in advance of the commencement of the annual membership renewal. The rights and obligations for members are described in the Constitution.

4.2 Member communication

All Board and staff members are ambassadors for the TCAA by advancing the image and reputation of the TCAA among its members and in its communities. The Board has a commitment to communicate effectively with the TCAA's members to ensure they are aware of, and enjoy full access to, member benefits and services; to provide information about the organisation's financial and operational performance; and to encourage participation in Board elections and general meetings.

This Charter, the annual Chair's Report, the annual Financial Report, notice of annual or special general meetings and election material should be communicated to all members. This can be done electronically unless a member directs otherwise. Paper copies of the full financial report are made available to members only on request.

The Board is also committed to communicating with the TCAA members and the wider community in a range of different ways to maximise the opportunity for members to participate in TCAA activities and thus derive benefit from membership, such as:

- an up to date and relevant public website;
- high quality and diverse events;
- high quality and diverse programs.

4.3 Media communications

While all Board members are ambassadors for the reputation of the TCAA, the Board recognise that it is important to have an authoritative voice articulating the TCAA's views and policies in the media. This ensures a consistent approach to public representations of the TCAA's views on any given issue.

The Board assign this role to the Chair who shall be the official spokesperson for the TCAA in any dealings with the media related to commentary on TCAA or government policies, threats to TCAA's reputation or issues which affect the standing of the TCAA in the community. The Chair may delegate this role to the CEO from time to time. The CEO, in conjunction with the Chair, makes every endeavour to ensure her/his comments reflect the considered view of the Board, and reflect TCAA policy. The CEO shall work closely with the Chair in identifying issues on which the TCAA may choose to issue a media release and seek out media attention for an issue

The CEO has authority to issue media releases concerning programming, activities or events that TCAA is publicising to the ACT community without recourse to approval or discussion with the Chair.

4.4 Sponsorship

The TCAA may enter into financial relationships with corporate entities interested in sponsoring TCAA events, forums, products and/or activities.

The TCAA acknowledges the valuable support of sponsors and advertisers in enabling it to increase revenue and provide a range of events and products to members and the community. The TCAA is committed to seeking opportunities for partnerships with corporate organisations interested in promoting their products or services where there is an alignment of interests and values. The TCAA will not enter into sponsorship or advertising arrangements with companies known to be manufacturing and marketing tobacco or alcohol products.

Sponsors or advertisers may not use the TCAA name or logo without a written agreement authorising them to do so and indicating the terms on which the logo and/or naming rights may be used and the duration for which the agreement applies.

Any sponsorship or advertising arrangement which the TCAA accepts does not imply endorsement by the TCAA of the products or services of the sponsor except where a specific written agreement is entered into and duly authorised by the TCAA.

4.5 Whistle blowers

All TCAA Directors and staff have a responsibility to report any known or suspected incidences of improper conduct by making a protected disclosure statement to the TCAA Chair, or if necessary, the Deputy Chair.

If either the Chair or Deputy Chair judges the protected disclosure statement to be of significance, they must ensure:

- the CEO is aware of the disclosure, or if the CEO is the subject of the concern, ensure the Chair or Deputy Chair (whoever did not receive the original disclosure) is aware of it,
- a committee is established to investigate the concern further, and
- the whistle blower is kept informed of action taken in relation to the disclosure.

TCAA Directors and staff also have a responsibility concerning the welfare of the whistle blower within the organisation and must refrain from any activity that could be perceived to be victimisation or harassment of the person making the disclosure. The TCAA will take all reasonable steps to protect the identity of the whistle blower and is committed to protecting them against action taken in reprisal for making of protected disclosure statements.

The TCAA acknowledges that the act of whistle blowing should not shield whistle blowers from the reasonable consequences flowing from any involvement in improper conduct. A person's liability for her/his own conduct is not affected by the person's disclosure of that conduct. However, the principles of self-incrimination will be taken into account such that an admission may be a mitigating factor when considering disciplinary or other action.

For the purposes of this policy, improper conduct is defined as:

- corrupt conduct
- fraudulent activity
- a substantial mismanagement of TCAA resources
- conduct involving substantial risk to the occupational health or safety of an TCAA employee or contractor
- conduct involving substantial risk to public health or safety
- conduct involving substantial risk to the environment
- conduct that would, if proven, constitute
 - a criminal offence
 - reasonable grounds for dismissing or dispensing with or otherwise terminating the services of TCAA staff or person engaged in that conduct
 - reasonable grounds for disciplinary action or sanction.

4.6 Complaints and conflict resolution

The TCAA strives at all times to prevent the need for complaints by providing courteous, professional, quality services. Where a complaint arises in relation to any of its activities, policies or behaviours, the TCAA is committed to an accessible, fair, transparent and efficient process for handling the complaint.

The TCAA will treat a matter as a complaint where it:

- is a written expression of significant concern, dissatisfaction or frustration with the quality or delivery of a service or event by the TCAA or the conduct of an employee
- alleges misconduct, corruption or other unlawful behaviour on the part of a TCAA employee or office bearer.

In the event that a complaint is received in writing from a member or other stakeholder the TCAA will:

- welcome critical feedback from members or other persons who are dissatisfied with the TCAA's decisions, actions, or services
- seek feedback and suggestions for improvement
- provide accessible, transparent and accountable processes for resolving the complaint
- handle any complaint received with objectivity, confidentiality, sensitivity and fairness, and in a timely manner that keeps the complainant informed
- respect the right of a complainant to express their views on the matter raised and to receive a considered response
- offer alternative independent options for complaint mediation and resolution if the TCAA's processes do not lead to a satisfactory resolution for both the TCAA and/or the complainant
- recognise member and stakeholder feedback and complaints as opportunities to build knowledge and improve services.

4.7 External auditor

An External Auditor is appointed each year by general resolution of members at the AGM.

4.8 Review of TCAA Governance Charter and Corporate Policies

In the interests of sound governance, the Board commit to reviewing the governance policies contained in this Charter regularly and changing them when necessary in accordance with best practice governance principles, current Australian law and the needs and best interests of the membership, as owners of the TCAA. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule.

Any new policies established by the Board will be regarded as part of this document. Current corporate policies include the TCAA Code of Conduct (Appendix 6), and others available on request.

Part 5: Appendices

Appendix 1: Principles of Good Corporate Governance used by the TCAA Board

Appendix 2: TCAA Board Self-Evaluation Questionnaire

Appendix 3: The Tricker Model of Board Responsibilities

Appendix 4: TCAA Confidentiality Agreement

Appendix 5: Induction Package for Directors

Appendix 6: TCAA Code of Conduct

Principles of Good Corporate Governance for the TCAA Board

Australian Charities and Not-for Profit Commission's Governance Hub:

<https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub>

Australia Council for the Arts Essential governance practices for arts organisations January 2021:

<https://australiacouncil.gov.au/workspace/uploads/files/essential-governance-practices-report-1.pdf>

TCAA Directors Self Evaluation Questionnaire

	Considerations	5 Very Good	4 Good	3 Ave	2 Fair	1 Poor
1	The Board have a full and common understanding of their roles and responsibilities					
2	Board members understand the Association's mission and its services/products/programs					
3	The Association's organisational structure is clear					
4	The Board have clear goals and actions resulting from relevant and realistic strategic planning					
5	The Board attend to policy-related decisions which effectively guide operational activities of staff					
6	The Board receives regular reports on finances/budgets, risk management, products/program, performance and other important matters					
7	The Board help set fund-raising goals and are actively involved in fundraising, including membership					
8	The Board effectively represent the Association to the constituency and community					
9	The Board meetings facilitate focus and progress on important organisational matters					
10	The Board regularly monitor and evaluate progress toward strategic goals and service/product/program performance					
11	The Board regularly evaluates and develops the CEO					

12	The Board has approved comprehensive governance charter and corporate policies					
13	Each Director feels involved and interested in the Board work					
14	All necessary skills and diversity are represented on the Board					

The Tricker Model of Board Responsibilities

	Accountability (Conformance)	Leadership (Performance)
External focus	External accountability	Strategy
	Approve and work with CEO	
Internal focus	Monitoring and supervising	Policy and rule approving
	Past and present oriented	Future oriented

Source: Robert I Tricker 2004 *International Corporate Governance: Text Reading & Cases*, New York, Prentice Hall.

Tuggeranong Community Arts Association (TCAA)

Conflict of Interest Disclosure and Confidentiality Agreement for Board Directors

During the time that I,....., serve on the [Board of Directors of TCAA I realize that I will gain access to information that is considered to be confidential and/or proprietary. Such information relates to submitted proposals, criteria or decisions made with regard to the business of the TCAA. I agree that I will not use, publish or disclose such information during or subsequent to my participation on the Board of Directors, and that I will preserve the restricted nature of this information except to the extent that it becomes publicly available, or is otherwise lawfully obtained outside the scope of this agreement from third parties.

Additionally, I realize that in making decisions as a member of the TCAA Board I have an obligation not to obtain any unauthorised benefit (profit) from my position, even unintentionally and that I must not place my own interests, or my duty to anyone else, ahead of the interests of TCAA. I have listed below all organizations, corporations, charitable programs or other entities that I, or a member of my immediate family, have a relationship with which may interfere with my legal and ethical responsibility to place the interests of TCAA above my own.

This includes any entities that have sought or may in the future seek to do business with the TCAA or that have offered services or may in the future offer services to the TCAA.

The term "relationship" means any relation with a person or organization, whether financial (such as a significant donation of more than \$100), employment (such as a volunteer assignment, part-time job or as a consultant or independent contractor) or fiduciary (such as a board member or officer). The term "immediate family" means spouse, parent, children or other individual living in the same household

I hereby certify that I have read, understand and agree to the TCAA's policies as described in this statement, with respect to confidential information and conflict of interest, and that the information given in this statement is complete and accurate to the best of my knowledge.

Print Name

Signature

Date

Induction Package for Directors

Essential items for inclusion in the induction pack:

1. Constitution and any Regulations
2. Governance Charter
3. Organisational Chart
4. most recent Chair's Report
5. most recent audited Financial Report
6. current Events Schedule (containing Board meeting dates)
7. Board meeting agenda and minutes for the preceding month (whichever is relevant to the member)
8. current strategic and business plans
9. current risk management plan

TCAA Code of Conduct

1. Overview

This Code of Conduct aims to foster and maintain public trust and confidence in the integrity and professionalism of TCAA's Directors and staff working to achieve the Association's vision by ensuring that they maintain:

- appropriate standards of conduct
- fairness and equity in decision making
- the reputation and professionalism of the TCAA.

The purpose of this Code of Conduct is not to restrict a person's rights, but rather to provide clarity about what conduct is expected and necessary when they are engaging in activities with and/or on behalf of the TCAA.

The TCAA recognises that the Code of Conduct is not a replacement for any Act or Regulation and that provisions of criminal codes and legislation still apply. The TCAA also recognises that many of its Directors and staff are also bound by codes of conduct or ethics defined by professional societies or groups.

TCAA's Directors and staff should ensure they observe the provisions of this Code and should realise that departure from its provisions and the Acts on which it is based could be grounds for disciplinary action.

TCAA Directors and staff will sign a TCAA Conflict of Interest Disclosure and Confidentiality Agreement [see Appendix 4].

2. Personal and professional conduct

The personal and professional conduct of TCAA's Directors and staff and will conform to standards that could reasonably be expected of such persons by virtue of their positions. They will refrain from any form of conduct that may cause offence or embarrassment or in any way impugn the reputation of the TCAA.

All Directors and staff shall abide by the following *principles of behaviour and conduct*:

- be committed to the continuous improvement of the TCAA including support for the strategic plan
- behave honestly and with integrity
- act with care and diligence
- treat everyone with respect and courtesy and without harassment
- comply with any lawful direction or policies of the TCAA
- maintain confidentiality about all dealings in connection with members and the organisation
- disclose and take reasonable steps to avoid any real or perceived conflict of interest immediately it becomes apparent
- use the TCAA's resources in a proper manner for TCAA purposes
- ensure their work is carried out efficiently, economically and effectively, and that the standard of work reflects favourably on the TCAA
- be accountable for their actions when representing the organisation
- behave in a manner that upholds the values, integrity and good reputation of the TCAA.

4. Equal opportunity

The TCAA is committed to providing a work environment for Directors and staff and for members and volunteers that is free from unlawful discrimination and vilification against individuals on the basis of race, ethnicity, sex, sexuality, marital status, pregnancy, parental status, disability, age, religious or political affiliation.

The TCAA will not tolerate or support any type of harassment or bullying in the workplace and is committed to the prevention of harassment and bullying within the organisation.

Directors, staff and members/volunteers are required to comply at all times with relevant legislation and established TCAA policies and guidelines in the above matters.

5. Confidentiality

Directors and staff and members have an obligation not to disclose or misuse confidential information relating to the TCAA. This obligation exists in every relationship even if it is not written in a contract and it continues after the period of engagement / employment.

Information confidential to the TCAA is defined as that which is not known in the public domain. The TCAA reserves the right to designate information as Confidential at any time.

TCAA Directors, staff and members are expected to make use of available information in an appropriate manner, and to report to the TCAA Chair or the CEO any actual or suspected misuse of information.

TCAA Directors, staff and members are entitled to confidentiality and privacy regarding information that is personal to them and have a duty to maintain the confidentiality, integrity and security of such information, in any form, to which they have access in the normal course of their work with/for the TCAA. Information may be disclosed only where the disclosure has been authorised by the original provider and/or is required or authorised by legislation.

- **Non-disclosure:** During or after their appointment or employment with the TCAA a Director, staff or member will not use any confidential information in any way other than for the business of the TCAA, and will not disclose, use, or transfer any confidential information other than as authorised by the TCAA.
- **Disclosure prevention:** Directors, staff and members will take all reasonable precautions to prevent the intentional, negligent, inadvertent or accidental disclosure of confidential information by them or any other person or entity in possession of such information.
- **Copying/removal:** Directors, staff and members will not make copies of, or remove from TCAA premises, any physical embodiments of confidential information except for use in the TCAA's business or as authorised by the TCAA.
- **Return:** Directors, staff and members will return to the TCAA all physical embodiments of confidential information and all other property of the Association at any time at the request of the TCAA, and in any event and without request by the TCAA prior to the effective date of termination of their appointment / employment.
- **Termination:** Employees acknowledge that their employment with the TCAA may be subject to termination (on notice or by way of summary dismissal) for any breach of this policy and that any such termination will not relieve them of their continuing obligations under the policy or from the imposition of any judicial remedies such as monetary damages or injunctive relief.

6. Conflict of interest

TCAA Directors and staff should not act in any manner that would gain unfair advantage for themselves or other individuals in areas such as the letting of contracts or purchasing of goods and services by the TCAA. Situations should be avoided where private interests, pecuniary or otherwise, conflict or might reasonably be thought to conflict, with their duties to the TCAA.

TCAA Directors and staff should disclose immediately any matter that could directly or indirectly compromise the performance of their duties or conflict with the TCAA's interests. If they consider that they are, or could potentially be, involved in a conflict of interest they should refer the matter to the TCAA Chair or the CEO.

7. Workplace health and safety

Directors, staff and members must take reasonable care for the health and safety of persons who are at TCAA and who may be affected by their acts or omissions at work. They have a moral, as well as a

legal, obligation to comply with statutory and TCAA systems, procedures and rules that are introduced to protect the health and safety of Directors, staff, members and other people using TCAA facilities and/or undertaking work on behalf of the Association. More detail is available in the Workplace Health and Safety Policy (available on request).

8. Use of TCAA resources

Directors, staff and members have a responsibility to ensure that resources, funds, staff, equipment or vehicles under their control are used effectively and economically in the best interests of the TCAA. TCAA resources, including information systems and copying devices, should only be used for official TCAA business, unless permission from the CEO has otherwise been granted. If so authorised, the user is responsible for safeguarding, repairing and replacing, if lost, the TCAA's property.

Financial procedures and systems are in place to ensure that the TCAA is publicly accountable for expenditure of monies entrusted to it. Fraud or theft by a TCAA Director, staff or member may result in termination, and where appropriate, legal action will be taken.

Directors, staff and members must use the TCAA facilities for work activities in a responsible, ethical and legal manner. Unacceptable use includes

- accessing social media websites for personal communications unrelated to TCAA business
- violation of the rights of others
- commercial use
- breach of copyright or intellectual property
- illegal activity or gambling
- issuing of harassment, threat or discriminatory acts
- storing or conveying inappropriate or objectionable material such as nudity, sexual activity, drug misuse, crime, cruelty or violence.

Staff must safeguard their password access.

The TCAA reserves the right to monitor its IT network, programs and usage to ensure the integrity of their use and to maintain records of activities.

9. Acceptance of gifts and benefits

TCAA Directors, Councillors, staff and members/volunteers should not solicit gifts or benefits.

Token gifts or benefits from member organisations or volunteers may be accepted only if there is no chance that the recipient may be, or might appear to be, compromised in the process and/or provided the gift would not be seen by others as either an inducement or reward which might place the recipient under an obligation. Otherwise, an offer of a gift should be politely declined and any unsolicited gift be promptly and publicly returned.

Where TCAA Directors, staff and members directly or indirectly receive a royalty, gratuity, commission or any other benefit in respect of any aspect of their work, full disclosure shall be made to the Chair or the CEO.

10. Public comment

Individuals have the right to make public comment and engage in intellectual debate and cultural pursuits in their private capacity. However, TCAA Directors, staff and members should make it clear that, other than in the course of duty, they are not making any public comment or representing an official position of the TCAA unless authorised to do so. Public comment is any comment that might be expected to be circulated or published outside the TCAA as the views of the TCAA.

Contents of official documents or privileged knowledge may only be released by TCAA Directors, staff and members/volunteers with the authority to do so.

11. Intellectual property/copyright

The TCAA is the owner of intellectual property¹ created by Directors, staff and members in the course of their engagement or employment with the TCAA unless a specific agreement has been made varying this principle and they must clarify the intellectual property position before making any use of that property.

12. Protected disclosure of information

If an TCAA Director, staff or member knows about or has good reasons to suspect possible corrupt conduct including fraudulent activity², maladministration³, or serious and substantial waste of TCAA money or other resources, they must report it immediately to the Chair and/or the CEO. The TCAA will use its best endeavours to protect its Directors, staff and members who in good faith report such breaches. Such disclosures shall not be deemed to be a breach of this Code.

13. Notification of Criminal Offence

TCAA Directors and staff (including contractors) are required to notify the CEO or Chair in writing if they are charged with or convicted of a serious criminal offence.

14. Secondary employment and private practice

TCAA employees should refrain from engaging in any outside work that would compromise their integrity and independence or create a real, potential or perceived conflict of interest with TCAA business.

Staff wishing to engage in paid employment outside their official duties (this includes a family company or business) should obtain the prior approval of the CEO.

Part time, casual, sessional, temporary or contracted staff will advise the CEO of any actual, potential or perceived conflict of interest between their employment with the TCAA and any other employment. Any secondary employment/private practice will:

- be performed outside normal TCAA working hours
- not conflict with TCAA work
- not adversely affect the individuals work performance, safety or the safety of colleagues or clients
- not involve the use of TCAA resources.

¹ Intellectual property, in the context of the TCAA, includes the rights relating to policy positions and other published material, trademarks, commercial names and designations, and all other rights resulting from TCAA's activities.

² Corrupt conduct commonly involves the dishonest or partial use of power or position resulting in one person being advantaged over another. Corruption can take many forms including (but not limited to):

- official misconduct;
- bribery and blackmail;
- unauthorised use of confidential information;
- fraud; and
- theft.

Fraud is dishonesty and usually takes the form of giving a false impression, through a statement or conduct, in order to gain a material advantage.

³Maladministration is conduct that involves action or inaction of a serious nature that is:

- contrary to law;
- unreasonable, unjust, oppressive or improperly discriminatory
- based wholly or partly on improper motives.