



Executive Committee Charter

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Purpose

The purpose of the Charter is to define the rights and responsibilities of the NEMBC Inc Ltd, EC and the EC Members to assist them in fulfilling their duties and obligations. The EC is bound by the Rules and policies of the organisation as well as this charter. Readers should bear in mind that other documents as referred to in this Charter may need to be read in conjunction with this Charter in order to gain a full understanding of EC and EC Members' rights and responsibilities.

1. Application

The Charter applies to each successive EC as a collective body and to EC Members for the course of their term, unless stated otherwise. EC members are nominated and elected by the membership. EC Members serve for a 2 year term and may re-nominate for a further term (Rule 10). The President may serve no more than three successive terms (rule 10.10).

2. Sources of Power & Responsibility

The EC and EC Members are empowered and held responsible through the Associations Incorporation Act 1991 (ACT), common law, NEMBC's Rules and EC Policies, such as this Charter. A summary of the sources of power and responsibilities of the EC and EC Members are set out in Schedule 1.

3. The Executive Committee

Governance defined – the role of the Executive Committee

The exercise of leadership through the establishment and monitoring of necessary controls and strategic direction setting so that the organisation is equipped to respond to the changing circumstances and situations in the external and internal environments in order to meet the expectations and demands of Members and other key stakeholders.

In summary the **Executive Committee (EC)**:

1. Provides leadership to the organisation ensuring that it achieves continuing prosperity in the best interests of the organisation and its stakeholders.
2. Ensures an appropriate mix of directors whether through interaction with owners/key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals.
3. Establishes the organisation's purpose, values and strategies.
4. Determines the appropriate culture for the organisation and models behaviours that both reflect and promulgate the desired culture.

5. Employs the Executive and Policy Officer and monitors management and organisation performance against board-established criteria.
6. Identifies and monitors the management of corporate risks.
7. Ensures that the organisation complies with all internal and externally imposed compliance requirements.
8. Establishes and maintains an effective interrelationship with stakeholders.
9. Ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Executive Committee as required.

In brief, governance involves the Executive Committee in the process of ensuring that the NEMBC is well managed without the Executive Committee itself becoming involved in the operations except as required by its legislation or as a consequence of exceptional circumstances.

The EC will:

- 3.1 act to achieve the objects and purpose of NEMBC (as set out in Schedule 2); and
- 3.2 fulfil its fiduciary and corporate governance duties to the best of its abilities (as set out in the Governance Protocol in Schedule 5). Specifically under the following functions, the EC will maintain an effective:

EC Housekeeping

- 3.2.1 EC size and composition
- 3.2.2 EC renewal and EC Member selection process (see Schedule #).
- 3.2.3 EC Member induction process (see Schedule #).
- 3.2.4 EC structure and Committees (see Schedule #).
- 3.2.5 EC agenda and meetings.
- 3.2.6 EC decision making processes.
- 3.2.7 Process for recording decisions of the EC in plain English.
- 3.2.8 Annual EC Plan, priorities and calendar.
- 3.2.9 EC and EC Member assessment process (see Schedule #).

EC Decision Making

- 3.2.10 Internal and statutory audit process.
- 3.2.11 Vision, Mission and Goals of the NEMBC.
- 3.2.12 Strategic Plan for NEMBC.
- 3.2.13 Organisational Structure (see Schedule #).
- 3.2.14 Executive and Policy Officer selection and Executive and Policy Officer performance monitoring system (see Schedules # and #).

- 3.2.15 Executive and Policy Officer and management succession plan (Schedule #).
- 3.2.16 Risk management plan, including business continuity/disaster recovery plan.
- 3.2.17 System of accountability to members (see Schedule #).

EC Supervision

- 3.2.18 Delegations to management (Schedule #).
- 3.2.19 Organisational policy.
- 3.2.20 Performance management and reporting framework (see Schedule #).

EC Advisory Role

- 3.2.21 Process for utilising the skills and networks of the EC Members to assist management.

3.3 To support the function of the EC, NEMBC will:

- 3.3.1 provide the necessary resources required by the EC to fulfil its function effectively, including a Secretariat;
- 3.3.2 provide information as requested by the EC to fulfil its functions; and
- 3.3.3 carry out the decisions and instructions of the EC.

4. Executive Committee Members

Code of Conduct

The NEMBC consists of a Board of Executive Committee members who are democratically elected by the members of the NEMBC in accordance with the Corporations Act and its Constitution and will fulfil the requirements of Executive Committee members as specified under the Corporations Act and the NEMBC Constitution.

Each member of the NEMBC Committees is expected to comply with the Code of Conduct as determined by the NEMBC.

Definition for Code of Conduct:

the NEMBC is its Executive Committee and Committees and the responsibility is of each committee member to govern and be guided by the '*Objects*' and mission of the NEMBC Constitution and the Incorporations ACT and regulations.

Code of Conduct

1. The Committee member should act honestly, in good faith and in the best interests of the Council as a whole.
2. The Committee member has a duty to use due care, diligence and skill in fulfilling the function of the office and exercising the powers attached to that office.
3. The Committee member should not take improper advantage of their position:
 - a) The Committee member should **use the powers** of the office for the proper purpose, and not make improper use of their position to gain, or attempt to gain, directly or indirectly, an advantage for themselves or any other person.
 - b) The Committee member should not make improper **use of information** acquired because of their position to gain, or attempt to gain, directly or indirectly, an advantage for themselves, or to cause damage to the Council as a whole.
 - c) The Committee member should disclose and appropriately manage all conflicts of interest that may arise.
4. The Committee member should recognize that their primary responsibility is the Council, but should, where appropriate, have regard for the interests of all stakeholders.
5. The Committee member should not take precedence of their personal concerns or interests over the interests of the Council.
6. The Committee member has an obligation to be impartial, in judgment and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Council.
7. Confidential information received by the Committee member in the course of the exercise of directional duties remains the property of the Council from which it was obtained and it is improper to disclose it, or to allow it to be disclosed, unless that disclosure has been authorized by that company/organization, or the person from whom the information is provided, or is required by law. The Committee member will agree to

abide by the NEMBC's Deed of Confidentiality Agreement – (see below.)

8. The Committee member should not engage in conduct likely to bring discredit upon the Council.
9. The Committee member should demonstrate leadership and stewardship to the organisation and its stakeholders, staff and members.
10. The Committee member should avoid conflict and if necessary seek to amicably resolve conflict quickly and in line with the Council's Conflict Resolution Policy.
11. The Committee member has an obligation, at all times, to comply with the spirit, as well as the letter, of the law, including all relevant legislation, Federal State or Local Laws and principles of this Code.
12. The Committee member will treat all people with courtesy and respect recognizing that there are legitimate differences in opinions, race, culture, religion, language, gender, age, and abilities.
These include:
 - a) Treating members of the NEMBC community with dignity and ensuring that neither offence nor embarrassment is caused;
 - b) Treating fellow Committee members with respect even when disagreeing with their views or decisions;
 - c) Treating Staff members with respect even when disagreeing with their views or decisions; and
 - d) Acting with courtesy towards the NEMBC community, fellow Committee members, Staff, and Members and avoiding intimidatory behaviour.
 - e) The Committee member should foster positive working relationships with other Committee members, Staff and members.
13. The Committee member is responsible; to make available adequate time to fulfil duties, and for preparation and participation in the discussion and deliberations of the Council.
14. The Committee member should respect accountability and commit to delivering results and meeting deadlines.
15. The Committee member should promote the Council as a whole, its services and membership through community networking.
16. The Committee member should be willing to reflect on, or appraise and improve their performance as a Committee member, and to undertake directors training if necessary.
17. The Committee member should serve on at least one sub-committee and actively participate in that committee.

EC Members will

18. Publicly act in solidarity with decisions made by the EC.
19. Disclose and appropriately manage conflicts of interest as set out in the Conflicts of Interest Policy (Schedule 8).
20. Reflect on and improve their performance as an EC Member and be willing to undertake training.

21. Make available adequate time to fulfil their duties, including attendance at no less than 75% of NEMBC EC meetings.

EC Members will not:

22. Personally benefit at the expense of NEMBC or give the appearance of doing so;
23. Give precedence to their personal concerns or interests over the interests of NEMBC.
24. Exercise powers of the EC individually without the approval of (delegation by) the EC.

18 Alteration & Application

The Charter and its Schedules may be changed by the EC by consensus or an absolute majority of the EC. The Charter will be reviewed by the EC at least once every three years.

The Secretary, President (or President's delegate) can make changes without EC approval to the Schedules of the Charter for purely administrative purposes. For example, to update dates, changes in the corporate structure or names or changes in cross references to legalisation, NEMBC policy or other documents.

19 Publication

A copy of the Charter will be provided to each EC Member and potential EC Members and available to any member or officer of NEMBC on request.

1. Make available on website.
2. Advertise/promote to EC candidates with AGM notice.
3. Have candidates agree to abide by Charter and Rules on nomination.
4. Chairperson of meeting to enforce the Charter as it relates to meetings. President in relation to all other aspects of the Charter.
5. Use simple and plain language.

20 Definitions

EC means the ECs of The NEMBC Inc.

President means the person who is elected to chair the EC whether male or female.

Company means The NEMBC Inc.

EC Member means an EC Member as defined in the Associations Incorporation Act 1991 (ACT) (**the Act**).

Reports means all papers, records and reports provided to or kept by the EC whether electronically or in hard copy, including but not confined to papers circulated to the EC in

anticipation of and tabled at EC Meetings, Minutes of EC Meetings, papers circulated to a EC Committee in anticipation of and tabled at Committee Meetings; Minutes of Committee Meetings; and documents referred to in such papers.

21 Commencement and Alteration

This Charter was approved by the EC on 24 February 2012. The main Charter was reviewed or amended as follows:

Date	Alteration/Review
25-26 August 2012	Introduction; Code of Conduct and Schedules 1; 6 and 7.

Schedules to the Charter were approved or altered as indicated in each Schedule.

Schedule 1 – Purpose of the NEMBC

PURPOSE OF THE NEMBC			
Related Documents:	1. Constitution 2. Strategic Plan (website)	Function:	Decision Making
Approved/Reviewed		Sub-Function:	Performance

The role of the NEMBC is to:

- Advocate for and support ethnic and multicultural community broadcasting
- Be a voice for multiculturalism in Australia
- Maintain and connect people with their ancestry, language and culture
- Counter racism in Australian society
- Contribute to media diversity in Australia
- Operate with integrity and in a manner that is ethical, professional, responsive and self-reliant

Schedule 2 – NEMBC Structure

Promises

To protect and promote multiculturalism (including the preservation of language and culture through community ethnic broadcasting by:

1. Advocating for community ethnic broadcasting for:
 - a. funding and distribution of funding.
 - b. quality standards to:
 - i. to broadcast.
 - ii. to train in broadcasting.
 - iii. to empower to broadcast.
 - c. community awareness of ethnic C.B.
 - d. public policy related to ethnic C.B.
2. Facilitate networking and sharing of resources by members and leverage the network to:
 - a. achieve greater funding.
 - b. provide a platform for the fast and effective broadcasting of important government information.
 - c. resource and information sharing.
3. Providing services to members including:
 - a. education and training.
 - b. complimentary and national program content.
 - c. capacity building.
 - d. broadcasting related advice.
 - e. in priority areas e.g. women, youth, new emerging communities.

Schedule 3 – EC Values and Behaviours

1. Respect.
2. Transparency.
3. Trust.
4. Professionalism.
5. Best interests of NEMBC.
6. Progressive.
7. Support EC decisions externally.
8. Confidentiality – externally unless agreed.
9. Listen.

Actively striving for an ideal organisational culture of:

1. Attentive.
2. Responsive.
3. Transparent.
4. Equitable.
5. Objective/impartial.
6. Collaborative.
7. Strength of convictions.
8. Clarity.
9. Diversity.

Schedule 4 – Meeting Rules

1. Listening.
 2. Valuing of other's opinions.
 3. Respect.
 4. Don't interrupt.
 5. Come to the table with an open mind.
 6. Chairperson to manage the order of meeting. Define the limits for agenda items and speaking time. Prioritise issues for discussion.
 7. Focus on the issue not the person – don't allow emotions to rule.
 8. Decision making items to be tabled with information in advance of the meeting.
 9. Maximise EC discussion time; ensure reports are succinct.
 10. Don't interrupt reports; wait until end to start discussing.
 11. Prepare properly for meetings – read reports.
 12. Agree to the 'Roles and Behaviours' at meeting
-

Schedule 5 - Governance Protocol

Under the Rules the powers of EC Members are defined in, which broadly provide that:

- The business of the NEMBC shall be managed by the EC Members, who may exercise all such powers of NEMBC as are not, by the Act or by the Rules to be exercised by NEMBC in general meeting
- The EC may delegate any of its powers except those functions imposed by law.
- The EC Members may entrust to and confer upon the Executive and Policy Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

Given these broad powers of the EC Members, the following Protocol defines the way in which the EC will, in principle, exercise that power and delegate to management - see Schedule 7.

The EC's focus is on the achievement of its strategic goals and developing and monitoring EC-level strategic policies rather than operational administration matters. To this end the EC will make clear the outcomes to be achieved and the necessary range of EC-level policies.

NEMBC Governance Protocol Overview



NEMBC EC Membership Protocol

Function	Table Description	
	EC	Secretariat
House Keeping	<p>Personnel</p> <ul style="list-style-type: none"> • Conduct EC Member induction. • Appoint third party advisers. <p>Operations</p> <ul style="list-style-type: none"> • Ensure effective EC processes – committees, calendar, agenda, meetings, decision making. • Ensure EC Members role and responsibilities are clear. • Set code of conduct and EC culture • Establish EC Charter and Policies incl. conflicts of interest policy. <p>Finance</p> <ul style="list-style-type: none"> • Set and review EC budget. 	<p>Personnel</p> <ul style="list-style-type: none"> • Contribute to EC Member induction. • Manage (selected) third party providers e.g. advisers. <p>Finance</p> <ul style="list-style-type: none"> • Pay EC Member travel and approved expenses as determined by the EC. <p>Legalities</p> <ul style="list-style-type: none"> • Provide updates on changes to Government requirements. • Notify of any correspondence from Government-related to governance matters.
Decision Making	<p>Members</p> <ul style="list-style-type: none"> • Manage member relations. <p>Conformance</p> <ul style="list-style-type: none"> • Remain solvent; keep full and accurate accounting records. • Conduct statutory audit. • Other Government controls. <p>Performance <u>Executive and Policy Officer</u></p> <ul style="list-style-type: none"> • Appoint, monitor, evaluate, support and plan succession of Executive and Policy Officer. • Establish an EPO Performance Management 	<p>Members</p> <ul style="list-style-type: none"> • Assist in member relations. • Assist in preparing annual report and AGM. • Document preparation and lodgement <p>Conformance</p> <ul style="list-style-type: none"> • Financial Reporting. • Cooperate with auditors. • Monitor changes to requirements. <p>Performance <u>Executive and Policy Officer</u></p> <ul style="list-style-type: none"> • Input into and agree on annual outcomes. • Reflect on own performance (self-assessment). • Model desired values and

Function	Table Description	
	EC	Secretariat
	<p>Policy including timetable.</p> <ul style="list-style-type: none"> • Establish and agree EPO outcomes for 12 months. • Review performance against outcomes every six months. • Address significant performance issues immediately. <p><u>Strategy</u></p> <ul style="list-style-type: none"> • Provide insight into views of the members on direction sector and government. • Set broad direction. • Suggest strategies and develop. • Approve strategies. • Approve public policy positions. <p><u>Risk</u></p> <ul style="list-style-type: none"> • Set risk appetite and approve risk plan. • Maintain NEMBC's reputation. • Identify relevant areas of government that can assist NEMBC members. • Advocate for increased funding. • Maintain relations with politicians. • Proactively establish and articulate priority public policy positions. • Approve budgets. • Approve financial management policy. • Oversee external audit. • Keep informed of legal changes. • Ensure all insurances are taken out. Ensure they are adequate and current including Contents, Public Liability, Assets, Directors and Officers, Travel, 	<p>behaviours and educate and communicate desired values to staff.</p> <ul style="list-style-type: none"> • Inform the EC for decision making. • Provide technical expert staff for external communication. <p><u>Strategy</u></p> <ul style="list-style-type: none"> • Provide insight into the member's sector and government's view on direction. • Develop and suggest IP strategies to fulfil direction. • Suggest and develop public policy positions. <p><u>Risk</u></p> <ul style="list-style-type: none"> • Leverage political networks. • Maintain relations with ministerial staff. • Manage the administrative processes of lobbying. • Lobby and liaison (EPO). • Develop budget. • Develop procedures for financial policy. • Advise on legal changes. • Obtain quotes, check and process insurance policies. • Advise on insurances. • Implement membership strategies. • Keep members informed. • Advise on member services. • Organise AGM logistics. • Develop risk policy. • Advise/recommend policies to facilitate responsiveness.

Function	Table Description	
	EC	Secretariat
	<p>Professional Indemnity, WorkCover.</p> <ul style="list-style-type: none"> • Articulate tangible member benefits. • Maintain a positive attitude about NEMBC. • Approve new member services holding effective AGMs and conference. • Approve risk policy. • Monitor risks. • Establish flexible policies and processes that allow the NEMBC to be responsive. <p>Staffing</p> <ul style="list-style-type: none"> • Appoint all staff. • Review EPO staff performance report and report to EC. • Set staff remuneration. <p>Culture</p> <ul style="list-style-type: none"> • Understand the members' issues and needs. • Establish policies and processes to embed the ideal culture. • Establish policy and framework for formal surveying of members/sector. • Establish public policy positions. • Establish new member services. • Establish EC sub-committees to be responsive. • Actively and clearly respond to AGM motions. • Seek feedback from stakeholders on staff performance. 	<p>Staffing</p> <ul style="list-style-type: none"> • Manage staff appointment process. • Review staff performance and report to EC (Staffing Committee). • Advise on remuneration. <p>Culture</p> <ul style="list-style-type: none"> • Understand members' issues and needs. • Conduct formal surveying of members/sector. • Advise and develop policy. • Collect and manage knowledge on member feedback. • Advise and develop new member services. • Support sub-committees. • Support response to AGM motions. • Report on staffing issues. • Model desired cultures behaviours.

Function	Table Description	
	EC	Secretariat
	<ul style="list-style-type: none"> • Model desired cultures/behaviours. <p>EC Operations</p> <ul style="list-style-type: none"> • Establish a Board Charter. • Establish policy and process and timing to assess EC performance, including meeting performance against agreed standards: <ul style="list-style-type: none"> ○ Charter. ○ EC Plan. • Develop and review EC Annual Plan. • Propose new Government initiatives to AGM. • Develop a policy and process on selection criteria for EC candidates. • Review and recommend to AGM EC voting rules and procedures. • Develop criteria and process for appointment of officeholders. • Meet compliance regulating/legislative requirements (officeholders). • Ensure minutes and record keeping occurs (Secretary). • Establish and review sub-committee charters (role, composition, reporting arrangements, term of existence). 	<p>EC Operations</p> <ul style="list-style-type: none"> • Advise and develop Board Charter. • Provide view on EC performance. • Advise and develop selection criteria. • Advise and develop recommendations of EC voting methods. • Support officeholder appointment process. • Support regulatory/legislative requirements. • Support minute taking and record keeping. • Advise/develop sub-committee charters. • Support sub-committee operations.

Schedule 6 – Confidentiality Policy

Deed of Confidentiality

Confidentiality is an essential component of being a Committee member on the NEMBC.

Committee members are provided with and have access to detailed information regarding staff, members, stakeholders and the services of the NEMBC. The confidential information may be in the form of a written document, electronic data or verbal information.

The NEMBC requires all Committee members to maintain strict confidentiality and to use information only for the purpose for which it was obtained. It is important to remember that a Committee member duty in relation to this information continues beyond serving their term in the Council.

I am aware that as a Committee member of the NEMBC, I have access to and will be using Confidential Information. I agree that at all times I will:

- Keep the confidential information secret and preserve its confidential nature and will not use the Confidential Information for any purpose other than the activities of the Council.
- Unless required by law, not disclose or permit the disclosure of the confidential information to any person other than the current Committee members and only to the extent they need to know the information for the purpose of the Council activities;
- Protect the confidential information against unauthorised access, use and disclosure of the information, and comply with any direction from the NEMBC in relation to the protection of information; and
- Return to the NEMBC or, with permission of the NEMBC, destroy any documents (printed and electronic) containing confidential information after completion of the activity to which the information relates.

I agree that my obligation to maintain the confidentiality continues after I cease being a member of the Council.

Name:

Position on Committee:

Signature:

Date:

Witness

Name:

Signature:

Date:

Schedule 7 – Delegation Policy

Delegation to the Executive and Policy Officer

INTRODUCTION

The aim of delegation is: to be more *efficient* by minimizing the processes and structures (such as approvals, requests, emails and permission that is needed to take actions) and for the organization to be more outcome focused and not process driven.

The purpose of the delegation is to minimise work for Committees and Officers and puts trust in the employment and skills of the Executive and Policy Officer to perform duties. This will in effect speed decision making and allow the organization to function more efficiently without the different levels of approval.

Delegation is when the Executive Committee gives a direction to the Executive and Policy Officer to perform operational work from a governance perspective. It is not just a task or a job but is a number of processes, such as Ethnic Broadcaster and the EPO is responsible for all the decisions in regards to the publishing of the Ethnic Broadcaster. The Executive Committee may ask for a strategic outline of how these goals are achieved. The Executive and Policy Officer reports to the EC on the outcome and expenditure. Approval is not needed once the area of work and budget has been delegated.

The areas of delegation are:

1. Ethnic Broadcaster

There is already a strategic plan in place that includes: roles, timeline, editorial structures, meetings, call out for articles—planned by the Secretariat. The EPO would be coordinator Chief Editor, AO would be Editor, Communications and Membership Officer covers members and the Project Officer covers Youth and Women's and Executive Officer come in as 'back-stoppers'. The EPO would request articles from the Executive Committee when call outs are made and the deadline mentioned for articles.

2. Annual National Conference – joint responsibility with host.

The Conference Sub-Committee is a hybrid between a Sub-committee and a Management Workgroup. The EPO is responsible for all the operations organised by the Secretariat as explained in the Conference Roles and Responsibilities. Closer to the conference in the months leading up to the conference the EPO has coordination responsibility and to liaise with the host or the Treasurer. Trouble shooting and last minute decisions will need to be made by the EPO.

This area of delegation can be developed together with the Roles and Responsibilities of the Conference organising policy.

3. Youth Conference and Forums

Action: For the EPO to work with the Project Officer (PO) and Youth Convener on similar strategic and operation plan as the National Conference.

4. Correspondence:

The President would sign letters addressed to the Presidents and **high level letters of governance issues**, letters such as: serious letters of complaint, letter to Ministers, Premiers, federal or state politicians and other Presidents.

The EPO is delegated to sign lower level **letters** such as: letters addressed to the EPO, Committees, other managers or executive directors, government departments.....

To be clarified over time...

5. Operational Matters:

The Executive Committee delegates to the EPO responsibility for implementation of its plans, policies and strategic direction. In performing operations the EPO is guided by: his job description, the strategic plan, the goals and policies of the organization and the actions or policies from Executive Committee meetings.

- The Executive Committee acting as a body is the instrument to instruct the EPO. Typically all instruction to the EPO will be as based on policy and the NEMBC's strategic plan.
- The EPO is the linkage and point of accountability between the Executive Committee and the operational organisation.
- The Executive Committee will make clear to the EPO any limitations or limits it chooses to place on his or her freedom to take actions or make decisions that the Executive Committee deems to be unacceptable within the delegation, allowing the EPO any reasonable interpretation of policies.
- Provided that the EPO achieves the outcomes sought by the Executive Committee and does so in a manner consistent with the Executive Committee policies and NEMBC's values, the Executive Committee will respect and support the EPO's choice of actions.
- As long as the EPO applies any reasonable interpretation of the Executive Committee policies, i.e. does not set out to defeat the stated intent or the spirit of the policies, he/she is authorised to establish all operational policies, make operational decisions and design and implement and manage all operational practices and activities.
- The EPO chooses the priorities in which he/she has to work, the President may request certain issues to be addressed based on deadlines but the EPO makes the decision on his/her priorities, after consultation with the President.
- Individual committee members, advisors HED or Officers may not interfere with the operational priorities set by the EPO.
- The EPO is in charge of any management workgroups that are associated with coordination or operational tasks.

6. Partnerships:

The EPO will be able to establish partnerships with organisations once a Committee has given a direction or a funding application has been successful.

7. Projects: The EPO can develop project ideas. Projects are approved by the Executive Committee.

- Once a project has been established and funds are designated the EPO manages and supervises the projects of staff, troubleshoots, makes agreements, adjust project

activities and budget items – but always works within the project budget. The EPO reports to the EC at the end of the project and gives updates in his monthly report.

8. Staffing

The EPO is responsible for the employment process, management and performance evaluation of all staff employed/contracted to the organisation.

EPO deals with all HR matters and reports/responds to the Staffing Committee.

EPO deals with HR Matters include TIL, Overtime, timesheets, work appraisals, and other operational matters in this area.

Any Executive Committee member may not 'instruct' staff directly but will communicate through the EPO, unless under certain circumstances such as: 'higher duties' or where policies exist such as the AO dealing with financial administration and booking flight.

9. Reporting and Submissions

The President would sign reports, acquittals or grants of a **high level nature** such as: the associations Sector Submission, the FSG submission to government, final Acquittal to the CBF.....

The EPO is delegated to sign reports, acquittals or grants of a lower level, such as: Progress reports, reports and acquittals of a smaller financial nature (\$50,000),

To be clarified further over time between the President and the EPO.

10. Networking and Liaising Activities (within budget)

The EPO represents the NEMBC taking into account he has been employed to, as stated in the job description: "Liaise with relevant ministers, government departments, authorities and agencies, etc" ...and "Promote the NEMBC" . The EPO has been employed to maintain and raise the profile of the NEMBC, in order to do this the EPO needs to attend meetings, conferences, forums and making decision on staff networking.

The NEMBC staff are employed for liaising and networking roles and the EPO needs to be able to make decisions about the networking. Staff job descriptions state: The Project Officer has a significant number of liaising and networking portfolio's, including: developing relationships with youth, women and new emerging community's broadcasters and organisations; working within the sector and with stations, and; networking in rural areas. The CMO has similar roles in networking and developing relationships with members, stations and travel to regions and states.

EPO will decide on liaison activities and networking based on the budget that is approved by the Executive Committee. Anything extraordinary or over budget would need Officers or EC approval.

9. Financial

The EPO prepares and oversees budgets and finances and the EPO can spend on line items as long as it is within the Budget and is responsible for the following:

- 1) Spend according to the Budget line items.
- 2) Makes and approves decisions on payments
- 3) Spends the Capital Expenditure in the Budget.
- 4) Ensure Production of set of accounts for the Audit, in conjunction with Bookkeeper
- 5) Works and communicates with the auditor.
- 6) Responsible to received and Responding to auditors management and governance letter.
- 7) Decides on short term investments.
- 8) Prepares NEMBC Annual Budget (linkage reference to PPM page)
- 9) Prepares CBF Sector Submission budget (linkage reference to PPM page)
- 10) Manages and cash's petty cash Impress account.
- 11) Manages and Safeguards the Assets.
- 12) Prepares the Annual Return and lodges on behalf of the Public Officer.
- 13) Visa Card spending as PPM point 10. Credit Card usage.
- 14) Signs off on Project Submissions and Acquittals of a low level nature.
- 15) Decides on employment of temps and contractors. Temps need to provide ABN Number or sign a Tax free declaration. Contractors need to provide fee for service

Delegation to the Administration Officer AO.

The following is a proposed protocol to follow to be adopted as policy the NEMBC.

Rationale: Following the EPO's work Appraisal — the need to delegate—and the meeting with the Treasurer and Auditor: the EPO will delegate more authority to the Administration Officer, in the following way.

This protocol process is to relieve the EPO of minor tasks so that he can concentrate on higher level management issues. This protocol is to also make sure the committee members know where to direct their questions, primarily to the AO and not the EPO. Operational questions should not be asked of the Treasurer. The Treasurer role is one of governance: ensuring and overseeing the financial process.

The areas of delegation are:

1. The Admin Officer is in charge of certifying that all 'Goods and Services' are in order. This means that the AO is the first point of call for all —low or first level operational finances —account enquiries, including: suppliers, invoices, and payment.

All payment enquiries go first to the Administration Officer to resolve. The Administration Officer will communicate to Committee members and receivers about payments, thus relieving the EPO of this first level of operational tasks. The EPO will do spot checks but in general will become a second signature of approval. Please refer to the new stamp.

On important issues the AO will communicate with the EPO, especially in referring to further discussion to resolve accounts. If the issue cannot be resolved at an operational level the Secretariat through the EPO or the AO will communicate with the Treasurer, or the President and the Officers; the type of communication will depend on the severity of the issue.

Limits on the Administration Officer are: Management of High level of finances including oversee operational finances, Budget, Audit and Regularity Compliance.

10. Media Representation, Liaison, Briefing and Contacts

The President is the main spokesperson and should be informed prior to the event of any media activities. In some cases there may not be enough time to inform the President but efforts should be made to contact the President prior to a media release, statement or interview with the media.

The EPO can speak to the media to brief them, if the President is not available or the occasion warrants such as the media needs an immediate response. The EPO is mentioned on media releases and can direct reporters and provide operational information and details.

If the EPO has specialised knowledge on certain areas and has certain information he can speak to the media.

Distribution of Media Releases: The EPO through the Secretariat distributes media releases based on input from relevant Committee members or input and the need to respond to news.

11. Policy Development

Governance is different from Management

Whereas the Board sets governance-level policies and establishes the strategic direction including the development of the organisation purpose, values and the organisation-wide goals and objectives, the EPO designs and manages the day-to-day operational processes. The EPO is thus the agent of the Executive Committee. The Executive Committee is responsible for determining organisational 'Ends' or outcomes and the Executive and Policy Officer's role to design the "Means' or methods to achieve those ends.

Two levels of organisational policy

- (a) Governance-level policy. Policies at this level are developed and adopted by the Board and relate to high-level, organisation-wide matters. These include policies in respect of the Board's operating processes and duties, and its delegation to the Executive and Policy Officer for the organisation's day-to-day management. These policies are a reflection of the Board's desire to meet its duty of care under law and its moral responsibility to provide good governance on behalf of all interested parties.
- (b) Management-level policy. These are developed by the Executive and Policy Officer and relate to the operational management of the organisation. The Executive Committee is not required to approve policies at this level. Management-level policies flow logically from the governance policies. The EPO Job Description states 'Develops policy and programs for community ethnic broadcasters' and 'Provides ongoing advice to the NEMBC Executive on policy issues'.

Policies for the Association are made in a variety of ways including the EPO's advice, from individual Executive Committee members or from Youth and Women and New Emerging issues and from Standing or Sub-Committees. Lobby and campaign material and submissions to government are important advocacy policies. Policies are approved by the Executive Committee.

The EPO develops policy for the Association in the following ways:

- Writes and develops policy and presents to the Executive Committee
- Provides advice to the Executive Committee
- Attends Sub-Committee meetings
- Attends Officers Meetings

- Drafts policies after committee meetings
- Develop and write submissions
- Develops and writes lobby and campaign material

Schedule 8 – Conflicts of Interest Policy

Internal Dispute Avoidance and Conflict Resolution

This general dispute and conflict resolution procedure is developed to refer to a number of circumstances and reporting of the conflict would always go upwards. The circumstances that could arise are: a conflict between staff members and the staff would report to the EPO; a conflict between a staff and the EPO and the staff would report to the President; a conflict between the EPO and a Board members and the EPO would report to the President; a conflict between the EPO and the President and the EPO would report to the Officers; two board members and the report would go to the President; a board member and the President and a report would go to the Officers; The Parties will attempt to settle by negotiation any issue.

Procedure for dispute resolution:

Any internal dispute arising will be dealt with as follows:

- 1) First, the Party claiming that there is a dispute will inform the other Party, either in writing or in by conversation about the nature of the dispute;
- 2) Second, both Parties will try to resolve the dispute by direct discussion and negotiation;
- 3) Third, if it cannot be resolved by the Parties then the matter is referred upwards to persons who may have the authority to intervene and direct some form of resolution (see the upwards authority level above);
- 4) Fourth, if the matter cannot be resolved then an internal mediation process will be developed by the President and Officers. An internal dispute will be arranged within 20 calendar days from the sending of the notice that there is a dispute.
- 5) Fifth, the Parties have 14 calendar days from the mediation or some other form of dispute mechanism to reach a resolution or to agree that the dispute will go to external mediation;
- 6) If the dispute cannot be resolved internally than external mediation will be arranged within 14 calendar days;
- 7) If the external mediation does not occur, or come with a resolution or an agreement then the Parties, lastly;
 - i) there is no resolution within 48 calendar days of the notice to the authority, or such extended time as the Parties may not agree in writing before the expiration of the 45 calendar days,
 - ii) then closure remains an option to either Party, or either Party to the dispute may commence legal proceedings.
- 8) Notwithstanding the existence of a dispute, each Party will continue to perform its obligations to the organisation under their prospective agreements.
- 9) This Procedure does not prevent a Party from applying to a court for urgent interlocutory relief in relation to a breach of this Agreement by the other Party.

NOTE: External intervention may result in costs for the organisation.