



**Charter of the Management Committee of
Jubilee Community Care Inc
2021**

This charter was approved by the Management Committee on __ / __ / 2021

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1. Purpose of the Charter

This Charter sets out the purpose, roles and responsibilities, delegations, culture, membership, meeting procedures, professional development and evaluation of the Management Committee of Jubilee Community Care Inc.

The conduct of the Management Committee is governed by the *Rules of Jubilee Community Care Inc* (the “Rules”), a copy of which is located on the Jubilee Community Care Inc website: www.iccagedcare.org.au.

Policies arising from the Rules are outlined in the Jubilee Community Care Inc *Corporate Governance* document, a PDF version of which is provided for each Management Committee member.

2. Purpose of the Management Committee

The Management Committee of Jubilee Community Care Inc has two broad purposes: compliance and performance.

2.1 Compliance: Conform with or exceed all legal and audit requirements

Legal accountability

- monitor the Rules
- comply with Management Committee member responsibilities
- comply with laws, regulations and contractual agreements
- monitor insurance requirements

Financial accountability

- monitor financials
- meet compliance audit requirements

2.2 Performance: Assist the association to perform at the highest level, both in terms of the governance of the association as well as the services that it provides to stakeholders

Strategy and policy oversight

- provide leadership for the association
- develop and approve the association’s strategic plan, monitor its implementation, and review regularly
- approve and monitor the association’s annual business plan and budget
- approve and monitor the association’s policies
- implement and maintain a best practice corporate governance framework

Evaluation

- monitor the overall performance of the association
- monitor the performance of the Management Committee and conduct succession planning
- report performance outcomes to stakeholders
- monitor the performance of the Executive Director

Public relations

- promote the association’s vision, mission and values
- represent the association in public forums as required
- keep stakeholders informed
- protect the interests and rights of stakeholders

Risk management

- ensure the association has an appropriate risk management system
- monitor and evaluate critical risks
- identify emerging risks.

3. Management Committee role and responsibilities

The Management Committee's primary function is to provide executive-level stewardship and oversight of Jubilee Community Care Inc, to ensure that the objects of the association as listed in the Rules are achieved. The scope of the Management Committee's responsibilities shall be sufficiently comprehensive to effectively carry out its governance, financial and risk management responsibilities.

In accord with the Management Committee's primary function, its specific governance functions, roles and responsibilities are summarised in the following table.

Governance Functions	Roles	Responsibilities
3.1 Legal and financial accountability	<ul style="list-style-type: none">• Monitor the Rules• Comply with Management Committee member responsibilities• Comply with laws, regulations and contractual agreements• Monitor insurance requirements• Monitor financials• Meet compliance audit requirements	<ul style="list-style-type: none">• Conduct regular reviews (every three years as a minimum) of the Rules, and update as necessary• Develop and regularly review the Management Committee's Charter, and update as necessary• Ensure adequate induction, training and ongoing professional development of Management Committee members• Ensure all significant systems, policies and procedures are in place for the association to meet all legal, regulatory and contractual requirements• Oversee development and implementation of the Jubilee Community Care Inc Enterprise Bargaining Agreement• Meet all requirements of funding providers• Ensure appropriate financial, banking and accounting systems, policies and procedures are in place• Ensure regular internal audits are conducted and results reported to the Management Committee• Monitor conflicts of interest identified by Management Committee members, staff and volunteers

<p>3.2 Strategy and policy oversight</p>	<ul style="list-style-type: none"> • Provide leadership for the association • Develop and approve the association's strategic plan, monitor its implementation, and review regularly • Approve and monitor the association's annual business plan and budget • Approve and monitor the association's policies 	<ul style="list-style-type: none"> • Work in collaboration with the senior management team to provide leadership for the association • Review the strategic plan every 2-3 years • Ensure the vision, mission, values and goals are embedded in the association's operations and communicated to all stakeholders • Assist the senior management team to develop the annual business plan and budget in accord with the strategic plan • Approve the annual business plan and budget and monitor their outcomes • Develop and maintain an organisational structure that supports the strategic goals • Ensure association's plans, achievements, management and operations are consistent with the objects of the association • Ensure the association has appropriate policies, which are reviewed and updated regularly
<p>3.3 Evaluation</p>	<ul style="list-style-type: none"> • Monitor the overall performance of the association • Monitor the performance of the Management Committee and conduct succession planning • Report performance outcomes to stakeholders • Manage the Executive Director 	<ul style="list-style-type: none"> • Ensure the association achieves its annual goals and targets • Ensure regular client satisfaction surveys are conducted and results reported to the Management Committee • Ensure continuous improvement in the provision of high-quality, client-focused, cost-effective services • Conduct an annual review of the Management Committee's performance and membership • Report performance outcomes to stakeholders via the Annual Report and via the website • Provide direction and appropriate supervision and professional development of the Executive Director • Monitor the performance of the Executive Director against agreed performance indicators
<p>3.4 Public relations</p>	<ul style="list-style-type: none"> • Promote the association's vision, mission and values • Represent the association in public forums as required • Keep stakeholders informed • Protect the interests and rights of stakeholders 	<ul style="list-style-type: none"> • Model and project a strong and positive image for the association amongst staff, clients, other stakeholders and the general public • Facilitate cohesion; speak with one voice regarding Management Committee plans and decisions • Ensure the association's website and publicity material is up-to-date, consistent and accurate • Ensure there are systems in place to ensure confidentiality and safeguard the privacy of stakeholder information

3.5 Quality Assurance and Risk management	<ul style="list-style-type: none"> • Oversee the effective operation of Quality and Risk Management systems 	<ul style="list-style-type: none"> • Ensure that the Quality System and associated policies and procedures are up-to-date and in accord with government and industry standards • Ensure that the risk management system is up-to-date and effective, and agreed policies and procedures are in place • Ensure Management Committee members and staff are provided with adequate induction and training in ethical awareness, risk management and workplace health and safety • Review and monitor periodic risk management reports, registers, plans or audits • Identify emerging risks
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4. Delegations to the Management Committee

4.1 Management Committee non-financial delegations

The Rules delegate to the Management Committee the general control and management of the administration of the affairs, property and funds of the incorporation. Specific delegations are contained within Clause 21 of the Rules.

4.2 Management Committee financial delegations

The delegations of financial authority to the Management Committee are contained within **Appendix I**.

5. Delegations to the Executive Director

The Management Committee delegates authority for the operations and administration of the association to the Executive Director. Specifically, the Executive Director is responsible for:

- bringing material and relevant matters to the attention of the Management Committee in an accurate and timely manner for the purposes of assisting the Management Committee in effectively monitoring the operations of the service
- working in collaboration with the Management Committee to develop and review the strategic plan
- implementing the strategic plan, related plans, systems and structures
- working in collaboration with the Management Committee to develop the annual business plan and budget
- providing leadership for the staff and volunteers
- ensuring operations comply with relevant legislation, standards and guidelines
- ensuring efficient and effective administration of the association
- developing and implementing policies and procedures relating to the operations of the association
- implementing any directions and decisions of the Management Committee as required.

Financial Authorities delegated to the Executive Director are contained within **Appendix I**.

6. Individual Management Committee member role and responsibilities

The roles and responsibilities of individual members of the Management Committee are described in the table below.

Title	Roles	Responsibilities
Chairperson	<ul style="list-style-type: none"> • Oversee the effective operation of the Management Committee • Oversee the performance of the Executive Director and Management Committee members 	<ul style="list-style-type: none"> • Set Management Committee meeting agenda and distribute at least two days prior to meeting • Chair meetings and oversee Management Committee business • Ensure documentation relating to the operation of the Management Committee and the association is up-to-date • Facilitate the induction of new Management Committee members • Manage the induction, supervision, and annual performance review of the Executive Director • Manage the annual performance review of the Management Committee
Secretary	Provide support for the efficient and effective operations of the Management Committee	<ul style="list-style-type: none"> • Record minutes of Management Committee meetings, Special General Meetings and Annual General Meeting • Distribute minutes of Management Committee meetings in a timely fashion • Maintain a hard copy register of all Management Committee agendas and minutes • Monitor the progress of Management Committee action items and ensure the follow-up information on these items is available at future meetings • Assist the Chairperson with the induction of new Management Committee members and the Executive Director
Treasurer	Oversee the financial management and investment framework of the association	<ul style="list-style-type: none"> • Provide a monthly reports and briefings to the Management Committee on the association's finances • Provide advice and guidance to the Management Committee on financial and accounting matters • Liaise with, and provide support for, the Executive Director as required

Title	Roles	Responsibilities
Member	Participate in and support the effective operation of the Management Committee	<ul style="list-style-type: none"> • Meet the requirements specified in the Rules and the <i>Associations Incorporation Act 1981</i> • Support the effective and efficient operation of the Management Committee in undertaking its roles and responsibilities • Continually examine ways to innovate, adapt and strengthen the systems, structures and processes of the association which support good stewardship and governance • Engage in induction and professional development activities as required • Provide advice and guidance which considers the needs of all stakeholders and the likely impact on them • Consider and/or contribute to papers and issues put to the Management Committee • Be willing to contribute to any sub-committee set up by the Management Committee • Participate in an annual performance review of the Management Committee • Notify the Chairperson of any conflicts of potential conflicts of interest

7. Management Committee culture

The Management Committee actively seeks to model for the association a culture characterised by respect, openness, integrity, transparency and accountability. This may be achieved through member conduct at meetings, and by modelling the values of the association. The values of the association are documented in section 1.1.3 of the Corporate Governance Policy.

7.1 Conduct at Management Committee meetings

It is expected that Management Committee members:

- treat each other and staff with respect
- feel free to ask questions and seek clarification
- provide honest and constructive feedback
- seek other member's views and contributions
- spend appropriate time on important issues
- come to meetings prepared and willing to contribute.

7.2 Modelling the values of the association

The Management Committee can model the values of the association by:

- properly and actively fulfilling its governance functions, roles and responsibilities
- taking personal responsibility for what goes on in the association
- giving proper consideration to the needs, interests and rights of staff, clients and families of clients
- maintaining and enhancing the association's reputation in the sector.

8. Management Committee membership and meetings

The general rules governing membership and meetings of the Management Committee are listed at Items 13-19 of the Rules. Further details are provided below.

8.1 Membership

Appropriate membership of the Management Committee is critical to ensure it functions in the most effective manner possible. Membership should include a range of skills, experience and interests that will enable the Management Committee to exercise its executive-level stewardship and oversight of the association.

Appointment of a member to the Management Committee will be conducted in accordance with the process outlined in **Appendix II**.

Induction of a member to the Management Committee will be conducted in accordance with the process outlined in **Appendix III**.

Continuing development of Management Committee members and Executive Director will be conducted in accordance with the process outlined in **Appendix IV**.

Evaluation of the Management Committee and Executive Director will be conducted in accordance with the process outlined in **Appendix V**.

A policy statement on conflict of interest and annual statement concerning possible conflict of interest form are included as **Appendix VI**.

A Management Committee Composition Matrix is included as **Appendix VII**.

Members of the Management Committee in 2021-2022 are as follows:

Sabina Janstrom	Chairperson
Michael Harvey	Secretary
Tania Harman	Treasurer
Dr Jack Lam	Member
Helen Sotiriadis	Member
Greg Power	Member
Dr Bernadette Nixon	Member

8.2 Purpose and role of the Executive Director

The Executive Director is not a member of the Management Committee, but is expected to attend all meetings of the Management Committee, unless otherwise notified. The Executive Director will be expected to work collaboratively with the Management Committee and implement action items as required by the Management Committee.

The role of the Executive Director is clearly defined in the Executive Director's Position Description.

8.3 Meetings

The Management Committee meets on the second Tuesday evening of every month, except January, with the scope to meet more frequently as needed. Committee members are expected to attend all scheduled and extraordinary Committee meetings. If a Committee member is unable to attend a meeting, they are expected to give the maximum notice possible to the Secretary or Chairperson.

In general, Management Committee meetings are held at the association's premises, 87 Central Avenue, Indooroopilly.

The Chairperson is responsible for setting the meeting agenda. Management Committee members and staff may raise matters for discussion in liaison with the Chairperson and Secretary.

The meeting agenda and relevant documents are to be distributed by the Chairperson at least 2 days prior to a Management Committee meeting. Normal distribution of this material is via email.

The Executive Director's monthly report is to be prepared and distributed to members at least 2 days prior to a Management Committee meeting.

The Secretary is responsible for recording and circulating the minutes of Management Committee meetings. Preferably, minutes are to be circulated within one week following a meeting.

Upon agreement of the Chairperson, staff and other individuals may attend Management Committee meetings to assist members and provide advice to the meeting if requested. The Chairperson may also agree to presentations by staff or external parties.

Staff and other individuals present at Management Committee meetings are privy to discussions on the basis of complete confidentiality. Unless otherwise agreed, there must be no disclosure of the nature or content of Management Committee deliberations.

9. Evaluation of the performance of the Management Committee and Executive Director

The Management Committee will conduct an annual evaluation of its performance and the performance of the Executive Director. The process to be followed is outlined in **Appendix V**.

10. Induction and Professional Development of Management Committee members

Members of the Management Committee are encouraged to maintain currency of their skills and experience and it is expected that they participate in continuing development.

Newly appointed members will receive induction training. A sample induction timetable for newly appointed members is included as **Appendix III**.

A policy statement on continuing development of the Management Committee members and Executive Director is included as **Appendix IV**.

11. Publication and review of the Charter

11.1 Publication of the Charter

A copy of the Charter is available on the Jubilee Community Care Inc website:
www.jccagedcare.org.au.

11.2 Review of the Charter

The Management Committee will review this Charter every 3 years to ensure it remains consistent with the association's Rules, strategic mission, vision and values, and its oversight function.

12. References and useful resources

Books, papers, toolkits

ASX Corporate Governance Council, Principles of Good Corporate Governance and Best Practice Recommendations, March 2003.

Australian National Audit Office (ANAO), Better Practice Guide: Applying principles and practice of corporate governance in budget funded agencies, Commonwealth of Australia, Canberra, 2003b.

De Lacy, Anne and De Lacy, Geoff, How to implement a Management Committee performance management system, Australian Institute of Company Directors, Sydney, 2004.

Fishel, David, The book of the Management Committee: Effective governance for non-profit organisations, 2nd Edition, The Federation Press, Annandale (NSW), 2008.

Garratt, Bob, The fish rots from the head: The crisis in our Management Committee rooms: Developing the crucial skills of the competent director, Harper Collins Business, London, 1997.

Kiel, Geoffrey and Nicholson, Gavin, Management Committees that work: A new guide for directors, McGraw-Hill Australia Pty Ltd, North Ryde, 2003.

Kiel, Geoffrey, Kiel-Chisholm, Kirsten and Nicholson, Gavin, The ASX Corporate Governance Council's principles: A compliance toolkit, Competitive Dynamics Pty Ltd, Milton (Qld), 2004.

Kotter, J. P., A force for change: How leadership differs from management, The Free Press, New York, 1990.

OECD, OECD Principles of corporate governance, 2004. Available on-line:
<http://www.oecd.org/dataoecd/32/18/31557724.pdf>

Standards Australia, Australian standard on corporate governance (AS 8000-8004), 2003.

Websites

Australian National Audit Office (ANAO): <http://www.anao.gov.au/>

Conscious Governance - The #1 Website for Nonprofit CEOs and Management Committees:
<http://www.conscious-governance.com>

National Institute for Governance: <http://governance.canberra.edu.au/>

The Institute for Ethics, Governance and Law (IEGL):

<http://www.griffith.edu.au/arts-languages-criminology/institute-ethics-governance-law>

13. Appendices

Appendix I: Delegations of Financial Authority

Area	Committee of Management Authority	Executive Director's Authority
Recurrent Operating Expenditure	Approval of annual operating budget and variations to budget	Expenditure within annual operating budget.
Capital Expenditure	Approval	All capital purchases over \$10,000 are approved by the Committee
Employment of Consultants	Approval	In line with budget or minuted approval of Committee
Employment of External Contractors	Approval	In line with budget or minuted approval of Committee
Travel and Conference	Approval	In line with budget or minuted approval of Committee
Petty Cash	Approval of procedures	Financial Administrator day to day operation of float
Approval of cheques and EFTs	Designated committee members have final authorisation	Two authorisations are required, one from each group below: 1. Executive Director or Financial Administrator 2. Chairperson, Treasurer, Secretary or delegated member of the management committee
Lease Agreements	Approval	Sign with committee approval
Fees	Approval of policy on fee levels	Implementation of policy
Funding Agreements	Sign funding agreements as required	Ensures compliance with funding agreements and associated guidelines

Appendix II: Appointment of a member to the Management Committee

The process for the nomination and appointment of a member to the Management Committee is as follows:

- where and how are nominees sourced
- provision of necessary information on prior to election to ensure that nominees understand their responsibilities.
- completion of nomination/application form by nominee containing details of experience, police checks etc.
- completion of the Management Committee Composition Matrix for the nominee
- consideration of how the nominee complements existing experience of the Management Committee
- formal resolution by the Management Committee of appointment
- completion of consent form by the individual.

THIS SECTION IS WORK IN PROGRESS FOR THE MANAGEMENT COMMITTEE

Appendix III: Sample Induction Timetable for newly appointed Management Committee members

INDUCTION PROGRAM: ½-Day Timetable

- 9:00 Overview of the association
- objects of the association (Chairperson)
 - vision, mission, values, goals (Chairperson)
 - history of the association (Secretary)
 - organisational structure (Executive Director)
 - mode of operation (Executive Director)
 - sources of funding and contracts (Treasurer)
 - function of the Management Committee
- 10:30 *Morning Tea*
- 11:00 Working as an effective Management Committee
(Team building exercises)
- 12.00 Question and answer
- discuss critical issues to be addressed in coming year
 - complete Induction Program evaluation form
- 1.00 *Lunch* – Management Committee with senior staff

Adapted from The ASX Corporate Governance Council's principles: A compliance toolkit (2003), Appendix 5:86.

Appendix IV: Policy on Continuing Development of Management Committee and Executive Director

Jubilee Community Care Inc is committed to the continuing development of its Management Committee and staff. In line with this commitment, there is an expectation that all Management Committee members and the Executive Director will commit to at least 2 days of professional development each year.

The Management Committee allocates an annual budget of \$... to encourage members to participate in training and development programs.

Any Management Committee member wishing to undertake either specific governance-related training or personal development courses is expected to approach the Chairperson for approval of the proposed course.

Development may be in both governance and governance processes or in the aged care industry.

Adapted from The ASX Corporate Governance Council's principles: A compliance toolkit (2003), Appendix 5:85.

Appendix V: Policy on Evaluation of Management Committee and Executive Director

The Management Committee considers evaluation of its own and senior executive performance as fundamental to establishing an organisational culture of accountability and high performance.

Evaluation Process

Figure 1 (below) outlines the process that guides performance evaluation throughout the association. This simple cycle is meant to ensure that those being evaluated clearly understand what is expected of them prior to a performance review.

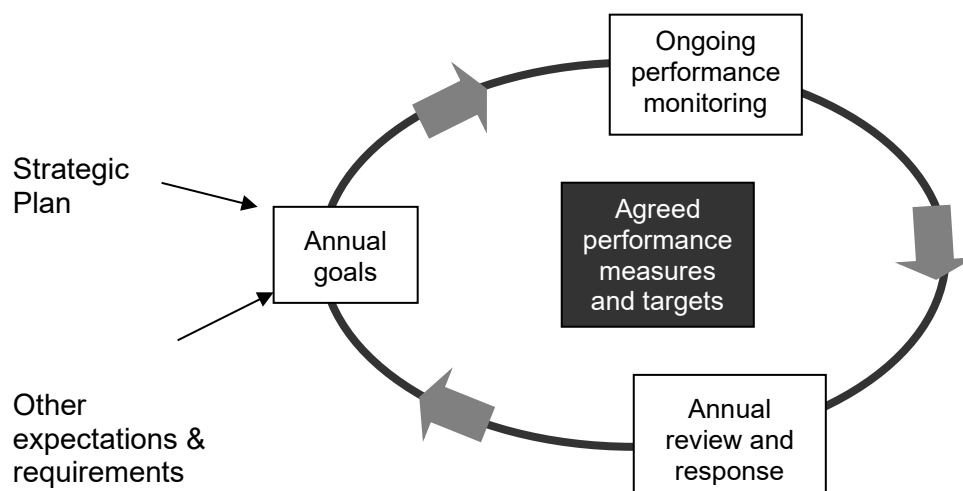


Figure 1: Performance evaluation process

Management Committee Evaluations

The Management Committee considers ongoing development and improvement of its own performance as a critical input to effective governance of the association.

On-going performance monitoring is based on the Annual Business Plan. The goals are based on the strategic plan, accountability requirements and any areas for improvement identified in previous reviews.

It is recommended that every three (3) years the Management Committee engages an independent consultant to facilitate the review.

Management Committee Evaluations (continued)

Executive Director Evaluation

The Chairperson meets with the Executive Director, for debriefing and ongoing monitoring and review, on a fortnightly or monthly basis, as agreed.

All staff employed by the association, including the Executive Director, are subject to an annual performance review.

The Executive Director's annual performance review takes place prior to the anniversary of his/her appointment. It is conducted by the Chairperson and one or two Management Committee members. They report the outcome of the review to the Management Committee, with their recommendations including remuneration considerations. A change to the Executive Director's remuneration package is dependent on the outcome of the annual review.

The above information will be reviewed by the Management Committee in line with the proposed performance review of the Executive Director.

Since the association is committed to continuous improvement and the development of its people, the results of the annual review form the basis of the Executive Director's development plan for the following year.

Adapted from The ASX Corporate Governance Council's principles: A compliance toolkit (2003), Appendix 5:84-85.

Appendix VI: Conflict of Interest Policy and Annual Statement Concerning Possible Conflict of Interest Form

The standard of behaviour expected of all Management Committee members, staff and volunteers of Jubilee Community Care Inc is to scrupulously avoid conflicts between the interests of the association on one hand, and personal, professional and business interests on the other. This includes avoiding and declaring potential and actual conflicts of interest and perceptions of conflicts of interest.

The purposes of this policy are to protect the integrity of the association's decision-making process and business judgments, to enable clients and other stakeholders to have confidence in our integrity, and to protect the reputations of Management Committee members, staff and volunteers.

Upon or before election or appointment, Management Committee members, staff and volunteers will make a full, written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated as appropriate.

In the course of meetings or activities, Management Committee members, staff and volunteers are to disclose any interests in a transaction or decision where they, their business, their family and/or significant other, employer or close associates may receive a benefit or gain. After disclosure, the person shall not participate in the discussion or vote on the matter.

Adapted from The book of the Management Committee: Effective governance for non-profit organisations, 2nd Edition (2008), 225-226.

**Jubilee Community Care Incorporated Management Committee Member
Annual Statement Concerning Possible Conflict of Interest**

I, _____, received a copy of the Jubilee
Community Care Inc conflict of interest policy on ___ / ___ / ___ .

By signing this statement, I acknowledge my agreement with the policy and I agree to
report to the Chairperson of the Management Committee any possible conflicts (other than
those stated below) that may arise in the course of this financial year.

I am on the Management Committees or management committees of the following
organisations:

I have a personal financial interest (comprising greater than 10% of the capital) in the
following organisations:

(Tick if appropriate)

[] I am not aware of any actual conflict of interest in relation to the above Management
Committee memberships and financial stakeholdings.

I may have a conflict of interest or potential conflict of interest in the following area(s):

Signature: _____

Date: ___ / ___ / ___

Appendix VII: Management Committee Composition Matrix

Personal characteristics	Member A	Member B	Member C	Member D	Member E	Member F
Gender						
Age (20-39), (40-59), (60-79)						
Race / nationality						
Technical Skills/Experience	Member A	Member B	Member C	Member D	Member E	Member F
Governance experience						
Accounting skills						
Financial skills						
Legal skills						
Human resources experience						
Aged care industry experience						
Medical skills and/or experience						
Marketing skills and/or experience						
Member Capabilities	Member A	Member B	Member C	Member D	Member E	Member F
Ability to assimilate and synthesise complex information						
Capacity to develop and deliver a cogent argument						
Innovative thinking						
Leadership ability						
Interpersonal and relationship management skills						
Time availability						
Personal Attributes	Member A	Member B	Member C	Member D	Member E	Member F
Honesty and integrity						
High ethical standards						
Network of contacts						
Identified conflicts of interest						

Adapted from The ASX Corporate Governance Council's principles: A compliance toolkit (2003), Appendix 5:66