

Board charter

Mumbulla Foundation

ACN 094 731 601

Adopted by the Board on 5 July 2016

Contents

Table of contents

	Board Charter	1
1	Purpose of the Board Charter	1
2	Purpose and activities of Mumbulla Foundation	1
	2.1 Purpose	1
	2.2 Not-for-profit.....	3
	2.3 Activities.....	3
	2.4 Stakeholders	3
3	Entity type, charity and Tax Status	3
	3.1 ABN	3
	3.2 Entity type	3
	3.3 ACNC.....	4
	3.4 ATO	4
4	Board role and responsibilities	4
	4.1 Board role	4
	4.2 Board key responsibilities.....	4
	4.3 Key documents	5
	4.4 Board sub-committees.....	5
5	Commitment of Board members	5
6	Duties and Governance standards	6
7	Compliance and Risk Management	7
8	Decision Checklist	8
9	Transparency and Accountability	8
	9.1 Members.....	8
	9.2 The public	8
10	Board Composition	9
	10.1 Board composition and size.....	9
	10.2 Suitability of Board members.....	9
	10.3 Selection and Appointment of Board members	10
	10.4 Retirement, term or re-appointment	10
11	Board review	11
12	Roles of Chair and Secretary	11
	13.1 Role of the Chair	11
	13.2 Role of the Secretary.....	12

Attachment 1	
Board Members' acknowledgment of Board Charter	1
Attachment 2	
Conflict of interest – code of conduct	1-3
Attachment 3	
Decision checklist	1-2

Board Charter

1 Purpose of the Board Charter

The Mumbulla Foundation Board has adopted this Charter to outline the manner in which its powers and responsibilities will be exercised and discharged by the Board members.

The Charter ensures compliance with the principles of good governance, the Australian Charities and Not-for-profits Commission (ACNC) Governance Standards and applicable laws.

This Charter includes an overview of:

- (a) the role and responsibilities of the Board;
- (b) the requirements and duties of Board members;
- (c) Board size and composition;
- (d) the authority delegated by the Board to Board Sub - Committees;
- (e) Board procedures; and
- (f) transparency and accountability.

The Board Charter and the charters adopted by the Board for its Committees have been prepared and adopted on the basis that strong corporate governance can add to the performance of Mumbulla Foundation and engender the confidence of the community.

This Charter is to be reviewed by the Board as required.

This Charter is to be signed by each Board member and given to and signed by all new Board members.

2 Purpose and activities of Mumbulla Foundation

2.1 Purpose

The primary role of the Board is to ensure Mumbulla Foundation carries out its purposes as expressed in the Constitution clause 2, which are:

“Company’s objects:

- (a) The objects for which the company is established are to pay and apply its income and property to or for, and otherwise promote, the public charitable objects and purposes the directors decide from time to time [having regard to the recommendations of any advisory committee the directors establish under the Constitution clause 15];
- (b) For the purpose of paying or applying the income or capital of the company, the directors may:
 - (1) formulate schemes for the payment or application;
 - (2) make rules in connection with any scheme; and
 - (3) revoke or amend any scheme or rules and formulate others.”

In addition Mumbulla Foundation is trustee of the Mumbulla Foundation Trust with the following purposes as expressed in the Mumbulla Foundation Trust Deed dated 9 September 2002 clause 4 which are:

[4 Purpose

4.1 Application of income and capital

- (a) The Trustee must hold the Trust Fund and the income of the Trust Fund derived in each Accounting Period on trust to pay or apply the income and, if and so far as it thinks fit, all or any part of the capital of the Trust Fund, for the purpose of providing money, property or benefits to or for Eligible Charities, or for the establishment of Eligible Charities, as the Trustee decides.
- (b) No part of the Trust Fund or income may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to the Trustee or any of its members or directors. However, this clause 4.1(b) does not prohibit making a payment permitted by clause 14.
- (c) Where gifts to an Eligible Charity are deductible only if. Among other things, the conditions set out in the relevant table item in subdivision 30-B *[of the ACT]* are satisfied, a payment or application of income or capital must be made in accordance with those conditions.

4.2 Factors Trustee may consider

In exercising its discretions under clause 4.1, the Trustee may have regard to:

- (a) any recommendations of an Advisory Committee with authority to make the recommendations; and
- (b) the provisions and objects, so far as they are consistent with the purpose of the Trust, of any other trust (including a trust established by a testamentary instrument) where:
 - (1) the capital of that other trust has been transferred to or otherwise vested in the Trustee to hold on the trusts of this deed; and
 - (2) the trustee of the other trust has requested the Trustee to recognise the provisions or objects of the other trust in exercising the Trustee's discretions and powers under this deed.

4.3 Policies and rules

For the purpose of paying or applying the income or capital, the Trustee may:

- (a) formulate policies;
- (b) and make rules in connection with a policy; and
- (c) revoke or amend a policy or rules and formulate others.]

2.2 Not-for-profit

The Board must ensure the not-for-profit nature of Mumbulla Foundation is maintained by not providing any profit, distribution or benefits to members or Board members other than in carrying out the purposes.

2.3 Activities

The main activities of Mumbulla Foundation are raising revenue through fundraising, donations, memberships, investment and other means as allowed under the Constitution and awarding, on an annual basis, grants to not-for-profit and charitable organisations and auspiced groups within the Bega Valley Shire. These grants are provided for social, environmental, educational, and cultural activities to improve the well-being and opportunities for all citizens of the Shire. The Foundation also supports the Bega Valley education sector through providing University of Wollongong Bega Campus scholarships and book prizes and back to school vouchers for primary and secondary schools.

The main activity of the Mumbulla Foundation Trust is to support, through investment streams in accordance with clause 4.1(a), the activities of the Mumbulla Foundation.

2.4 Stakeholders

The key stakeholders are: Mumbulla Foundation members, Bega Valley Shire Council, Myer Foundation, Foundation for Rural and Regional Renewal (FRRR), Bega Cheese Limited, donors, sponsors, and grant recipients.

3 Entity type, charity and Tax Status

3.1 ABN

The community foundation's name and ABN as listed on the Australian Business Register (ABR) is:

Mumbulla Foundation
ABN 75 094 731 601
Active from 11 October 2000
Australian Public Company

The trust name and ABN as listed on the ABR is:

The Trustee for Mumbulla Foundation Trust
ABN 72 199 314 980
Active from 25 October 2000
Discretionary Investment Trust

3.2 Entity type

Mumbulla Foundation is a company limited by guarantee.

3.3 ACNC

Mumbulla Foundation and the Trustee for Mumbulla Foundation Trust are listed on the ACNC register as charities.

3.4 ATO

Mumbulla Foundation is endorsed by the ATO as a tax concession charity for income tax exemption and GST exempt.

The Trustee for Mumbulla Foundation Trust is endorsed by the ATO as a public ancillary fund and an Item 2 DGR from 9 September 2002, and as a tax concession charity, and as an income tax exempt fund from 25 October 2000.

4 Board role and responsibilities

4.1 Board role

The role of the Board is to govern Mumbulla Foundation in such a way that it is able to pursue both its purposes successfully and the trust carries out its purposes in compliance with the trust deed and the relevant law.

The Board is responsible for and has the authority to determine all matters relating to the policies, practices, administration and operations of the organisation. This includes ensuring good corporate governance, determining and approving strategies and providing guidance and oversight to senior management.

The Board will:

- (a) set strategies, plans and policies for Mumbulla Foundation and the trust carrying out the purposes, including ensuring there are adequate resources;
- (b) monitor and evaluate performance or impact against the purposes, strategies and plans;
- (c) consider the viewpoints of the various stakeholders; and
- (d) implement effective risk management strategies.

4.2 Board key responsibilities

The responsibilities/functions of the Board are:

- (a) ensuring Board members:
 - (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
 - (2) are not currently disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months;

Board members who are under investigation and may be disqualified must resign when requested by the other Board members;

- (b) contributing to and approving development of strategy, including setting measurable goals;

- (c) in relation to the public ancillary fund, Mumbulla Foundation Trust, setting in each year:
 - an investment policy in accordance with the relevant law;
 - a grant making policy;
 - a fund raising policy.
- (d) approving operating budgets and sources of funding;
- (e) reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes reviewing procedures to identify the main risks associated with Mumbulla Foundation's activities and the implementation of appropriate systems to manage these risks;
- (f) monitoring performance, impact and implementation of strategy and the policies;
- (g) approving grants from the public ancillary;
- (h) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting; and
- (i) developing and reviewing policies, processes and procedures which seek to ensure Mumbulla Foundation is accountable to its members and other stakeholders.

4.3 Key documents

- (a) Mumbulla Foundation Constitution (last amended February 2005).
- (b) Mumbulla Foundation Trust Deed, dated 25 October 2000, amended 20 May 2002, and further amended 9 September 2002.
- (c) Board policies: conflict of interest, investment policy, fundraising policy, and grant making policy.
- (d) Mumbulla Foundation Agreement with the University of Wollongong..
- (e) Bega Valley Shire Council Memorandum of Understanding.
- (f) Annual Reports.

4.4 Board sub-committees

The Board currently only has a Grants sub-committee. Consideration may be given to forming other sub-committees as required.

5 Commitment of Board members

Board members will:

- (a) use all reasonable endeavours to attend every Board meeting either in person or by phone or video link;
- (b) maintain a strong commitment to the purposes of Mumbulla Foundation, the trust and their not-for-profit character;
- (c) participate in any induction and Board programs and all training arranged for them;

- (d) be well informed on the activities of Mumbulla Foundation and the trust and the issues affecting the activities;
- (e) be well informed on all matters to be discussed by the Board and participate in discussions and express their views at Board meetings;
- (f) be well informed on the finances and the financial management to ensure the Board is responsible and there are adequate resources for on-going operations;
- (g) adhere to all policies of Mumbulla Foundation;
- (h) treat all Board meetings and Board discussions as confidential and not share Board papers or Board discussions outside of the Board, without the Board's permission;
- (i) take an active part in fund raising, promoting and raising awareness of the organisation, including attendance, where possible at events and functions of the organisation;
- (j) if appointed as a representative, or if otherwise on the Board to represent an interest or stakeholder group, ensure that decisions are made in the interests of the organisation as a whole and not only in the interests of the stakeholder group;
- (k) immediately declare a possible, perceived or actual conflict of interest and follow the conflict of interest procedure and policy;
- (l) immediately notify the Chair and resign as and when requested by the Board, if they are likely to be or are:
 - (1) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
 - (2) disqualified by the ACNC Commissioner.
- (m) immediately raise any concerns with the Chair or the Board on any matter, including any behaviours that may be inconsistent with the purposes of Mumbulla Foundation, the trust, this charter, any duties of the Board members or any policy;
- (n) always act in a manner which promotes the public reputation and integrity of Mumbulla Foundation, and the trust.

6 Duties and Governance standards

Board members will:

- (a) exercise their powers and discharge their duties with the degree of care and diligence of a reasonable person in their position;
- (b) act in good faith, in the best interests of Mumbulla Foundation and the trust and to further their purposes;
- (c) not misuse their position e.g. not use the position as Board member to gain an advantage for a Board member or someone else or to the detriment of Mumbulla Foundation and the trust;
- (d) not misuse information obtained in the performance of being a Board member eg. only use this information to further the purposes of the community foundation including the trust and not for the benefit of the Board member or someone else, nor for the detriment of Mumbulla Foundation or the trust;

- (e) disclose perceived, potential and actual conflicts of interest in accordance with the policy and procedures and not vote or participate in Board discussions if requested not to;
- (f) ensure Mumbulla Foundation's financial affairs are managed responsibly by considering the systems and processes in place to ensure the finances are effectively allocated to the correct entity, trust assets are kept separate and applied for the purposes of the relevant entity; and
- (g) not allow Mumbulla Foundation to operate while insolvent. The Board members must adequately understand the finances and ensure there are sufficient resources to pay debts as and when they are due.

Board members have the right to seek independent professional advice, subject to the approval of the Chair.

Board members may rely on information, in good faith, when making decisions if:

- (a) the Board member makes an independent assessment of the information;
- (b) the information is given by:
 - (1) an employee that the Board member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (2) a professional adviser or expert on matters the Board member believes on reasonable grounds to be within their competence;
 - (3) another Board member or committee in relation to matters within their authority or area of responsibility.

7 Compliance and Risk Management

The Board must ensure Mumbulla Foundation and the Trust operate in compliance with all relevant laws and the risks are identified and managed to minimise the occurrence and effects of risks.

All relevant laws (Federal, State and local) have been identified including the Public Ancillary Fund Guidelines to ensure compliance and are reflected in the risk management register.

The Board has a communication policy to ensure effective and consistent communication to stakeholders as part of the risk management.

8 Decision Checklist

Board members will consider the attached decision checklist for material Board decisions.

9 Transparency and Accountability

9.1 Members

The members of Mumbulla Foundation are nominated and admitted in accordance with the Constitution clause 10.

Accountability to members means:

- (a) transparency to members:
 - (1) on financial matters by providing annual accounts to members on the website and/or by posting or emailing to members;
 - (2) on activities by reporting on the activities on the website and in the annual report;
 - (3) on Board composition and the nomination and election or appointment process to members on the website and/or by posting or emailing to members.
- (b) responsibility to members:
 - (1) members can ask questions of the Board through the website, email, or writing, and at any general meetings;
 - (2) full members have one vote and the right to vote on changes to the Constitution and on election and removal of Board members;
 - (3) members can nominate Board members;
 - (4) members can request the Board to hold members meetings and request resolutions to be put.

Membership of Mumbulla Foundation ceases in accordance with the Constitution clause 11.

9.2 The public

The Board will ensure Mumbulla Foundation makes available the following documents relating to Mumbulla Foundation and the trust to the public on request, on the website and will lodge, if required, these with the ACNC for the ACNC public register:

- (a) purposes;
- (b) Constitution;
- (c) annual report;
- (d) annual financial statements; and
- (e) annual information statements.

10 Board Composition

10.1 Board composition and size

- (a) It is intended that the Board should comprise a minimum of 3 and maximum of 12 Board members and comprise Board members with a broad range of skills, expertise and experience from a diverse range of backgrounds.
- (b) The Board is cognisant of the need for diversity, including a balance of age and sexes.
- (c) The Board, as a whole, should ideally have the following skills:
 - (1) experience or knowledge specific to philanthropic activities supported and conducted by the Mumbulla Foundation;
 - (2) experience or knowledge or networks in fundraising;
 - (3) experience on governance issues and practices;
 - (4) accounting or auditing skills;
 - (5) marketing, communications or media experience;
 - (6) strategic planning experience;
 - (7) legal experience in relevant fields; and
 - (8) experience in event coordination and management.
- (d) It is essential that at all times, a majority of the Board meets the Responsible Person requirement in the public ancillary fund trust deed (see 10.2).
- (e) The Board will annually review the skills represented by the Board members and determine whether the composition and mix of those skills remain appropriate for Mumbulla Foundation's strategy, and satisfies the requirement for a majority to be Responsible Persons and the terms served by existing Board members.

10.2 Suitability of Board members

Board members must:

- (a) not be disqualified from acting as a director under the Corporations Act;
- (b) not be disqualified from acting as a responsible entity under the ACNC Act;
- (c) a majority must meet the Responsible Person requirement and so must be an individual who:
 - (1) performs a significant public function;
 - (2) is a member of a professional body having a code of ethics or rules of conduct;
 - (3) is officially charged with spiritual functions by a religious institution;
 - (4) is a director of a company whose shares are listed on the Australian Securities Exchange;
 - (5) has received formal recognition from government for services to the community;
 - (6) is an individual before whom a statutory declaration may be made; or

(7) is approved as a Responsible Person by the Commissioner.

This is further explained:

“persons who are considered to have a degree of responsibility to the community as a whole include: church authorities, school principals, judges, clergymen, solicitors, doctors, and other professional persons, mayors, councillors, town clerks and members of parliament. Generally, persons who are acceptable as having a degree of responsibility to the community as a whole are known to a broad section of the community because they perform a public function or they belong to a professional body (such as the Institute of Chartered Accountants, State Law Societies and Medical Registration Boards) which has a professional code of ethics and rules of conduct. Other persons who are acceptable are appointees of a Chief Justice of the Supreme Court. Persons who have received formal recognition from the Government for their services to the community (for example, an Order of Australia award) will also be considered to have the requisite degree of responsibility.”

Also the people on the following list are responsible persons:

<http://www.ag.gov.au/Publications/Pages/Statutorydeclarationsignatorylist.aspx>

- (d) not have been convicted of fraud; and
- (e) not have been bankrupt.

10.3 Selection and Appointment of Board members

- (a) Board members will be selected for their individual skills, experience and expertise which they can bring to the Board, and their suitability.
- (b) The Board will review the nomination of a potential Board member candidate.
- (c) Factors to be considered when reviewing a potential candidate include, without limitation:
 - (1) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
 - (2) whether the candidate is a Responsible Person;
 - (3) the capability of the candidate to devote necessary time and commitment to the role;
 - (4) potential conflicts of interest; and
 - (5) the suitability requirements in this Board charter.

10.4 Retirement, term or re-appointment

- (a) Board members should review their appointment after 3 years with the assistance of the Chair to ensure they are still adding value to the Board, and if so, put themselves forward to the Board for re-appointment.
- (b) There is a maximum term of 9 years, unless the Board otherwise decides for a particular Board member, and in each case, this must be reviewed each year.
- (c) The Secretary will keep a schedule of appointments and re-appointments and at each meeting approving the end of years accounts, note the period of service of each Board member to determine if any Board member is up for review.

11 Board review

The Board will annually consider the following to ensure the role of the Board can be carried out:

- (a) the size and composition of the Board;
- (b) whether the majority are Responsible Persons;
- (c) the Board succession plan;
- (d) the necessary and desirable competencies and skills of the Board members;
- (e) the number and type of sub-committees and their size and composition;
- (f) the appointment of Board members and consideration of candidates for appointment to the Board;
- (g) the performance evaluation of the Board, Board committees and individual Board members, and the development and implementation of plans for identifying, assessing and enhancing Board member competencies;
- (h) the suitability of Board members, including satisfying itself that the Board members:
 - (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
 - (2) are not disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months; and
- (i) any amendments required to this Board Charter.

12 Roles of Chair and Secretary

12.1 Role of the Chair

- (a) The Board will appoint one of its members to be Chair each year.
- (b) The role of the Chair includes:
 - (1) setting the board meeting agendas;
 - (2) leading board meetings and ensuring the minutes correctly reflect the meetings;
 - (3) providing leadership and promoting cohesive, effective teamwork by the Board;
 - (4) ensuring the Board is meeting its functions, duties and responsibilities;
 - (5) ensuring proper Board delegations, reporting and monitoring systems;
 - (6) reviewing the composition and effective working of the Board;
- (c) When the Chair is unable to attend a Board meeting, then those Board members present will elect a Chair for that meeting in accordance with the Constitution clause 13.11.

12.2 Role of the Secretary

- (a) The Board will appoint at least one Secretary.
- (b) The Secretary is accountable to the Board.
- (c) The Secretary is responsible for carrying out the administrative functions of the Board, coordinating all Board business and assist in ensuring compliance.
- (d) The role of the Secretary includes:
 - (1) preparing, compiling and distributing agendas and Board papers;
 - (2) maintaining minutes of Board meetings and following-up on action items;
 - (3) ensuring the necessary paper-work and resolutions are effective for change in the composition of the Board, change to auditors and any changes required to be submitted to the members;
 - (4) maintaining member registers or other registers as required;
 - (5) communication with regulatory bodies and all statutory, financial and other necessary filing;
 - (6) ensuring compliance with legislation and reporting requirements, as applicable; and
 - (7) undertaking any other roles clearly delegated to the Secretary or required by the Board.

Attachment 1

Mumbulla Foundation

Board Members' acknowledgment of Board Charter

I **[insert name]** Board member of Mumbulla Foundation have read the Board Charter of Mumbulla Foundation adopted by the Board on **[insert date]**.

I am aware that I am subject to the requirements and duties as a Board Member at law and those set out in the Board Charter. I will comply with these requirements and duties.

I will resign as a Board member of Mumbulla Foundation if I have been:

- (a) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
- (b) disqualified by the ACNC Commissioner.

Signed by

sign here



print name

date

in the presence of

sign here



Witness

print name

date

Conflict of interest – code of conduct

High standards

Mumbulla Foundation wishes to adopt a high standard of conduct to ensure all perceived, actual and potential conflicts of interest are disclosed. This will avoid not only real conflicts of interest affecting the responsible decision making of the Board but also avoid any perception of conflicts of interest in relation to the decision making.

What is a conflict of interest for this policy?

A conflict of interest exists where loyalties of Board members are divided. If a Board member's interests or other duties may affect his or her decision making or may be seen to possibly affect his or her decision making as a Board member of the company, or may be affected by a decision of the company, then this interest is covered in this code of conduct.

Conflicts of interest cover any real or sensible conflicts the Board members may have with other duties owed, such as being a Board member or trustee of another company or trust, and conflicts with a personal interest, such as the interests of an associate or relative. For example, offering the services to the company of a business the Board member or family member is involved in.

Board members representing a stakeholder group, e.g. users of the services of the company or trust, must ensure that they are acting in the interests of the purposes of the company and not just in the interests of the stakeholder group.

The conflicting interest may arise as a result of the Board member's employment, consultancy or personal interests, often, but not limited to, financial investment.

A Board member can have a potential conflict of interest if any decision they make as a Board member may provide an improper gain or benefit to themselves or an associate.

Board members perform their functions subject to many influences and loyalties but this conflict of interest code of conduct applies to those types of interests and duties which have the possibility or the perception that they could influence the Board members when making judgements relating to the company.

The issue normally arises only in relation to pecuniary interest but it does extend to all influences, loyalties, interest or duties which may affect or be seen as likely to affect the Board member in his or her decision making for the company.

What must a director do?

(a) Disclosure

- (1) Board members must disclose to the Board, through the Secretary their employment, their connection to any stakeholder group and other Board memberships, as well as any actual potential or perceived conflict of interest.
- (2) The company secretary will keep a list of disclosures to be provided to any Board member on request and to new Board members for their information.
- (3) Board members must disclose any actual, potential or perceived conflicts of interest to the Chair prior to a Board meeting where the conflict may

be relevant or to the Board members at a Board meeting prior to discussions.

- (4) Board members must ensure any change in circumstances relevant to the disclosure of interest is advised to the Chair, Secretary or all Board members at a Board meeting considering a matter that gives rise to or may give rise to that Board member having an actual, potential or perceived conflict of interest.
- (5) If the Board member wishes to keep the matter giving rise to the possible conflict confidential he or she may just advise Board members that he or she has a conflict with the matter under discussion and that the protocol will apply.

(b) Protocol

If there is a conflict of interest, or the Board members or Chair have decided there is sufficient potential for a perceived or actual material conflict to arise so as to apply the protocol, then the Board member:

- (1) will not receive the papers on the matter, but will be advised that certain papers have been excluded;
- (2) cannot be present (by phone or in person) when the matter is considered unless permitted by law and the other Board members resolve that the Board member in question can stay; and
- (3) cannot vote on the matter.

(c) Open discussion

- (1) When any matter is being discussed at Board level, any Board member may query another Board member as to whether they consider they have a possible conflict of interest with the matter under discussion.
- (2) This matter should then be discussed and considered by the Board and if the Board (other than the Board member who is being queried) considers that there may be a possibility of a perceived or actual material conflict of interest, then disclosure must be made and the protocol must apply.
- (3) If a Board member is uncertain as to whether he or she has or may have a perceived or actual material conflict of interest, he or she must disclose this at the Board meeting discussing the matter or with the Chair.

(d) Records

Any discussions, disclosures, resolutions and the application of the protocol relating to a conflict of interest should be recorded in the Board member's minutes.

(e) Confidentiality

- (1) Board members must remember that board papers and matters discussed at board meetings are confidential as each Board member has a duty to maintain the confidentiality of information he or she learns by virtue of his or her position as Board member.
- (2) If there is a need or desire by a Board member to disclose or report on resolutions or matters discussed at board meetings, or information gained as a result of the being a Board member, to third parties, then the disclosure or reporting can only be made with the consent of the Board members at the meeting or by the Chair.

(f) Chair's role

- (1) The Chair will be available to discuss with any Board member the application of this procedure to particular circumstances and provide guidance as to whether he or she should be making a disclosure or whether the protocol should apply.

The Chair shall also seek to remind the Board members from time to time of their obligations and commitments under this policy and this policy will be given to any new Board members.

Attachment 3

Decision checklist

- Is the proposal for in furtherance of the community foundation's or trust's purposes and is the reason for the proposal for a proper purpose?
- Do you or any other Board members have a conflict of interest or perceived conflict of interest related to the proposal?
- Does the proposal comply with the Constitution or the trust deed, as appropriate and the not-for-profit nature?
- Does the proposal comply with the tax status of the relevant entity and the requirements relevant to that status?
- Is the proposal consistent with the strategic plan and any policies (e.g. investment, grant making, fund raising) and within the budget?
- Does the Board have authority to make the decision or should it be referred to the members?
- Does the decision comply with applicable laws, eg. fund raising, local government approvals, copyright, privacy, OH&S, etc.?
- Are the risks adequately identified and considered, eg. financial, reputational, personal injury, property damage?
- Have you considered the effect on all the stakeholders eg. clients, funders, donors, local community, members, employees, volunteers, public?
- Is the proposal in the best interests of the charity as a whole, i.e. you are not favouring any one group of stakeholders over another?
- If there is a chance things could go wrong, is there a plan to reduce the effects of things going wrong?
- Does the Board need to amend or develop any budgets or policies with respect to the proposal?
- Is there a plan to communicate the outcome of this proposal to any stakeholders (members, government agencies, communities, media. etc.)?
- Does the proposal contain a system for monitoring how the decision will be actioned and/or the impact of the decision?
- If the proposal is controversial, do you have more than one source of information and/or a source of independent advice?
- Are you satisfied that you have been fully informed on the topic?

Would your common sense lead you to accept or reject this proposal?