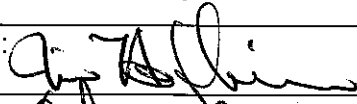





Collingwood Harriers Athletic Club Inc.

GOVERNANCE POLICIES

21 JANUARY 2020

GOVERNANCE POLICIES (incl. succession plan and managing conflicts of interest)		Approval Date:	21 Jan 2020
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President:	Sign: 	Name: Jim Hopkins	
Secretary:	Sign: 	Name: Andrew McAdam	

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1. Introduction

As an incorporated association operating under the *Associations Incorporation Reform Act 2012*, Collingwood Harriers Athletic Club Inc ("**the Club**" or "**we**") is committed to good corporate governance.

2. Purpose

The purpose of this policy is to set out principles of good corporate governance to which the Club aspires. In addition, the Club considers that:

- a) a policy providing for a succession plan for its management committee ("**the Committee**"); and
- b) a policy to manage conflicts of interest for members of the Committee –

are essential elements of good corporate governance.

3. Governance Principles

- (1) Plan for the future;
- (2) Undertake succession planning for Committee members;
- (3) Balance and develop the skills within the Committee ;
- (4) Create an environment which gives all Committee members the opportunity to develop to the best of their ability;
- (5) Conduct the business of the Club through Sub-Committees and appointed officers as required on such terms and conditions as it believes appropriate;
- (6) Be active in the development of the Club's athletes, officials and administrators by setting and maintaining quality standards;
- (7) Set budgets and be diligent and accountable for the funds of the Club
- (8) Understand the issues, priorities and needs of the Club's members and volunteers;
- (9) From time to time in accordance with the Club's constitution, make decisions for the conduct of its own proceedings, the control of its funds and property, and efficient management of its administration.
- (10) The Committee to be transparent and responsible to the Club's members.
- (11) Systematically seek input and feedback from the Club's members on what the Club is doing and how it is doing it,

4. Succession Plan for Committee

Preamble

The Committee is established by Rule 42 of the Club's constitution.

The members of the Committee are elected or appointed at the Club's annual general meeting, although casual vacancies may be filled by the Committee appointing a member of the Club.

Changes in the membership of the Committee therefore occur through the annual election cycle and resignations.

Policy

The Club considers the following to be principles of good corporate governance for changes to the membership of the Committee:

- (1) An executive member of the Committee should aim to hold office for a period in the range of 2 – 5 years;
- (2) An executive member should whenever possible be elected from amongst the existing members of the Committee;
- (3) The aim at annual elections of members of the Committee should be to encourage a rolling change in the membership of the Committee, and hence neither:
 - (a) no change in the membership; nor
 - (b) a wholesale change in the membership.

The purpose of these principles is aimed at:

- injecting the Committee with fresh enthusiasm, increased expertise and new ideas;
- avoiding a loss of management experience; and
- achieving a balance between these two preceding aims.

The Club should be careful about the sequence and timing of changes in the membership of the Committee, and especially in respect of changes to the executive members. This is because there is the potential for important knowledge and management skills to be lost to the Committee, which can be disruptive. At the same time, the Club recognises there are also positive aspects of alterations to Committee personnel in enabling fresh input from newly elected members.

The Club's succession plan should aim to comply with these principles and objectives.

Succession planning encourages targeted recruitment of volunteers, investment in developing volunteers' skills and valuing their contribution. As such, it may allow members to see a clear path for progression through the committee without becoming stuck in a particular position forever, and hence to encourage a more diverse group of members in the key committee positions. This is in turn likely to assist in creating an appealing club culture (especially for younger volunteers).

Finally, succession planning is important because it can help the club to better achieve its strategic goals. A group of skilled, capable and prepared Committee members will help the Club to deliver better services to the members, and ultimately create a more positive Club culture.

Succession Plan

The broad plan objectives are that:

- new members to the Committee be elected/appointed as general members; and
- executive member positions¹ be filled by election/appointment from existing Committee members.

The plan has the following preferred steps in respect of the executive members of the Committee:

- (1) Six months ahead of the AGM the Committee will consider and discuss:
 - a) whether each executive member of the Committee wishes to stand for re-election to their executive position; and
 - b) whether any other executive or general Committee member should be considered as a candidate for election to a particular executive position —

and by this process ascertain whether there will be any executive position for which a candidate for election at the AGM is not identified from within the Committee.

- (2) If following the process in (1) above it is ascertained that an incumbent in an executive position will not stand for election to that position at the AGM but that another member of the Committee will nominate at the AGM for that position, the following action should be taken by the Committee:
 - a) the proposed nominee should shadow the retiring executive member and make every reasonable endeavour to learn or acquire the knowledge relating to that position;
 - b) the retiring executive member should make every endeavour to pass on to the proposed nominee the knowledge relating to that position; and

¹ Executive member positions are those Committee positions referred to at Rule 44(a) – (g) of the club's constitution, namely, President, Vice President, Secretary, Treasurer, Administration Manager, Winter Team Co-ordinator and Summer Team Co-ordinator.

- c) the Committee should advise the Club's members of the forthcoming retirement of the executive member and that the Committee has a preferred nominee to fill the position of that retiring executive member.
- (3) If following the process in (1) above it is ascertained that an incumbent in an executive position will not stand for election to that position at the AGM and no existing Committee member agrees to nominate for that position, the following action should be taken by the Committee:
- a) the retiring executive member should as soon as practicable prepare a description of that member's activities in fulfilling the position, and provide that description to the Committee;
- b) as soon as practicable following receipt of the position description, the Committee should:
- issue a notice to the Club membership advising that the executive member will be retiring at the end of their term;
 - advise in the notice a broad description of position and of the activities involved and that the Committee is obliged to look to the Club members to fill the position;
 - ask for a Club member or members to express a willingness to nominate at the AGM to fill the position; and
 - offer to any Club member who agrees to nominate an opportunity over a period of time to shadow the retiring executive member so as to have the opportunity to learn or acquire the knowledge relating to that position, and the Committee shall do all things reasonably necessary to facilitate the retiring executive member passing on their knowledge to the nominee.
- c) If after issuing the notice referred to in (b) above, no Club member signifies their willingness to nominate for the position of the retiring executive member, the Committee should formulate a plan to continue to promote the upcoming vacancy and the importance of that vacancy being filled at the next AGM. The Committee should also actively take steps to canvas Club members and by a targeted process seek to identify members who may potentially be a nominee to fill the vacancy, rather than leaving the filling of the vacancy to chance at the upcoming AGM.

5. Conflicts of Interests

Scope

This policy applies to all members of the Committee.

Definitions

Conflicts of interest are real, perceived or potential instances where a Committee member (or any person, group or organisation related to that member) could derive a personal benefit from actions or decisions made by that member in their capacity as a Committee member or from access to Club or Committee information. The benefit may be financial or non-financial.

Policy

All Committee members must notify the Club President of any perceived, real or potential conflict of interest as soon as it is recognised. The Club President must notify the Club Vice President if he/she has any perceived, real or potential conflict of interest as soon as it is recognised.

If the conflict relates to the President, then at the next Committee meeting the Vice President shall chair the meeting.

The President or the Vice President (as the case requires) will inform the next Committee meeting of the reported conflict.

Actions resulting from the declaration of a conflict of interest may include but not be limited to one or a combination of the following:

- Recording the nature of the conflict of interest including any actions or decisions
- The person who has declared the conflict to not participate in particular decisions
- The person who has declared the conflict of interest not to be present for particular discussions
- The person who has declared the conflict of interest not to participate in a series of meetings
- Where the conflict of interest has a significant impact on the reputation of the Club, or the capability of the person to function in their role, they may be asked to stand down from their position until such time as the conflict of interest is no longer an issue
- Where a person fails to declare a conflict of interest they may be subject to disciplinary action in accordance with the Club's constitution.