

# ACS GOVERNANCE MANUAL

## Mission

Providing leadership to the aged and community care sector and empowering and supporting ACS member organisations to provide quality aged and community care services.

## Vision

Achieving measurable improvements in the wellbeing of residents and clients of member organisations by influencing government policy, advising on good governance and providing quality education.

## Guiding Principles

1. ACS exists:
  - a. To serve the interests of its members in enabling them to provide quality services in retirement villages, community care and residential aged care.
  - b. To support, train, guide, lead and enhance the success of non profit, church and charitable organisations in the aged and community care sector.
  - c. To provide a coherent industry voice.
2. In governing ACS:
  - a. Conflicts of interest should be declared.
  - b. The Board will act in the interests of ACS and its members at all times.
  - c. The Board will maintain integrity in all ACS business operations.
3. In governing ACS, a healthy relationship between senior management and governing committees is highly important. That relationship has these characteristics:
  - a. Mutual trust.
  - b. For those governing, a clear sense of ownership of ACS' work and consistent attention to developing strategies to guide that work.
  - c. For those managing, a clear sense of ownership of day to day tasks and outcomes and a willingness to implement governance strategies.
  - d. A team oriented relationship that focuses on the best outcome for those we service.
  - e. Ethical behaviour, open communication, honesty, confidentiality.
4. In governing ACS, the following indicators or evidence are important:
  - a. There is an articulated governance framework that spells out what these relationships are.
  - b. Board and senior management have a clear understanding of the difference between governance and management and practise this.
  - c. A compatible relationship between the Board and its CEO.
5. Long term financial stability and growth is essential, with key indicators being:
  - a. Financial assets maintained at least equal to the cost of 6 months' operation, plus sufficient to cover employees' entitlements, rent and other key costs.
  - b. Level of perceived influence, advocacy, success in relation to industry pressures and issues with government.
6. The following outcomes are unacceptable:
  - a. Low or no results in influencing government/department policy making.
  - b. Falling membership.
  - c. Six months of steady financial losses.

# ETHICAL CONDUCT AND PROPER PRACTICE

## **Ethical Conduct**

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority and is bound by the ACS Board Code of Conduct.

## **Code of Conduct**

The Board is committed to the adoption of the following Code of Conduct:

1. A director must act honestly, in good faith and in the best interests of the organisation as a whole.
2. A director has a duty to use due care and diligence in fulfilling the functions, of office and exercising the powers attached to that office.
3. A director must use the powers of office for a proper purpose, in the best interests of the organisation as a whole.
4. A director must recognise that the primary responsibility is to the organisation's members as a whole but should, where appropriate, have regard for the interests of all stakeholders in the organisation.
5. A director must not make improper use of information acquired as a director
6. A director must not take improper advantage of the position of director.
7. A director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the organisation.
8. A director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.
9. Confidential information received by a director in the course of the exercise of directorial duties remains the property of the organisation from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that organisation, or the person from whom the information is provided, or is required by law.
10. A director should not engage in conduct likely to bring discredit upon the organisation.
11. A director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law.

## **Directors of the Board**

Shall in accordance with the Associations Incorporation Act 1984, act honestly and in good faith, and with due care and diligence at all times in the interest of ACS and its stakeholders, ensuring that all stakeholders, particularly those who are members of ACS are treated fairly according to their rights.

Shall carry out their duties in a lawful manner and ensure that the organisation carries out its business in accordance with the law and the ACS Constitution.

Shall avoid conflicts of interests in as far as this is possible. Where such a conflict arises, the director/s concerned must declare the conflict of interest at the earliest opportunity.

Shall be diligent, attend board meetings and devote sufficient time to preparation for board meetings to allow for full and appropriate participation in the board's decision making.

Shall observe the confidentiality of non public information acquired by them in their role as directors and not disclose to any other person such information that might be harmful to the organisation.

Shall act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.

### **The Board**

Shall meet regularly to monitor the performance of management and the organisation as a whole. To do this the board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the board.

Shall ensure that there is an appropriate separation of duties and responsibilities between itself and senior management and that no one has unfettered powers of decision making.

Shall ensure that the independent views of directors are given due consideration and weight.

Shall ensure that stakeholders are provided with an accurate and balanced view of the organisation's performance including both financial and service provision.

Shall regularly review its own performance as the basis for its own development and quality assurance. Individual directors should also review their own performance with a view to ensuring a suitable contribution to board deliberations and decision making and, if found lacking, should either pursue training or assistance to improve their performance or resign.

Carry out its meetings in such a manner as to ensure fair and full participation of all directors.

Shall ensure that the organisation's reserves/assets are protected via a suitable risk management strategy.

Shall ensure that management reports on the implementation of the Board's decisions.

# CORPORATE GOVERNANCE STATEMENT

## Philosophy of the Aged & Community Services Association of NSW & ACT Inc

The Aged & Community Services Association of NSW & ACT Inc (ACS) is a peak organisation representing not-for-profit aged and community care service providers. Its key role is providing employee relations, lobbying, policy and educational and consultancy services to its members and other clients.

Underpinning ACS are the basic principles on which the organisation was founded in 1965 and which remain true to this day: that ACS has core values of charity, compassion, dignity, respect, integrity, honesty and innovation.

The Board has the final responsibility for the successful operations of ACS. The Board shall act as a means of interaction between ACS and stakeholders. The Board acknowledges that key stakeholders include:

- ACS members;
- ACS Industry Advice Scheme clients;
- ACS employees;
- ACS Corporate Supporters, sponsors and suppliers, older people with disabilities and carers served by our members and clients;
- Governments Federal, State and Local.

As part of this responsibility, Directors maintain an awareness of contemporary trends in aged and community care and seek to identify future strategic business opportunities for ACS.

The Board will carry out its activities through the Chief Executive Officer (CEO) by delegating specific powers and responsibilities as contained in section 'The role of the Chief Executive Officer'.

## Guidelines on significant corporate governance issues

### Selection and composition of the Board

**1) Identification of new Directors.** While recognising the democratic right of ACS members to elect whomsoever they want to the Board, the Board can identify and encourage potential Directors to stand for election.

**2) Board membership criteria.** The Board reflects the diversity of the ACS membership.

**3) Standing for Board membership.** Membership of the Board is decided by election in accordance with the ACS Rules<sup>1</sup> whereby any Life Member or duly authorised representative of a member can stand for election to the Board. The election is conducted by the Australian Electoral Commission. The outcome of the annual election process is announced at the annual general meeting of members of ACS.

**4) Responsibilities of Directors.** Directors have a responsibility to act in the best interests of the Association, consistent with the requirements of directors under the Corporations Act.<sup>2</sup> Directors are responsible to declare any conflicts of interest which may arise (for example, relating to their own organisation) and to withdraw from voting on any motion where they have a conflict of interest. The Board is responsible for the financial affairs of ACS. ACS indemnifies Directors against any personal liability regarding duties undertaken on behalf of the Association in accordance with the ACS Rules.<sup>3</sup>

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<sup>1</sup> ACS Rules, Articles 14, 24 and Schedule 1.

<sup>2</sup> Corporations Act, Section 181 (1).

<sup>3</sup> ACS Rules, Article 16.

**5) Orientation of new Directors.** The orientation process for new Directors includes the provision of background materials on ACS, a copy of the ACS Rules, a copy of this Corporate Governance Statement, an invitation to attend the annual planning day held after the Annual General Meeting, and the opportunity to meet with Board Executive members and senior management.

## Leadership

**6) Roles of President and Vice President.** These office holders act as the Board's Executive in accordance with the ACS Rules.<sup>4</sup> The President presides at all meetings of ACS, signs the minutes of previous meetings, is responsible for signing official documents, and has a casting vote if required. When absent, this role may be taken by the Vice President.<sup>5</sup>

**7) Election of President and Vice President.** ACS members elect the President of the Board every three years via the annual election process in conformity with the ACS Rules. The Vice President is elected by the Board at its first meeting after the election of the President and the Board.<sup>6</sup>

**8) Role of the Chief Executive Officer.** The Chief Executive Officer is responsible for the day-to-day management of ACS, including selection and performance management of staff. Amongst other things, the CEO acts as public officer for the Association and is responsible for keeping minutes of all ACS meetings, maintaining ACS records including the register of members, and lodging with the relevant registries annual reports on the operations of ACS in accordance with ACS Rules.<sup>7</sup>

**9) Selection of the Chief Executive Officer.** The Board is free to make the choice of a Chief Executive Officer in any way that seems best for the Association at a given point in time. The process is conducted so as to ensure transparency and equity and in accordance with the Association's commitment to EEO principles.

**10) Succession planning.** It is a function of the Board to plan smooth succession of Board Members and Office Bearers (while recognising the democratic right of ACS members to elect whomsoever they want to the Board) and the CEO. It does so by identifying potential Board members, monitoring the development of the CEO and other senior managers and seeking advice where appropriate for key appointments. The CEO appoints senior managers with assistance from Directors as required.

## Board composition and performance

**11) Size of the Board.** The Board presently has fifteen (15) members in accordance with the ACS Rules.<sup>8</sup> In addition, the CEO attends Board Meetings but is not member of the Board.

**12) Term limits.** Directors are elected for a maximum of three years (with one third of the Directors elected every third year) and are able to stand for re-election.<sup>9</sup> Whilst such limits could help ensure there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over time, increasing insights into the Association and its operations and, therefore, provide an increasing contribution to the Board as a whole.

The Board believes that the need for Directors to submit for re-election each three years allows each Director the opportunity to conveniently confirm his/her desire to continue as a member of the Board.

**13) Retirement age.** The Board believes that there is no need for any retirement age to be determined for Directors.

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<sup>4</sup> ACS Rules, Article 14.

<sup>5</sup> ACS Rules, Article 12.

<sup>6</sup> ACS Rules, Articles 14, 24.

<sup>7</sup> ACS Rules, Article 26.

<sup>8</sup> ACS Rules, Article 14.

<sup>9</sup> ACS Rules, Article 25.

**14) *Executive sessions of Directors.*** The Board may schedule time at the conclusion of at least one meeting each year for Directors to meet independently of all paid employees. This will allow consideration of the annual evaluation of the performance of the CEO.

**15) *Assessing the Board's performance.*** The Board undertakes an annual planning process, in collaboration with senior management and ACS Regional Committee Chairpersons. This provides an opportunity to assess the performance of the Board and ACS in general. The Board is committed to examining any suggestions to increase the overall effectiveness of the Board and will examine other formal mechanisms to review its performance.

**16) *Board's interaction with media, government and other organisations.*** The Board believes that the Chief Executive Officer or his nominee speaks for ACS. If the Board determines that it should comment on a matter directly, then the President will make such comments unless otherwise delegated by Board.

Individual Directors may, from time to time, represent ACS on committees, etc. at the request of management or the Board.

**17) *Strategic Planning.*** The Board is responsible for the overall direction of ACS through a regular planning process.

#### **Board relationship to senior management**

**18) *Regular attendance of non-Directors at Board meetings.*** The Board invites the attendance and participation at each Board meeting of the Chief Executive Officer.

Should the CEO wish to add additional people as attendees at a particular meeting, this would be referred to the President for approval.

**19) *Board access to senior management.*** Directors have complete access, in their roles as Board members, to senior management and staff through the Chief Executive Officer. It is assumed that Board members will use judgment to be sure that this access is not distracting to the business operations of ACS and that such contact, if in writing, will be copied to both the CEO and the President.

Where Directors are representing their own organisations to seek services from ACS, they have all usual access to ACS staff without reference to the CEO.

With the approval of the President, the CEO may invite other staff to attend all or part of a Board meeting to enable:

- (a) additional insights into items being discussed because of a personal involvement in these areas; and/or
- (b) provide managers that the CEO believes have future potential with exposure to the Board.

#### **Meeting procedures**

**20) *Selection of agenda items for Board meetings.*** The President of the Board and the CEO will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of item(s) on the agenda.

**21) *Board materials distributed in advance.*** Information and data that are important to the Board's understanding of the business will normally be distributed in writing before the Board meets. ACS has established a process whereby the Board agenda and other materials are normally mailed by the ACS Office not later than seven days prior to reach each Director no later than the Friday before each Board

meeting. Committee agendas and papers are sent out at least two days in advance of each committee meeting.<sup>10</sup>

**22) Board presentation.** As a general rule, presentations on specific subjects should be sent to Directors in advance so that Board meeting time may be conserved and discussion time focused on questions the Board has about the material. On those occasions in which the subject matter is too sensitive to put on paper, the presentation will be discussed at the meeting.

### **Committee matters**

**23) Number, structure and independence of committees.** Consistent with the Association's Rules<sup>11</sup>, the Board has established a number of Board, advisory and regional committees. There will, from time to time, be occasions when the Board may want to form a new committee or disband an existing one, depending on the circumstances. The current Board committees are Audit & Risk, Membership and Performance & Remuneration. The current advisory committees are Residential Care, Housing & Retirement Living, Community Care, Industrial, Purchasing, Financial Issues and Learning & Development. A Building Committee is administered jointly with ACAA NSW. A network of regional committees operates around NSW and the ACT.

**24) Board committee membership.** The Board reserves the right to directly appoint Directors with expertise to Board committees as it sees fit or to vary or extend the term of a particular committee. Membership of the Audit & Risk Committee comprises five Directors; Membership Committee comprises four Directors, Performance & Remuneration comprises the President and Vice President.

**25) Advisory committee membership.** The Board seeks nominations from ACS members to participate in advisory committees for a two-year term. The Board reserves the right to directly appoint people with expertise to particular committees as it sees fit or to vary or extend the term of a particular committee. Where an advisory committee member becomes unavailable permanently, the Board may choose to appoint a substitute from the same organisation for the balance of the term. The Board may otherwise fill vacancies on committees as it sees fit.

The criteria for selection onto an advisory committee are:

- Skills relevant to the committee's purpose
- Where relevant, history of contribution to previous committees
- Where relevant, record of attendance at previous committees
- Balance of representation of ACS membership.

The Board has set a maximum number of 20 members for the Residential Care and Community Care Advisory Committees and a maximum of 15 members for other advisory committees, bearing in mind the desire to balance as broad a representation of ACS membership as possible with committee functionality. An ACS staff member will act as resource person and minute taker. ACS will pay for one member from rural or remote areas to attend each advisory committee. A Director is appointed as the chairperson of each advisory committee annually by the full Board.

**26) Frequency and length of committee meetings.** The Chairperson of each committee, in conjunction with committee members, will determine the frequency and length of the meetings of the committee.

**27) Committee agenda.** The Chairperson of each committee, in consultation with the ACS resource staff member, will determine the committee's agenda. Committee members may suggest items.

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<sup>10</sup> ACS Rules, Article 14

<sup>11</sup> ACS Rules, Articles 19, 21.

**28) Regional committees.** Participation in regional committees is open to all ACS members in the region and to invited non-members. Only representatives of ACS members may vote or hold positions on the regional committee.<sup>12</sup>

### **Leadership development**

**29) Formal evaluation of the Chief Executive Officer.** By delegation from the Board, the Performance & Remuneration Committee undertakes an annual evaluation of the performance of the CEO. The evaluation will be based on objective criteria including performance of the business, the setting and accomplishment of long-term strategic objectives and the development of managers.

At the conclusion of the review, the President informs the Board of the conduct of the review, including process, content and outcomes as seems appropriate at that time, acknowledging the necessary sensitivity and candour of the review.

The evaluation will be used when considering the compensation and performance-based remuneration of the CEO. The Board determines the overall setting within which the CEO is remunerated.

During the year, the President provides a mentoring role for the CEO, assisting the CEO with professional development and resolution of major issues facing ACS.

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<sup>12</sup> ACS Rules, Appendix B – Model Rules for Regional Advisory Committees.

# BOARD BUSINESS PAPERS

## Overview

ACS seeks to organise its Board meetings in an efficient and effective manner, so that the operations of the Board are as smooth as possible.

## Policy

The ACS Board is responsible for management and control of the business of the Association. Its meetings are held in accordance with the requirements of the Rules of the Association (Article 14), the ACS Corporate Governance Statement and best practice in meeting procedures and are generally held on the first Tuesday of each month.

## Procedure

- Written notice of a Board meeting is issued by the CEO to each member of Board in the form of an agenda and supporting documents, and is despatched to Board members by express post not later than seven (7) days prior to the day appointed for the meeting.
- The notice of meeting specifies the general nature of the business to be transacted.
- The bound papers are to include, in the following order:
  - the agenda;
  - the minutes of the previous meeting;
  - business papers applicable to the agenda; and
  - an index.
- Following the meeting a draft copy of the minutes is distributed by email to Board members not later than seven working days after the meeting. The minutes are confirmed at the following meeting of the Board.
- Any papers tabled at the Board meeting are circulated to Board members not present as soon as possible after the conclusion of the meeting.
- Any requested changes are recorded in the minutes and included in the appropriate Minute Book which is signed by the Chair at the meeting.
- Board minutes are circulated to the Senior Management Team for perusal of issues pertinent to their areas of responsibility.
- The précis of Board meetings is distributed to ACS members by email not later than ten working days after the meeting.

# ACCOUNTABILITY & ACCREDITATION SUPPORT

## Overview

ACS provides support to both members and services that join the Industry Advice Scheme to assist them to provide high quality accredited aged care services. Our approach can be summarised as follows:

1. ACS is committed to a strategy that assists member organisations to obtain and maintain accreditation and / or meet the Australian or NSW State & ACT Government accountability requirements and demonstrate a commitment to continuous improvement.
2. ACS recognises this strategy will, of necessity, be undertaken in stages as members providing residential, community care and self care services embrace accreditation or Government compliance requirements at various levels across different processes and timelines.

## Background

All Commonwealth-funded residential aged care facilities must be accredited to receive Commonwealth funding. The Australian Department of Health & Ageing (DoHA) can also place sanctions on a residential care facility if significant non compliance with the Accreditation Standards under the Aged Care Act 1997 is identified. While most of ACS's over 710 member facilities receive a three-year accreditation, some facilities have received less than three years. Others may fail in the future. These facilities may require assistance from ACS following the Aged Care Standards & Accreditation Agency (the Agency) decision.

Commonwealth-funded community care services are required to demonstrate ,quality accountability and meet quality standards outlined in the Aged Care Act 1997 (the Act) and service agreements. Failure to meet the standards can result in sanctions under the Act. NSW State & ACT quality and accountability programs also contain requirements to meet quality and accountability standards. Similar processes are gradually being developed in the self care arena.

## 1. Accreditation & Accountability Assistance to Members

Should a member (or Industry Advice Scheme client) fail to achieve accreditation or meet the accountability requirements, ACS will:

- ensure that the member is aware it can contact ACS for information and support;
- act as an information conduit for the member, working in partnership with the Accreditation Agency, the Australian Department of Health & Ageing and other relevant agencies to achieve the best possible outcomes for the facility or community service and the residents /clients it serves;
- act as an intermediary to offer that organisation, if it so wishes, a range of options regarding its future, advice to meet the required standards, support in obtaining management assistance or support to merge, close or determine other directions;
- make available via the ACS Consultancy Service or other groups, the names of appropriately skilled people who could be contracted by a member at its cost to work with the facility/service to identify gaps and assist in planning the way forward;
- provide support to the member in dealing with the media; and
- continue to support members who demonstrate intent and good will in resolving all issues to ensure accreditation and accountability requirements are achieved.

## 2. Withdrawal of Assistance or Membership

The ACS Board reserves the right to discontinue assistance, refuse applications for membership, suspend membership or cancel ACS or Industry Advice Scheme membership of any organisation that:

- has sanctions imposed under the *Aged Care Act 1997* and refuses to work with the Agency, the Australian Department of Health and Ageing or other relevant agencies in resolving these issues;
- ignores offers of assistance and support from ACS;
- has all Commonwealth funding withdrawn; or
- has its provider status revoked by the Australian Department of Health and Ageing.

### **Support for Australian Department of Health & Ageing Contingency Plans**

ACS will participate in contingency planning by the Australian Department of Health and Ageing. ACS will assist the Department to identify members who may be able to offer temporary support to displaced persons should any facilities/services be closed as a result of accreditation or accountability failure or unexpected closure for other reasons.

**ACS will support members who choose to offer assistance to displaced residents/clients should residential care facilities or community services close.**

# ANNUAL GENERAL MEETINGS

## Overview

ACS seeks to organise its Annual General Meetings in an efficient and effective manner.

## Policy

The ACS Annual General Meeting is held annually in accordance with the requirements of the Rules of the Association (Articles 10, 11 and 13), statutory requirements, the ACS Corporate Governance Statement and best practice in meeting procedures. The primary purposes of the Annual General Meeting (Article 10.2 of the ACS Rules) include receiving reports of the activities for the past year, receiving and considering the financial reports and appointing the auditor for the ensuing financial year. ACS also takes the opportunity to keep members informed of key issues in aged and community care through inviting guest speakers as appropriate.

## Procedure

- Annual General Meetings must be held not later than five (5) months after the end of each financial year.
- Except where the nature of the business to be dealt with at an Annual General Meeting requires a special resolution of the Association, the CEO, at least fourteen (14) days before the date fixed for the holding of the Annual General Meeting, sends by email, faxstream or mail, to each member or representative at the member's or representative's address, a notice specifying the place, date and time of the meeting and the nature of the business to be transacted.
- Where the nature of the business to be dealt with at an Annual General Meeting requires a Special Resolution, the CEO, at least twenty-one (21) days before the date fixed for the holding of the Annual General Meeting, sends a notice to each member specifying the intention to propose the resolution as a Special Resolution.
- The appointed venue for the meeting is set up theatre style unless otherwise requested.
- Notes on the format of the meeting are provided for the guidance of the Chair.
- A list of the names and organisations of proxy voters is provided to the Chair of the meeting.
- A list of members apologising is provided to the Chair of the meeting.
- An attendance book is provided for signing by members and visitors.
- Voting representatives are signed off against the ACS voting representatives' listing and voting cards are given to voting representatives.
- An agenda for the meeting is issued to all present.
- The AGM Minute Book is provided to the Chair for signing the previous year's AGM minutes.
- The current year Annual Report and audited Financial Report are issued to all present.
- A quorum of twenty (20) members or representatives of members must be present in person, or by proxy, for the transaction of the business of an Annual General Meeting.
- Only financial members or Life Members are permitted to vote at Annual General Meetings.
- Voting at Annual General Meetings is carried out in accordance with Rule 13 of the Association's Rules.
- Minutes of Annual General Meetings are distributed to all members via email.
- Minutes are maintained in the appropriate Minute Book.

# BUDGET PROCESS

## **Overview**

ACS is committed to having accurate and user-friendly budgets that ensure the Association's viability and the achievement of strategic objectives.

## **Policy**

ACS will develop an annual financial year budget to allow control of its income and expenditure. The budget will be prepared with the full involvement of all Unit Managers, ACS accountants and the Board Audit & Risk Committee. This budget will reflect proposed income and expenditure for the year and is to be approved by the Board. The budget will be prepared to reflect the Association's strategic plans and will take into account all planned ACS activities.

The budget will be fixed for the full financial year to enable performance [variances] to be consistently measured against the approved benchmark.

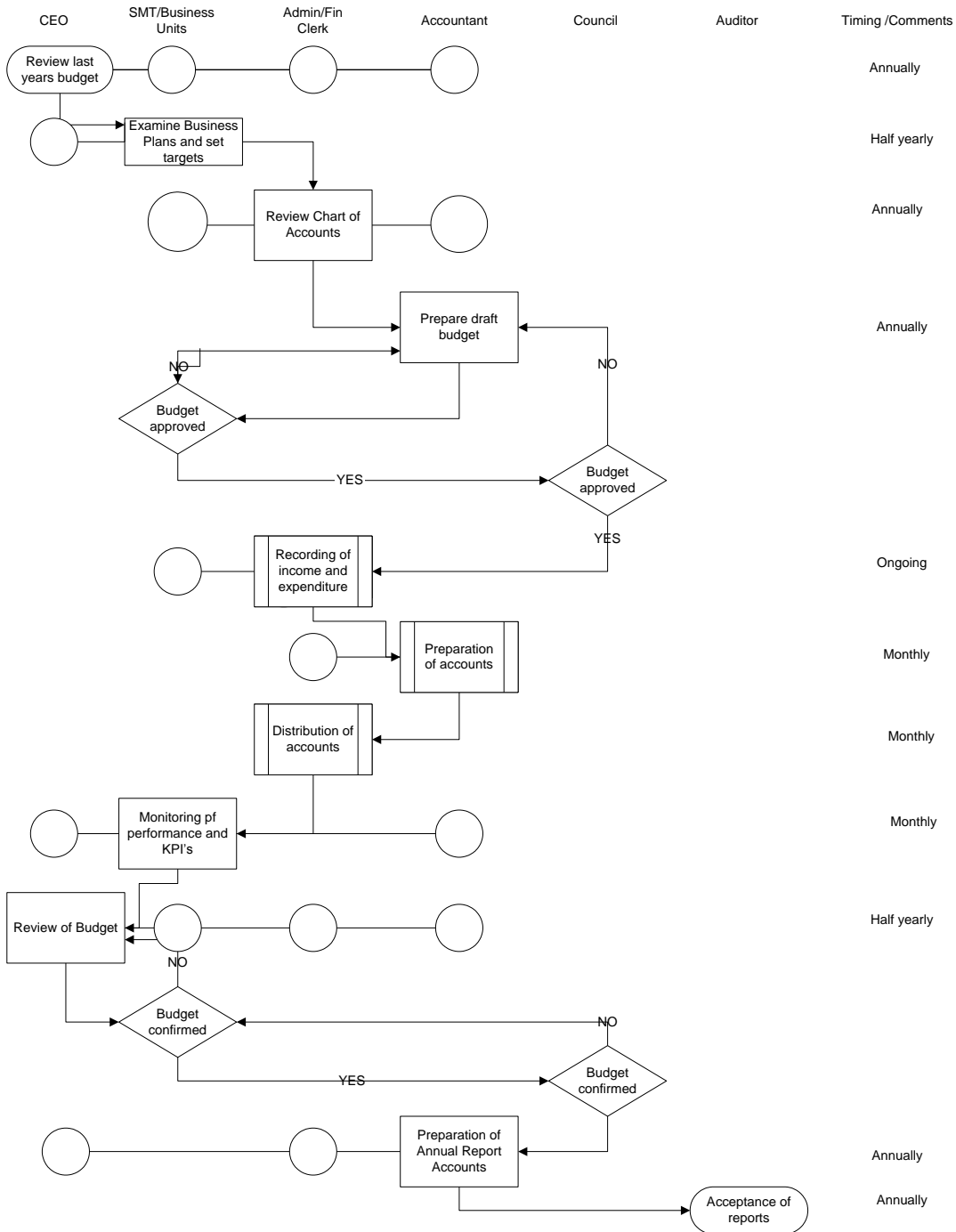
There will be at least one formal interim review each year. The results of this review will be presented to the Board in the form of revised budget numbers designated as Current Full Year Forecast. A full analysis including revised action plans will form part of this interim review process.

## **Procedure**

The attached flow chart outlines the procedure for the preparation of the annual budget.

### Budget Process

Intent: To have accurate and user friendly budgets that ensure ACS's financial liability and aid in the achievement of strategic objectives



# FINANCIAL DELEGATIONS

## Overview

All ACS expenditure is to be approved in accordance with financial delegations and the annual budget approved by the ACS Board.

All ACS expenditure or revenue is to be incorporated into the ACS accounting system, identifying the nature of the expense or revenue, as soon as possible after the legal obligation to make the expenditure has been made.

All staff expenditure should be undertaken within the guidelines set out in ACS Policy on Staff Expenditure, Travel and Hospitality.

Prior to any actual payment being made, an ACS manager or delegate who is in a position to verify the payment is legitimate, must recommend approval of the payment.

## Financial Delegations

All management staff have financial approval delegations. These delegations relate to the areas for which they have had a budget allocated.

Delegation Holder	Delegation for Approval of Non-Budget Items	Delegation for Approval of Budget Items
ACS Board	Unlimited	Unlimited
Chief Executive Officer	Up to \$10,000	Up to \$200,000
Finance & Administration Manager	Up to \$1,000	Up to \$60,000
RTO Manager	Up to \$1,000	Up to \$60,000
Employee Relations Manager	Up to \$1,000	Up to \$25,000
Residential Care & Policy Unit Manager	Up to \$1,000	Up to \$25,000

- *Non-Budget Items* are any good, service or modification that has not previously been approved via the annual budget or specific project budgets under the annual budget. Examples may include commencing a new project outside the annual budget allocation, hiring in casual staff for data entry on a particular project but outside the project budget, buying a new mobile phone, etc.
- *Budget Items* are existing obligations - normal expenses ACS has to pay that are covered in the annual budget, eg. rent payments, existing subscriptions renewal, phone bills, etc. These also refer to payments to be made within an already approved larger project, eg. a policy development project totalling \$50,000 approved by the Board - within this the CEO or Manager can approve a contractor being used up to the value approved in the project budget.

Refer to the Purchasing Policy and Accounting, Purchasing & Payments Procedure for detailed instructions on the ACS processes for managing financial transactions.

# GENERAL MEETINGS

## Overview

ACS seeks to organise its General Meetings in an efficient and effective manner.

## Policy

ACS may hold General Meetings from time to time to conduct business of the Association not otherwise covered in the Annual General Meeting. General Meetings are held in accordance with the requirements of the Rules of the Association (Articles 10, 11 and 13), the ACS Corporate Governance Statement and best practice in meeting procedures.

## Procedure

- Except where the nature of the business to be dealt with at a General Meeting requires a special resolution of the Association the CEO, at least fourteen (14) days before the date fixed for the holding of the General Meeting, sends by email, faxstream or mail, to each member or representative of the member, at the member's or representative's address, a notice specifying the place, date and time of the meeting and the nature of the business to be transacted.
- Where the nature of the business to be dealt with at a General Meeting requires a Special Resolution the CEO shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, send a notice to each member specifying the intention to propose the resolution as a Special Resolution.
- The appointed venue for the meeting is set up theatre style unless otherwise requested.
- Notes on the format of the meeting are provided for the guidance of the Chair.
- A list of the names and organisations of proxy voters is provided to the Chair of the meeting.
- A list of members apologising is provided to the Chair of the meeting.
- An attendance book is provided for signing by members and visitors.
- Voting representatives are signed off against the ACS voting representatives' listings and voting cards are given to voting representatives.
- An agenda for the meeting is issued to all present.
- The General Meeting Minute Book is provided to the Chair for signing the previous year's General Meeting minutes.
- A quorum of twenty (20) members or representatives of members must be present in person, or by proxy, for the transaction of the business of a General Meeting.
- Only financial members and Life Members are permitted to vote at General Meetings.
- Voting at General Meetings is carried out in accordance with Rule 13 of the Association's Rules.
- Minutes of General Meetings are distributed to all members via email.
- Minutes are maintained in the appropriate Minute Book.

# INDUSTRY ADVICE SCHEME

## Industry Advice Scheme Details

### Services

Through the Industry Advice Scheme, a service provider receives the following services:

- access to industrial advice via the ACS website and industrial circulars and pay-as-you-go access to our industrial advisers
- support to management on clinical and policy matters with pay-as-you-go access to in-depth management consultancy services
- support in resolving industry issues with government departments
- reduced fees for ACS products, courses, conferences and learning centre services
- access to special services such as ACS SmartSupply
- regular information from ACS on key issues for aged and community care services including our monthly Update magazine, fortnightly e-mail newsletter and access to the members' section on the ACS website
- support from our regional networks
- ability to send observers to ACS's Advisory Committees.

Clients of the scheme cannot:

- vote for or stand for ACS Board; or
- stand as office holders in ACS's Regional Committees.

### Fees

The fee structure will be set annually.

Organisations must enrol with the scheme all services they provide.

Access to four hours industrial support and four hours personal contact for consultancy and policy advice, per annum, included as part of the initial payment. Any hours provided above that limit, for either category, will be charged per hour at a rate to be determined (plus GST). Unused balances cannot be carried beyond the 12 months' period.

An organisation joining part way through a year will pay fees calculated on a pro-rata basis in recognition of the number of months of scheme membership during that year.

### Notes:

1. Not-for-profit, state government and local government providers are not eligible for the Industry Advice Scheme.
2. The ACS Board reserves the right not to accept an application should the applicant not be of good character or if acceptance of the application would, in the view of the Board, on other grounds affect the capacity of the scheme to achieve its purpose.

## **Statement of Intent**

*The following statement outlines the Board of Aged & Community Services Association of NSW & ACT's intention in establishing the Industry Advice Scheme. The statement is made in accordance with the Rules of the Association and the legal obligations placed on the Association.*

The Industry Advice Scheme is designed to raise funds in order to provide improved services for ACS members and otherwise meet the objects of the Association.

For-profit residential care, self-care and community care service providers cannot be members of ACS. However, if they wish to receive a range of services from ACS, for-profit providers can join our Industry Advice Scheme. ACS believes that this will strengthen the whole aged and community care industry and promote awareness and knowledge of the needs of older people and people with disabilities.

# MEMBERSHIP FEES

## Overview

ACS provides a comprehensive range of services to its members, including taking on the primary advocacy and lobbying role on behalf of not-for-profit aged and community care services in NSW and the ACT. This policy outlines what is included in ACS membership fees and what is not.

## Policy

1. Membership fees are determined annually by a Special General Meeting of the Association, as laid out in the ACS Rules. An organisation joining or resigning part way through a year will pay fees calculated on a pro-rata basis, in recognition of the number of months of membership during that year.
2. ACS members receive a wide range of services as part of their annual membership fees. This includes the primary advocacy and lobbying role on behalf of not-for-profit aged and community care services in NSW and the ACT. The following specific services are included:
  - access to employee relations advice via the ACS website and industrial circulars and telephone access to our employee relations advisers
  - support with preparation and conduct of industrial court matters and representation in award negotiations
  - support to management on governance, financial, clinical and policy matters
  - support in resolving industry issues with government departments
  - reduced charges for ACS products, educational programs and certain Learning Centre services
  - access to special services such as OHS support
  - regular information from ACS on key issues for aged and community care services including our bimonthly Update magazine, fortnightly e-mail newsletter and access to the members' section on the ACS website
  - support from ACS regional networks.
3. ACS members also have the right to:
  - vote for, or stand for, the ACS Board and ACS Advisory Committees
  - stand as office holders on ACS Regional Committees.
4. Excluded from the membership fees are:
  - certain employee relations services:
    - payment of legal representatives engaged for representation at industrial commission or other relevant court or tribunal
    - preparation for and representation at industrial commission or other relevant court or tribunal hearings beyond conciliation stage
    - negotiation of individual workplace enterprise agreements at request of member
    - provision of lengthy written advice at request of member
    - on-site services such as assistance with disciplinary, mediation, or termination meetings (see Consultancy Services Policy)
  - on-site consultancy services (see Consultancy Services Policy)
  - Learning Centre services (other than the reduced charges outlined in point 2)
  - ACS products (other than the reduced fees outlined in point 2).
5. Fees for consultancy services are outlined in the Consultancy Services Policy. Charges for the Learning Centre depend on the particular service and are established by the Manager, Learning & Development and CEO. Fees for employee relations services not

included in membership fees are charged according to the fee schedule (as amended by the Board from time to time):

6. ACS will consider reducing or waiving employee relations services fees for members in difficult financial situations, or in circumstances where the issue concerned may set a precedent for the aged and community care industry. The Employee Relations Manager will seek approval for any reduction or waiver from the CEO. . In the case of employee relations services worth \$5,000 or over, the CEO will seek approval from the Board Executive for any reduction or waiver. Factors to be considered include:
  - any written request from member for a reduction; and
  - criteria such as:
    - size of service (eg stand alone aged care facility less than 50 beds, stand alone community care service with funding of less than \$500,000pa)
    - remote location.

*Related ACS Policies:*

- Consultancy Services
- Industry Advice Scheme