



Friends of Kutumb Ltd.

BOARD CHARTER

Australian Business Number (ABN) 38 638 060 885
Office of Fair Trading, Queensland, (QLD) Charity Number CH3337
Australian Charities and Not-for-profits Commission (ACNC) Registered Charity



Approved 2nd March 2020

as at 25th March 2021

Board Charter

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Board Charter

PART A - BACKGROUND

1 INTRODUCTION

1.1 Purpose of the Charity

Friends of Kutumb Ltd. was established to pursue the following charitable purpose(s):

- (a) to advance education, and
- (b) to relieve poverty

through a collaborative arrangement with *Kutumb Samajothan Avam Punarwash Sanstha* (Kutumb), a charitable NGO based in India that delivers educational and community programs to relieve the poverty and distress of people in need.

1.2 Aim of the Charter

This charter aims to provide the Board of *Friends of Kutumb Ltd.* with a clear framework to enable the directors to undertake their duties and responsibilities in a lawful and professional manner that ensures the furtherance of the charity's purpose.

This charter clearly sets out the respective roles, responsibilities and authorities of the board of directors and others (both individually and collectively) in setting the direction, the management and the control of the organisation.

The charter has eight major sections:

Part A – Background

Part B – Structure of the Company

Part C – Structure of the Board and Membership

Part D – Defining Governance Roles

Part E – Key Board Functions

Part F – Improving Board Processes

Part G – Board Effectiveness Review

Part H – Appendices

1.3 Functions of the Charter

This board charter serves a number of important functions:

As the top-level policy document, the charter:

- serves as a reminder for the board of the legal framework within which it operates;
- documents the policies that the board has decided upon to meet its legal and other responsibilities;
- assists the corporation's leadership in delivering good governance;
- allows communication of the board's policies and expectations to others;
- sets out the functions and responsibilities of the board;
- provides guidance and comfort to shareholders and others that the board has implemented robust governance processes;
- is a point of reference for disputes;
- serves as an induction tool for new directors and others.

As a top level process, the charter:

- encourages boards to focus on how they can continuously improve their governance processes for the benefit of the organisation;
- provides a forum for discussing 'hard-to-mention' governance issues; and
- serves as a team development vehicle for both the board and others, helping to clarify roles and expectations.

1.4 Living Document

This Board Charter is a living document to be regularly reviewed and updated to reflect changes in the legal framework within which *Friends of Kutumb Ltd.* operates, and amendments and developments in its policies and procedures. It is the responsibility of the Secretary of *Friends of Kutumb Ltd.* to ensure that Board members are consulted regarding any changes and updates, that the Charter is kept current and is reviewed and amended on an annual basis, and that all members are provided with the latest versions of the Charter.

Nothing in this Charter must conflict with *Friends of Kutumb Ltd.*'s constitution but if such a conflict occurs, the constitution will prevail.

Any reference to gender in this Charter should be interpreted as applicable to both males and females.

1.5 References

This Board Charter has been developed with reference to:

- Australian Institute of Company Directors (AICD)
<https://aicd.companydirectors.com.au/>
- ASX Corporate Governance Council
<https://www.asx.com.au/regulation/corporate-governance-council.htm>
- *Corporations Act 2001*
<https://www.legislation.gov.au/Details/C2017C00328>
- *Australian Charities and Not-for-Profit Commission Act 2012*
<https://www.legislation.gov.au/Details/C2016C00306>

1.6 Administration of this Document

This document will be made available to the public through the charity's website and will be reviewed every two years, as per the Board Calendar.

2 HISTORY

2.1 History of Friends of Kutumb

In 2011 Jane D'Arcy was introduced to Dr. Ashish and the work that he and the staff of Kutumb were undertaking in Nadesha, a colony of Varanasi whose residents have very low or no income. In response to her meeting with Dr. Ashish, Jane developed a volunteer counselling program, while working as Managing Director of *Paradise Kids Brisbane*, a child and family counselling service.

In collaboration with Kutumb, *Paradise Kids Brisbane* brought the first team of counselling volunteers to Varanasi to offer this pilot program to the clients of Kutumb. In 2013, *Paradise Kids Brisbane* was rebranded into *SKATTLE* and a partnership was created between Kutumb and *SKATTLE* that has been developing ever since.

In 2019 the collaboration was opened up to include *QUT's School of Psychology and Counselling*, where Jane now works as a Lecturer in Counselling while continuing to facilitate the International program.

By January 2020, the program has trained over one hundred volunteers from Australia who have offered individual and group counselling to hundreds of clients of Kutumb. It is these volunteers and their extended networks who make up the informal *Friends of Kutumb*.

In 2019, it was determined to create *Friends of Kutumb Ltd.* to formalise this association and to facilitate the financial contributions from the informal network to Kutumb. The establishment of *Friends of Kutumb Ltd.* as a recognised charity, is another stage in the continuing relationship between Australia and *Kutumb Samajothan Avam Punarwash Sanstha* (Kutumb).

2.2 Founding Directors

The three founding directors of *Friends of Kutumb Ltd.* have significant, ongoing association with Kutumb, totalling 23 years between them.

- Jane D'Arcy initiated the relationship between Kutumb and Australia by establishing the International Program in 2012. She has visited Kutumb annually with these groups since its inception. Jane is an experienced counsellor for children and their families, a published author, and is currently a Lecturer in Counselling at *QUT's School of Psychology and Counselling*.
- Avinav Peshwani is a local of Varanasi, India who joined Kutumb NGO in 2010 as a volunteer and currently serves as Vice President of Kutumb. He is responsible for strategic decision making and outreach of Kutumb in Varanasi. Avi brings a wide range of skills to the charity, being tertiary qualified and a well-regarded and influential entrepreneur. He is involved in a range of commercial activities throughout India and community activities within Varanasi.
- Meredith Lane-Richardson was introduced to Kutumb through the *SKATTLE* overseas program in 2018. Since this time, she has had an ongoing voluntary association with Kutumb through the development and maintenance of databases to aid the administration of their programs. Meredith brings skills from two distinct disciplines, education and IT. She was a High School Principal in Australia and a Schools' Director in Papua New Guinea. She also worked in the IT industry as a software engineer.

2.3 History of Kutumb Samajothan Avam Punarwash Sanstha (Kutumb)

Kutumb was registered as an NGO on December 16, 2002 with the aim of providing a family for anyone in need, without discrimination. It was established by Dr Ashish Singh, a medical practitioner and Puja Singh, a social worker who is one of the Magistrates at Child Welfare Committee in Varanasi District.

In 2004 the 'Kutumb School Team' commenced and the 'Kutumb Baalwadi' education program was expanded. In 2005 Kutumb's programs extended to include the 'Women Empowerment Programs'. In 2007 the 'Kutumb Computer Centre' took shape.

In 2012 the 'Counselling and Guidance' program was established with the support of *SKATTLE*, an Australian based counselling service.

In 2013, the 'Kutumb Village' was opened to provide a residential childcare centre for children in need and to provide a hub for community programs. The village is a home for street children and other children without family support. The facilities include a girl's hostel, boy's hostel, medical clinic, community centre, and a pond and big stage for activities.

Since its establishment, Kutumb has continued to grow and expand its programs in collaboration with national and international partners. Kutumb now provides a wide range of interventions under three main focus areas:

Child Development Services (CDS),
Community Development Program (CDP), and
Kutumb LIFE (Love. Inclusion. Family. Empowerment.).

2.4 Kutumb's Vision

वसुधैव कुटुम्बकम् (Vasudhaiva Kutumbakam) is the core value which guides Kutumb. It means that the entire world is a single family. It is an integral part of Indian Philosophy which says: "This is my own relative and that is a stranger" – is the calculation of the narrow-minded; for the magnanimous-hearts, however, the entire earth is but one family".

Kutumb believes that a loving, caring and supportive family has the powers to make all the changes in one's life.

Therefore, in Kutumb the power of the family is the main tool for their intervention.

2.5 Kutumb's Mission

To create a compassionate family in the form of KUTUMB and develop a model of self-sustainable social organization with the values of Vasudhava Kutumbakam.

2.6 Kutumb's Objectives

For Street Children:

- To provide a family atmosphere and nurture their Physical, Intellectual, Emotional and Spiritual Quotients.
- To empower and rehabilitate them in their Physical, Psychological, Social and Vocational spheres.

For Women's Empowerment:

- To develop a Critical Awareness amongst the women and empower them through Education & Employment.

For Community Development:

- To develop a "We"-feeling in the community.
- To maintain the equilibrium of needs and resources in the community by developing various support systems.

2.7 Kutumb's Projects

Kutumb provides a wide range of interventions under three main focus areas:

Child Development Services (CDS):

- Education
 - Kutumb Ballwadi and Play Group
 - Kutumb School Team
 - Supplementary Guidance
- Health
 - Medical Support
 - Nutritional Support
- Rehabilitation
 - Counselling and Guidance
 - Kutumb Village

Community Development Program (CDP):

- Women Empowerment Program
 - Vocational Training

- Adult Literacy Program
- Community Education
 - Expert Talk
 - Awareness and Advocacy Program
- Community Health
 - Community Centre for Health
 - Health Camp
 - Peer Educator Program
 - Kutumb Care

Kutumb LIFE (Love. Inclusion. Family. Empowerment):

- Volunteers of Kutumb (VoK)
- Staff Development Program

PART B - STRUCTURE OF THE COMPANY

3 REGULATORY CONTEXT

3.1 Australian Securities and Investments Commission (ASIC)

Friends of Kutumb Ltd. is a registered Australian Public Company Limited by Guarantee (CLG) with an Australian Company Number.

ACN: 638 060 885 as of 16th December 2019

3.2 Australian Taxation Office (ATO)

Friends of Kutumb Ltd. has an approved Australian Business Number and Tax File Number.

ABN: 38 638 060 885 as of 30th January 2020

TFN: 650 538 635 as of 25th February 2020

3.3 Australian Charities and Not-for-profits Commission (ACNC)

Friends of Kutumb Ltd. is a registered charity with Public Benevolent Institution (PBI) status as of 30th January 2020.

The ACNC requires all charities to comply with their External Conduct Standards, Governance Standards and other ongoing obligations. Our compliance with these standards is outlined in additional documents:

- FriendsOfKutumb_ComplianceACNC_ExternalConductStandards
- FriendsOfKutumb_ComplianceACNC_GovernanceStandards

3.4 Office of Fair Trading (OFT)

Friends of Kutumb Ltd. is registered as a charity through the Office of Fair Trading in order to conduct appeals for support for our charitable purpose on an ongoing basis in Queensland.

QLD Charity No.: CH3337 as of 23rd April 2020

4 COMPANY STRUCTURE

Friends of Kutumb Ltd. is an Australian Public Company Limited by Guarantee (CLG).

4.1 Constitution

Pertinent provisions of the constitution of *Friends of Kutumb Ltd.* are included within this document, referenced by the word 'Clause' and a number.

The constitution will be available to the public through the ACNC and the charity's website.

4.2 Company Limited by Guarantee (CLG)

Charitable and not-for-profit organisations can be registered as public companies limited by guarantee. This means the liability of the company's members is limited. The limit is usually the amount members will contribute to the property of the company if it is wound up. Our constitution provides that the ordinary members are liable to the limit of \$10 (Clause 4).

Registration of a company creates a legal entity separate from its members. This means the company can hold property and sue or be sued. Trustees of *Friends of Kutumb Ltd.* will be subject to all of the duties and obligations set out in the *Corporations Act 2001*.

The regulator for companies limited by guarantee is the *Australian Securities and Investment Commission* (ASIC) but regulation of charities, such as *Friends of Kutumb Ltd.* is controlled by the ACNC.

4.3 Directors' Obligations and Duties

A Company Limited by Guarantee must have at least 3 Directors and at least one secretary.

All the duties and liabilities placed on Directors by the *Corporations Act* and the common law apply to Directors of *Friends of Kutumb Ltd.* (even when acting in a voluntary capacity).

The five fundamental duties are:

- A duty to act with care and diligence – s. 180;
- A duty to act in good faith – s. 181;
- A duty not to gain an advantage by improper use of their position - s. 182;
- A duty not to misuse information – s. 183; and
- A duty not to trade while insolvent – s. 588G.

4.4 Small Charity

Friends of Kutumb Ltd. is classified as a small charity as it has an annual revenue of under \$250,000. This in turn effects the financial reporting and other obligations to the ACNC.

As a small charity our obligations are:

- **Annual Information Statement**
Must be submitted
- **Annual Financial Report**
Small charities can choose to submit a financial statement. The type of financial statement can be the same as for a Medium or Large charity.
- **Basis of accounting**
Cash or accrual.
- **Review or audit** for annual financial report.
No ACNC obligation for review or audit.
- **Time to notify the ACNC of changes** to its:
 - legal name,
 - address for service,
 - responsible persons,
 - governing rules,
 - material error in AIS or AFR.

ASAP but no later than 60 days.

4.5 Taxation Status

Friends of Kutumb Ltd. is endorsed as a *Deductible Gift Recipient* (DGR) which allows the charity to receive tax-deductible gifts, and allows the person or organization making the gift to claim a tax deduction.

The charity also has the following tax exemptions and concessions:

- GST Concession
- Income Tax Exemption
- FBT Exemption

These exemptions mean that the charity is not required to submit an annual tax return.

PART C - STRUCTURE OF THE BOARD AND MEMBERSHIP

5 BOARD COMPOSITION

5.1 Directors and Secretary

Chairperson: Jane D'Arcy
Secretary: Meredith Lane-Richardson
Director: Avinav Peshwani

5.2 Number of Directors

At least three and no more than nine. (Clause 38)

5.3 Appointment of Directors

An eligible person can be nominated as a director by two members at a general meeting. The board can also appoint a person to act as a director to fill a casual vacancy or as an additional director. (Clause 39)

5.4 Eligibility as a Director

An eligible person is one who is a member of the company, have been nominated by two members, give their signed consent and are not ineligible under the Corporations Act or ACNC Act. (Clause 39.4)

5.5 Retirement of a Director

At each Annual General Meeting (AGM) any directors filling a casual vacancy and at least one third of current directors must retire. (Clause 41) A director who has retired is eligible to be re-appointed as a director in the usual way. However, if a director has held the position continuously for nine years, they can only be re-appointed by special resolution. (Clause 41.6)

5.6 Composition of the Board

There are no requirements in the Constitution but as a matter of policy the Board will consider the mix of skills required to carry out its roles, the time that members have served and whether new members would add value to the group.

In addition, the Board will consider:

- the need for proper succession;
- any gender or diversity bias;
- the nature of the constituency that *Friends of Kutumb Ltd.* serves;

- the mix of skills on the Board by maintaining a capabilities matrix that it will review regularly (Appendix 1); and
- any other matter that the Board considers important.

6 MEMBERSHIP OF THE COMPANY

6.1 Members

The present membership policy is to align directorships and memberships with each Director having one membership. In order to facilitate this, Clause 42(d) provides that a Director ceases to be a director if they cease to be a member.

6.2 Membership

The constitution deals with members and membership in Clauses 10-15.

- The number of members of the company is unlimited.
- At this stage there is but one class of members – ordinary members.
- Any person who is supportive of the objects of *Friends of Kutumb Ltd.* and agrees to comply with the constitution may apply in writing to become a member.
- The board may accept or reject an application.
- Ordinary members are entitled to attend and vote at any general meeting.
- A Register of Members must be kept.
- A membership application fee may be charged but is currently Nil.
- A member may resign in writing.
- The board may terminate a membership under certain conditions.

PART D - DEFINING GOVERNANCE ROLES

7 ROLE OF THE BOARD

7.1 General

The role of the board is to further the charity's purpose in an ethical, professional and sustainable way. The Board must also ensure that the organisation complies with all of its contractual, statutory and any other legal obligations, including the requirements of the regulatory bodies. This includes complying with the requirements of the *Corporations Act 2001* and the *Australian Charities and Not-for-Profit Commission Act 2012*.

As *Friends of Kutumb Ltd.* does not have a CEO, managing director or other such person managing the affairs of the company, all responsibilities fall directly to the Board.

The roles of the Board are as follows:

7.2 Providing Leadership

- Providing leadership and vision for *Friends of Kutumb Ltd.*;
- Ensuring that the mission and vision align with the business activities of the organisation;
- Guiding the development of an appropriate culture and values.

7.3 Developing Strategies and Policies

- Developing strategic plans and related policy;
- Developing policies for the good governance of *Friends of Kutumb Ltd.*;
- Determining an annual budget developed out of strategic plans; and

- Reviewing policies, procedures and governance documents on a periodic basis as indicated in the Board Calendar (Appendix 2).

7.4 Risk Management

- Maintaining policies and procedures and systems of financial control, internal control, accountability and performance reporting;
- Undertaking a full risk assessment (either periodically or on a rolling basis) and taking appropriate steps to manage the organisation's exposure to significant risks;
- Reviewing regularly the risks to which the organisation is subject, and taking action to mitigate risks identified; and
- Ensuring the development of appropriate compliance systems for the organisation.

7.5 Monitoring Performance

- Determining reporting requirements;
- Conducting regular performance reviews of the Board's own effectiveness in meeting its responsibilities;
- Conducting regular reviews of the adequacy of governance structures and processes used to discharge the Board's roles and duties; and
- Reviewing key performance indicators.

7.6 Conduct of Meetings

- Providing policies for the conduct of meetings.

8 ROLE OF INDIVIDUAL DIRECTORS

The role of directors is to meet the director's obligations under the *Corporations Act* as outlined in Section 4.3.

The ACNC governance standards set core, minimum governance standards that all charities must meet. Governance standard five requires that charities take reasonable steps to make sure that the members of their governing body know and understand their legal duties and carry out their duties. These duties generally require directors to be careful and conscientious in their role and to act with common sense and integrity. (Clause 47)

The duties are:

- **To act with reasonable care and diligence.** Directors must exercise their powers and duties with the care and diligence that a reasonable person would if they were in their place.
- **To act in good faith in the best interests of the charity and for a proper purpose.** When acting as a board member, decisions must be made that are in the best interest of the charity and to further its charitable purpose.
- **Not to improperly use information or position.** Any special knowledge that is gained as a board member must only be used for the benefit of the charity and never to further personal or other interests. Similarly, directors must not use their position to improperly gain an advantage for themselves or someone else, or cause detriment to the charity.
- **To disclose conflicts of interest.** If a director's duty to act in the best interests of the charity is in conflict with (or may conflict with) their personal interests they must disclose this responsibly (as per the constitution, Clause 48).
- **To ensure that financial affairs are managed responsibly.** Ensure that there are systems and processes in place that ensure that the charity's resources are being

effectively put towards the charity's charitable purpose and are protected from misuse.

- **Not to allow the charity to operate while insolvent.** Directors must ensure that the charity can pay its debts when they are due or will become due and that it does not continue to operate if it cannot pay its debts.

8.1 General Roles

As members of the peak decision-making body, Directors share ultimate responsibility for the organisation's overall success. Therefore, Directors have an individual responsibility to ensure that the Board is undertaking its responsibilities properly and in accordance with the law including the *ACNC Act*.

8.2 Appointment to Role

Members of the Board will appoint one of their fellows to act as the chairperson (Clause 40) and company secretary. Directors will take on specific responsibilities, as appropriate, and report to the Board regularly on the progress of those responsibilities. They may also work with non-board members by leading a sub-committee convened by the Board.

8.3 Confidentiality

Members of the Board are often privy to confidential information. Consequently, members have certain duties relating to that information including:

- keeping confidential information confidential;
- not disclosing non-public information unless authorised by the Board or legally mandated; and
- not using such information for an improper purpose.

8.4 Code of Conduct

The Code of Conduct for Board members has been developed with reference to *the AICD Code of Conduct* and from the *ASX Corporate Governance Council's Principles of Good Corporate Governance*.

In accordance with legal requirements and agreed ethical standards, Board members of *Friends of Kutumb Ltd.:*

- will act honestly, in good faith and in the best interests of the whole organisation;
- will recognise a fiduciary duty to the organisation as a whole;
- have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- will undertake diligent analysis of all proposals placed before them as directors;
- will act with a level of skill expected from members and key executives of a large not-for-profit organisation;
- will use the powers of office for a proper purpose, in the best interests of the organisation as a whole;
- will demonstrate commercial reasonableness in decision making;
- will not make improper use of information acquired as Board members and key executives;
- will not disclose non-public information except where disclosure is authorised or legally mandated;
- will keep confidential information confidential;
- will not take improper advantage of the position of Board member or use the position for personal gain;

- will protect and ensure the efficient use of the organisation's assets for legitimate *Friends of Kutumb Ltd.* purposes;
- will not allow personal interests, or the interest of any associated person, to conflict with the interests of the organisation;
- have an obligation to be independent in judgment and actions and members of the Board will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- will make reasonable enquiries to ensure that the Board is operating efficiently, effectively and legally, towards achieving its goals;
- will not engage in conduct likely to bring discredit upon the organisation;
- will encourage fair dealing with all of the organisation's associates;
- will encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;
- will give their specific expertise generously to the Board and the organisation;
- will comply with the *Board Process Standards* outlined in 8.5 below; and
- have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

8.5 Board Process Standards

An effective Board is one that works together as a group and is seen to work together. To that end, Directors will adopt the following code of conduct in relation to Board processes.

- Directors are to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the charity, and cast their vote on any resolution according to their own judgment.
- Outside the boardroom, however, Directors will support the letter and spirit of Board decisions in discussions with all stakeholders including any members, special interest groups, customers, staff, suppliers and any other parties.
- Directors will, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board.
- The Board owns the agenda of Board meetings and, as such, will advise the Secretary of matters which are to be placed on the agenda;
- An important policy is that wherever possible board papers are to include recommendations and the wording of resolutions to be put to the meeting.

8.6 Conflict of Interest and Related Party Transactions

Directors must abide by the charity's *Conflict of Interest Policy Including Related Party Transactions*.

- **Conflict of Interest:** Board members must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Board member and the interests of the Board.

On appointment, members will have an opportunity to declare any such interests and they will be entered into the register of Conflicts of Interests that will then be assessed for materiality in accordance with the policy.

- **Related Party Transactions:** Related party transactions include any financial transaction between a member or officer and the Board and will be reported in writing to each Board meeting.

In general, the *Corporations Act* and Governance Standards require related party transactions to be approved by the members; the Board cannot approve these

transactions. An exemption to this requirement occurs where the financial benefit is given on arm's length terms and on no more favourable terms than is available to all applicants.

There is to be at least one quote in addition to that from a related party so that the Board can be satisfied that the related party transaction is at commercial arm's-length.

9 ROLE OF THE CHAIR

The Chair's role is a key one within the organisation. The Chair is considered the "lead" Director and utilises their experience, skills and leadership abilities to facilitate the governance processes.

The two main aspects to the Chair's role are their role within the boardroom and their role outside the boardroom.

9.1 Inside the Boardroom

Inside the Boardroom the role of the Chair is to:

- Establish the agenda for Board meetings in consultation with the secretary;
- Chair meetings of Board and provide leadership;
- Be clear on what the Board has to achieve, both in the long and short term and provide strategic direction;
- Guide other Board members about what is expected of them;
- Ensure that Board meetings are effective.
- Ensure that the decisions of the Board are implemented properly;
- Ensure that there is effective communication between the Board and others;
- Ensure that the Board behaves in accordance with its Codes of Conduct outlined in Sections 8.4 and 8.5; and
- Initiate the annual process of Board and member evaluation.

9.2 Outside the Boardroom

Outside the Board Room the role of the Chair is to:

- Represent *Friends of Kutumb Ltd.* in an official capacity as required;
- Undertake appropriate public relations activities;
- Be kept fully informed of current events which may be of interest to all Directors;
- Regularly review progress on important initiatives and significant issues facing the organisation;
- Monitor issues of significance and investigate opportunities;
- Ensure good corporate governance; and
- Provide mentoring for the other Directors.

9.3 Deputy Chair's Responsibilities

The Board may appoint a Deputy Chair who may or may not be the planned successor of the Chair. The specific responsibilities of the Deputy Chair are to:

- Work alongside the Chair in attending to issues delegated by the Chair;
- Attend Board and General meetings and act in the place of the Chair when absent;
- Participate in Board Committees and Task Groups; and
- Represent the Chair and/or *Friends of Kutumb Ltd.* when required.

10 ROLE OF THE COMPANY SECRETARY

10.1 General

There must be at least one secretary. In general terms the Secretary holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.

The secretary is responsible for administrative and procedural matters outlined in the constitution, including:

10.2 Board Calendar

Monitor and address matters as sequenced in the Board Calendar, ensuring that matters are included in the Board agendas as required.

10.3 Board and General Meetings

The secretary issues notices of meetings and notice of resolutions. They issue the agenda and assist the Chairperson in establishing the agenda. The secretary is usually the minute taker at meetings. They also attend to proxies or other notices relevant to meetings.

10.4 Maintaining Records

The secretary is responsible for maintaining records including the Members Register and Conflicts of Interest Register.

10.5 Regulatory Matters

The secretary ensures that all regulatory obligations are met in a timely manner.

10.6 Archive Management

The secretary is responsible for maintaining an archive of records, both financial and administrative, for at least seven years, in a secure and accessible mode.

PART E - KEY BOARD FUNCTIONS

11 THE BOARD AND STRATEGY

Each year the Board will undertake a formal strategic planning process that articulates the goals and strategies for furthering the charity's purpose. At least one meeting a year will be focussed on this process.

12 MONITORING

Another essential function of the Board is to monitor the performance of *Friends of Kutumb Ltd.* in implementing its strategy and overall operational performance. The Board will monitor this at its regular Board meetings.

13 RISK MANAGEMENT

13.1 Risk Policy

A detailed Risk Management Policy has been developed.

The risk management system is based on the *Committee of Sponsoring Organisations of the Treadway Commission (COSO) Model* and *Australian Standard AS/NZS ISO 31000:2009, Risk Management*.

Risk management is considered a key governance and management process. The primary objectives of the risk management system are to ensure:

- all major sources of potential opportunity for and harm to *Friends of Kutumb Ltd.* (both existing and potential) are identified, analysed and treated appropriately;
- business decisions throughout the organisation appropriately balance the risk and reward trade off;
- regulatory compliance and integrity in reporting is achieved; and
- the Board understands the risk profile of *Friends of Kutumb Ltd.*

In line with these objectives and the Australian Standards Model, the risk management system will cover (a) Operations risk; (b) Financial reporting; and (c) Compliance.

13.2 Monitoring Existing Risks

The Board will:

- Review the Risk Register and agree to a program to actively monitor any high and extreme risks.
- Agree on procedures for identifying the risks of carrying out all programs in the normal course of business.
- Analyse and evaluate the risks identified and then devise standard risk management procedures to apply to all programs.

13.3 New Opportunities and Challenges

The Board will put in place a system to repeat 13.2 in order to minimise risks on all or any of:

- New major strategies;
- New opportunities determined or commenced;
- Major purchases of any kind; and
- New opportunities or challenges for the charity.

13.4 Maintain Risk Register

The Board will:

- Regularly update the register; and
- Complete a full review of the Register annually.

14 COMPLIANCE

The Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of *Friends of Kutumb Ltd.'s* compliance systems in order to satisfy the requirements of the Australian Standards on Compliance and Risk Management.

The main items of compliance are:

14.1 General Compliance Items

- Annual Audit Review
- Lodgement of Annual Return including financial accounts and the Directors Report to the Queensland Government Department of Fair Trading by 31 January following the year end.

- Compliance with the requirements of the Department of Fair Trading as a registered charity, including notification of changes in office bearers.

14.2 Requirements of ACNC

The following requirements are to be observed by or on behalf of the organisation:

- Lodge ACNC Annual Information Statement (AIS) before 31 December each year
- Lodge with ACNC the annual AIS, and financial information that has been audit-reviewed by a qualified auditor:
- Annually and whenever there is a major restructure, review the company's DGR status using 'Worksheet 1: review of a DGR endorsed as a whole'
- Make changes to ACNC's records via the Charity Portal within 60 days of the following:
 - change in charity's name and contact details
 - change in charity's governing rules
 - change in the membership of charity's responsible persons (governing body)
 - the charity is significantly not meeting its obligations

14.3 Requirements of ASIC

- Register online any business names on the Australian Business Register and renewals;
- Online of changes to the auditor; and
- Register online changes to company officeholders

14.4 Penalties

It is important to note that the ACNC can issue penalties and each offence sets out the maximum penalty in terms of 'penalty units'. In 2020, one unit is set at \$210. There are rights to review any penalties imposed. Any liability imposed on a body corporate such as *Friends of Kutumb Ltd.* is also imposed on each of the directors at the time, but only if their actions were deliberate, involved dishonesty, gross negligence or recklessness. All directors are equally liable.

In 2020, administrative penalties for failure to lodge a document on time are \$210 for 28 days up to \$1050 for more than 112 days overdue.

ASIC and the ATO can also impose penalties.

15 POLICY FRAMEWORK

The charity has developed documents that detail the charity's policies, procedures and activities to ensure that it complies with the governance standards.

Governance documents:

- Constitution
- Memorandum of Understanding between *Friends of Kutumb Ltd.* and *Kutumb Samajothan Avam Punarwash Sanstha* (Kutumb).
- Board Charter
 - Code of Conduct (Sections 8.4 and 8.5)
 - Board Capabilities Matrix (Appendix 1)
 - Board Calendar (Appendix 2)
 - Strategic Plan (Appendix 3)

Policies:

- Complaints Handling Policy including Whistleblower Protections
- Conflict of Interest Policy including Related Party Transactions Policy
- Financial Management and Record Keeping Policy
- Privacy and Confidentiality Policy

- Risk Management Policy
- Safeguarding Individuals Policy

Other:

- Compliance with ACNC Governance Standards
- Compliance with ACNC External Conduct Standards

16 NETWORKING

Board members of *Friends of Kutumb Ltd.* are involved in networking within the organisation and its network of contributors and associates in Australia and overseas.

Networking takes place through electronic communication (emails, website), meetings and other gatherings.

16.1 Networking with Kutumb

Networking with Kutumb is vital to ensuring that *Friends of Kutumb Ltd.* is continuing to align its goals and strategies with the recipient organisation. This is done as follows:

- **Shared director:** Avinav Peshwani is the Vice President of Kutumb and also a director of *Friends of Kutumb Ltd.* and therefore provides an ongoing and key point of connection between the two organisations.
- **Site visits:** The Australian directors usually visit Kutumb once a year and are able to meet with the board and officers of Kutumb at that time.
- **Online communication:** The directors, officers and associates are able to maintain communication through online groups, website updates and emails.

16.2 Networking with Contributors

The network of contributors is initiated and refreshed by the annual cohort of students that undertake placements at Kutumb each year. Ongoing connections will be provided through the website, online groups, email and occasional gatherings where they are updated on the activities of both Kutumb and *Friends of Kutumb Ltd.* as outlined in Section 17.

17 STAKEHOLDER COMMUNICATION

The Board respects the rights of its stakeholders and, to facilitate the effective exercise of those rights, the Board is committed to:

- communicating effectively with members and stakeholders;
- making it easy for members to participate in General Meetings; and
- giving Members ready access to balanced and understandable information on a needs basis.

For stakeholders other than directors this will mainly be conveyed through the website or email but may be by other means.

18 DECISION-MAKING

All decisions by the board are included in the minutes. This is important for all decisions, but particularly for decisions regarding strategy and the donation of funds to Kutumb.

The Bank account has two directors as signatories.

PART F - IMPROVING BOARD PROCESSES

19 BOARD MEETINGS

19.1 Importance

Board meetings are a fundamental component of the governance process. Each Board meeting is critical, as it is the main opportunity for directors to:

- obtain and exchange information with relevant others, who attend by invitation;
- obtain and exchange information with each other; and
- make decisions.

The Board meeting agenda is equally important because it shapes the information flow and subsequent discussion.

19.2 Meeting Frequency

The Board will formally meet for general business on a needs basis but no less than four times per year. In addition, the Board may attend an annual strategic planning meeting.

19.3 Notice of Meeting

Prior to the Board meeting date, an Agenda is emailed to all Board members. On this form are notifications of:

- Date of Meeting
- Time of meeting
- Venue of meeting

A space for Agenda items is included

19.4 Location and Time

The Board usually meets at the chairperson's home at a time to be determined; being mindful to enable international participants to attend via electronic means at a suitable time.

19.5 Quorum and Voting

In order for a decision of the Board to be valid, a quorum must be present. Currently, with three directors, the quorum is two. (Clause 52)

Questions arising at Board meetings are to be decided by a majority of votes of directors who are present and entitled to vote.

19.6 Circular Resolutions

Directors may pass a circular resolution without a director's meeting being held (Clause 55). This can be done in writing or by email. Directors can vote on the resolution by signing the circular or by responding to the email and including the text of the resolution in their reply.

19.7 Use of Technology

Meetings may be held using any technology that has been agreed to by all directors. (Clause 53)

20 BOARD MEETING AGENDA

20.1 Agenda Items

An Agenda will be prepared for each Board and Committee meeting. It may contain some or all of the following topics:

- Chair declares the meeting open (if quorum present)
- Guest are welcomed by the Chair (if necessary)
- Apologies are given
- Agenda items are prioritised
- Disclosure of conflict of interests
- Minutes of the previous meeting are accepted perhaps with required amendments
- Matters arising from the minutes
- Chair's Report
- Correspondence
- Financial Reports
- Marketing Report
- Approval /Ratification of all expenditure
- Strategic Planning - Issues and Progress
- Related Party Transactions
- Expenditure/Income varying from budget by 5% or more.
- Items as per Board Calendar
- New Business
- Close of Business
- Next Meeting

20.2 Agenda Preparation

The Company Secretary, in consultation with the Chairperson is responsible for preparing an agenda for each Board meeting. However, any Director may request items to be added to the agenda for upcoming meetings. The Secretary circulates the agenda to all Directors with the Board papers normally at least seven days prior to the meeting.

21 BOARD PAPERS

The Company Secretary together with the Chairperson is responsible for the preparation and circulation of Board papers by email. Papers relevant to the meeting are usually distributed with the agenda. However, reports that are bulky or too late to be included in the business papers may be issued as extra papers and distributed at the meeting of the Board. Should the extra papers require debate they may be deferred to the next meeting of the Board.

The Company Secretary maintains a complete set of Board papers.

22 BOARD CALENDAR

In order to provide an even distribution of work over each financial year, the Board will adopt a twelve-month Board/Enterprise Calendar. Included will be all scheduled Board meetings as well as major *Friends of Kutumb Ltd.* and Board activities, such as strategic planning, to be carried out in particular quarters. It will be updated and approved annually. (Appendix 2)

23 COMMITTEES

The Board may delegate any of its powers to a sub-committee consisting of such members as the Board so decides. (Clause 44)

The Board may form ad hoc Committees for special purposes from time to time, and generally they would be under the direction of one of the Directors.

PART G - BOARD EFFECTIVENESS REVIEWS

24 DIRECTORS PROTECTION

24.1 Indemnity

The constitution allows for indemnity for directors for costs incurred in their role. (Clause 65) However, normal routine meeting and other expenses or outlays of directors are not reimbursed but any substantial costs of special assignments may be considered for reimbursement depending upon the circumstances and with prior approval of the Board.

24.2 Insurance

The constitution allows for insurance of directors (Clause 66). However, at this point that is not required.

24.3 Access to Documents

A director has the right to access the financial records at all reasonable times. (Clause 67)

25 BOARD EVALUATION

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board undertakes an annual evaluation of Board and member performance with reference to the 'Board Capabilities Matrix'.

25.1 Board Capabilities Matrix

This 'Board Capabilities Matrix' (Appendix 1) is to be used for board appointments where appropriate, and for Board and director reviews. It has been developed with reference to the ASX Corporate Governance Guideline Principle 2, "Structure the board to add value".

The Board will maintain and regularly review the capabilities matrix, which includes technical skills, Director capabilities and personal attributes. The board's composition will be reviewed annually against this matrix and whether any changes in board membership are required.

26 DIRECTOR REMUNERATION

Friends of Kutumb Ltd. is an entirely voluntary charity and no remuneration is paid to directors or others. (Clause 45)

27 DIRECTOR SELECTION

Directors are elected by resolution of the members at a general meeting, or by appointment by the directors to fill a casual vacancy or as an additional director. (Clause 39)

28 DIRECTOR INDUCTION

New Board members will undergo an informal induction process in which they will receive:

- a copy of the Board Charter;
- an electronic copy of the Constitution;
- key documents about *Friends of Kutumb Ltd.*; and

- a synopsis of the current strategic direction of the organisation including a copy of the current strategic plan and annual budget;

29 DIRECTOR DEVELOPMENT

The Board encourages continuing development of its members and executives. At this stage there is no formal program.

PART H -APPENDICES

30 APPENDICES

The following attachments support the Board Charter and the work of the Board.

30.1 APPENDIX 1 – Board Capabilities Matrix

30.2 APPENDIX 2 – Board Calendar

30.3 APPENDIX 3 – Strategic Plan

BOARD CAPABILITIES MATRIX

This Board Capabilities Matrix is to be used for board appointments where appropriate, and for Board and director reviews.

Technical skills/experience	Director A	Director B	Director C	Director D
Time availability (essential)				
Accounting or financial skills				
Legal skills				
Administrative skills				
Interpersonal and relationship management skills				
Negotiation, communication and lobbying skills				
Risk Management experience				
Strategic planning experience				
Leadership ability				
Knowledge of and experience in running meetings				
Experience as a Chairperson				
Previous governance experience and/or training				
CEO experience (very valuable)				
Commercial/business experience				
Management experience				
Marketing experience and business promotion				
Ability to assimilate and synthesise complex information				
Capacity to develop and deliver a cogent argument				
Problem solving and critical analysis				
Strategic and lateral thinking				
Professional and ethical behaviour				
Understanding of and experience with Kutumb				
Fluency in reading, writing and speaking Hindi				

Personal Attributes	Director A	Director B	Director C	Director D
Honesty and integrity				
High ethical standards				
Network of contacts				

BOARD CALENDAR

This document includes all relevant matters in the Law, Constitution, Board Charter and best practice.

LEGEND

AC	ACNC	BP	Best Practice	TR	Taxation Requirement
BC	Board Charter	LW	Law		

CALENDAR

	Item	Ref	Q1	Q2	Q3	Q4
1.	Board - General					
1.1	Review and development of the 'Strategic Plan'	BC 11, 12	X			
1.2	Approve business plans and annual budget	BP	X			
1.3	Annual review of the Board's structure, composition, skills and experience and use of Committees	BC 25, 7.5 TR			X	
1.4	Annual review of succession plans of Board members, Secretary, and other key executives	BC 5.6			X	
1.5	Annual review of ASIC Register for current Responsible Persons	BP			X	
1.6	Ascertain Directors to retire by rotation	BC 5.5			X	
1.7	Annual review of culture and values by reviewing codes of conduct and related rules and procedures	BC 7, 8.4, 8.5		X		
1.8	Assess performance of Board, Directors and Committees against key strategies and overall operational performance.	BC 5.6, 25			X	
1.9	Review the 'Board Capabilities Matrix'	BC 25.1			X	
1.10	Approve Annual Financial Accounts, Annual Directors Report and report to ACNC	TR			X	
1.11	Review program to maximise income derived from donations.	BP				X
1.12	Review and update 'Board Charter'	BC 1.4				X
1.13	Review 'Constitution'	BP			X	
2.	Audit Committee Role of Board					
2.1	Review the audited annual financial statements and any published reports accompanying the financial statements	TR			X	
2.2	Where appropriate, review the independence of the organisation's external auditor, role and reappointment	TR			X	
2.3	Review the external auditor's management letter and any regulatory reports and the charity's responses	TR			X	
2.4	Review the appointment of the company's public accountant	TR			X	
2.5	Review the propriety of any related party transactions	TR		X		
2.6	Update the 'Board Calendar'	BC 22		X		
3.	Risk Committee Role of Board	BC 13				
3.1	Review at least annually the 'Risk Management Policy' and systems in conjunction with review of risk register	BP				X

	Item	Ref	Q1	Q2	Q3	Q4
3.2	Determine if there are any risks to be monitored more regularly than 12 months	BP				X
3.3	Are there any ethical considerations regarding the Company's policies and practices?	BP	X			
3.4	Monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest.	BP, LW	X			
3.5	Review the 'Conflict of Interest Policy including Related Party Transactions'	BC 8.6	X			
3.6	Ensure a safe working culture is sustained in the volunteer workforce	BP	X			
3.7	Review the 'Complaints Handling Policy including Whistleblower Protections'	BP	X			
3.8	Review the 'Safeguarding Individuals Policy'	BP	X			
3.9	Review system of internal controls, particularly those related to areas of significant risk and by discussions with the Auditor	TR				X
3.10	Review the 'Privacy and Confidentiality Policy'	BP	X			
3.11	Review the 'Financial Management and Record Keeping Policy'	BP				X
3.12	Review adequacy of governance structures and review all governance policies	BC 7.3, 7.5			X	
3.13	Ensure that the organisation has met its compliance obligations including: ACNC, ASIC, OFT, and the ATO	AC, CL			X	
4.	Statutory Compliance Role of the Board	BC 14				
4.1	OFT – Lodge the Annual Return including financial accounts and Directors Report by 31 January following the year end.	LW	X			
4.2	ACNC – Lodge AIS before 31 December	BC 14.2				X
4.3	ACNC – Annual Review of DGR Status	BC 14.2				X
4.4	Review Compliance with ACNC Governance Standards	AC		X		
4.5	Review Compliance with ACNC External Conduct	AC		X		
4.6	Ensure all responsible entities of the charity comply with Australian law. Receive report.	BC 4.3		X		
4.7	Ensure all responsible entities of the charity comply with the duties in Standard 5. Receive report.	BC 8		X		
5.	Collaboration with Kutumb	BC 16.1				
5.1	Review the 'Memorandum of Understanding', both material adherence to the MoU and the written document	BC 16.1	X			
5.2	Ascertain Kutumb's progress in meeting its goals and any matter pertinent to <i>Friends of Kutumb Ltd.</i> Receive report.	BC 16.1			X	

STRATEGIC PLAN 2020-2026

Purpose

This Strategic Plan covers the six years from *Friends of Kutumb Ltd.*'s inception, 2020, through to 2026 and outlines how the charity will meet and further its purpose.

Mission Statement

Friends of Kutumb Ltd. was established to pursue the following charitable purpose(s):

(c) to advance education, and

(d) to relieve poverty

through a collaborative arrangement with *Kutumb Samajothan Avam Punarwash Sanstha* (Kutumb), a charitable NGO based in India that delivers educational and community programs to relieve the poverty and distress of people in need.

Strategic Plan

Goal	by 2020	by 2022	By 2024	by 2026
Donor Network				
Regular donors exist	Donors identified from existing network	Stable cohort of regular donors	Increased cohort of regular donors	Increased number of donors
Range of donor commitments - one-off - annual - monthly	Donations commence	Donations continue	- Increased number of donors - Increased number of regular donors (annual, monthly)	→ ongoing
Network of contributors resulting from the international program is maintained and extended	(No international program due to closed borders)	International program may recommence if borders open	International program re-established	→ ongoing
Network of contributors is extended - Indian diaspora - Other contributors		Follow up with existing contacts in Brisbane Consider other groups, such as schools, that may wish to contribute	Develop a plan for gaining and maintaining support Identify people in the existing network who want to develop these connections	Consolidate network Other support network/s established

Goal	by 2020	by 2022	By 2024	by 2026
Collaboration with Kutumb				
Clear processes for collaboration in place	Review existing collaborative processes	Refine and document processes	→ ongoing	→ ongoing
- Memorandum of Understanding (MoU)	Implement the MoU	Establish and document review mechanisms to ensure the MoU conditions are being upheld	→ ongoing	→ ongoing
- Site visits occur by Australian and Indian directors		Establish procedures for site visits by Australian directors or their representatives	Formalised site visit report received by the Board	→ ongoing
Policy Framework				
Robust Policy Framework in place	All policies written	All policies reviewed at least bi-annually	→ ongoing	→ ongoing
High risks identified	Identify and document high risks through the 'Risk Management Policy' and 'Risk Register'	Monitor high risks each quarter	→ ongoing	→ ongoing
The 'Board Calendar' includes all key matters	Board calendar written	Calendar updated each quarter as necessary	→ ongoing	→ ongoing
Operational Procedures				
Clear operational procedures in place	Document procedures	Review and develop	→ ongoing	→ ongoing
Online tools in place	Establish online tools	Review and develop	→ ongoing	→ ongoing
- Marketing	- Website and Emails	→ ongoing	→ ongoing	→ ongoing
- Communication	- Website and Emails	→ ongoing	→ ongoing	→ ongoing
- Donations	- GiveNow.com.au	→ ongoing	→ ongoing	→ ongoing

Goal	by 2020	by 2022	By 2024	by 2026
Succession Planning				
Succession plan exists and is enacted		Develop and document a detailed succession plan Prospective directors identified and induction commenced	Established process continues on cyclical basis → ongoing	→ ongoing Handover commences as directors retire
Administration				
Administration funding is adequate		Establish minimum percentage of donations required to cover administration costs	Review and extend requirement to develop an administrative fund	Increased percentage in order to cover paid officer.
Administrator employed	Volunteer	Volunteer	Volunteer	Paid officer