



GOVERNANCE STATEMENT

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Edmund Rice Camps Inc. (ERC) is a not-for profit Association established in the spirit of Edmund Rice to provide:

- recreational opportunities for young people and families that are affected by social and / or economic disadvantage;
- leadership opportunities for young adult volunteers.

ERC operates within Australia's legislative and regulatory framework and is governed by its Constitution.

Members

The Members of ERC elect Board Members and review and approve the annual report and accounts.

Members also have the opportunity to enquire about and express their views on ERC's business and vote on items of business for resolution by Members at the Annual General Meeting and at any other General Meeting in accordance with the Constitution.

The Annual General meetings are held in Melbourne.

The Board

The Board may have up to ten independent, non-executive members, comprising a Chair and up to nine additional members. A minimum of six Board members are elected by the members of the Association at the AGM, with no more than four members appointed by the board.

To be independent, Board Members must have no relationship with management or with ERC that would interfere with the exercise of their independent judgment and be free from any interest and any business or other relationship which could materially interfere with their ability to act in the best interests of ERC.

Board Members elected at the AGM are normally elected for three year terms. Board appointments are for one year terms.

The composition of the Board is reviewed on an annual basis to ensure that the Board has the appropriate mix of expertise and experience.



The Executive Officer is not a Board Member under the Constitution and is not entitled to vote on any resolutions put before the Board. However, the Executive Officer is an ex-officio member of the Board and is an attendee at all Board Meetings.

Board Committees

To assist in the execution of its responsibilities, the Board establishes committees comprising non-executive Board Member(s) and volunteers. The committees may be permanent or ad-hoc, as determined by the Board. These committees have formal Charters, approved by the Board.

The permanent committees are:

- Risk, Audit & Finance
- Nominations, Governance & Personnel
- Fund Raising
- Evaluation

Regular reports of the committees' activities are given to the Board and minutes are circulated to all Board Members.

Board responsibility

The Board has overall responsibility for the governance of ERC, including:

- appointment of the Executive Officer;
- assessment of ERC's management performance, measured against clearly identified objectives;
- preservation of the integrity and credibility of ERC;
- prudent management of funds;
- planning and reviewing ERC's strategic direction;
- approval of short and long term business plans;
- risk management
- preparation of the Annual Report and accounts for approval by Members and
- ensuring all activities operate within the Charism of Edmund Rice

The Executive Officer is responsible to the Board for the day-to-day management of ERC. The relationship between the Board and management is a partnership that is crucial to ERC's long-term success. The separation of responsibilities between the Board and management is clearly understood and respected.

Internal Controls and Management of Risks

The management of risk is a high priority for the Board and Management.

ERC has a framework in place to ensure that risks are identified and properly managed through a control framework which includes:

- an annual strategic plan approved by the Board
- an annual budget approved by the Board, together with financial delegations, regular financial performance monitoring and an independent financial audit
- a risk management framework approved by the Board, including regular monitoring of key risks and risk improvement plans and
- regular reporting to the Board on a number of key areas including operations, safety, fundraising and the regulatory environment.

Ethical Standards

ERC's Board Members have undertaken to perform their duties with honesty, integrity, care and diligence, according to the law and ERC's Constitution in a manner that reflects the highest standards of governance. These standards are set out in the Board Members' Handbook, which establishes procedures and guidelines to ensure that the highest ethical standards are maintained. The Handbook operates in conjunction with ERC's policies and procedures.

The Board has also adopted the Australasian Evaluation Society Guidelines for the Ethical Conduct of Evaluations.

Board Process and Performance Review

Every 3 years the Board carries out a formal review of its performance in meeting its key responsibilities. This review is carried out by an independent, external consultant.

The purpose of the review is to identify any areas of weakness and mechanisms for improving the functioning and performance of the Board, its relationship with management and to focus on specific performance objectives for the year ahead.

Individual Board members will be supported with a performance review including consideration of each member's formation needs.

Responsibility

The Board is responsible for the implementation and review of this policy.

All Board Members endorse this policy.