



**Motivation Australia  
Board Charter  
2021-2025**



# Motivation Australia Board Charter

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# 1. Introduction

## 1.1. About Motivation Australia

Motivation Australia is an Australian not-for-profit disability and development organisation. Its work is about creating positive and sustainable change for all people who require rehabilitation and assistive technology, recognising that this affects most people at some point in their lives. Motivation Australia recognises that rehabilitation and access to assistive technology is essential for realising rights under the Convention on the Rights of Persons with Disabilities, achieving the Sustainable Development Goals, and securing Universal Health Coverage.

Motivation Australia reviewed and revised its Rules of Association in late 2020 and early 2021. These rules provide the framework for Motivation Australia's governance; they are registered with the South Australian Office of Business and Consumer Affairs.

The Chief Executive Officer leads a committed team of personnel with a broad range of specialist skills. The Chief Executive Officer is accountable to, and reports to the Board of Governors on a regular basis. Consistent with the Rules of Association, the Board of Governors has ultimate responsibility for the fiduciary health and strategic positioning of Motivation Australia. Authority is delegated to the Chief Executive Officer for the strategic and day to day management of the organisation.

Motivation Australia has a clear vision and mission. The organisational culture focuses on human rights, responsiveness to service users' priorities, action for equitable, practical and sustainable outcomes and a sustained commitment to seek feedback, reflect and learn. Staff work well as a team, enjoy input from consultants and volunteers who add significant value to the work, and staff value their involvement in an organisation that we have all helped to grow.

Motivation Australia's vision is of a world where everyone's right to inclusion and participation is realised. Our mission is to enable people to stay healthy and access assistive technology from local services through trained personnel.



## 1.2. About the charter

This document, known as the Board Charter, establishes the responsibilities of Motivation Australia's Board of Governors; its function, mandate, relationships, operations, protocols and composition. This document complements and adds more detail to the Rules of Association.

Current and new members of the Board of Governors (known as governors) should read this charter in conjunction with the Rules of Association and the strategic plan current at the time.

This Charter will be reviewed again in 2025.

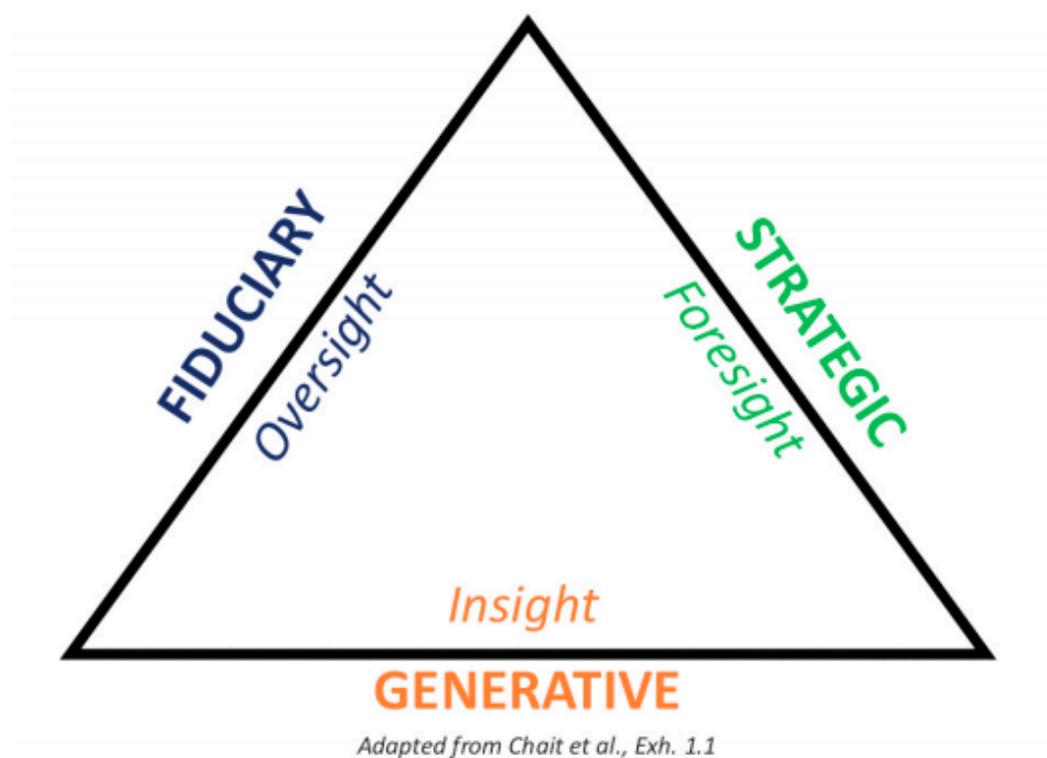
## 2. Governance frameworks for Motivation Australia’s Board of Governors

As prescribed by the South Australian Associations Incorporation Act 1985 [Act], our Board of Governors is responsible for overseeing the affairs of the organisation.

There are many ways of understanding the functions of governance and no consensus exists about the ideal way of governing non-government organisations. However, it is clear that equating the board with governance does not tend to serve organisations well. A board is a structure, not a function whereas governance is a function, not a structure. The domain of governance has moved beyond the domain of the board, largely due to the increasing complexity, pace, scale, and nature of community concerns and priorities. The role of a board can usefully be understood as coordinating the contributions of stakeholders towards effective, prudent and well-informed decision-making.

### 2.1. Trusteeship

Many high-functioning NGOs appear to operate from a governance logic that privileges the idea of trusteeship. The relationship between trusteeship and governance is comparable to the relationship between leadership and management. As one example of advancing ideas of trusteeship, Chait, Ryan, and Taylor (2005)<sup>1</sup>, in their influential research conducted in partnership with BoardSource<sup>2</sup>, offer a perspective of ‘governance as leadership’ that centralises the partnership between board and chief executive officer in leading an organisation. They argue that most of the literature on governance is moralistic or prescriptive (p.xvii) and that trusteeship has received inadequate attention, especially when compared to leadership in the context of management. Chait et. al. then suggest that three modes of governing – fiduciary, strategic, and generative – when taken together in balance, constitute governance as leadership (pp.6-7).



<sup>1</sup> Chait, Richard P, William P Ryan, and Barbara E Taylor. 2005. *Governance as Leadership: Reframing the work of nonprofit boards*. Hoboken, New Jersey: John Wiley and Sons.

<sup>2</sup> Boardsource is a US-based clearinghouse and resource centre promoting excellence in nonprofit governance and board and staff leadership. See <https://boardsource.org/>

According to Chait et al's model, the functions of the board can then be understood as follows:

## Summary of Board Behaviour in these forms of Leadership

	Fiduciary	Strategic	Generative
Key Question	“What’s wrong?”	“What’s the plan?”	“What’s the question?”
Board Focus	Define problems Review performance	Solve problems Shape strategy	Frame problems Engage in sense-making
Board Process	Parliamentary procedure	Logical and empirical discussion	More informal and creative
Problems are to Be	Spotted	Solved	Framed
Decision Making	Resolution	Reaching consensus	Framing the question
Board Sees Their Role As	Oversight & authority	Strategist	Fresh perspective
Performance Metrics	Facts, figures, finances, reports	Strategic Indicators, competitive analysis	Signs of learning and discerning

*Adapted from: Governance as Leadership: Reframing the Work of Nonprofit Boards. Chait, Ryan & Taylor.*

## 2.2. Frameworks for fiduciary, strategic and generative governance at Motivation Australia

Applying Chait, Ryan and Taylor’s (2005) understanding of governance as leadership to the context of Motivation Australia, it becomes clear that there are several frameworks for fiduciary and strategic modes of governance, although not for the generative mode of governance. These frameworks are considered in turn.

Turning first to the fiduciary mode of governance, frameworks for fiduciary governance include the following:

- Motivation Australia has secured full accreditation with the Australian NGO Cooperation Programme (ANCP) which enables Motivation Australia to access funding from the Commonwealth Department of Foreign Affairs and Trade (DFAT). Accreditation is hard-won and involves demonstrating ongoing compliance with 15 criteria nominated by ANCP.
- Motivation Australia is a member of the Australian Council for International Development (ACFID) which is a peak body for organisations engaged in international development work. Membership requires maintaining compliance with nine quality principles. These principles are distinct from but overlap with ANCP’s 15 criteria.
- The Australian Charities and Not-for-profits Commission (ACNC) has a set of minimum requirements that NGOs must meet.
- Motivation Australia must also comply with its own Rules of Association. Amendments to the Rules of Association were reviewed and approved by the Board of Governors in January 2021.

Regarding the strategic mode of governance, the key framework supporting the strategic mode of governance is Motivation Australia’s strategic plan which is under review at the time of writing (January 2021). A copy of Motivation Australia’s strategic plan will be available on Motivation Australia’s website and is also available in the Board of Governor’s Dropbox.

No formal frameworks exist in support of the generative mode of governance. However, the following resources may be helpful in this regard:

- [Principles of design thinking](#)
- [Fran Peavey's strategic questioning manual](#)
- [Shoshin or beginner's mind](#)

### 3. Board composition

#### 3.1. Diversity

Motivation Australia welcomes diversity, and sees value in ensuring that the Board of Governors comprises people with diverse and relevant skills; knowledge; gender; lived experience of disability; and age. Board recruitment therefore considers the socio-demographic profile and lived experience of intending governors, as well as the skills and attributes that each individual can bring to the board (see 3.2).

##### 3.1.1. Gender

Motivation Australia firmly supports gender equity and women's empowerment. The organisation's *Gender Equity and Women's Empowerment Policy* states that Motivation Australia will: "*Lead by example and promote gender equity and equality within our organisation's recruitment policies and work practices at all organisational levels, including the Board of Governors*". Specifically, Motivation Australia aims to achieve equitable and comparable representation of women, men and gender diverse people on the Board of Governors.

There is considerable evidence to indicate that gender diversity within boards promotes effective decision making and improves overall performance. Motivation Australia commits to ensuring that the composition of the Board of Governors is gender diverse.

##### 3.1.2. Lived experience of disability

Motivation Australia values the input of those who have direct experience of living with a disability. Motivation Australia therefore seeks to ensure that the Board of Governors always includes representation from people who have lived experience of disability. This is reflected in Motivation Australia's *Disability Inclusion Policy*.

##### 3.1.3. Lived experience in Pacific countries and other low-resourced settings

Much of Motivation Australia's work is conducted in Pacific countries and/or in other low-resourced settings overseas and within Australia; within different cultures; and across a wide range of contexts. It is therefore particularly important to seek governors who identify as Pacific Islanders and/or have current lived experience in a low-resourced setting and/or have lived experience working within low-resourced settings and different cultural contexts.

##### 3.1.4. Age range

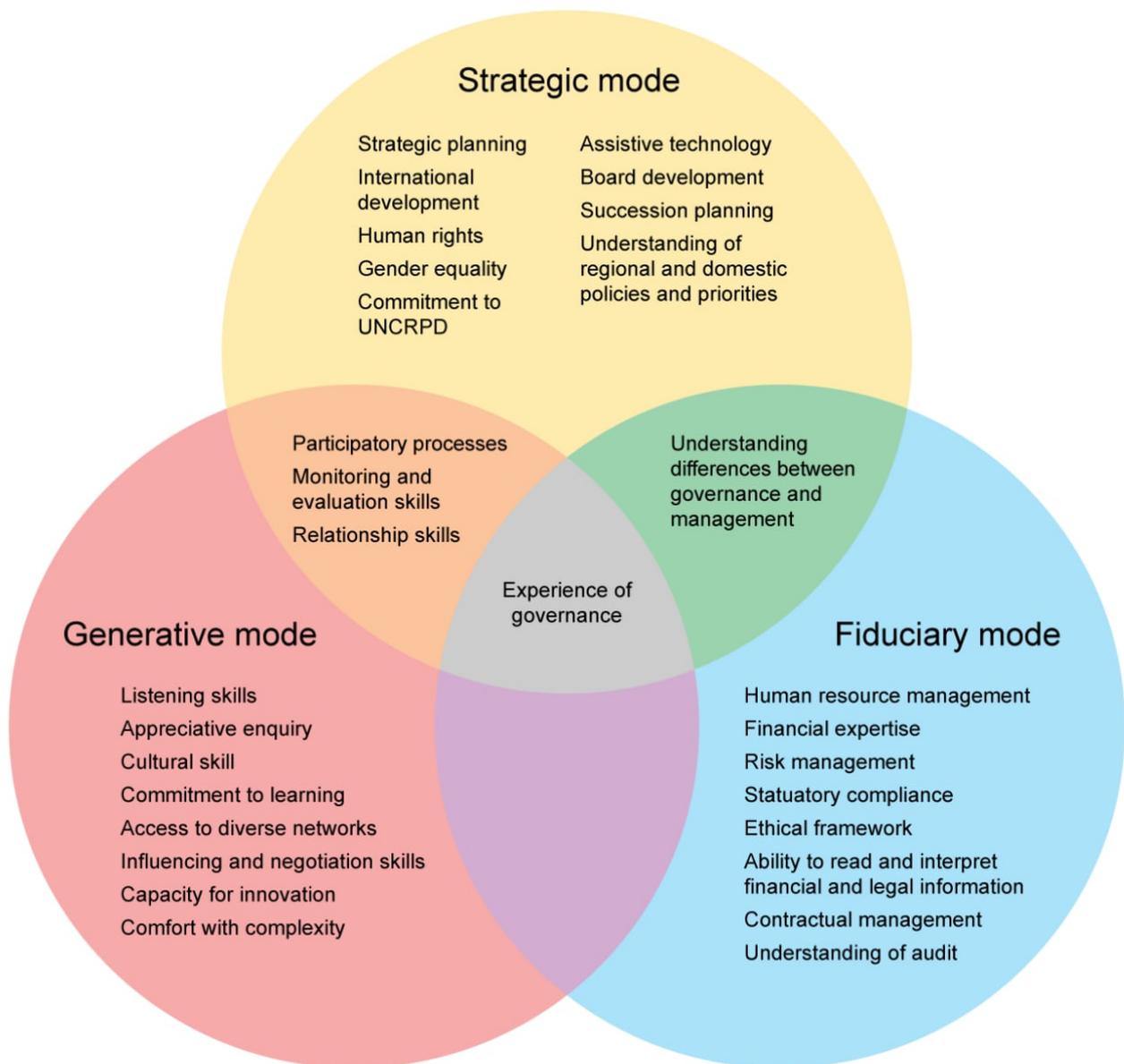
In 2021, Motivation Australia's governors fit within an age band of approximately 36-58. The board welcomes opportunities to listen to the voices of people across the full spectrum of age.

#### 3.2. Skills, knowledge, experience and attributes

In December 2020, Motivation Australia reviewed the priorities accorded to the skills, knowledge, experience and attributes that should ideally be represented on the board, giving due consideration to the three modes of governance (fiduciary, strategic and generative).

The diagram below shows the intersection of these skills, knowledge, experience and attitudes across the three modes of governance. Identification of skills, knowledge, experience and attitudes is specifically tailored to the sector and context in which Motivation Australia works. Several attributes are considered as essential for every governor. These are an understanding, belief in, and support of Motivation

Australia’s mission, and a history of, and ongoing commitment to, exemplary ethical conduct. The remainder of items should be represented by at least one governor.



### 3.3. Size

Motivation Australia’s Rules of Association determine the size of the Board of Governors as follows: The number of governors shall not be less than three, but not subject to any maximum<sup>3</sup>. Historically, Motivation Australia has operated with a board of 7-8 members. This has proven to be effective and remains a guide for future board size.

### 3.4. Board positions

As stated in Motivation Australia’s Rules of Association (clause 6.2.), the board of governors shall include a chairperson and this post shall be appointed by the board of governors.

<sup>3</sup> Motivation Australia’s Rules of Association, Clause 6.2

Further to this provision, the Board of Governors may choose to remove a chairperson, and may at any time choose to appoint other positions, for example, a chairperson-elect and/or a treasurer.

In accordance with the South Australian Associations Incorporation Act 1985 [Act], the Board of Governors will also appoint a Public Officer, who may or may not serve as a governor. At the time of writing in January 2021, Ms Kate Shortt, Motivation Australia's office manager, serves as Motivation Australia's public officer.

### 3.5. Board terms

Governors are asked to commit to a term of three years<sup>4</sup>, after which time they may be re-appointed. Governors may be reappointed twice consecutively. This means that governors can serve up to three consecutive terms of three years (total: 9 years) on the Board of Governors.

Efforts are made to stagger the end dates of the terms served by Governors. For example, it is desirable that no more than three Governors would reach the expiry date of their term in office in any given year, such that continuity in Board of Governors membership and service can be assured.

Any necessary Board of Governor positions, notably the role of Chairperson, are appointed by the Board annually, via a majority vote, immediately preceding Motivation Australia's Annual General Meeting. There is no limit to the number of terms a governor may serve in such a position.

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<sup>4</sup> In practice, Motivation Australia has offered two-year terms to governors. However, in 2014 and again in 2020 an exception to this was made with two existing governors re-appointed for a one year term. This was done to stagger the re-appointment of current serving governors.

## 4. Board remuneration

### 4.1. Board remuneration policy

Motivation Australia has a policy<sup>5</sup> which outlines the organisation's position regarding board remuneration. The core duties of the Board of Governors are provided on a voluntary basis by governors. From time to time, governors may undertake additional activities for Motivation Australia as either a volunteer or consultant.

#### 4.1.1. Volunteering

Where governors undertake a specific activity on behalf of Motivation Australia as a volunteer, expenses may be covered. Governors must secure the agreement of the CEO before incurring any expenses on Motivation Australia's behalf.

#### 4.1.2. Consultancies

Governors may also carry out a short term paid consultancy for Motivation Australia where they are deemed by the CEO to have the required skills. In this instance, approval from the Board will be sought at the next Board meeting, in accordance with Motivation Australia's *Conflict of Interest policy*.

### 4.2. Governors holding a salaried office with Motivation Australia

Governors are precluded from appointment to any salaried office of Motivation Australia. Any governor seeking a salaried office with Motivation Australia should first resign from the Board of Governors before submitting their application or otherwise expressing interest in a salaried office.

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<sup>5</sup> POL-0013 Board of governors' remuneration policy

## 5. Governor roles and responsibilities

Roles and responsibilities to be fulfilled by the Board of Governors are collective as well as individual. They address each of the three modes of governance.

### 5.1. Fiduciary roles and responsibilities

Regarding fiduciary roles and responsibilities, this is sometimes expressed in terms of three duties, a concept which is borrowed from US corporate and common law. The three duties are the duty of care, the duty of loyalty and the duty of obedience. It is critical for governors to practice these duties in word and in deed, and to make sure that their fellow governors do as well.

Duty of care means that governors must give the same care and concern to their board responsibilities as any prudent and ordinary person would. This means that governors should be actively participating in board meetings. It also means that they should be actively working with other governors to advance the organisation's mission and goals. Governors can fulfill their responsibilities by overseeing and monitoring the organisation's activities. Governors should be able to read and understand financial reports and be willing to question expenditures and examine variances.

Duty of loyalty means that governors must place the interests of the organisation ahead of their own interests at all times. Duty of loyalty means disclosing any conflicts of interests and not using board service as a means for personal or commercial gain.

Duty of obedience means that governors must make sure that the organisation is abiding by all applicable laws and regulations and doesn't engage in illegal or unauthorised activities. The duty of obedience also means that governors must carry out the organisation's mission in accordance with the purpose that is declared in the Rules of Association.

Motivation Australia is subject to a range of financial, ethical, legal and regulatory obligations. Our Board is responsible for ensuring that these obligations are met, requiring due diligence in terms of being aware of the obligations and testing and seeking confirmation that these obligations are being met. To assist the Board in managing this aspect of the Board's responsibilities, Motivation Australia has an annual compliance tracker (see Appendix 3), highlighting items that require annual attention and have a due date.

The Board of Governors is expected to ensure that all Motivation Australia projects have been appraised by the CEO (for projects with a budget less than \$250k) and by delegated Board representatives (for projects with a budget greater than \$250k). The Board of Governors is also expected to ensure that risk is well managed through, at a minimum, seeking confirmation that all projects with a budget greater than \$50,000 or with a duration greater than one year have been subjected to a risk assessment and risk management process, and supporting the CEO in identifying and managing organisational risk.

To assist governors in fulfilling fiduciary roles and responsibilities,

- Narrative updates are provided at each standard Board meeting including the most recent project report and risk register for any project with a budget of over \$250,000
- Financial reports are provided at each standard Board meeting including progress against the annual budget and individual financial reports for any project with a budget of over \$250,000
- An organisational risk register is maintained and reviewed at each Board meeting
- An annual compliance tracker assists governors with monitoring compliance (see Appendix 3).

## 5.2. Strategic roles and responsibilities

Important strategic responsibilities of the Board of Directors include a) appointing and maintaining good relations with the Chief Executive Officer, b) overseeing the development and pursuit of strategic plans and priorities and accompanying budgets, c) reviewing and approving organisational policies, and d) reviewing board performance and regenerating the board as needed.

The Board of Governors is responsible for appointing the Chief Executive Officer (CEO), and holds them accountable for the organisation's performance. The Board authorises and delegates the responsibility for the management and day-to-day operations of Motivation Australia to the CEO in accordance with Motivation Australia policies and procedures, instrument of financial delegation, approved restricted and unrestricted budgets<sup>6</sup> and decisions made by the Board. The Board also considers succession planning for the CEO. Individual governors support the CEO through acting as a sounding board for the CEO to assist with operational matters and decisions as required, and through providing technical advice to the CEO where governors have relevant expertise.

Motivation Australia's strategic planning is carried out with the active participation of delegated members of the Board of Governors, the CEO and personnel. Motivation Australia strategic plans provide information and guidance about the strategic direction of our programmes as well as our approach to strengthening our organisation as a whole. Motivation Australia strategic planning is informed by monitoring, evaluation and learning processes embedded in our project and annual cycles; organisation monitoring; and attention to external changes in relevant sectors. Motivation Australia's regular staff workshops and Board of Governor meetings provide opportunities to reflect on learning and inform future strategic planning.

Board responsibilities in relation to strategic planning include:

- Ensuring Motivation Australia has a current strategic plan, and being fully familiar with the plan
- Ensuring active Board participation in leading strategic planning
- Making decisions in relation to the strategic plan.

Motivation Australia's Board of Governors is responsible for overseeing Motivation Australia's budgeting processes and for ensuring the organisation operates within a responsible, cost-effective and sustainable financial framework. Our annual budget is prepared in accordance with our Budget Policy<sup>7</sup>; and addresses projected income and planned expenditure across two key areas – programmes and organisational. Board responsibilities in relation to setting our annual budget include:

- Being familiar with our Budget Policy;
- Reviewing the annual budget presented by the CEO and Finance Manager to ensure that the presented budget is accurate and prepared in accordance with our Budget Policy;
- Approving the annual budget and any proposed adjustments to the budget through the year.

Motivation Australia has a wide range of policies that define and clarify our position and approach across key areas of performance such as people, culture, risks, finance, data and privacy (see Appendices 4 and 5). A list of policies is maintained in a policy register, which specifies the effective date, version and review date for each policy. Most policies are supported by a procedure, and some policies are also supported by tools and/or templates. A copy of all current policies is stored on the Motivation Australia Board of Governors Dropbox for reference by the Board at any time. Board responsibilities in relation to organisational policy include:

- Identifying policy areas;
- Supporting the development of Motivation Australia policies, usually through provision of advice and direction to the CEO;

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<sup>6</sup> In accordance with Motivation Australia's budget policy

<sup>7</sup> POL-0103 Motivation Australia Budget Policy

- Formally approving all Motivation Australia policies of strategic significance;
- Receiving and noting Motivation Australia's operational policies;
- Seeking evidence that policies are integrated into the organisation, are supported by appropriate tools and procedures where necessary, and followed;
- Ensuring policies are updated and reviewed as required.

The Board of Governors is responsible for reviewing its own performance and planning for its regeneration. To do this, the Board of Governors stages regular – and ideally annual – workshops to reflect critically on the board's performance, review achievements and opportunities for improvement, and invest in strengthening capacities. Self-evaluations performed by individual governors (for example, using the tool in Appendix 7) can contribute to a board review process. A board review process will also likely involve provision of feedback by the CEO and a facilitated process of collective critical reflection. Succession plans are discussed at such review workshops as well as episodically at board meetings.

The Board of Governors is self-generating in that governors are appointed by the Board rather than by members. Board recruitment is generally undertaken as follows:

- Intending governors are variously nominated by existing governors and Motivation Australia personnel, mostly in direct response to an emerging agreement among governors about the priority skills, knowledge, experience and attitudes to be attracted to the board. In other words, recruitment is generally targeted rather than open.
- Nominated individuals are usually interviewed separately by the chairperson of the board and by the CEO. These interviews tend to be conversational rather than formal. The purpose of the interviews is to ascertain the interests, motivations and capacity to contribute of the nominee, as well as determine their fit and complementarity with other governors.
- Intending governors are provided with this Board Charter, the Rules of Association, strategic plan and most recent annual report to review; and may also be invited to join one or more Board of Governors meetings to meet other governors and observe the way in which the Board operates.
- Following these steps, a recommendation is submitted to the full Board of Governors by the CEO and Chairperson for the board's consideration and deliberation. Invitations to join the board are issued subject to various identity and police checks and the provision of references in compliance with Motivation Australia policies and ACFID and ANCP requirements.
- The process of recruiting a new governor can take up to two months to complete.
- From time to time, open recruitment is undertaken through the public announcement of vacancies on the Board of Governors.

To support new governors, a thorough induction process is followed. This includes orientation to organisational communication systems and protocols as well as online learning to understand ACFID's Code of Conduct (see <https://learnwithacfid.com/>). Access to mentoring is generally offered to incoming governors. Where appropriate, outgoing governors are matched to incoming governors for the purposes of mentorship.

Towards the end of each term of office, governors are asked to consider whether they wish to stand for a further term.

- Governors need to consider any changes in their own circumstances and the organisation which may affect their ability to fulfil their role on the Board. A self-evaluation tool for governors has been developed which may assist with this reflection (see Appendix 7).
- Governors are expected to formally advise the Secretary/Public Officer whether they wish to serve another term.
- The Secretary will give written notice of governors proposed for re-appointment not less than seven clear days before a Board meeting.
- The decision for re-appointment will be made by the Board of Governors via a majority vote, which may be carried out anonymously at the discretion of the Chairperson.

Formal letters of appointment are sent to governors by the chairperson, specifying the term of appointment/reappointment.

Exit interviews are offered to outgoing governors. The CEO conducts exit interviews although, in some circumstances, other individuals may be better placed to conduct an exit interview; the board will determine who is best placed to conduct an exit interview based on the circumstances at hand. The reflections and lessons that emerge from exit interviews with outgoing governors are used as an input for the review of board performance.

### 5.3. Generative roles and responsibilities

Generative roles and responsibilities are harder to define, but generally involve being alert to opportunities and possibilities, making links and connections, asking probing questions, and 'holding' complexity by resisting the temptation to conclude discussions and reach decisions too quickly or without full consideration of different perspectives.

Governors play an important role in promoting Motivation Australia through their networks, as well as fostering and facilitating strategic linkages with individuals and organisations in their sphere of influence. In this work, governors are also supported by the Motivation Australia's ambassadors (see section 6).

A more detailed position description for governors based on an updated understanding of board function as a composite of three modes of governance (fiduciary, strategic, generative) is currently under development and will be made available under separate cover.

### 5.4. Holders of specified positions

Further to the collective and individual responsibilities outlined above, some governors may have additional responsibilities as holders of specified positions (for example, Chairperson and Secretary). At a board development workshop held in December 2020, the Board of Governors determined not to appoint a treasurer and to combine the (formerly separated) role of secretary and public officer. The specific roles and responsibilities of key board positions are defined in position specifications, which are separate to this document. To summarise these:

#### 5.4.1. Chairperson

The Chairperson of Motivation Australia's Board of Governors plays a key role in ensuring that the board is performing well. Specific responsibilities include:

- Being a trusted advisor to the CEO as s/he implements Motivation Australia's mission and strategic plan, acting as a first point of consultation for the CEO on specific issues as they arise
- Working with the CEO to plan board meetings; presiding over and facilitating effective board meetings; partnering with the CEO to ensure that board resolutions are documented and implemented
- Coordinating an annual performance review of the CEO
- Coordinating the re-appointment and recruitment of governors in partnership with the CEO and in keeping with Motivation Australia's commitment to a diverse board that reflects the skills, knowledge, experience and attributes prioritised by the board (see section 3)
- Contributing to Motivation Australia's Annual Report
- Certifying the minutes of meetings of the Board of Governors to confirm that the minutes are a true and accurate record of the proceedings of the meeting.

#### 5.4.2. Secretary/Public Officer

The specific duties of the Secretary include:

- Supporting the CEO with the logistics of convening meetings including ensuring that due notice is provided to governors and all necessary supporting documents are in place
- Preparing and circulating minutes of Board of Governor meetings minutes for board approval, and ensuring that minutes are approved at subsequent board meetings
- Maintaining a register of board resolutions
- Maintaining a register of governors' interests and declared conflicts of interest
- Ensuring that legislated forms related to the South Australian Associations Incorporation Act 1985 are lodged with the Department of Consumer and Business Services including:
  - Annual returns
  - Amendments to the Rules of Association
- Serving as contact person for the Australian Tax Office.

#### 5.4.3. Treasurer

Motivation Australia is not required to have a treasurer; however, may appoint a treasurer to support and enhance financial decision making and oversight. If and when appointed, the treasurer would work closely with the Finance Manager. Their specific responsibilities would include:

- Being a signatory to Motivation Australia bank accounts;
- Being a trusted advisor to the Finance Manager as s/he carries out his/her role; acting as a point of consultation for the Finance Manager and CEO on financial issues as they arise;
- Providing advice and support to the Finance Manager and CEO to assist in the development and review of effective and appropriate financial policies and procedures;
- Ensuring that all necessary information to make effective financial decisions has been presented to the Board in an accessible and transparent format;
- Paying particular attention to monitoring financial risk to the organisation.

## 6. Board relationships

### 6.1. Relationship with Chief Executive Officer

The Board of Governors' relationship with the Chief Executive Officer is singularly important: A close and trusting partnership between the board and the CEO is essential for effective governance.

The board is responsible for recruiting and monitoring the performance of the CEO and yet also relies heavily on advice and support from the CEO. This arrangement is indicative of mutuality and underscores the importance of trust in the relationship between the board and CEO.

Recognising the complexity of the board-CEO relationship, the board confirms that the CEO is to be understood as an ex-officio, non-voting member of the board<sup>8</sup>. This designation is important because it means that the CEO can contribute to discussions as a peer alongside other governors yet without directly participating in the making of decisions, or unduly influencing these decisions.

The relationship between the board and CEO is operationalised, in practice, through regular check-ins between the CEO and Chairperson of the board. This chair-CEO relationship takes the form of a partnership to the fullest extent possible and is relatively fluid, involving ongoing negotiation taking account of shifting contexts<sup>9</sup>.

### 6.2. Relationship with Motivation Australia's members

According to the Rules of Association, Motivation Australia's members have relatively little power and influence over the direction and decisions of the organisation. However, members are critically important to generating public funds on which Motivation Australia is reliant. It is both wise and necessary to ensure that members feel engaged, respected and included.

Governors are required to become members of Motivation Australia and maintain this membership for the duration of their service on the Board of Governors. Moreover, governors are encouraged to contribute actively to the development and maintenance of constructive relationships with other organisational members. This can be achieved through participation in the annual general meeting, public events and fundraising activities staged by Motivation Australia, as well as direct engagement with members on issues of shared interest.

### 6.3. Relationship with Motivation Australia's Ambassadors

Motivation Australia's Board of Governors appoints ambassadors from time to time. Ambassadors are high-profile individuals appointed on an individual basis for a (renewable) two year-term. Ambassadors have a connection to our mission and our organisation and they must be capable of:

- Representing the organisation well,
- Articulating and living the vision,
- Promoting the organisation's services and capacities, when appropriate and
- Being alert to new opportunities and potential risks.

Unlike patrons, ambassadors are not expected to contribute financially to the organisation, although they may also choose to do so. Instead, like governors, ambassadors are expected to serve as spokespeople and representatives, wherever appropriate.

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<sup>8</sup> <https://blog.boardsource.org/blog/2016/01/05/should-your-ceo-serve-as-a-board-member/>

<sup>9</sup> Cornforth C, Macmillan R. (2016) Evolution in Board Chair-CEO Relationships: A Negotiated Order Perspective. *Nonprofit and Voluntary Sector Quarterly*. 45(5):949-970. doi:10.1177/0899764015622705

Specific opportunities for ambassadors to contribute to Motivation Australia are foreseen by the Board of Governors and/or the CEO. These opportunities could include but are not limited to: facilitating events and workshops, speaking engagements, media appearances, etc. The CEO is responsible for liaising with ambassadors in relation to specific requests and tasks to be completed.

The board reviews the appointment of ambassadors at least once every two years. This review includes a reflection on the work and achievements of individual ambassadors, a reflection on Motivation Australia's processes of engaging and managing ambassadors, as well as an overall assessment of benefits and opportunities associated with the allocation of ambassadorships.

#### 6.4. Relationship with Motivation Australia's panel of experts

Motivation Australia maintains a panel of subject-matter experts (known as the Reference Group) on whom personnel can draw for specific advice and inputs, mostly specific to programmes. Many reference group members are in a position to make an independent assessment of the quality, relevance, effectiveness, efficiency, sustainability and likely impact of Motivation Australia's programmes; some also have expertise in governance.

The Board of Governors maintains a watching brief of the membership of the Reference Group and considers drawing on the expertise of reference group members, wherever relevant. For example, when reviewing a formal evaluation of Motivation Australia activities, it may be appropriate to invite reference group members with the relevant sectoral expertise to join the Board of Governors in receiving a briefing about the recommendations of the evaluation.

## 7. Board operations

### 7.1. Board meetings

The Board of Governors conducts the majority of its business through meetings and flying minutes as follows:

#### 7.1.1. Meetings

**Frequency and timing:** The Rules of Association specify that the Board of Governors must meet at least three times each year. Governors may attend in person or via tele-conference (e.g. Zoom or Skype). In practice, the Board of Governors meets at least quarterly. Meetings are ideally scheduled to support major 'due dates' for the organisation's annual cycle, specifically budget approval, mid-financial year budget review and audit<sup>10</sup>; although some flexibility is allowed to best serve the interests of the organisation and the availability of governors.

**Agenda and supporting documents:** Meetings are convened by the Chief Executive Officer in consultation with the Chairperson. The Chief Executive Officer will circulate an agenda and all relevant supporting documents one week before the meeting. Board documents include a progress report against the strategic plan prepared by the CEO, and a financial report prepared by the Finance Manager. The agenda follows a pre-determined template that includes a number of standing items; typically, any resolutions that are being put forward for decision will be supported with relevant background information. Minutes are circulated within one week of the Board of Governors meeting. See Appendix 6 for an example of an agenda for a Board of Governors meeting.

#### 7.1.2. Flying minutes

**Purpose:** The Board of Governors uses a process of flying minutes to make decisions between meetings. Flying minutes are usually reserved for decisions that require the attention of the Board of Governors, however, are unlikely to be complex nor require lengthy discussion.

#### **Process for flying minutes:**

- An agenda is circulated on Trello by the CEO or Chairperson with necessary background information and a proposed resolution for the Board's consideration and decision. A deadline is set for decisions to be returned, usually within one week.
- Governors are encouraged to seek clarification and/or request amendments to a proposed resolution via Trello. Where there are a range of questions and/or multiple governors are seeking clarification, the Chairperson or CEO may arrange to re-table the agenda item for a face to face meeting. Otherwise, once a quorum is reached, the decision is considered made.
- Flying minutes are then circulated on Trello, specifying the names of governors who have provided a decision, and noting any clarifying questions, comments and/or amendments that may have been made. Flying minutes are tabled at the next Board of Governors meeting for formal acceptance and ratification by the board at that meeting.

#### 7.1.3. Special purpose meetings

Occasionally a special purpose meeting may be called, where a specific issue requires discussion and a decision to be made, and where the process of a flying minute would not be appropriate. Governors may attend in person or via tele-conference (e.g. Skype or Zoom).

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<sup>10</sup> Reference Appendix 3: Annual compliance tracker

There is no specified notice period for calling a special purpose meeting in order to enable rapid decision making should this be required. However, wherever possible, the CEO will aim to provide at least one week's notice.

#### 7.1.4. Quorum

Decisions made via meetings, flying minutes or special purpose meetings require a quorum. This is specified in the Rules of Association as being no fewer than one third of the number of governors OR two governors, whichever is the greater (clause 6.3).

#### 7.1.5. Expectations for preparation and participation of governors

**Attendance:** Attendance at Board of Governors meetings should be a high priority for governors. Where attendance is not possible, governors are requested to forward their apology to the CEO.

While it is recognised that not every governor is able to attend every Board of Governors meeting, the Rules of Association specify that any governor absent from two Board of Governors meetings in a single year **without apology** will be disqualified (clause 6.4).

**Preparation:** Governors are expected to have read all supporting documents prior to Board of Governor meetings, in order to facilitate decision-making at the meeting. Governors are also encouraged to forward questions/ comments/ opinions for consideration in decision-making to the CEO or Chairperson ahead of the meeting. Governors may also seek clarification on any upcoming agenda item through the Chairperson or CEO.

**Responding to flying minutes:** Should governors be unable to respond to a flying minute, they are encouraged to advise the CEO either by Trello or email. Governors may choose to do this when they believe that they either are unable to respond due to other commitments; or believe that there are other governors (sufficient to make up a quorum) better placed to deliberate and decide on the specific issue.

## 7.2. Decision making

The board of governors makes its decision by consensus, to the fullest extent possible. Characteristics of consensus decision-making include:

- **Collaborative:** Governors contribute to making a shared decision and shape it into a formal resolution that meets the concerns of all governors as much as possible.
- **Cooperative:** Governors in an effective consensus process should strive to reach the best possible decision for the Board of Governors and all of the organisation's stakeholders, rather than competing for personal preferences.
- **Egalitarian:** All governors should be afforded, as much as possible, equal input into the process. All governors have the opportunity to present, and amend proposals.
- **Inclusive:** As many stakeholders as possible should be involved in consensus decision-making processes.
- **Participatory:** The consensus process should actively solicit the input and participation of all decision-makers.

Voting is second resort, although governors recognise that in some instances formal votes must be recorded. In the event of formal processes for voting being required, the Board of Governors will follow Robert's Rules of Order<sup>11</sup>.

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<sup>11</sup> [https://en.wikipedia.org/wiki/Robert%27s\\_Rules\\_of\\_Order](https://en.wikipedia.org/wiki/Robert%27s_Rules_of_Order)

### 7.3. Committees

The Board of Governors does not currently have any formal committees. However, the Board does make use of ad-hoc committees to progress specific issues. For example, ad-hoc committees are formed to carry out project appraisals for any projects with a budget greater than \$250,000.

### 7.4. Conflicts of interest

Motivation Australia has a conflict of interest policy that applies to governors. The policy covers the identification, declaration, management and documentation of conflicts of interest.

Governors are required to nominate their interests in a register upon appointment to the board, and annually thereafter. The register of interests is available for governors to review at any time and helps to ensure that all governors are able to assist each other in identifying actual, potential and perceived conflicts of interests; this is important to ensure transparency and accountability.

The opportunity to declare a conflict of interest is explicitly given to governors at the beginning of each meeting; this is a standing agenda item and is important to support and prompt timely self-disclosures.

In the event that an actual, potential, or perceived conflict of interest is identified, the person to whom the conflict applies will be first given an opportunity to explain how the conflict will be managed. Governors will work together to establish an appropriate management plan in relation to the conflict such that any adverse effect on decision-making is eliminated. Management options open to the Board include the opportunity to:

- Restrict the involvement of the individual on that topic, where the conflict of interest is not going to arise frequently, effective separation from the topic is feasible, and does not overly restrict the governor or CEO from carrying out required duties.
- Request the individual to relinquish the private interest, where this is possible and an option open and welcome to the individual.
- Require the individual to resign, where the conflict of interest is likely to be ongoing and cannot otherwise be managed.

## 8. Tools and resources available to the Board of Governors

In order to assist governors to fulfil their role on the Board of Governors as efficiently and effectively as possible, a wide range of resources, technologies, and tools are deployed. Additional resources are made available from time to time in parallel to ongoing efforts to review, strengthen and refresh our Board.

Motivation Australia strives to ensure that documents and any tools used are as accessible as possible for people experiencing sensory and related disabilities.

### 8.1. Resources

#### 8.1.1. On-line learning: Australian Council for International Development Code

All governors are expected to have a full and thorough understanding of the Australian Council for International Development (ACFID) Code of Conduct. To facilitate this understanding, ACFID have created an on-line learning tool, which takes two hours to complete. Governors not already familiar with the ACFID Code are expected to undertake this course. To find out more and to register, discuss with our CEO.

A range of additional resources are produced by third-party organisations to promote effective governance practices. Some such resources that may be especially useful to governors are as follows:

- <https://boardsource.org/> - mission is to inspire and support excellence in non-profit governance and board and staff leadership (US based)
- <https://communitydirectors.com.au/> - Institute of Community Directors Australia, an enterprise of [www.ourcommunity.com.au](http://www.ourcommunity.com.au) *Our Community* is an online resource for Australian Not-for-Profits, including a suite of resources specifically for Boards.
- <https://aicd.companydirectors.com.au/> - The Australian Institute of Company Directors (AICD) is a membership organisation that serves to support good governance and directorship. AICD has a range of resources for directors and offers a wide range of courses. A 'first level' of resources is available for free, however to access the full range of resources available through the AICD, membership is required.
- <https://robertsrules.com/> - the most widely used reference for meeting procedure and business rules in the English-speaking world
- <https://www.acnc.gov.au/tools> - The Australian Charities and Not-for-Profits Commission has a wide range of guidance and tools to support charities.

### 8.2. Technologies

#### 8.2.1. Dropbox

Motivation Australia has a *Dropbox for Business* subscription, enabling all of our documents to be stored in the cloud. Our Board has a dedicated Dropbox folder providing the Board with easy, direct and unfettered access to all Board files. Dropbox includes the Rules of Association, organisational policies and procedures, and meeting documents and minutes (see Section 9).

Once each governor downloads the Dropbox software, they will have access to the Board's Dropbox folder on their hard drive and via the internet (enabling access to Board files from anywhere).

Documents for each Board of Governors meeting are to be accessed by the governor via the Board Dropbox and will only be sent via email if specifically requested.

### 8.2.2. Trello

Motivation Australia uses Trello, which is an on-line task management tool. Motivation Australia's Board of Governors has its own Trello board, which is used for Board communication in favour of email. This enables a reduction in email traffic, ensures that all governors can follow discussion on a specific action / task, and provides a centralised place for such discussions to be stored and retrieved whenever needed. Flying minutes are usually transacted on Trello.

### 8.2.3. Doodle Scheduling and Outlook Calendar

Motivation Australia's Board of Governors makes use of Doodle Scheduling to schedule Board meetings and any other Board events. Governors are encouraged to respond to 'doodle' requests as swiftly as possible in order to facilitate the planning of meetings. When a meeting is confirmed, an Outlook Calendar notice will be sent to all governors.

## 8.3. Tools

### 8.3.1. Annual compliance tracker

An annual compliance tracker has been developed to highlight the key compliance requirements for Motivation Australia during each financial year. See Appendix 3. This is updated and presented at each Board of Governors meeting.

### 8.3.2. Self-evaluation quiz

A Board of Governors self-evaluation tool (see Appendix 7) is used by governors to evaluate their performance on the Board and to facilitate reflection on the Board's performance as a whole. This may be used by governors at any time and by the Board as a whole at periodic intervals in support of a more complete board evaluation process.

## Key documents and where to find them

The bulk of all documents required by the Board of Governors can be found in the Board's Dropbox. The following list is correct as of January 2021. Folders are in bold. The meetings folder (A) contains documents from each Board of Governors meeting, in sequential order. Governors may request to see any other documents at any time.

### **A. Meetings**

### **B. Key Motivation Australia Documents:**

- 01 MA Policies
- 02 Essential Documents:
  - Strategic Plan
  - Rules of Association
  - Board Charter
  - ACFID Code
  - People in Aid Code
  - UNCRPD and Optional Protocol
- 03 Financial Statements
- 04 Risk and Compliance

### **C: Board Performance:**

- MA Board Members
- 01 Board Review Process 2014-15
- 02 Board Review Jan-April 2017
- 03 Board Review Jan 2020
- 04 Board development workshop – Dec 2020
- Board Skill Matrix
- Board Trello icons

### **D: Board Resources:**

- ACNC Damn Good Advice Board Members
- Board office bearer policy and position statements
- Damn Good Advice – Treasurers
- Role of the Public Officer
- Role of the Board in NFPs

### **E: Correspondence**

- 01 Board Correspondence
- 02 External Correspondence

### **F: Projects or activities**

- COVID impact review
- ACFID CSA 2018
- Amend Association Rules
- Archive

## Appendix 1: Motivation Australia's legal status and registrations

### 1. Identity

	Body	Relevant legislation	Registration date
Incorporation Number: A39386	Consumer and Business Services, SA	Associations Incorporations Act, South Australia, 1985	22 <sup>nd</sup> February 2007 Last amended: January 2021
Australian Business Number (ABN): 55 935 512 893	Australian Tax Office	-	22 <sup>nd</sup> February 2007
Australian Business Register Industry Code: 99994			
DUNS number: 758596578 Data universal numbering system (A unique identifier of single business entities, widely recognised for identifying businesses world-wide)	Dun and Brad Street (Australia) Pty Ltd	Secured DUNS number in relation to USAID funding application in November 2014	12 <sup>th</sup> November 2014

### 2. Tax status

	Body	Relevant legislation	Registration date
Tax File Number: 859 342 656	Australian Tax Office	Income Tax Assessment Act, 1997	30 <sup>th</sup> March 2007
Tax Deductible Gift Recipient (DGR) Item 1			17 <sup>th</sup> February 2010
Overseas Aid Gift Deduction Scheme (OADGR)			
Public Benevolent Institution (PBI)			3 <sup>rd</sup> December 2012
Fringe Benefit Tax (FBT) entitlements		Fringe Benefits Tax Assessment Act, 1986	3 <sup>rd</sup> December 2012
Goods and Services Tax (GST) registration		A New Tax System (Goods and Services Tax) Act 1999	1 <sup>st</sup> July 2011
GST concessions			

### 3. Accreditation

	Body	Relevant legislation	Registration date
Australian Non-Government Cooperation Programme (ANCP) full level	ANCP, Australian Government	N/A	June 2017 Renewal June 2022

### 4. Licenses and registrations

	Body	Relevant legislation	Registration date
ACFID Code Signatory	ACFID	N/A	30 <sup>th</sup> June 2011
ACFID Member			Annual renewal
Australian Charities Not-for-profits Commission (ACNC)	ACNC	Australian Charities and Not-for-profits Commission Act 2012 and 2013	3 <sup>rd</sup> December 2012 Annual submission of Annual Information Statement (AIS) (includes charity licence notification)
Return to work SA Certificate of Registration	Return to Work, SA	Return to Work Act 2014	1 <sup>st</sup> October 2012 Annual renewal
motivation.org.au domain	Domain Registration Services VentralP	N/A	26 <sup>th</sup> February 2008 Wef: 14 <sup>th</sup> February 2020 Bi-annual renewal

## Appendix 2: Overview of compliance requirements

The following is a summary of the range of laws, industry and organisational standards and codes, principles of good governance and accepted community and ethical standards with which Motivation Australia complies. Many of our organisational policies reference these documents.

### 1. Federal and State legislation and regulations

Sector / area	Relevant legislation and/or regulations
Charities	Australian Charities and Not-for-profits Commission Act 2012 (the ACNC Act); <a href="#">Charities Act, 2013 (Cth)</a> (the Charities Act); Associations Incorporation Act, 1985 (SA); Associations Incorporation Regulations, 2008 (SA); The Collections for Charitable Purposes Act, 1939 (SA).
Taxation	Income Tax Assessment Act, 1997 (Cth); Fringe Benefits Tax Assessment Act, 1986 (Cth); A New Tax System (Goods and Services Tax) Act 1999 (Cth); A New Tax System (Pay As You Go) Act 1999 (Cth).
Health and safety and employment protection	Work Health and Safety Act 2012 (SA) and Work Health and Safety Regulations 2012 (SA) Work Health and Safety Act 2011 and Work Health and Safety Regulations 2011 (Cth); Safety, Rehabilitation and Compensation Act 1988 (Cth); Return to Work Act 2014 (SA); Return to Work scheme (the Scheme) established under that Act (SA); First Aid in the Workplace – COP 2020.
Privacy	<a href="#">Privacy Amendment (Enhancing Privacy Protection) Act 2012</a> (Privacy Amendment Act) (Cth) Australian Privacy Principles outlined in the above Act Privacy Act 1988 (Cth); Privacy Regulation 2013 (Cth); Archives Act 1988 (Cth); Freedom of Information Act 1982 (Cth); Corporations Act 2001 (Cth).
Child protection	Children's Protection Act 1993 (SA); Child Safety (Prohibited Persons) Act 2016 and Child Safety (Prohibited Persons) Regulations 2019 (SA).
Human Resources	National Employment Standards; integral to Fair Work Act 2009 Australian Human Rights Commission Act 1986 (Cth); Age Discrimination Act 2004 (Cth); Disability Discrimination Act 1975 (Cth); Racial Discrimination Act 1975 (Cth); Sex Discrimination Act 1984 (Cth); Equal Employment Opportunity (Cth) Act 1987; Equal Opportunities Act 1984 (SA); Competition and Consumer Act 2010 (Cth); Coronavirus Economic Response Package (JobKeeper Payments) Amendment Act 2020 (Cth); Workplace Gender Equality Act 2012 (Cth); Health Professionals Support Services Award 2010 (Cth); South Australian Equal Opportunities Act 1984 (SA); Long Service Leave Act 1987 (SA); Long Service Leave Regulations 2017 Superannuation Guarantee (Administration) Act 1992 (Cth);

## 2. Taxation compliance

Motivation Australia has multiple obligations that we must meet in order to retain the following:

- Charitable income tax exempt status
- Deductible gift recipient status
- Fringe benefits tax exemption
- Goods and services tax registration

## 3. Governance and accountability

In addition to the specific frameworks outlined in section 2, Motivation Australia actively draws on and complies with the following broader frameworks to set the governance and accountability standards for our organisation:

- Australian financial reporting framework
- Australian Accounting Standards
- Australian Auditing Standards
- Australian Charities and Not for profits Commission (ACNC) External Conduct Standards

## 4. Funding conditions

### 4.1. Grant contracts

Motivation Australia regularly enters into contracts with funders for our programme and project work. Our funders include private trusts and foundations and statutory bodies such as the Australian Government. Funding contracts typically include specific requirements for the expenditure and acquittal of funds.

### 4.2. Australian Non-Government Cooperation Programme (ANCP)

Motivation Australia's full accreditation with the ANCP, which is valid for five years, is due for renewal in June 2022. We have a header agreement with the ANCP which is valid for this period, and details the arrangements related to the use of ANCP funds remitted to Motivation Australia.

Motivation Australia is expecting to be able to renew its full accreditation with the ANCP in June 2022, in which case it is expected that the current header agreement will be updated, and will be valid for five years from the date of signing.

The header agreement is further supported by an Annual Work-Plan, submitted by Motivation Australia at the end of June each year, and approved by the ANCP in July.

## Appendix 3: Annual compliance tracker

(This document is updated quarterly. Below is a sample from the board meeting held January 2021.)

Key:

On Time
Minor delay
Major Delay

### First quarter (July – September)

Body	Action	Approved by	Due Date	Status
Employees	<i>PAYG Individual payment summary – no longer a requirement or encouraged by ATO</i>	Finance Manager	NOT REQUIRED	
ATO	ATO employee PAYG finalisation declaration	Finance Manager	30 <sup>th</sup> July	On time
Auditor	Audit documents including: <ul style="list-style-type: none"> <li>• Full set of financial statements and summary financial statements</li> <li>• Evidence of transactions</li> <li>• Signed committee statement</li> <li>• Signed committee report</li> </ul>	CEO, Chair, one other from Board	1 <sup>st</sup> September	Minor delay
Personnel	Review employee salaries in accordance with Award review and annual increments based on performance, advise staff	CEO	30 <sup>th</sup> June	On time
ACFID	Statistical Survey	CEO Finance Manager	10 <sup>th</sup> July	On time
Personnel	Review and confirm consultancy rates	Board	(First board meeting in this quarter)	On time
Return to Work SA (RTWSA)	Remuneration return reconciliation statement	Finance Manager	16 <sup>h</sup> September	On time
ANCP	Annual Development Plan (ADPlan) for 2020-21 projects	R: Programme Director	15 <sup>th</sup> August	On time
ANCP	Annual 2019-20 Projects Report	A: CEO	30 <sup>th</sup> September	
ATO	Q4 BAS and Jun PAYG	Finance Manager	11 <sup>th</sup> August	On time
ATO	Superannuation Guarantee Contributions		28 <sup>th</sup> July	On time
ATO	Jul PAYG		21 <sup>st</sup> August	On time
ATO	Aug PAYG		21 <sup>st</sup> September	On time
RTWSA	Payment due		7 <sup>th</sup> October	On time

## Second quarter (October – December)

Body	Action	Approved by	Due date	Status
All	Annual report preparation including statement by the CEO and Chair	CEO, Chair	31 October	Minor delay
Members and Consumer and Business Services SA	Invitation to AGM sent 3 weeks in advance of meeting; with summary financial statements, annual report, supporting documents for any special resolutions requiring decision by members.	CEO	Pre AGM	Minor delay
Donors and partners	Annual Report - including summary financial statements with information re how to access full financial statements		Post AGM	Minor delay
Insurers	Insurance review and renewal including: <ul style="list-style-type: none"> <li>• Association liability insurance</li> <li>• Liability insurance</li> <li>• Volunteers insurance</li> </ul>	R: Office Manager A: CEO	31 <sup>st</sup> October	On time
EVENT	<p><b>Annual General Meeting</b> – must be held within 5 months of the end of financial year. The following documents must be laid before members at the AGM:</p> <ul style="list-style-type: none"> <li>• Full set of audited financial statements</li> <li>• Signed copy of the committee statement</li> <li>• Signed copy of the committee report</li> <li>• Signed copy of the auditor's report</li> </ul> <p>The following Agenda Items must be included:</p> <ul style="list-style-type: none"> <li>• Approve minutes</li> <li>• Confirm quorum</li> <li>• Reports – Chair, CEO, Finance Manager</li> <li>• Board appointments</li> <li>• Appointment of independent auditor</li> <li>• Any special resolutions</li> </ul>	CEO, Chair	19 <sup>th</sup> November	On time
ACFID	Exceptions report (Full CSA not required this year, notice received June 4 <sup>th</sup> 2020)	CEO, Chair	30 <sup>th</sup> November	On time
	Annual Report Lodgement form with: <ul style="list-style-type: none"> <li>• Full set of audited financial statements</li> <li>• Signed copy of the committee statement</li> <li>• Signed copy of the committee report</li> <li>• Signed copy of the auditor's report</li> </ul>	Finance Manager	30 <sup>th</sup> November	On time

The table below shows routine quarter two ATO and RTWSA payments all completed on time.

Body	Action	Due Date	Status
ATO	Q1 BAS and Sept PAYG	28 <sup>th</sup> October	On time
	Superannuation Guarantee Contributions		On time
RTWSA	Payment due	7 <sup>th</sup> October	On time
RTWSA	Payment due	7 <sup>th</sup> November	On time
ATO	Nov PAYG	21 <sup>st</sup> December	On time
RTWSA	Payment due	7 <sup>th</sup> December	On time
ATO	Oct PAYG	21 <sup>st</sup> November	On time

### Third quarter (January – March)

Body	Action	Approved by	Due Date	Status
ACNC	ACNC Annual Information Statement	CEO, Finance Manager	31 <sup>st</sup> January	
ANCP, DFAT	Recognised Development Expenditure (RDE) worksheet submitted with audited financial statements		31 <sup>st</sup> March	
	Annual work plan preparation begins		March / April	

The table below shows routine quarter three ATO and RTWSA payments completed up to end January.

Body	Action	Due Date	Status
RTWSA	Payment due	7 <sup>th</sup> January	On time
ATO	Superannuation Guarantee Contribution	28 <sup>th</sup> January	
ATO	Jan PAYG	21 <sup>st</sup> February	
ATO	Q2 BAS and Dec PAYG	28 <sup>th</sup> February	
RTWSA	Payment due	7 <sup>th</sup> February	
ATO	Feb PAYG	21 <sup>st</sup> March	
RTWSA	Payment due	7 <sup>th</sup> March	

### Quarter four (April – June)

Body	Action	Approved by	Due Date	Status
Board	Annual budget (Provisional) prepared by CEO and Finance Manager, approved at June Board Meeting	Board	29 <sup>th</sup> June	
	Review and approve financial delegations			
ANCP	Submit Annual Work Plan	R: Programme Director A: CEO	30 <sup>th</sup> June	
MA, for ANCP	Check RDE figures; adjust if necessary	CEO, Finance Manager		
	Preparation for audit begins	Finance Manager		
ACFID	Annual Statistical Survey	Finance Manager	29 <sup>th</sup> June	
Personnel	CEO annual staff review	Board	April	

The table below shows routine quarter four ATO and RTWSA payments due.

<b>Body</b>	<b>Action</b>	<b>Due Date</b>	<b>Status</b>
ATO	Q3 BAS and Mar PAYG	12 <sup>th</sup> May	
	Superannuation Guarantee Contributions	28 <sup>th</sup> April	
RTWSA	Payment due	7 <sup>th</sup> April	
RTWSA	Payment due	7 <sup>th</sup> May	
ATO	Apr PAYG	21 <sup>st</sup> May	
RTWSA	Payment due	7 <sup>th</sup> June	
ATO	May PAYG	21 <sup>st</sup> June	

## Appendix 4: Organisational policies

All Motivation Australia policies are available to the Board on the Board's Dropbox and these are refreshed and updated periodically, as required. Below is a summary of policies (as of January 2021).

### 1. Our people

- Board Charter
- BYOD (bring your own device) policy
- Code of Conduct (under development)
- Employee Leave and Benefits policy, and accompanying procedures (in development)
- Flexible working policy (in development)
- Grievance policy (in development)
- Human Resources Management policy, and accompanying procedures (in development)
- Personnel Travel policy
- Travel for self-funded volunteers policy
- Whistleblowing policy
- Work health and safety policy

### 2. Governance, risk, safe-guards

- Anti-fraud and anti-corruption policy
- Board of Governors Remuneration policy
- Child protection policy
- Conflict of Interest policy
- Counter terrorism policy
- PNG Safety and Security procedure
- Prevention of sexual exploitation and abuse of adults (PSEA) policy
- Risk management policy, and accompanying procedures

### 3. Finance and resources

- Financial systems and management policy, and accompanying procedures (in development)
- Financial Delegation and Payments policy, and accompanying procedures (in development)
- Foreign currency translation policy
- Payroll policy, and accompanying procedures
- Procurement of goods and services policy
- Receipts policy
- Revenue Acceptance policy
- Salary Sacrifice policy
- Statement of accounting principles
- Sub Grant policy, and accompanying procedures

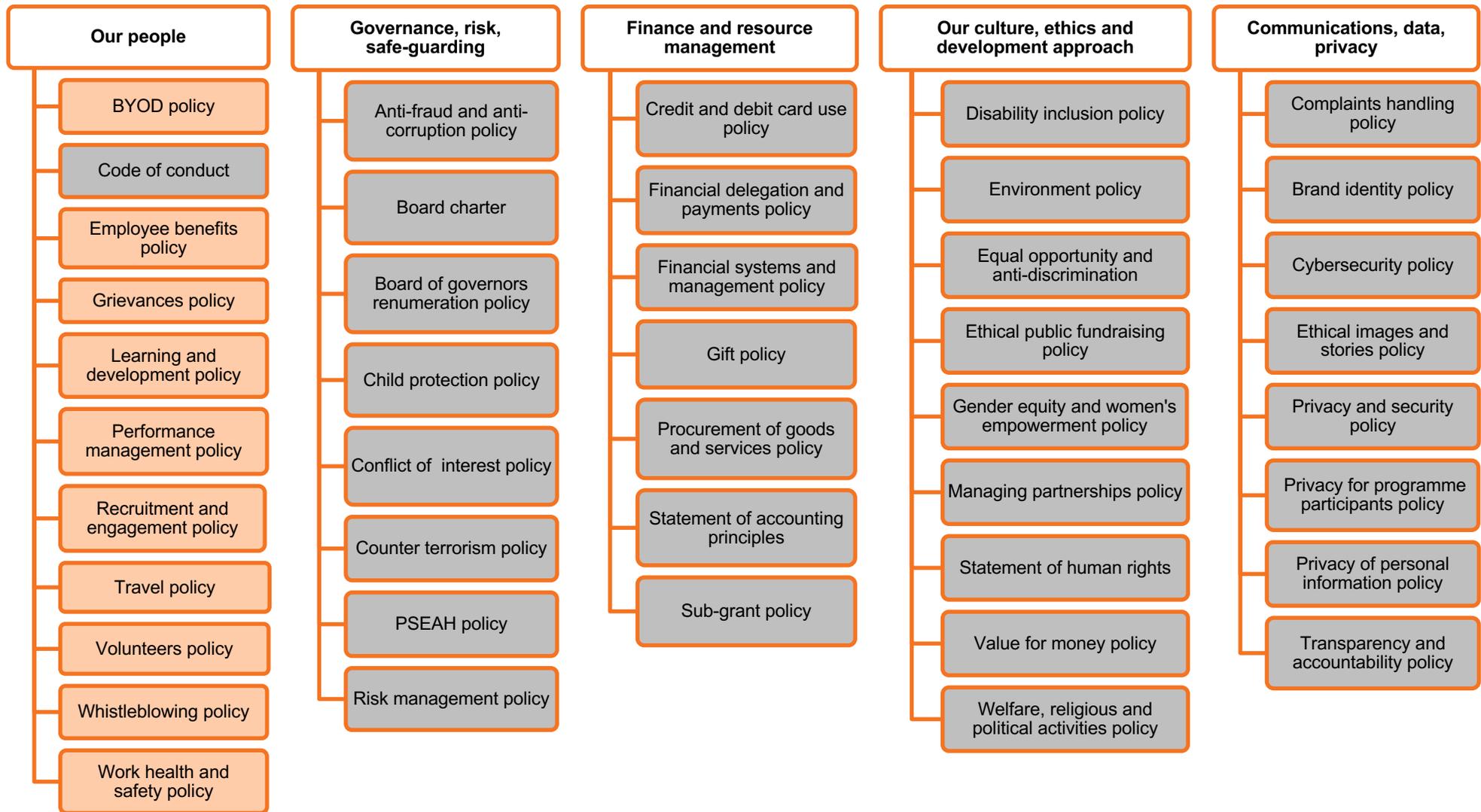
### 4. Culture, ethics, approach

- Disability inclusion policy
- Environment policy
- Equal opportunity and anti-discrimination policy
- Ethical public fundraising policy
- Gender equity and women's empowerment policy (in development)
- Managing partnerships policy (in development)
- Statement of human rights
- Value for Money policy
- Welfare, religions and political activities policy

## 5. Communication, data, privacy

- Brand identity policy
- Complaints handling policy
- Cybersecurity policy (in development)
- Ethical images and stories policy
- Personnel record management policy
- Privacy and security policy
- Privacy of personal information policy
- Transparency and accountability policy, and accompanying procedures

## Appendix 5 Policy map overview<sup>12</sup>



<sup>12</sup> Policies are listed in alphabetical order; grey policies are approved by board, orange policies are approved by CEO

## Appendix 6: Sample - Board of Governors meeting agenda

### Motivation Australia Board of Governors Meeting

**Date:** Xx

**Time:** Xx

**Venue:** Xx

#### Agenda:

Item	Time	Background Documents (Filed in drop box, meeting ## month year)
<ul style="list-style-type: none"> <li>• Welcome</li> <li>• Apologies</li> </ul>	2 min	No background document
<b>1. Declaration of conflicts of interests</b>	1 min	
<b>2. Minutes</b> 2.1 Accept decisions and minutes from: <ul style="list-style-type: none"> <li>• Board meeting on xx</li> <li>• Flying minutes circulated on xx</li> <li>• Flying minutes circulated on xx</li> </ul>	2 min	<ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> <li>• Xx</li> </ul>
<b>3. CEO's report: Progress against strategic plan</b> 3.1 In particular, noting: <ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> <li>• Xx</li> </ul> 3.2 Q&A + discussion re programme update	30 min	<ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> <li>• Xx</li> <li>• Xx</li> </ul>
<b>4. Motivation Australia fundraising update</b> 4.1 In particular, noting: <ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> </ul> 4.2 Fund raising discussion including potential for Board of Governors to assist with: <ul style="list-style-type: none"> <li>4.2.1 Local / national media exposure</li> <li>4.2.2 Local connections for sponsorship; foundations/trusts; presentations</li> </ul>	15 min	<ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> </ul>
<b>5 Motivation Australia accountability, administration and risk management update:</b> 5.1 Review of compliance tracker 5.2 Review of risk register (consider child safeguarding, SEA, health and safety, other) 5.3 Review of incidents and hazards register 5.4 Review of conflict of interests register, gift register, complaints register, register of interests, as relevant 5.5 Q&A re Motivation Australia accountability, admin, risk	15 min	<ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> <li>• Xx</li> </ul>

<p><b>6 Financial Report</b></p> <p>6.1 Approve financial report</p> <p>6.2 Approve related party transactions</p> <p><b><i>Suggested resolutions: That the Board approve the financial report and related party transactions.</i></b></p>	10 min	<ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> </ul>
<p><b>7 Approve Vx of the Motivation Australia Annual Budget</b></p> <p>7.1 Review of changes from V2 to V3</p> <p><b><i>Suggested resolutions: That the Board approve V3 of the Motivation Australia Annual Budget</i></b></p>	10 min	<ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> </ul>
<p><b>8 Policies:</b> See Appendix A of this Agenda for details</p> <p>8.1 Previous policies recently updated</p> <ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> <li>• Xx</li> </ul> <p><b><i>Suggested resolution: That the Board approve the revised policies above, effective xx</i></b></p> <p>8.2 New policies for board review and endorsement:</p> <ul style="list-style-type: none"> <li>• Xx</li> </ul> <p><b><i>Suggested resolution: That the Board approve the new BYOD policy above, effective 1<sup>st</sup> Feb 2018.</i></b></p>	20 min	<ul style="list-style-type: none"> <li>• Xx</li> <li>• Xx</li> <li>• Xx</li> </ul>
<p><b>9 Thematic discussion</b></p>	30 min	xx
<p><b>10 Any other business:</b></p> <ul style="list-style-type: none"> <li>• Xx</li> </ul>		No background document
<p><b>11 Notice of any paper or material presented at this meeting that should remain confidential</b></p>		No background document
<p><b>12 Set or confirm dates for subsequent Board meetings and/or AGM</b></p>		No background document

## Appendix 7: Board self-evaluation tool

### Motivation Australia Board Member Self-Assessment

This self-assessment quiz has been designed to support governors in reflecting on their own capacities and performance. It can also be used to contribute to an evaluation of the board's strengths and opportunities for improvement.

	Strongly Agree	Agree	Disagree	Strongly Disagree
<b>Individual governors</b>				
1. I have read and understood Motivation Australia's Board Charter and the Rules of Association				
2. I understand and support Motivation Australia's vision, mission, guiding principles and values				
3. I understand and support Motivation Australia's current strategic plan				
4. I have read and understood the Australian Council for International Development (ACFID) Code and the Board's responsibilities under this Code				
5. I am knowledgeable about Motivation Australia's current projects and priorities				
6. I read and understand Motivation Australia's financial statements				
7. I assist with fundraising and/or I give a significant annual gift to Motivation Australia				
8. In the past year I have assisted the CEO with my professional skills/advice on a pro-bono basis				
9. I stay abreast of issues and trends affecting our organisation and sector				
10. I have a good working relationship with other governors				
11. I have a good working relationship with the CEO				
12. I have sufficient cultural competence to work well with people from diverse backgrounds				
13. I prepare for and actively participate in Board meetings				
14. I understand how to use the tools, resources and technologies available to support governors				
15. I reliably respond to flying minutes and contribute to effective and efficient decision-making processes				

	Strongly Agree	Agree	Disagree	Strongly Disagree
16. I act as a good-will ambassador for Motivation Australia				
17. I have recommended individuals for service on the board and/or otherwise contributed to board regeneration				
18. I believe I add value to the board and Motivation Australia				
19. My experience of serving on the board is satisfying and rewarding				
<b>Board as a whole</b>				
20. The Board plays an active and effective role in Motivation Australia's strategic development				
21. The quality and range of questions asked during Board discussions shows that diverse perspectives are actively being considered.				
22. The content and format of Board documents supports the Board to monitor progress and make effective decisions				
23. The Board recognises and manages organisational risk effectively				
24. The Board monitors Motivation Australia's compliance with relevant legislation (e.g. Australian Accounting Standards, Australian Auditing Standards, Incorporated Associations Act, Privacy Act, Fair Work Act) and Codes (e.g. ACFID)				
25. The Board is actively and effectively engaged in developing and monitoring Motivation Australia's policies				
26. Board meetings are effective in facilitating the Board's fulfilment of its roles and responsibilities.				