

G1. Role and responsibility of the Board

Policy

The Board is responsible for the overriding governance of the Association and exercising the authority granted and obligations contained in *the PCA Families Rules of Association* (the PCA Families Rules) and relevant legislation.

The Board is responsible for setting strategic directions, stakeholder engagement, approving organisational budgets, performance monitoring of the organisation and CEO, oversight, policy approval and application, risk and financial management. It is responsible for compliance with relevant legislation, regulations and other frameworks applying to the organisation, including the requirements of its funding agreements.

Objectives

- The Board is assisted in discharging its responsibilities by the CEO and formal committees, which provide assurance and assistance to the Chief Executive Officer (CEO) or equivalent in their areas of designated responsibility.
- All committees of the Board have formal terms of reference and operate within the governance structure of the organisation.
- Current committees of the Board are: Executive; Finance, Audit and Risk; and, Fundraising and Member Engagement.
- From time to time, the Board may establish time-limited working or reference groups responsible for undertaking tasks associated with the workload of the Board, outside of formal governance structures and responsibilities but accountable to the Board as their establishing body.
- The Board's Executive comprises the office-bearers of the Board and the CEO ex officio and has powers to carry out business as delegated to it by the Board between Board meetings.
- The Board is responsible for appointing a CEO or equivalent, who is responsible and accountable to the Board for the organisation's day to day management and operations and helps set strategic directions.
- The President is responsible for maintaining the relationship between the Board and the CEO and acting as key representative and spokesperson for the organisation in areas not otherwise delegated to the CEO or another member of the Board.
- The President chairs meetings of the Board and the Executive Committee and develops the agenda for meetings in liaison with the CEO.
- The President is responsible for counselling or taking disciplinary action against any Board member and or the CEO responsible for transgressing PCA Families policy or rules and will undertake this in consultation with the Board.
- The Treasurer is responsible for working with the Board and the CEO to develop and oversee the annual budget and ensure the financial sustainability of the organisation. The Treasurer and CEO prepare the financial reports required for monitoring and consideration by the Board.
- All Board members are appointed in their individual capacity and must conduct themselves ethically as well as in accordance with PCA Families' policies and rules. Board members must sign the Board Protocol upon or prior to their first meeting of the Board.

- All Board members are individually responsible for familiarising themselves and complying with their role and obligations as Board members under the PCA Families Rules and relevant legislation.
- The Board is responsible for its own performance and processes and formally assesses these on an annual basis, or more frequently if required.
- All new Board members will receive a formal induction to the Board, prior to attendance at their first meeting wherever practicable or as soon as possible thereafter.
- Whilst the Board will aim for consensus in decision-making, if a vote is required to be taken for any matter being considered by the Board and there is an equality of votes, then the President is entitled to an additional casting vote.

Scope

This policy applies to elected members of the Board in their collective responsibility as the Board. The roles and responsibilities of Board members who volunteer in the operational work of the organisation sit outside its scope and alternative accountabilities apply.

Appendix A – PCA Families Board Protocol

The Board Protocol attached at Appendix A is to be reviewed by all candidate Board Members and agreed by them on joining the Board that they will to adopt, and be bound by, the letter and spirit of the protocol.

Responsibilities

The President is responsible for ensuring compliance with the policy.

This policy should be read in conjunction with the *PCA Families Rules*, its Policies including the *Code of Conduct*.

Approvals and Revision

Date	Version	Responsible Officer	Revision Description
1/12/2012	1.00	President	New Policy
13/6/2017	2.00	President	Annual review
18/8/2020	3.00	President	Annual review
18/8/2022		President	Annual review

Policy G1 - Appendix A

The Permanent Care and Adoptive Families Board Protocol

The members of the Board of Permanent Care and Adoptive Families (PCA Families) agree to adopt, and be bound by the letter and spirit of the following protocol. Board members should also refer to the PCA Families Rules of Association, its Policies including the Code of Conduct policy and Delegations, and the Associations Incorporations Act (as amended from time to time) as required.

1. Recognition of Responsibility and Common Purpose

01. To act in good faith in the best interests of the organisation and for a proper purpose, and to ensure that it does not trade whilst insolvent or where the board members suspect it might be insolvent.
02. To exercise their powers and discharge their duties with care, diligence and in accordance with the organisation's Rules and with the Associations Incorporations Act (as amended from time to time). Board members must make themselves familiar with all of these.
03. These duties are owed to the organisation as a whole. No duty is owed by any Board member to any individual or group. It follows that Board members owe their obligations to PCA Families and not to any person or organisation who may have nominated them, or to any other individual or group.
04. The powers of the Board are to be exercised by the Board as a whole. Powers have not been delegated to any individual member. It follows that decisions must be made collectively and members are bound by the Board's decisions.
05. Unless individual Board members receive specific delegations from the Board, they must refrain from participating in the day-to-day management of the organisation, making representations or agreements on its behalf, or influencing management as individuals.
06. In relation to the President, the above duty is subject to protocols identified in documents relating to operational management of the organisation.
07. In the interests of harmony and effectiveness of the Board and the organisation, the Board members agree that they will conduct themselves with good will and in a harmonious manner. The importance of good teamwork is recognised and acknowledged.

2. What is Expected of Board members

01. The relationship between PCA Families and its Board members is founded on trust. The Board members recognise their duty of loyalty to PCA Families and the PCA Families Board. They agree that outside the boardroom they will support the letter and the spirit of Board decisions when in contact with other parties.
02. A Board member has a duty not to use information obtained as a board member for their own benefit or any person or of any persons linked to them. The Board agrees that information obtained because of Board membership is confidential to the organisation and should not be released except as decided by the Board as a whole or as required by law. Board agendas, papers, minutes, and discussions are confidential to the Board. The duty not to use or disclose

confidential Information continues following the cessation of a director's tenure on the Board. If a Board member acts in breach of this duty, the Board reserves its right to seek such legal or equitable relief as it thinks fit, including injunctive relief, to protect confidentiality.

03. No Board member should act in a way likely to bring discredit to the organisation.
04. Board members have a right and duty to consider properly all matters brought to the Board. It follows that their attendance at Board meetings is important and that apologies should be tendered only in unavoidable circumstances. When a Board member finds him or herself unable to attend a meeting, he or she will study the papers for the meeting and telephone the meeting Chairperson in advance to offer his or her advice on all important matters.
05. All Board members will give proper consideration to the Board papers and other relevant information before each Board meeting.
06. Board members have a right and a duty to raise matters of serious concern at Board meetings. In order that such matters can be discussed properly and in a respectful and collaborative manner it is important that management and other Board members be given time to consider them. It is good practice for a Board member with a serious concern to advise the meeting Chairperson in time for the matter to be added to the agenda.
07. Board members are expected to be frank and open in Board meetings and to question, request information, and raise issues. They recognise that where disagreements occur every effort should be made to resolve the issue in a respectful and collaborative manner and to avoid dissent. Board members have a right to resign, but if they choose to remain on the Board they are bound by the collective decisions of the Board and may be legally liable for them.
08. If a Board member resigns, he or she may state the basis for the disagreement but may not publicly rehearse the arguments of other Board members.
09. New Board members are expected to complete a program of induction. Governance training may be offered by the Board from time to time. In addition, all Board members are encouraged to undertake governance training and maintain relevant professional memberships to aid their understanding of contemporary governance.
10. All Board members are expected to keep themselves up to date with the affairs of the organisation and the Board.
11. Each Board member has an obligation to declare any interest, actual or potential as soon as he or she becomes aware of it. Board members agree to notify the meeting Chairperson of any interest as soon as they are aware of it (preferably prior to the meeting at which the issue is likely to be raised) and to withdraw from any discussions relating to or decisions on a material conflict of interest. The guidance of the Chairperson will normally be accepted on such matters. They include any interests which raise the possibility or the perception that they could influence the board member when making judgements relating to the organisation. This may include a financial interest. It also includes all influences, loyalties, interests, or duties which may affect or influence, or could be seen as likely to influence the decision making or actions of the individual in relation to the organisation.
12. Clause 65(3) of the PCA Families' Rules provides that the duty to withdraw from the discussion of and decision on any interest does not apply to a material personal interest that exists only because the member longs to a class of persons – permanent care and adoptive families - for whose benefit PCA Families was established; or that the member has in common with all, or a substantial proportion of, the members of PCA Families.

13. The effectiveness of the Board depends in part on the operation of its committees. Board members understand committee work can impose a considerable commitment and agree to fully participate in the organisation's governance and to share these responsibilities as equitably as possible.

3. Board members' Rights

01. So as to discharge their duties properly, Board members have a right to identify the information that they will need and to receive it in a timely way.
02. Individual Board members have a right to obtain information necessary for them to discharge their duties from executives employed in the organisation. It is recognised that questions and requests involving a substantial amount of work may disrupt management. The Board members agree that if a question to an executive cannot be answered without special work the relevant Board member(s) will put it in writing and direct it through the President.
03. Outside specialist advice obtained at the organisation's expense is advice to the Board as a whole. It should normally be arranged by the CEO at the request of the Board. In exceptional circumstances, if one or more Board members wish to obtain special advice the matter should be raised with the President. The President may exercise a discretion to arrange for the advice to be obtained or may refer the matter to the Board. If such advice is obtained it should be made available to the Board as a whole.

4. Board members' Benefits

01. Board members are not entitled to remuneration, however reasonable out of pocket expenses may be reimbursed by PCA Families. If the reimbursement is not an everyday expense, Board members are expected to seek pre-approval by the President. Reimbursement can only be made in line with the organisation's Delegations and on presentation of a receipt (except in exceptional circumstances), forwarded to the Treasurer or President for approval.

Name of Board member _____

Signature _____

Date: _____

G2. Code of Conduct

Policy

The Post Placement Support Service, now trading as Permanent Care and Adoptive Families (PCA Families), is committed to maintaining the highest ethical standards in all aspects of its business. All staff and volunteers are responsible for delivering on this commitment in all activities undertaken for or on behalf of PCA Families.

Objectives

- All information that is confidential or privileged will be managed appropriately and according to the relevant legislation, contracts and other requirements applying to PCA Families.
- Neither staff nor volunteers will disclose or make use of for their own purposes any confidential information received in the conduct of PCA Families business, unless required by law or agreed by PCA Families.
- No staff member or volunteer will advance their individual interests or receive individual benefit through decisions made on behalf of PCA Families.
- All staff and volunteers will undertake their work diligently and ethically and in the best interests of PCA Families.
- Where any staff member or other volunteer has an interest¹ in a proposed transaction with or decision by the organisation, s/he must make full disclosure of this interest and withdraw from participating in any decision relating to this interest.
- All staff and volunteers are bound by all approved PCA Families policies and procedures and obliged to familiarise themselves with these; including PCA Families Child Safe Policy & Procedures manual.
- The CEO is to be immediately notified of any possible or known breach of conduct.
- Any staff member or volunteer transgressing any PCA Families policy or rule as approved by the Board, and including members of the Board, may be subject to appropriate disciplinary action by the Chief Executive Officer or the President.
- PCA Families may end its association with any staff or volunteer who engages in serious misconduct; is negligent in the performance of their duties; or commits an act which brings PCA Families into disrepute.

As of January 2017, all staff and volunteers are required to sign and abide by PCA Families' "*Child Safe Code of Conduct*" in addition to G2: Code of Conduct.

Scope

This policy applies to all PCA Families staff and volunteers.

Board members are also obligated to comply with the *Board Protocol*. In the event of any conflict between the two, the provisions of the *Board Protocol* apply.

1. This section of the code of conduct applies to those types of interests which have the possibility or the perception that they could influence the staff or volunteer when making judgements relating to the organisation. The interest may arise in relation to a financial interest but it also includes all influences, loyalties, interest or duties which may affect or influence, or could be seen as likely to influencing the staff member or volunteer in his or her decision making or actions for the organisation.

Staff are also obligated to comply with provisions of their employment contract and the relevant industrial award. Volunteers are also obligated to comply with the provisions of their volunteer agreement. In the event of any conflict, the provisions of the award and the relevant employment contract will apply.

Responsibilities

The Chief Executive Officer is responsible for ensuring compliance with the policy for all staff and volunteers, excluding members of the Board. The President is responsible for ensuring compliance in relation to members of the Board, including where a Board member is acting as a PCA Families volunteer outside of their Board role.

Related policy

This policy should be read in conjunction with the *Privacy Policy*.

Name of Board member _____

Signature _____

Date: _____

Approvals and Revision

Date	Version	Responsible Officer	Revision Description
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5/12/2012	1.00	Chief Executive Officer	New Policy
5/1/2017 & 5/5/2019	2.00	Chief Executive Officer	Bi-Annual review
5/5/2021		Chief Executive Officer	Bi-Annual review