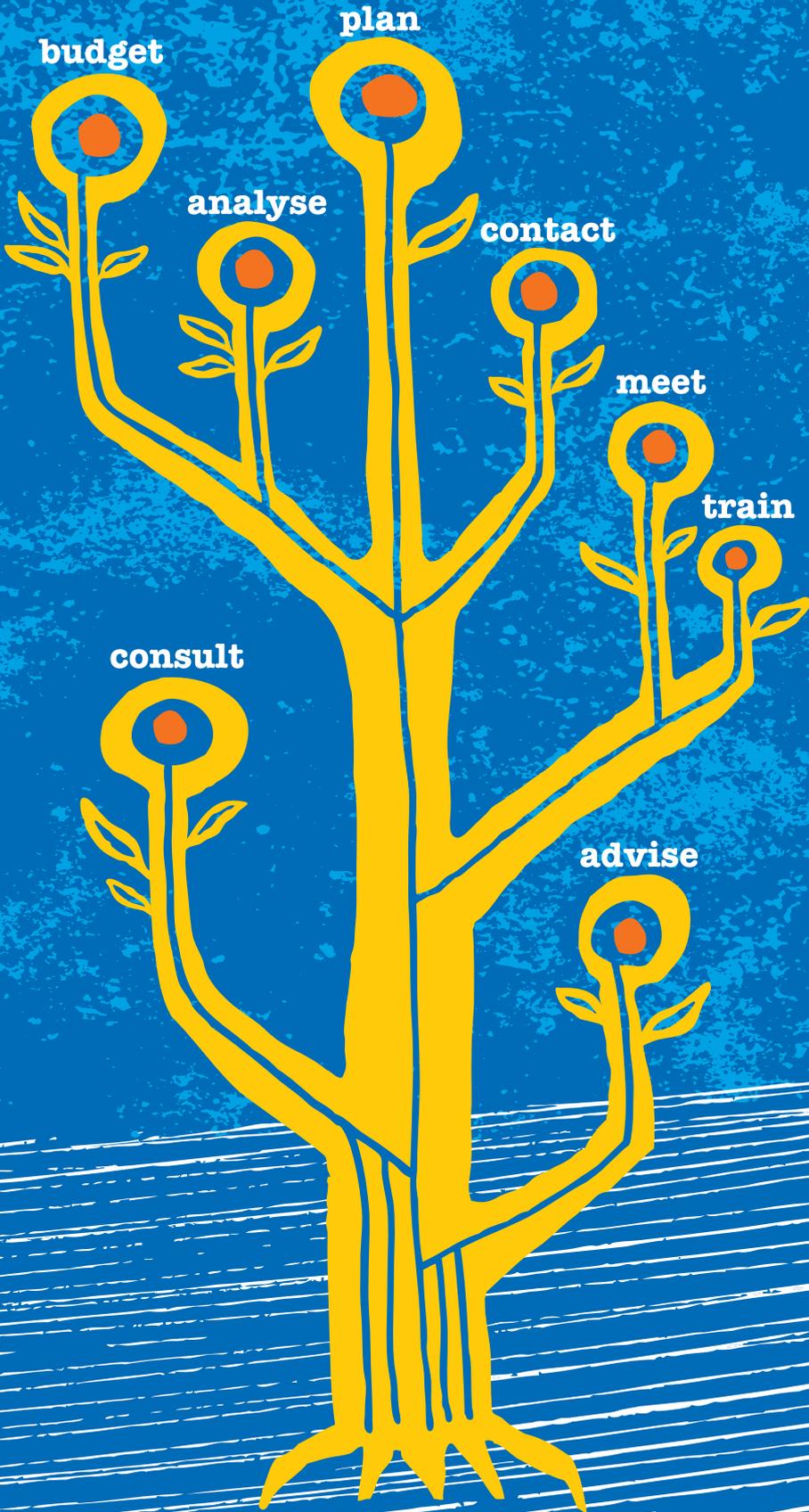


# NATIONAL MANAGEMENT COMMITTEE GUIDE FOR COMMUNITY LEGAL CENTRES





# **NATIONAL MANAGEMENT COMMITTEE GUIDE FOR COMMUNITY LEGAL CENTRES**



## Acknowledgements

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### Disclaimer

This publication is intended as a general guide to issues and resources only. Because of this, and our commitment to be as accessible as possible, information about the law has often been summarised or expressed in general statements expressed in plain English. This information should not be relied upon or used as legal advice about any particular factual situation, nor regarded as a substitute for reference to actual legislation or obtaining professional legal advice in relation to any individual situation. The author and publisher expressly disclaim any liability to any person or centre in respect of any action taken or not taken in reliance on the contents of this publication.

## Introduction

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Within over 200 community legal centres (CLCs) around Australia there are many hard working and committed people performing a range of important paid and unpaid roles. One very important volunteer role is that of the centre's Management Committee or Board member.

The time, enthusiasm and expertise that Management Committee members contribute to their centres and communities is a great asset to the sector. The range of expertise and experience they bring is derived from their diverse backgrounds, as CLC Management Committees include members of the centres' local or special interest communities; private lawyers, accountants and other professionals; former CLC workers; current and former volunteers; and representatives of social justice and community service organisations.

The role undertaken by Management Committee members is not an easy one. They must operate as a leadership team, setting the strategic vision, direction and goals for the centre's operation, and as a governance body and employer, working cooperatively with staff and volunteers. They must not interfere in the day-to-day operations of the centre and respect the staff's professional independence and allow them to perform their jobs. They must accept the responsibility of making decisions, which are at times difficult decisions, and being accountable for them.

*The National Management Committee Guide for Community Legal Centres* is a resource to help new and current Management Committee members understand the different facets of their role and, by more thoroughly informing and preparing them, improve their performance. It is also a tool for centre staff, which will help them understand the functions of the Management Committee and their respective rights and obligations. We hope the Guide will assist centre staff to support and look after their Management Committee, thus improving retention of existing members and helping to attract new ones.

The Guide was researched and written by Rachna Muddagouni, utilising her years of experience in the CLC and legal aid sectors and drawing upon the expertise and resources within the sector. A draft of the text was reviewed by a Steering Committee (comprising Amanda Just, Cynthia Manson, Carolyn Grant, and Joanna Mantziaris), the NALCLC Executive Director and the Attorney-General's Department.

As always, NALCLC would appreciate receiving feedback about the Guide, which may be incorporated into any revised edition. NALCLC gratefully acknowledges funding from the Attorney-General's Department of the Australian Government to produce the Guide.

Julia Hall  
EXECUTIVE DIRECTOR



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## 1.1 Obligations of the Management Committee

**Management Committees play an important role in centres and must be able to see the bigger picture when it comes to overseeing the centre's activities.**

A Management Committee needs to:

- act honestly and in good faith
  - plan, by articulating the centre's goals and priorities and establishing and reviewing strategic and operational plans
  - establish policies and procedures and record decisions and actions on matters concerning the centre
  - manage, by taking on responsibility as the employer, making sure the centre is properly administered with proper delegation and ensuring the Management Committee is familiar with, and actively involved in, the activities of the centre
  - ensure legal responsibilities are carried out, e.g. occupational health and safety (OH&S) responsibilities
  - where possible ensure the centre is incorporated, but in any event keep proper records and comply with any relevant legislation and the centre's Constitution
  - ensure financial requirements are met and that all finances are properly managed, that records are audited annually and that accountability requirements of funding providers are fulfilled. Undertake any fundraising activity as required
  - evaluate and monitor all activities of the centre by providing and receiving proper feedback and contributing to the continuous improvement of the centre's governance and service delivery
- advocate on behalf of the community and the centre and maintain and build the centre's public profile
  - respect privacy and confidentiality of information obtained in the course of the operation of the centre
  - disclose potential or actual conflicts as soon as they arise. Management Committee members should remove themselves from those particular discussions or decisions where conflict does or may occur
  - ensure the centre has proper structures and procedures to encourage community engagement. It is important for centres to listen to their communities, respond to their needs, and have mechanisms to facilitate community involvement in the centre's operations.

### FURTHER READING

- *Roles and Responsibilities of Office Bearers and General Members of Board of Management of Incorporated Associations*, Information Sheet 3, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney, pp 10–11.
- Bullen, Paul, "Governance", Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).



## 1.2 The Difference between “Management” and “Governance”

There is often confusion about the meanings of the words “management” and “governance” when discussing the functions of Management Committees. It is important for centres to clearly understand the difference between the two terms.

### Governance

To **govern** means:

- to oversee and monitor the centre
- to provide leadership and strategic direction and
- to accept responsibility for the entire centre.

The Management Committee should delegate day-to-day management of the centre to the EO, coordinator or manager of the centre. In community legal centres (CLCs) the person in this role is often called the coordinator, but the role has different titles in different centres. We use the term Executive Officer (EO) in this Guide.

The Management Committee’s role includes the provision of adequate support, direction, policies and procedures that enable the EO to manage the centre day-to-day and ensure it functions effectively.

It is important that the Management Committee adopts an attitude of trust and confidence in staff, so that staff can “get on with the job at hand”, working in a spirit of goodwill and confidence.

### Management

To **manage** means:

- to undertake the day-to-day responsibilities of operating the centre in accordance with policies and standards set by the Management Committee.

Therefore, Management Committee members should not be engaged in the day-to-day management of the centre. The Management Committee should appoint a paid/unpaid coordinator, manager or EO, who will be delegated the responsibilities for “managing” the day-to-day operations.

The EO should not be a member of the Management Committee, although commonly s/he will attend meetings and have an important role in facilitating communication between the Management Committee and staff.

The EO reports to, and is accountable to, the Management Committee, so it is very important that the two functions and the people who perform them are both formally and practically separate.

#### FURTHER READING

- *Good Governance: simple measures to assist non-government organisations in maintaining good governance*, Information Sheet 1, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/msu/index.html](http://www.ncoss.org.au/msu/index.html).
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Board Governance”, Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).



## 1.3 Delegation

### **The Management Committee should delegate day-to-day management of the centre to the EO.**

Any formal communications between staff and the Management Committee will ideally be made through the management structure, that is, in most cases, through the EO. Sometimes the staff may need to contact the Chairperson of the Management Committee directly if there is a potential or actual conflict of interest involving the EO.

### **Delegation to the Executive Officer**

The EO should manage the following activities.

#### **1. Human resources**

The EO is responsible for managing *paid and volunteer staff* according to approved personnel policies and procedures that conform to current laws and regulations. The EO also has the overall responsibility for ensuring that staff members understand their job role and the expectations of them in that role, and for giving feedback about performance.

#### **2. Planning**

The EO should facilitate planning in the centre. This involves identifying aims, objectives, strategies, responsibilities, timelines and the resources required to achieve the centre's mission. The EO oversees promotion of the centre, service delivery and quality of programs and is responsible for developing evaluation strategies.

#### **3. Financial and risk management**

The EO should present the yearly budget to the Management Committee for approval and manage

the centre's resources within the budget guidelines and according to current laws and regulations. The EO also oversees financial management, information systems management, risk management, communications, marketing, asset management and reporting for the centre.

#### **4. Fundraising**

The EO oversees fundraising activities and identifies relevant resource requirements. These include researching funding sources, establishing strategies to approach funding bodies, submitting proposals, administering funds and completing the acquittal requirements as required by the funding agreements.

#### **5. Effective communication between staff and the Management Committee**

The EO's role is to manage the staff. The Management Committee should always communicate to staff members through the EO and never undermine the authority of the EO by instructing a staff member directly.

#### **6. Promoting and representing the centre**

The EO needs to consistently promote the centre and its activities and present positive images to relevant stakeholders and the general community. Often the Chairperson of the Management Committee or other staff members assist with this.

#### **7. Setting standards for the centre**

The EO should set the standards for the centre. This includes setting a good example when it comes to all ethical and professional behaviour, such as demonstrating loyalty, commitment, efficiency, punctuality and discretion.

### 8. Communication to, and resourcing of, the Management Committee

The EO is responsible for ensuring that members of the Management Committee are presented with all the information they need to fulfil their roles, and with clear and logical recommendations for action. Preferably, information should be provided to members well before every meeting to allow time for clarification and proper consideration.

### Delegation of responsibilities to other staff

Staff should:

- through the EO, provide all relevant information to the Management Committee in an appropriate, clear and concise form
- support the Management Committee's planning function
- determine community needs
- deliver service delivery programs and report their success and shortcomings
- evaluate the performance of the centre
- follow the EO's directions and comply with all professional and ethical standards
- be committed to providing services that meet clients' needs
- comply with all centre policies and procedures
- implement the Management Committee's decisions
- conduct day-to-day financial operations.

### FURTHER READING

- *Ensuring a Productive Relationship between Board Members and the Executive Officer*, Information Sheet 6, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Carver, John, *Boards that Make a Difference: a new design for leadership in non-profit and public organizations*, Jossey-Bass, San Francisco.

## 1.4 Accountability

The Management Committee must be able to account for everything the centre does. The actions and decisions of the Management Committee affect a range of people in the centre including the membership of the centre, staff and volunteers, as well as its clients and potentially others outside the centre. These people are referred to as stakeholders.

**Note:** The term “membership” refers to the members as defined in the Constitution of the centre.

### Stakeholders

- **Funding bodies** — the funding body needs to know if money was spent in accordance with the funding agreement; they may also want to know about outcomes.
- **Actual and potential clients** — they need to know about the availability of a service and the quality of that service.
- **Donors** — they want to know how the centre spends donated money and what outcomes are achieved.
- **Insurers** — an insurance company will ask for evidence that all reasonable steps were taken by the centre to prevent an incident before it occurred in the workplace.
- **Membership of the centre** — they want to ensure that staff and the Management Committee adhere to the rules of the Constitution.
- **Statutory agencies** — for example the Legal Practice Board, need to know whether practitioners are adhering to the Code of Practice.
- **Other CLCs.**

### Accountability and the Management Committee

The Management Committee is ultimately responsible and may be liable for the actions taken or not taken by the centre. The Management Committee should ensure that the centre has proper systems and procedures in place to be accountable for:

- safeguarding the centre
- ensuring that its operations comply with all legal and professional requirements
- ensuring regular monitoring and reporting of activities and finances
- evaluating activities and performance against targets.

### Internal accountability

It is very important for Management Committee members to ensure that the centre has well-developed internal accountability systems.

Internal accountability refers to accountability responsibilities:

- amongst staff members
- amongst Management Committee members
- between staff and the Management Committee
- between the Management Committee and the membership of the centre and
- between volunteers.

### Staff members

Staff members should be accountable to each other for their work practices and behaviour. The Principal Solicitor/ Nominated Responsible Person (as stated in the *National Risk*

*Management Guide*) has overall responsibility for the legal practice. The solicitors at the centre are accountable to the Principal Solicitor/ Nominated Responsible Person for their legal work.

Reporting to the Management Committee is managed by the staff directly or through the EO and/or Principal Solicitor/Nominated Responsible Person through a monthly written and/or verbal reporting system.

### Management Committee members

Management Committee members are accountable for the centre and have an additional responsibility to be accountable to one another for a range of organisational issues, including behaviour, participation and decision-making.

As members of the team, Management Committee members should:

- ensure that they read provided documents and keep abreast with all the information before meetings
- attend as many meetings as they can, or attend meetings regularly
- take up opportunities for training to increase their skills or knowledge to govern the centre and
- perform their role conscientiously.

### Staff and Management Committee members

All staff are ultimately accountable to the Management Committee as the committee is the employer. However, in order to make the task of monitoring easier, the EO usually undertakes the responsibility (on behalf of the Management Committee) of ensuring that the

staff and volunteers meet their accountability obligations. In this sense, staff are accountable to the Management Committee via the EO. The Management Committee can be kept appropriately informed via a written monthly report from the EO provided to each meeting of the Management Committee and/or verbal reports regarding what work is being done by whom at the centre.

### Management Committee and the membership of the centre (including volunteers)

The membership of the centre needs to be kept informed about progress made towards reaching the centre's goals and how the affairs of the centre are managed. Incorporation rules also require that Management Committee members of a centre be accountable to the membership of the centre. The membership of the centre should be invited to join the Management Committee or subcommittees as per the rules of the Constitution. It is also important that the Management Committee engages with the membership and obtains input of their ideas and suggestions for improvement.

Accountability to the membership of the centre is carried out via the presentation of an Annual Report (including a detailed financial report) at an Annual General Meeting (and other special general meetings), and with the provision of publicity material, newsletters and focus groups etc.

### External accountability

Every centre has a wider responsibility to be accountable to its community, including the specific target group(s) of clients or service users to whom the centre seeks to provide services. As taxpayers, the membership of the centre, or service users, they have the right to expect that the centre uses government funds to provide quality

## 1.4 Accountability



services and operates according to legal and ethical requirements.

### Clients or service users

It is critical for all centres to be accountable to their clients or service users. The Management Committee should ensure that the centre's clients or service users inform the activities of the centre and encourage them to participate in decision-making processes. Input from clients or service users will help ensure the centre meets the legal needs of the community. This can be undertaken via newsletters, programs, publicity material and Annual General Meetings. Centres can also develop and distribute specific policies, such as a "Client Charter" or "Rights Policy", or provide useful information brochures and invite clients or service users to be nominated for the Management Committee or subcommittees.

### The wider community

Management Committee should ensure community "ownership" of the centre, which will ensure support when the centre needs to gain resources or assistance. The Management Committee cannot expect this support unless the wider community is informed and has opportunities to influence the centre's activities. This can be done via publicity material, newspaper articles or other media stories, community notice boards, attendance at community meetings or public forums and by being involved and networked in the local community. Local government may also be willing to assist with the promotion of the centre.

### Funding bodies

The Management Committee has a legal responsibility and is accountable to any department or body who provides funding to the centre. Funds for the centre may come from many sources, including:

- membership fees
- a centre's fundraising activities
- donations
- businesses or corporate sponsors
- grants from philanthropic trusts and foundations
- grants from Commonwealth, state and local government departments and statutory authorities.

Government, philanthropic organisations and some corporate sponsors will have their own accountability mechanisms that may bind the centre. They may also require the Management Committee to demonstrate that effective and efficient processes and practices are in place and that the Management Committee is meeting its constitutional, financial and legal obligations. This is usually done via the submission of Strategic and/or Business Plans, Annual Reports, copies of audited financial statements (including budgets and/or statistical returns) and records of Management Committee meetings.

### Annual Reports

The Annual Report is often the best tool for demonstrating the centre's accountability to the membership of the centre, wider community and stakeholders, including funding bodies. The Annual Report must acknowledge all of the funding provided by the Commonwealth, state and local government, philanthropic organisations and corporate sponsors, and include a description of the services provided and activities in which the organisation has engaged including:

- hours of operation
- number of advices given
- casework and number of files opened and closed

- duty lawyer services
- community legal education
- law reform
- research
- access and equity actions
- community development work
- extent of volunteer and pro bono work
- training and student supervision provided to and by staff
- source, extent and purpose of any income received from other bodies
- the names of the members of the Management Committee of the centre and the names and brief description of the roles of the staff involved in the provision of the services
- any other activities relevant to the work of the centre and
- audited financial statements for that financial year.

The Annual Report is an important tool for publicity and public relations. It should be attractive, concise and clear, in plain English and easily read. Use graphics (photographs and cartoons) to add interest. Some innovative ways to make the Annual Report interesting are to produce parts of it as a calendar or information booklet.

A good way to prepare the Annual Report is to have an annual review or evaluation to assess the operations against the centre's objectives. The information that comes from this process can then form the content of the Annual Report.

#### FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- *Accountability*, Info Sheet No. 9-7, Management Support Online (MSO), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
- "Board Responsibilities", Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).

## 1.5 Conflict of Interest

**A conflict of interest is where a person (or people) stands to gain or lose, personally or financially, through situations relating to employment, contracts, maintenance, use of facilities or any other aspect of the operations of the centre. Conflict of interest also extends to members of a family or close associates such as friends, who stand to gain in the same manner.**

A conflict of interest can arise when a member of the Management Committee or a subcommittee has other involvements or interests that may make it difficult for them always to act in the best interests of the centre. This may result from:

- business or professional activities or interests
- employment within the centre (or another related organisation)
- membership of other community organisations or service providers
- ownership of, or interests in, property or other assets.

Sometimes there is a potential conflict of interest that is not yet an actual conflict of interest. These potential conflicts are just as important to declare immediately as actual conflicts.

The conflict of interest may lead to the following consequences:

- financial benefit or loss, for example, through the sale of a deceased estate or goods or privileged knowledge about property sales
- political benefit or loss, for example, by gaining or losing electoral support

- personal benefit or loss, for example, through career or standing in the community.

It is important to acknowledge that Management Committee members will experience conflicts of interest from time to time; however, this does not have to cause a problem if the situation is dealt with properly.

Management Committee members also need to be aware of what may *appear* to be conflicts of interest. If others can or might perceive a conflict of interest, this itself can cause a problem, as it could damage the centre's reputation or give rise to a possible legal challenge to a Management Committee decision. Such a challenge could be time consuming and costly, even if it is ultimately unsuccessful. It is very important to declare any actual or potential conflict of interest before it has the possibility to affect decision-making processes.

### Conflict in a legal practice

Every time a centre's lawyers see a client they must conduct a conflict of interest check before they give any legal advice or decide whether the centre can act for that person. The most important actual or potential conflict they look for is to ensure that the centre has not (and will not in the future) act for the other party in the same or a related matter.

However, it is also important to conduct a check to ensure that there is no conflict with or for the centre's staff, volunteers and Management Committee members. For example, a Management Committee member may be the Principal of a firm acting for the other party, or be a



family member. The Management Committee needs to be aware of the procedures and ensure that the centre has the necessary information and appropriate procedures in place to be able to conduct these checks promptly.

For more information regarding useful conflict of interest procedures, please contact the Professional Indemnity Insurance Working Group in your state/territory.

### Declaration of interests

Where there is a known or perceived conflict of interest, the Management Committee member should sign a form that outlines what the conflict is or how it may/would arise, and the procedure that will be applied before, or soon after, commencing their term of office (if known then), or as soon as possible after the conflict or possible conflict is identified. This will help to protect individual members as well as the whole centre.

A *Declaration of Interests* form should form part of the Management Committee induction kit. The form should include a section to insert any real or perceived conflicts of interests, and end with the following statement:

**I have declared all known areas that may result in a potential conflict of interest for me as part of the Management Committee of [*name of centre*]. If any other potential conflicts arise I will declare them to the Management Committee as soon as I become aware of them. I will also declare my financial or personal interest in any item to be discussed at meetings of the Management Committee.**

Member's Signature: \_\_\_\_\_

Date: \_\_\_\_\_

### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- *Managing Conflicts of Interest*, Information Sheet 14, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).

## 1.6 Liability and Obligations

### Legal obligations

All Management Committee members have a certain number of legal obligations over and above their other general responsibilities for the centre. First amongst these legal obligations is the imperative to act within the law at all times.

It is very important for Management Committee members to be fully informed about their legal obligations, including those relating to the centre's Constitution (or Rules), which are binding on both the centre and the individual members of the Management Committee.

### Constitutional obligations

The Constitution (or Rules) of a centre is one of its most important legal documents. It contains a number of rules that have been decided by the centre's membership AND those approved by the relevant government department that oversees the registration of incorporated associations in each state.

As it is the responsibility of the Management Committee to ensure that the centre adheres to the Constitution, it is important that all Management Committee members receive a copy of the centre's Constitution before they join or at the commencement of their term of office.

### Limited indemnity — what it means

The centre, as an incorporated organisation, provides limited indemnity from personal liability in the event that someone (or another group/organisation) takes the centre to court. This means that the

centre (instead of the Management Committee, who are the accountable body) will be sued in a court of law.

This protection will apply only when the Management Committee members have taken all reasonable steps to carry out their duty of care to ensure that all legal, employment and financial obligations and requirements have been carried out. Furthermore, indemnity from personal litigation will only apply provided that the Management Committee members did not "knowingly" act outside the law.

Remember, ignorance of the law is no defence: it is essential that Management Committee members seek legal advice whenever they are in doubt about their legal responsibilities. Failure to do so may result in legal action against individuals, the Management Committee and/or the centre.

### Local, state and federal laws

Legislation (law made by the Acts of Parliament) that applies to the centre will include:

- state and federal government legislation (including anti-discrimination, equal opportunity and privacy)
- local government by-laws (such as rules concerning parking, etc.) and
- industrial relations (awards, contracts and agreements in relation to employment).

Other legal responsibilities include:

- insurance obligations
- taxation obligations
- occupational health and safety obligations

- publishing and copyright obligations
- funding agreement and other contractual obligations.

### **Personal legal obligations of Management Committee members**

Management Committee members have some personal legal obligations, namely:

- to act honestly
- to act with “reasonable” care and diligence
- not to make improper use of information gained in the course of their interaction with the centre
- not to make improper use of their position.

Management Committee members should always act in the best interests of the centre. If there may be a potential conflict of interest, the Management Committee member should immediately inform the Management Committee and allow them to decide if she/he should be removed from relevant decision-making or resign from the position.

#### FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Overview of your Legal Responsibilities”, Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- *The Legalities of Managing an Incorporated Community Organisation*, Information Sheet 11, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).

## 1.7 Employment — Responsibilities of the Management Committee as an Employer

**Management Committee members of a centre have the responsibility of engaging or employing staff, volunteers and independent contractors. They are bound by a complex set of obligations under workplace relations and employment laws.**

These obligations relate to:

- terms and conditions of employment
- termination of employment
- industrial relations
- workers' compensation
- anti-discrimination laws and
- occupational health and safety.

Employment in a CLC requires a special commitment from the Management Committee and staff to ensure that employment practices reflect the centre's values and principles.

### The selection process

Management Committee members are responsible for ensuring that the centre employs staff with the appropriate skills, knowledge and personal attributes. In practice, however, the Management Committee delegates the responsibility of recruitment to the EO.

The centre should:

- develop employment policies to be ratified by the Management Committee
- ensure that equal opportunity, workplace relations and other laws are followed during the selection process. This includes ensuring that prohibitions are in place relating to setting

discriminatory job selection criteria and that proper procedures are in place to ensure that the selection criteria and recruitment process are not discriminatory.

Some jobs may require the candidate to undertake a police check before appointment. The centre should follow the strict guidelines provided when undertaking police checks and ensure that all confidential information is stored in a secure place.

### Induction

A good Management Committee will ensure that staff and volunteers feel positive about their initial contact with the centre. This can be assured with a good induction process, which gets everything off to a positive start and can prevent unnecessary mistakes or misconceptions.

The Management Committee should:

- delegate the induction process to the EO and ensure that the process adopted is sound and works well
- ensure that they introduce themselves as soon as possible to any new staff or volunteers and make them feel welcome.

### Creating a good working environment

Management Committee members need to be aware that there is the potential for discrimination and harassment in the workplace to be carried out by various people associated with the centre, for example, staff, clients, volunteers or even Management Committee members themselves. Management Committee members must also

## 1.7 Employment — Responsibilities of the Management Committee as an Employer

be aware that the centre may be held liable for the actions of staff, volunteers, clients and Management Committee members.

Various state and Commonwealth laws prohibit both direct and indirect discrimination based on certain actual or assumed attributes. These laws include, among others:

- the *Sex Discrimination Act 1984* (Cth) (sex discrimination and sexual harassment)
- the *Racial Discrimination Act 1975* (Cth) (racial discrimination)
- the *Age Discrimination Act 2004* (Cth) (age discrimination)
- the *Disability Discrimination Act 1992* (Cth) (disability discrimination).

State legislation protects a broader range of attributes than those covered by these four pieces of Commonwealth legislation. These attributes include: age, sex, carer status, race, breastfeeding, gender identity, marital status and many others.

Management Committee members should ensure that the centre has well-developed policies and procedures which clearly spell out what constitutes a breach of these and other relevant laws, including rules dealing with:

- sexual relations between staff and clients and
- physical and verbal violence.

### Creating a safe and healthy workplace

It is important for employers to provide and maintain a safe workplace that is free from risks. Management Committee members as employers have a general and specific obligation under occupational and health safety (OH&S) legislation. OH&S policies should be developed in plain English, made readily accessible and put into

practice. Serious consequences can result from a failure to observe the centre's OH&S duties.

Particularly important are obligations in relation to:

- handling dangerous substances (e.g. photocopier toner)
- fire precautions
- ventilation
- use of equipment
- stress and burnout
- occupational violence (bullying)
- drug and alcohol use
- handling blood spills
- manual handling (of objects or people, where relevant).

The centre needs to maintain the following OH&S records:

- employee or personnel files that include names, addresses and emergency contacts
- an accident/injury register and
- any other records related to workplace safety.

### Appropriate pay and conditions

Management Committee members should ensure that staff are employed and paid according to the correct industrial award and employment contract. All the relevant conditions must be adhered to or the centre could be subject to penalties for not meeting these obligations. It is important to follow the basic legal requirements, such as those that are, or should be, included in the contract of employment. All staff should have a letter of appointment, which clearly outlines their pay and conditions.

It is important for the centre to maintain records relating to employees for a period of seven years.



### Setting clear directions

Management Committee members should set clear directions and ensure that the lines of management (the relationship between Management Committee members and staff) are clear.

The Management Committee appoints the EO to undertake the day-to-day management of the centre and the Principal Solicitor to oversee the legal practice. Clear delegation ensures clear accountability processes, good communication, and an understanding about who is responsible for what role in the centre.

### Support and supervision

It is important for all staff to have someone with whom they can discuss ideas, issues or problems. In smaller centres, the Management Committee, a staff subcommittee, or a nominated staff person from the staff support group assumes this role. In larger centres, senior management staff take on this role.

#### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Recruitment: good practice, Information Sheet 15, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
- “Management Committee Responsibilities”: *Managing Staff and Volunteers* (fact sheet): [www.diycommitteeguide.org](http://www.diycommitteeguide.org).



## 1.8 Strategic Planning

**Planning for the centre is an important role for Management Committee members.**

### Why plan?

Planning is the process of:

- setting the goals, purpose and priorities of the centre
- developing strategies for service delivery and
- carrying out ongoing evaluation in order to ensure goals are achieved and improvements made.

Planning enables centres to answer the following important questions:

- *why* was the centre established?
- *what* kind of services does the centre deliver now and do these services meet the community's needs?
- does the centre need to make any changes to the service delivery model or organisational infrastructure to achieve its goals?

CLCs should recognise that operational and strategic planning, together with ongoing evaluation, are essential activities to undertake when working towards achieving the aims and objectives of the centre. These activities are ongoing processes that ensure continuous improvement in the quality of the service; it is important they are integrated and undertaken across the whole centre.

In short, planning assists centres to:

- set their goals
- identify needs and define issues
- prioritise issues
- generate solutions

- build their capacity, which includes obtaining resources to support the service delivery model and
- evaluate and continuously ensure better services.

### Identifying a strategy

A strategy should be identified in order to plan extensively and cover all the risks for a centre. The strategy for the centre determines:

- where the centre is placed at the time
- the direction the centre intends to go in, and why
- how the centre will get there.

A strategic plan for CLCs should include some of the following features:

- a listing of the target groups to whom legal advice/casework services should be provided
- plans for community development activities (e.g. community legal education) and law reform work
- strategies for dealing with day-to-day activities, which also include organisational development work (e.g. reporting, management, policy development)
- an indication of how it is envisaged that the centre will operate in two or three years' time and
- details on how the centre will involve all levels of management, staff, volunteers, external stakeholders and the community in the development and implementation of the plan.

The planning process will assist the centre to honestly evaluate its services and activities. The outcomes of this process will provide input to the centre to help plan changes or improvements to the current service delivery model.

### Key points when planning for the centre

- The planning process should always include the key stakeholders: Management Committee members, staff, volunteers, clients (where possible), community, funding bodies and external stakeholders (e.g. other community organisations, politicians). It is important to ensure that the key stakeholders are familiar with the centre's key objectives and goals.
- The process should be well documented and provide a detailed plan for how the centre will measure what services have been and are to be provided, staffing and resources, time period, and outcomes.
- A staff member/Working Group should be delegated the responsibility for planning and organising the Planning Day, which should be held annually.
- When planning, input should be obtained from everyone who will be responsible for carrying out parts of the plan, along with representatives from client groups who will be affected. Of course, the Management Committee should be involved in developing the plan, as they will be responsible for its review and authorisation. It is important for the planning process to be very inclusive and encourage participation.

### FURTHER READING

- Bullen, Paul, "Governance", Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).
- Muddagouni, Rachna, *Thinking and Planning Ahead: resource manual for community legal centre staff*, Victoria Law Foundation, Melbourne, 2007.
- "Strategic Planning: Mapping your Group's Future" (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- *Developing a Plan*, Info Sheet No. 5-3, Management Support Online (MSO), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).

## 1.9 Financial Management

**All members of the Management Committee must take the financial responsibility of the centre very seriously. Financial responsibilities vary significantly from centre to centre depending on the size, number of paid staff and volunteers, and the level of funding they receive from government and other philanthropic organisations.**

### Roles and responsibilities

All centres should ensure that:

- there are adequate funds for the operation of the organisation
- the organisation works within the limits of these funds and
- proper records are kept, funds are accounted for, and reports are made on time.

Management Committee members should be aware of, and understand:

- the level of funding received from funding bodies
- the broad terms of any funding and requirements of the funding bodies
- what the financial policies of the centre say and how they are applied
- financial statements, expenditures, budgets and reports and
- what financial decisions are being made and why.

Beyond these responsibilities, it is the Treasurer's role to:

- establish good systems
- plan and monitor the finances of the centre
- work with and assist the EO and Finance Officer or external finance organisation in these matters.

### The Treasurer's role

The Treasurer should work closely with the Management Committee to safeguard the centre's finances.

The Treasurer has the responsibility of reporting the state of financial affairs to the membership of the centre. Ideally, financial reports are presented via the Treasurer to the full committee so that all Management Committee members are fully aware of the financial situation at any given moment.

### The Management Committee's role

#### Develop clear position descriptions for all finance workers

Management Committee members should develop clear position descriptions for Treasurer, Finance Subcommittee and/or Finance Officer so that everyone clearly understands their responsibilities.

#### Oversee financial planning and budgeting

Management Committee members should ensure that the centre undertakes adequate financial planning. Although the development of the plan might be delegated to a Treasurer or Finance Officer, it is the job of the Management Committee to approve the plans and monitor financial performance.

#### Identify required resources

When undertaking financial planning, the Management Committee should have a thorough understanding of all expenditures the centre will incur, and make decisions regarding resources that can be purchased for the centre and other costs/outgoings and liabilities.

**Obtain funds**

Management Committee members should be aware of the different funds that a centre can receive. Funds might come from:

- grants from government or philanthropic trusts
- sponsorship from private legal firms
- grants of legal aid/costs recovered from litigation
- special fundraising activities or events
- membership subscriptions or donations or
- gifts and donations from the public.

Management Committee members are sometimes involved in writing submissions for funding, or work in small groups with paid staff or other interested parties on specific issues for which the centre needs funding.

Perhaps the critical role for Management Committee members is to take part in the “political” side of obtaining funds. This means being part of deputations to local parliamentarians (or relevant government ministers) and working with community and philanthropic organisations to show the level of need and support required for the centre.

**Approve funding and service agreements**

All funding submissions should first be approved by Management Committee members to ensure that they are happy with the proposed activities/services. Similarly, the Management Committee must be aware of and agree to the terms of any funding agreement. The Management Committee is accountable for any funds that are obtained and must ensure that they are spent according to the specific details outlined in the funding agreement.

This task may be delegated to the EO; however, monitoring and accounting for funds remains the responsibility of the Management Committee.

**Oversee accounting and monitoring systems**

The Management Committee has responsibility for the financial control systems, which ensure that money is handled properly.

The Management Committee:

- sets the financial policies
- delegates financial responsibilities to the EO and Finance Officer
- monitors and reviews financial operations regularly and diligently.

**Financial reporting**

The Management Committee should comply with the reporting requirements of funding bodies and publish an Annual Report to report to the membership of the centre, funding agencies and the community. All Management Committee members should receive adequate training and/or support to help them understand the meaning and implications of financial statements.

**Choose an auditor**

Management Committee members, together with the membership of the centre, appoint the auditor for the centre at the AGM. The appointment of an independent accountant or auditor ensures that financial records are assessed as to whether they are accurate and give a true picture of the centre’s finances.

**FURTHER READING**

- For detailed information on managing the finances of a centre, please read the *National Financial Management Guide*, developed by NACLC.
- *Financial Management Systems*, Info Sheet No. 4-4, Management Support Online (MSO), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).

## 1.10 Minimising and Avoiding Fraud

**Management Committee members must be committed to the aims and objectives of good governance of the centre. It is important for Management Committee members to recognise the value of transparency and accountability in their centre's administrative and management practices.**

Effective fraud control needs the commitment of the Management Committee members, staff, volunteers and external stakeholders. Centres can be exposed to the inappropriate or inefficient use of financial or physical resources and to financial losses as a result of fraud and corruption, which may then have an impact on the centre's reputation, funding, and service delivery to clients.

Centres should:

- be committed to minimising the possibility of fraud and actual fraud
- be in a position to act quickly to minimise damage caused by any fraudulent activity
- not tolerate any act of internal fraud or corrupt conduct and
- take steps to manage the risks of external fraud.

### What is fraud?

Definition of fraud: "dishonestly obtaining a benefit by deception or other means."<sup>1</sup>

Some of the types of fraud are:

- theft
- dishonestly obtaining property, a financial advantage or any other benefit

- causing a loss, or avoiding or creating a liability by deception
- creating, using or possessing falsified documents
- unlawful or unauthorised use of the centre's equipment, including misuse of vehicles, telephone, or other property or services
- disclosing sensitive or confidential information and obtaining some benefit/s from the disclosure.

### Fraud control framework

It is vital for all centres to establish a fraud control framework that includes a range of proactive and reactive strategies designed to mitigate fraud and protect the centre against loss or reputation damage. Some components of a fraud control framework for centres to consider are outlined below.

#### Fraud control policy

A centre should adopt a fraud control policy that is designed to meet the specific needs of the centre.

#### Responsibility structure

The Management Committee should define and delegate the centre's responsibility for fraud control to the EO, who will implement and monitor the fraud control framework.

#### Fraud monitoring

The Management Committee should undertake ongoing fraud monitoring activities that can be incorporated into the existing quality assurance process.

1. This definition is derived from the *Commonwealth Fraud Control Guidelines*, 2002.

### Fraud risk profile

In some larger centres the Management Committee should develop a fraud risk profile, which should include fraud risk assessments across the different areas of the centre. This will provide the information with which to examine the potential internal and external risks impacting the centre.

### Staff awareness

Ideally, all staff of a centre should undergo fraud awareness training<sup>2</sup> in order to provide them with an understanding of what constitutes fraud and to assist them in recognising fraudulent behaviour.

### Fraud reporting systems

The fraud control framework should include arrangements for internal and external reporting to the Management Committee and funding bodies.

### Investigation procedures

Centres should have formalised and documented procedures for undertaking internal investigations, guidance on what to report to whom, and procedures for reporting matters to the police or other external parties.

### External requirements

Centres should have policies and procedures that include consideration of the requirement to report incidents of fraud or corruption to external authorities.

### Code of Conduct and disciplinary procedures

Centres should have a Code of Conduct that supports a culture of honesty and integrity where fraud, corruption or dishonest acts are detected, investigated, and if required, disciplined.

### FURTHER READING

- “Fraud Control”: *Commonwealth Fraud Control Guidelines — May 2002*: Attorney-General’s Department: [www.ag.gov.au](http://www.ag.gov.au).
- “Fraud Risk Management Policy”, Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).

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2. Suitable training programs are listed in Section 3.

## 1.11 Managing Risks

Management Committee members can contribute significantly to managing risk by paying close attention to the areas in a centre most likely to result in liability. By adopting practices that minimise the likelihood of claims, the Management Committee can place the centre in a safe position. Some of the areas of risk that require close attention are listed below.

### Selecting the Executive Officer

The Management Committee should make the delegation of responsibility for day-to-day management of the centre with care. This can be ensured with the thoughtful selection of an EO. The Management Committee's ability to fulfil the legal duties and risk management responsibilities will largely depend upon the competence, skills, and cooperation of the EO.

### Overseeing employment practices

The Management Committee not only has the responsibility of hiring the EO, it also has the overall responsibility for employment practices within the centre. Employment-related actions are the largest source of claims filed against Management Committees under Associations Liability Insurance policies (see below). The Management Committee should determine whether the centre is following set employment policies and must take steps to ensure that the centre is following all proper procedures to prevent unlawful discrimination or other actions that could result in liability.

### Overseeing financial management and fundraising policies

The Management Committee must be committed and diligent in reviewing information related to the centre's financial position if they are to discharge their fiduciary duties (legal responsibilities) and fulfil their duty of care. (For more on this topic, see fact sheet 1.9 *Financial Management*.)

### Reviewing the Associations Liability Insurance coverage

Associations Liability Insurance policies have evolved considerably over time to meet the needs of centres. Management Committee members should be knowledgeable about Associations Liability Insurance coverage and request information that will enable them to evaluate whether the coverage purchased by the centre is appropriate and responsive to their non-profit organisation's exposures. (For more on this topic see fact sheet 1.20 *Associations Liability Insurance*.)

### Adopting and following procedures

Good governance policies assist Management Committee members to function effectively. Certain policies and procedures can be invaluable to a Management Committee as it strives to fulfil its legal duties and risk management responsibilities. These include:

- the use of position descriptions for Management Committee members
- risk management and development of proper plans



- ensuring all aspects of the centre are operational and protected by appropriate insurance
- undergoing an annual self-evaluation process and the adoption of conflict of interest policies, attendance policies, and minute procedures. (For more on this topic see fact sheet *1.12 Risk Management Planning and Implementation*).

## 1.12 Risk Management Planning and Implementation

The Management Committee of a centre is responsible for the risk management policy, which is one of its most important responsibilities. As “risk” means virtually everything that could prevent the centre from achieving its mission, it will not be possible to ensure that every single risk is eliminated. However, the Management Committee needs to comply with the policies and take reasonable steps to ensure that risks are reduced to a minimum through the systematic implementation of good policies and practices that cover all of the centre’s operations.

The sorts of risks that the Management Committee needs to guard against are:

- insolvency (not enough money to pay wages or debts etc.)
- unsafe work environments (including equipment)
- unsafe work practices
- inadequate insurance
- poor employment practices
- illegal or unconstitutional practices
- poor asset management.

### Risk management and staff

As a part of a sound risk management strategy, every Management Committee should have already spoken with staff about the current risk management strategy and have provided them with a written version of:

- the procedures the centre has gone through to review its risk profile
- the policies it has put in place to avert the risks that have been identified and

- the measures it has taken to cope with the consequences if the projected disasters come to pass.

If the strategy hasn’t already been formalised, the Management Committee will need to prepare one immediately. The Management Committee should either ask the staff to prepare a draft, or it can assign a small number of its members to work on the matter with the EO in consultation with senior staff. This process needs to be inclusive, however, it should be led by the Management Committee.

Every centre should be involved in the exercise of good judgement and reasonable foresight to identify those risks that are both serious and likely, and develop strategies to deal with them. When staff have created a document along lines they think are feasible and achievable, then they must take it back to the Management Committee.

The Management Committee will then, in the first instance, need to be satisfied that:

- the procedure for identifying risks is adequate and
- the policies are a reasonable balance between cost and risk.

### The role of the Management Committee

Management should not merely rubberstamp the proposed risk management plan or proposed actions. Rather, it should make changes where required, reject unsuitable suggestions, and ensure that the policies developed can be implemented at the operational level by the staff. The Management

Committee should have meaningful input into the details of the policy, and it is advisable in some cases to set up an ad hoc subcommittee to review the policies and the procedures with the aid of the EO.

The next stage of the Management Committee's responsibility is to ensure that these policies and procedures are carried out. This is essentially part of the general responsibility of the Management Committee to monitor the centre's management.

The Management Committee should commit to review the plan on a regular basis every year, or even every six months. Staff should always be vigilant in identifying, reporting and solving any risks on an ongoing basis, and this is something the Management Committee should ensure is occurring.

If the centre is incorporated and the Management Committee has taken all necessary steps to ensure that the centre can meet its responsibilities to the public, the Management Committee will generally be covered against any attempt to attach personal liability upon its members.

The primary responsibility of the Management Committee is to guide the centre in accomplishing its mission. In fulfilling this obligation, the Management Committee has a legal duty to use the centre's assets prudently. The assets of a centre vary, but generally fall within one or more of the following categories:

- people (Management Committee members, volunteers, employees, clients, donors, and the public)
- property (buildings, facilities, equipment, materials, copyrights and trademarks)
- income (from sales, grants, and contributions) and
- goodwill (reputation, stature in the community, and the ability to raise funds and appeal to prospective volunteers).

The principal risk management goals for most centres are:

- protecting clients, staff, volunteers and the public from harm
- ensuring service delivery standards, professional obligations and funding agreements are met
- conserving the centre's assets for its community-serving mission and
- ensuring that resources are available to compensate individuals harmed by the centre's activities.

The Management Committee's position enables it to protect the centre against potential risks by:

- establishing long-term goals and short-term objectives for the centre's services, Management Committee members, staff and volunteers
- measuring performance, including service quality, against established goals and objectives
- approving an action plan to meet the centre's goals and objectives and delegating responsibility for implementing this plan to the EO
- monitoring the plan's implementation
- ensuring the availability and proper use of funds to support administrative and program activities through active participation in fundraising programs and the development and monitoring of financial management and fundraising policies.

#### FURTHER READING

- "Board Responsibilities: Fulfilling your Governance Role" (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.

## 1.13 Managing Complaints

Every centre, regardless of how well it functions, is bound to receive complaints from service users, staff, volunteers and members. Dealing with complaints quickly, efficiently and fairly will assist the centre in protecting itself from risk, including damage to its public image, and will help to regain the complainant's good faith in the centre.

The Management Committee should ensure that the centre has procedures to deal with grievances or complaints and that it is clear and understood who is responsible for dealing with different types of complaints. All complaints should be dealt with appropriately and the progress of their resolution and any remedial or preventative action monitored. It is important to learn from these experiences and take steps to ensure that similar complaints are less likely to arise in the future.

### Complaints by Management Committee members

The procedure for dealing with a Management Committee member's grievance will be outlined in the centre's Constitution.

### Complaints by staff and volunteers

Grievance procedures for staff should be outlined in the applicable award or workplace agreement and must be correctly followed in order to avoid serious legal consequences. The employment or relevant operational policies should also contain guidelines for managing conflict between staff or volunteers. During their induction staff and volunteers should be informed of this process and advised where they can access relevant policies and documents.

### Complaints by service users/clients

Every centre should have policies and procedures to deal with complaints from service users. These documents should be clearly displayed or made available to service users when they have a grievance against the centre or a complaint about their treatment by one of its staff members. Centres may like to develop a Clients' Rights Charter/Policy, but at the very least should have a Client Complaint Policy and a complaints register or form.

Always make sure the Management Committee is informed about any serious complaint from a service user.

### Legal complaints

The Principal Solicitor should be involved in dealing with legal complaints. The Principal Solicitor should contact the insurer if there appears to be any risk of a possible claim against the centre or a worker (including a volunteer). Note, however, that the Principal Solicitor should contact the Chair of the Professional Indemnity Insurance Committee for support or advice before contacting the insurer.

The Management Committee should be informed immediately and kept updated of developments.

#### FURTHER READING

- For further information consult the *National Risk Management Guide*. For a copy of the Guide, contact NACLC on (02) 9264 9595.



## 1.14 Quality and Standards

**All centres aspire and work to deliver quality services to their clients and the community. Measuring and demonstrating the quality of services provided is difficult. The implementation of standards can provide an effective set of criteria and systems to support a centre's efforts towards quality improvement.**

Policies and procedures guide work practices and are part of the quality standards used by funding and sector peak bodies to ensure consistency in governance, management and quality of service delivery. Many centres also seek to improve the quality of what they do through:

- planning, monitoring and evaluation
- feedback at management and staff meetings
- client feedback, community legal education and other program evaluations.

Consistency in the quality of governance, management and service delivery is important for individual centres and the sector as a whole. The planning and evaluation process plays an important role in ensuring that centres are accountable and effective.

### CLSP Service Standards

Service Standards developed for the Community Legal Services Program (CLSP) are limited to the fundamental aspects of service delivery that can be expressed in terms of a defined standard. These standards are important to a CLC's service delivery, as they ensure that people have a positive experience when looking for assistance with their legal problems.

Service Standards for the CLSP are designed to provide:

- assurance for the State Program Manager that community legal service provision across Australia is of a certain level of quality and ensures accountability to the community for public funds
- an assurance to community legal service providers themselves that all providers will meet reasonable operating standards and
- an assurance to clients about the quality of the services provided.

**Note:** The Review of the CLSP is considering the Service Standards and may lead to some amendments in the next financial year. For more information, read the review document available on the Attorney-General's website at [www.ag.gov.au](http://www.ag.gov.au).

### Trademarking

While it is not possible to control the name "community legal centre", the National Association of Community Legal Centres (NACLC) has actively moved to protect the CLC "brand" through a formal trademarking process. With pro bono support, NACLC trademarked the NACLC logo together with the words "This Centre is accredited by NACLC National Association of Community Legal Centres". Centres have been asked to use the trademark on their letterhead.



The name and logo has been registered by NACLCL with IP Australia. At this stage, only members of NACLCL are entitled to use the NACLCL trademark.

To further protect our “brand”, NACLCL is seeking to:

- establish a Certification Trademark (CTM) that can only be used by approved (certified) centres and
- in consultation with the centres through the state and territory associations, agree on some common membership rules and accreditation criteria.

#### FURTHER READING

For more information, contact NACLCL on (02) 9264 9595.

## 1.15 Delegation for the Legal Practice

**Note:** *This information is relevant only to centres conducting a legal practice.*

### Principal Solicitor

The Management Committee must employ a Principal Solicitor (Responsible Person, as defined in the *Professional Indemnity Insurance Guide*) usually the senior solicitor, who holds a current unrestricted practising certificate (a full practising certificate). As the employer, the Management Committee should ensure that the Principal Solicitor holds the required certificate.

If, at any time, the centre does not employ a Principal Solicitor who holds a current unrestricted practising certificate, there may be certain restrictions (refer to the Legal Profession Act in the relevant state/territory for further clarification).

### Certificate of Professional Indemnity Insurance Cover

The Management Committee should delegate to the Principal Solicitor the responsibility to ensure that the centre holds a current Certificate of Professional Indemnity Insurance Cover at all times. The policy will cover at least the following types of work:

- casework, including all advice, referral, legal representations, community advocacy and other work reasonably described as casework and
- community legal education, community development and law reform and related submission writing and campaign work.

The centre's Professional Indemnity Insurance Cover may be part of the joint cover that the NACLC has negotiated nationally for many centres, or the insurance cover provided by funding bodies as part of a Funding Service Agreement.

The centre's staff members and volunteers must be familiar with the contents of the policy, and as a consequence, staff and volunteer training must include training about the centre's Professional Indemnity Insurance Cover.

### The role of Principal Solicitor (Responsible Person, as defined in the Professional Indemnity Insurance Guide) of the legal practice

- The Principal Solicitor has ultimate responsibility for the conduct and supervision of the centre's legal practice. The Principal Solicitor reports to the EO (except when the Principal Solicitor is also the EO of the centre) who undertakes the day-to-day management responsibilities of the centre on behalf of the Management Committee. The Professional Indemnity Insurance (PII) Scheme must be notified of any change of Principal Solicitor. This information should also be conveyed to the Professional Indemnity Insurance Groups in state or territory associations and the national PII network.
- The Principal Solicitor must ensure that each worker in the centre is adequately supervised according to their experience and the complexity and type of work they are undertaking.

- The centre should always undertake a conflict check for each client before it provides any legal service. If a CLC worker is unsure of the correct advice or course of action to take, they must inform the client that the advice/course of action requires checking. The Principal Solicitor or a delegated lawyer must be readily available to confirm the correct course of action within 24 hours, or as soon as reasonably practicable.
- CLC workers must attend regular supervision case conferences when deemed appropriate by the Principal Solicitor.
- If incorrect advice is given, the worker responsible for the inaccurate or incomplete advice must be alerted, the client must be informed of the correct advice by phone or in writing, and the new advice must be recorded.
- The Management Committee should delegate to the EO and the Principal Solicitor the responsibility to monitor staff workloads and keep them at a manageable level. Workloads must be reasonable, taking into account the resources and staffing levels of the centre.
- The Management Committee should ensure that the centre has written guidelines about the types of matters the centre will and will not take on. Staff members must be familiar with these guidelines. The casework guidelines must take into account the particular knowledge and expertise of the staff, the capacity of the centre to take on certain work, the available resources, and the risks associated with certain types of work.
- Lawyers must be qualified to practise law and have a current practising certificate from the Law Society in their state. Advice about immigration issues should only be provided by a registered migration agent. It is the responsibility of the Principal Solicitor to ensure that all workers are suitably qualified and currently registered.

**FURTHER READING**

- *The Professional Indemnity Insurance Risk Management Guide: A Guide to Assist Centres in Meeting the National Professional Insurance Scheme Requirements*, National Association of Community Legal Centres, July 2005. Contact NACLCL on (02) 9264 9595 for a copy.

## 1.16 Funding Agreements

### Responsibilities

Centres are committed to maintaining positive working relationships with stakeholders and meeting all funding agreement requirements in a timely and efficient manner. Liaison with funding agencies is the responsibility of the EO in the first instance, while the Finance Officer manages any financial accountability issues. Management Committee members are ultimately responsible for monitoring and accounting for the funds.

### Monitoring and accountability

Centres receive funds from many funding bodies and are generally accountable for the management of those funds. They are required to ensure that the funding is used for the purpose for which it was allocated. It is advisable for funding submissions, and particularly agreements, to come before Management Committee meetings for final approval before they are submitted or agreed to, as it is accountable for the funds obtained and for ensuring they are spent according to the terms outlined in the funding agreement. Although this task is often delegated to the EO, monitoring and accounting for the funds remains the responsibility of the Management Committee.

Management Committee members should ensure the funding agreement sets some of the following terms:<sup>3</sup>

- specifications outlining the goals and targets in the funding period
- reporting requirements
- managing arrangements
- timeframes for all reporting requirements
- any potential or actual conflicts
- the milestones
- any conditions impacting on the centre's independence
- staffing and volunteer arrangements
- confidentiality
- compliance with relevant service standards and statutory requirements
- performance, monitoring and evaluations
- asset management, insurance and indemnity and
- procedures for implementation in the event of a dispute or termination of funding.

Signing a funding agreement means the centre is fully committed to complying with the terms and reporting requirements and meeting the performance targets specified in the agreement. The Management Committee should delegate the responsibility to a staff member (usually the EO), otherwise the Chairperson signs the funding agreement and other important legal documents. It is important that the centre has clear delegations and procedures relating to who has the authority and is responsible for liaising with the funding bodies, and who manages the compliance issues relating to targets, reporting and budgets.

3. Adapted from the Management Support Unit (MSU), *Sample Policy and Procedures Manual for Management and Governance*, 2005, Council of Social Service of New South Wales (NCOSS), p. 20. This document is available to download from the NCOSS website at: [www.ncoss.org.au/msu](http://www.ncoss.org.au/msu).

## CLSP funding agreements

Following is a list of some important facts to know about funding agreements for the Community Legal Services Program (CLSP).

- Always ensure that the legal centre has a current, signed, Deed of Agreement, which is kept in a safe location.
- Check that the names of the parties mentioned on the agreement are correct, that there are no spelling mistakes, and that the Australian Business Number (ABN) is correct.
- Check the time period on the deeds of the funding agreement.
- Ensure the delegated staff member or Management Committee member has read and understood the definition of the terms provided and if required, has sought further legal clarification.
- The Management Committee has overall financial responsibility for the centre's finances and it is important to pay attention to the funding schedule, the total amount in the agreement (with the GST), the purpose of the funding, reporting requirements and compliance schedules.
- The funding agreement specifies "Use of the Funds" and the Management Committee and staff should be familiar with all the clauses under this condition. The financial policies of the centre should incorporate the agreed conditions of the funding agreement.
- The Management Committee should be familiar with the use of carry over funds and the use of surplus funds in the service agreement and consider this information when budgeting and planning for the centre's operation.
- The Treasurer and the Management Committee should be familiar with the reporting requirements and the audit and certification requirements.
- The Management Committee should also understand the ramification of breaching any of the terms of the funding agreement and thoroughly read the section on termination of agreement and dispute resolution.
- When considering a new CLSP agreement the Management Committee should devote some time at a meeting to discuss any issues arising. Contact the State Program Manager and the Community Legal Centre Community Legal Services Program staff at the Commonwealth Attorney-General's Department for further information and clarification.

### MANAGEMENT COMMITTEE MEMBERS:

**DO NOT SIGN ANY FUNDING AGREEMENT WITHOUT FIRST READING AND UNDERSTANDING IT, AND BEING SATISFIED THE CENTRE CAN COMPLY WITH ITS TERMS.**

## 1.17 The Chairperson

The Chairperson ensures the Management Committee functions properly and carries out its governance role in the most effective manner. Chairing a centre's Management Committee requires diplomatic, organisational and leadership skills. The role of the Chairperson is time consuming, with work between meetings, external representation of the centre, and additional meetings or consultation with staff.

### The Chairperson's duties

The Chairperson should:

- act as a spokesperson for the centre
- ensure the Management Committee provides leadership for the centre, including fulfilling accountability requirements. It is important to keep the Management Committee members focused on their roles and responsibilities
- stay in touch with other Management Committee members in between meetings
- be familiar with the Constitution, key aspects of service delivery, and the strategic and operational plans of the centre
- monitor and review the centre's progress
- maintain an effective working relationship with the EO, other staff and other organisations

- represent the centre at significant community events from time to time
- be aware of the composition of the community within which the centre operates and maintain an effective relationship with it
- chair Management Committee meetings and act as the final decision-maker when voting is tied
- ensure meetings of the Management Committee are held in an effective and fair manner and actively encourage and allow participation
- develop and distribute the agenda and minutes for Management Committee meetings in a timely manner with the assistance of the EO
- prepare and present the Annual Report for the Management Committee at the Annual General Meeting with the assistance of the EO.

#### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## 1.18 The Treasurer

The Treasurer has the responsibility of reporting the centre's state of financial affairs to its membership and should work closely with the Management Committee to safeguard the centre's finances.

### The Treasurer's duties

With the assistance of the Finance Officer/Bookkeeper, the Treasurer has the following responsibilities:

- ensuring the proper handling of the finances of the centre
- ensuring financial records are true and accurate
- preparing (and reviewing) the annual budget
- ensuring receipts are written for all money received and that monies are banked promptly
- ensuring that all accounts and payroll deductions (e.g. tax and superannuation) are checked, authorised and paid prior to their due date
- ensuring all cheques are signed in accordance with the centre's approved authorities
- keeping the Management Committee regularly informed (monthly) of the centre's financial position
- ensuring that the financial records are ready for the annual audit and preparing a draft financial statement for audit
- preparing and presenting the Treasurers' Report, Auditors' Report and audited financial statements to the AGM.

### Finance Subcommittee

It is not good practice for all financial operations to be performed by one person without supervision from others. It is helpful to set up a Finance Subcommittee to manage and monitor the finances. The Finance Subcommittee should consist of the Treasurer, the EO, the Finance Officer/Bookkeeper and one or two Management Committee members. Remember, all members of the Management Committee are accountable for the finances of a centre.

#### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## 1.19 The Public Officer

**An incorporated association is required to have a Public Officer. The Public Officer must be at least 18 years old and reside in the state where the centre is located.**

Unless stated in the Constitution of the centre, the Public Officer may hold any other position in the centre. In some centres the Public Officer may be nominated as official spokesperson for public relations duties.

The Public Officer should refer to and be familiar with the rules in the Constitution, and has the responsibility to ensure that changes to the rules of the Constitution are notified to the relevant department after a membership vote on changes.

Upon vacating the position, the Public Officer should pass on all the information held on behalf of the centre to her/his successor. The roles and responsibility of the Public Officer will be clearly stated in the rules of the centre's Constitution.

### FURTHER READING

The relevant Incorporation Act legislation for the states are:

- ACT: *Associations Incorporation Act 1991*
- Northern Territory: *Associations Act*
- NSW: *Associations Incorporation Act 1984*
- Queensland: *Associations Incorporation Act 1981*
- South Australia: *Associations Incorporation Act 1985*
- Tasmania: *Associations Incorporation Act 1964*
- Victoria: *Associations Incorporation Act 1981*
- Western Australia: *Associations Incorporation Act 1987*.



## 1.20 Associations Liability Insurance

**Management Committee members as office bearers of centres and other incorporated associations (centres) are at risk of being exposed to personal liability if their duties of care are breached. A simple act, error or omission can be enough to spark a claim against the centre and/or an individual Management Committee member. In an era of increased awareness of responsibility and accountability, many centre Management Committee members are discovering that they can incur legal liability through the services they provide to the centre and the community.**

### Benefits of Associations Liability Insurance

#### Protection for the centre

Associations Liability Insurance provides protection for the centre against legal liability that it may incur through the conduct of its activities. Associations Liability Insurance provides cover for settlements, compensations and/or damages awarded against an insured centre. In addition, it provides cover for the significant legal costs and other expenses associated with defending actual or threatened legal actions.

#### Protection for Management Committee members

As well as protecting the centre against the threat of litigation, Associations Liability Insurance also protects the EO, staff and Management Committee members of the centre against legal liability they may incur personally through the performance of their duties to the centre.

### Financial protection

Litigation is often expensive and lengthy. Given the limited resources of most centres, even avoiding litigation by negotiations can incur significant financial cost. Associations Liability Insurance can protect against the financial consequences of a claim by funding the “upfront” defence of the threatened or actual action.

### Specialised legal representation

Litigation involving matters such as allegations of negligence or breach of employment duties are very stressful for those involved. It is important that the centre and any Management Committee or staff member/s involved have access to appropriate, specialised and highly qualified legal practitioners, who will represent them and protect their interests and those of the centre.

**Note:** Actual litigation is rare; claims against a centre or threatened action are more common.

#### FURTHER READING

- For more information on Associations Liability Insurance, contact the National Association of Community Legal Centres (NACLC) on (02) 92649595.



## 1.21 Management Committee Meetings

### What makes a good meeting?

Everyone has suffered through a poor meeting. A good meeting requires a positive commitment and contribution from all attendees. To hold a good meeting you should have the following elements:

- an appropriately sized meeting room
- efficient and fair chairing and management by the Chairperson
- a well-planned agenda that is adhered to
- equal opportunity to participate in discussion and decision-making
- a start and finish time, advertised in advance
- respect and teamwork (for example, by being punctual for the meeting and listening to others) and
- an appropriate balance between social interaction and the business at hand.

Some centres have particular cultural approaches to meetings and working together, while others choose to meet more formally around a board table. The Constitution of a centre will provide the main points for a centre to follow regarding meeting procedure. It is important to check the Constitution before making any changes to meeting arrangements.

### Quorum

A quorum is the smallest number of members, or proportion of members, required to make a decision on behalf of the centre. The Constitution will usually specify the details of quorums for both Management Committee and general meetings (for membership).

A quorum should be large enough to represent the full membership or Management Committee. At the same time, it should be small enough so that it is practical and achievable at all or most meetings.

No decision can be made on behalf of the centre without a quorum being available at that time at the meeting. Some constitutions allow for attendance by telephone. Without a quorum, the meeting can only be conducted for the purpose of discussion and making recommendations for a time when a quorum can be reached.

#### FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Board Business: Towards More Effective Meetings” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- Information sheets, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).



## 1.22 Making Decisions

**All Management Committee members have to make important decisions, but it is important to acknowledge that *how* decisions are made can be as important as *what* decisions are made. All decision-making processes should be informed by a number of pre-determined documents and statements, for example, the Constitution, the Governance Policy, and funding agreements.**

Decision-making is influenced as much by the dynamics of a group as by the calibre of the briefing papers. Well-organised and effectively chaired meetings encourage positive group participation. A logical process also helps.

### The decision-making process

Following is a list of some useful questions to ask when making decisions.

- Why is a decision needed?
  - What are the issues to be addressed — are there several issues, can we disentangle them?
  - Do we have all the information we need?
  - Have the relevant people been consulted?
  - How will the decision be made?
  - Who must make the decision?
  - Can we decide on the best option or recommendations?
  - How will the decision be communicated to any affected parties (people, organisations)?
  - Who will be involved in implementing it and who is affected by it?
- How and when will we review progress?
  - How do we evaluate each option?

Remember, decisions relating to the overall planning and direction of the centre must be made by the Management Committee, whereas day-to-day operational decisions should be made by the EO or a working group (for example, decisions relating to working out the details of carrying out a policy to which the whole Management Committee has agreed).

Sometimes making decisions can be a difficult process and people will have strong views about important issues. To make good decisions, all members of the Management Committee need to consider and be prepared to:

- read about and listen to information and issues
- express their views (remembering that what is relevant are their views as Management Committee members considering what is in the best interests of the centre — not their own personal views)
- be open to new ideas and changing their minds
- listen to other people's ideas and opinions
- make efforts to stay adequately informed
- honour the centre's principles, mission and objectives
- be mindful of constitutional, policy and legal obligations
- adhere to proper meeting procedures

- take time over important decisions and consider all perspectives
- be willing to defer an issue for decision if they are unsure or unclear about it
- respect and abide by the Chairperson's rulings
- bear risk minimising principles in mind constantly
- take responsibility for making a decision if one is required.

### Important points to remember

- Invalid processes can make decisions challengeable or even void.
- Bad or flawed processes can result in poor decisions, for example, when Management Committee members are not well informed.
- A bad process, or a process that is perceived to be flawed, can damage a centre's reputation or create risks, even if the risk of challenge is not realised. Remedial action can be very time-consuming and costly.

Good communication is critical to good decision-making, and every effort must be made to ensure that everyone in the Management Committee has equal access to any information that will assist in the decision-making process.

It is essential that Management Committee members know:

- what decisions are needed
- the advantages and disadvantages of any options
- when they need to make the decisions
- what decisions have already been made
- what decisions have been implemented and
- what the outcome of those decisions has been.

Don't forget — each Management Committee member has a contribution to make to effective meetings and decisions.

### Decision-making styles

There is a range of ways in which decisions can be made. The decision-making process used in a centre will depend upon its Constitution, history, philosophy, membership and community.

There are two common methods used for making decisions:

- by consensus or
- by taking a vote.

Some centres have a strong commitment to consensual decision-making and only take a vote in exceptional circumstances. Other centres routinely vote on issues.

Regardless of how decisions are taken, all Management Committee members should be clear about exactly what has been decided and decisions should be clearly minuted. (For more on this topic see fact sheet 1.25 *Management Committee Meetings — Minutes*)

Some common forms of decision-making are by:

- majority verbal agreement preceded by discussion
- majority vote, preceded by discussion
- formal motions agreed to by majority vote, preceded by discussion
- consensus (general agreement) from most members of the Management Committee, preceded by discussion
- full consensus from all members of the Management Committee, preceded by discussion.

The Management Committee has the responsibility to decide how best to make decisions. The general



membership may also be involved with any decision that affects their participation in the centre or on any issue not specifically allocated to the Management Committee by the centre's Constitution or Governance Policy. This could occur at an AGM, or at a special general meeting called to provide membership with an opportunity to establish this process. The process may be written into the Constitution (or Rules), or it may be a part of the operational policies or procedures of the centre.

### Collectives and decision-making

Collectives are incorporated organisations that have the same legal status and advantages as committee-managed centres. The main difference between them is that in a collective there is usually a philosophical commitment to non-hierarchical management structures, and this emphasises empowerment, open debate and group decision-making. Tasks are usually rotated to allow people to develop skills and take on differing responsibilities. Where workers are employed, they are encouraged to participate in decisions about the centre.

Decision-making in collectives is based on a consensus model (see "Decision-making styles", above) where all members attempt to reach a decision acceptable to everyone. The centre's unity and coherence are promoted in this process. Majority decisions based on voting are also used, but usually only when necessary to resolve deadlocked decisions.

### Voting procedures

Where formal voting is required it is important to be aware of the prescribed procedures for considering a matter and making a decision.

Some community organisations adopt procedures that are taken from *Robert's Rules of Order*<sup>4</sup>, which provides for a structured and logical approach to voting. To summarise:

- The EO or concerned staff will present briefing papers or reports and present the issues, background information and recommendations to the Management Committee.
- One Management Committee member will move that a decision be made (this is proposing that the Management Committee go on record in favour of a certain, definite action).
- Another Management Committee member will second the motion, which means they "support" the action proposed. (The second is necessary to be certain that the issue is of the interest to more than one member.)
- Once the motion has been made and seconded there is discussion, clarification and debate.
- When the subject has been covered fully, there is the vote.
- Prior to both discussion and vote, the Chairperson should restate the motion, to be certain that everyone knows what is being discussed and decided.

There are two important questions to consider when decisions are being made:

- what is technically/constitutionally required to make a valid (operative) decision and
- what are the best procedures or processes to use.

4. O'Connell, Brian, *The Board Member's Book: Making a Difference in Voluntary Organisations*, The Foundation Center, USA, 1985, pp 106–107.

Clarifying the difference between the two questions above and developing clear requirements will assist the centre to improve and follow the correct decision-making process.

#### FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Board Business: Towards More Effective Meetings” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- Information sheets, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Carver, John, *Boards that Make a Difference: a new design for leadership in non-profit and public organizations*, Jossey-Bass, San Francisco.

## 1.23 Management Committee Meetings — the Role of Chairperson

### The Chairperson

The Chairperson's key responsibility is to ensure that Management Committee meetings and general meetings are conducted in accordance with the centre's Constitution, principles, values, policies and agreed procedures.

Other responsibilities include:

- remaining impartial
- welcoming and introducing guests
- ensuring there is a quorum
- keeping to timelines
- prioritising and adhering to the agenda
- facilitating discussion and encouraging participation
- ensuring necessary decisions are made following the correct procedures and decisions are recorded properly
- minimising and controlling conflict
- calling for votes and casting a vote when necessary
- reflecting, clarifying and summarising discussion and
- demonstrating good leadership, fairness and respect.

The Chairperson is expected to remain impartial at all times. When a vote on a particular decision is tied, the Chairperson is often entitled to make the casting vote. In this case, it is important for the minutes to note that the Chairperson made a casting vote. The Chairperson, like other Management Committee members, is a member of the centre's governing body and therefore should always ensure decisions are made in the best interests of the centre.

#### FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- "Board Business: Towards More Effective Meetings" (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).



## 1.24 Management Committee Meetings — Agendas

### What is an agenda?

An agenda is an essential tool for meetings, as it is a list of items to be discussed and decided during the meeting. An agenda should only include items that will contribute to furthering the purpose of the meeting. If the centre's meetings are becoming cluttered with reports and items of information, think about whether some of the information can be distributed at other times and try to save the limited meeting time for discussion and decision on important matters.

The agenda should:

- be logical and easily understood (i.e. don't make the agenda too long)
- have numbered items for easy reference
- be distributed to all those taking part
- allocate time for each item
- provide space for "any other business"
- indicate which items are for discussion and which need decisions and
- provide recommendations for the decisions.

Agendas need to be open for all members to add items for discussion or decision prior to the meeting and there should be a clear process for doing so.

All agenda items should be prioritised at the beginning of each meeting (if not before), and if it is not already done, have a time allocated for each item. The Chairperson, in consultation with the EO and other Management Committee members, can prepare the agenda.

### Developing an agenda

To help develop an agenda for a purposeful meeting, ask the following questions:

- are there any decisions that the meeting needs to make so that staff members or volunteers can proceed in their work?
- are there any key administrative decisions that have to be endorsed?
- are there any matters coming out of the committees or subgroups that are at a point where the full meeting has to know about a matter and/or make a decision?
- are all items for decision accompanied by clear recommendations for action?

Place any item that calls for energy and fresh ideas near the beginning of the agenda. These, and any urgent items, should be dealt with early in the meeting in order to maximise the numbers and energy of Management Committee members likely to be present and reduce the chances of having to conclude a meeting with unresolved business.

### FURTHER READING

- Mackay Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Board Business: Towards More Effective Meetings” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- Information sheets, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).

## 1.25 Management Committee Meetings — Minutes

### What are minutes?

Minutes are a written record of what occurred in a meeting. They are a legal document and cannot be altered in any way once they have been confirmed (or approved) by the management group as a true and accurate record. They must present an impartial and accurate record of what took place at the meeting, and not only present the views of one person (for example, the minute-taker or the Chairperson). It is not generally necessary to record the details of a discussion, i.e. who said what, provided the main points or results of discussion have been recorded. If a member, however, requests that their view be recorded, this should occur.

Minutes should be written clearly and concisely, so that the reader can work out what decisions and/or recommendations were made and on what basis, as well as what issues were discussed. The minute-taker should clarify any discussion or decision she/he is unclear about and, if necessary, stop the meeting until the correct details are recorded. It is a good idea for the Chairperson and minute-taker to check from time to time during the meeting that the minutes reflect what the rest of the meeting attendees believe has happened.

### What the minutes should record

The format for the minutes will reflect the agenda, and should retain a consistent numbered system for each item. (For more on this topic see fact sheet *1.24 Management Committee Meetings — Agendas.*)

Minutes must also contain the following information:

- the time and date the meeting was declared open
- who attended the meeting
- what apologies were received for non-attendance
- the items discussed and who presented them
- the main arguments or points put for and against proposals
- all decisions made
- any actions that need to be taken and who is responsible for them
- the next meeting date, time and place and
- closing time of meeting.

The Chairperson should try to make it easier for the minute-taker by keeping the discussion on the topic and ensuring that the wording of decisions made is clear.

The Chairperson should sign the minutes when presented at the next meeting to record that the Management Committee has confirmed them as a true and accurate record of the meeting.

### Distribution

Draft minutes should be distributed well in advance of the next meeting so that Management Committee members have ample time to consider them and come to the next meeting well prepared.

## Hints for minute-takers

The following advice will assist designated minute-takers:

- be prepared — have a pen, paper, the agenda and any other relevant papers ready
- stay alert during the meeting
- use headings and numbering from the agenda
- make notes in point form
- write minutes from notes as soon as possible after the meeting
- separate discussion from decisions
- write the exact wording for formal decisions or motions
- note the name of the people who move and second motions (if used)
- record action to be taken, person responsible, when it should be done and who will monitor it
- read back and clarify during the meeting to make sure your record is accurate.

## Action lists

Use an action column to record all tasks that need to be completed. Tasks should remain on this list until they are completed. The Action List should be attached to the minutes and checked over at each meeting.

## FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Board Business: Towards More Effective Meetings” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- Information sheets, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Carver, John, *Boards that Make a Difference: a new design for leadership in non-profit and public organizations*, Jossey-Bass, San Francisco.

## 1.26 Management Committee Meetings — Reports

Management Committee meetings are for:

- monitoring and reviewing progress towards meeting the aims of the organisation (including service delivery)
- monitoring financial performance
- strategic planning (including reviewing and monitoring performance against the plan)
- ensuring all activities are consistent with the organisation's purpose and mission
- considering applications for membership of the organisation
- planning AGMs
- initiating and reviewing internal and external policy positions and statements
- deciding on management and governance systems and processes
- deciding the most appropriate methods of fundraising and considering applications for funding
- delegating work
- discussing and making decisions on proposals for new projects or activities
- planning for the future and identifying new opportunities
- deciding on appropriate staffing requirements, staff terms and conditions.

Much of the information for items discussed in Management Committee meetings may come in the form of reports that are prepared by subcommittees, working groups,

staff, or individual members of the Management Committee. Reports prepared for Management Committee meetings support the decision-making processes of the committee.

### Content of reports

Reports should provide:

- a brief statement of the topic or issue
- important background material or a summary of relevant background material
- the range of options available for action
- the advantages and disadvantages of each option
- the views of staff, members, clients or other stakeholders
- recommendations and
- the rationale for this position.

Reports should be sent out with minutes or agendas so that Management Committee members have time to read them, understand the issues raised and formulate any questions.

### Types of reports

**Progress reports** — in most centres the EO prepares a progress report against the Strategic Plan/Work Plan for the centre, or there may be progress reports for particular projects or actions, for example, policy implementation.

**Legal practice reports** — the Principal Solicitor provides a legal practice report to address issues or targets, but does not discuss individual/client issues with the committee. (No client details should be provided at Management Committee meetings.)

**Financial reports** — Management Committee members should be provided with accurate financial reports. For more information on financial records and reporting, please refer to the *National Financial Management Guide*.

**Briefing papers** — Management Committee members should be provided with briefing papers on important matters for discussion in order to support their decision-making on particular issues.

#### FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Board Business: Towards More Effective Meetings” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
- Information sheets, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Carver, John, *Boards that Make a Difference: a new design for leadership in non-profit and public organizations*, Jossey-Bass, San Francisco.

## 1.27 Annual General Meetings

**An Annual General Meeting (AGM) must be held each year to present reports and financial statements to the membership and to elect the Management Committee for the following year. These meetings are required by law to be held by all centres that are incorporated. Incorporations Acts vary (slightly) between different states and territories; however, the general principles are the same.**

The main reasons for holding an AGM are:

- to present a report of the year's activities and performance to the membership of the centre
- to present detailed audited financial statements for the membership of the centre to consider (and accept/approve, or not)
- to allow an opportunity for membership of the centre to ask questions or seek clarification and
- to elect the incoming Management Committee.

### Notice of AGM

The Secretary must give notice of an AGM to the membership of the centre at least 14 days prior to the meeting, or 21 days if a Special Resolution has been proposed (*The notice period may vary: check the centre's constitution for the right information*). Centres who are "Company Limited" will have other requirements.

### FURTHER READING

1. Read the centre's Constitution for further details on the notice to be provided to the membership of the centre, the nomination process, proceedings at the meeting, the voting process and other procedures or reporting requirements to be followed at the AGM.
2. "AGM Running Sheet" template, "Governance", Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).



## 1.28 Centre Policies

### Why are policies and procedures necessary?

Centres need to have well-formulated policies and procedures that help to actively identify what the core issues are and the situations where a policy is to be applied, as well as what is to be done in those situations.

The benefits of clearly written policies and procedures include:

- staff and volunteers are clear about what is expected of them
- less conflict and confusion
- better decision-making processes
- consistency of procedures and practices
- increased equity and fairness
- increased accountability
- an improved image as a professional and efficient service, organisation and employer and
- fewer risks.

### What is a policy?

A policy is a statement of standards that guides decision-making procedures, behaviour, processes and practices within the centre. Policies provide the “what” and “why” of a centre’s guidelines and reflect the values and philosophy of the centre. A policy also sets the boundaries for what can (and cannot) be done and the aspirational goals for things that the centre would like to see done.

The functions of a policy include:

- assisting the centre to act in accordance with its philosophy and values
- providing the Management Committee, staff and volunteers with clear guidelines of what is expected of them
- ensuring consistency in delivery of the services and programs
- providing people who may be interested in using the services with a detailed description of what they can expect
- providing some certainty and safety to employees and others involved in the centre’s work
- assisting with risk minimisation and management strategies.

### What is a procedure?

A procedure is a list of detailed instructions for carrying out a process and/or practice within the centre. Procedures provide the “how” and “when” of the centre’s guidelines. Procedures are informed by a relevant policy and describe *how* a centre puts policies into action.

### Who is responsible for what?

The Management Committee is generally responsible for developing the policy framework for the centre. Good governance and management is much easier to achieve when the right policies and procedures are in place to give clear guidance.

## What should a policy contain?

A policy should have:

- a title
- the date of endorsement
- the date of any subsequent review/amendment/update
- a statement of the purpose of the policy
- broad guidelines for activities/actions and
- broad procedures.

## Policy development

John Carver's work on policy governance and its accompanying model identifies four areas of policy:<sup>5</sup>

- **Ends** — mission related policies, for example, what outcomes are to be achieved, from whom and at what cost.
- **Executive limitations** — boundaries of acceptability within which the staff undertake their responsibilities. These policies apply to the process of achieving the outcomes.
- **Management Committee/staff linkages** — the manner in which the Management Committee will delegate authority to staff and how it will evaluate their performance.
- **Governance processes** — the Management Committee determines the philosophy, its accountability, and the specifics of their own job.

## FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Carver, John, *Boards that Make a Difference: a new design for leadership in non-profit and public organizations*, Jossey-Bass, San Francisco.

5. Carver, John, *Boards that Make a Difference: a new design for leadership in non-profit and public organizations*, Jossey-Bass, San Francisco, 1997.

## 1.29 Operational Policies

**Operational policies are specific and are often narrowly scoped. They enable a centre to fulfil its day-to-day responsibilities to the clients, community, staff and volunteers, and include guidelines for decision-making and procedures that set out a prescribed course of action for specific circumstances. The Management Committee ratifies the Operational Policy developed by the EO in consultation with the staff and volunteers. The Principal Solicitor develops policies related to the legal service provision.**

Following are some important questions for the Management Committee to consider when undertaking policy and procedure development for a centre.

- What aspects of the centre's operation need to be covered by the policies and/or procedures?
- What legal requirements need to be taken into account?
- Are the policies in line with the centre's Constitution, values and principles?
- Are they easy to read?
- How often are they to be reviewed, by what process and by whom?
- Who will have the responsibility for maintaining the policy and procedure manual/s?

Governance of a centre and the Management Committee's role is made easier when a centre has clear guidelines set in place by having the right policies and procedures established. Staff and volunteers also benefit when a centre has written policies and procedures, as they serve to:

- reduce conflict and confusion
- ensure better decision-making processes
- ensure the consistency of procedures and practices within the centre and
- increase equity and fairness, accountably and efficiency.

Some of the subjects a centre should cover in the area of operational policy development include:

- provision of services delivery (as a legal centre there should be policies and procedures developed around legal information and referral, advice, casework, community legal education and law reform activities)
- the conduct, behaviour and attitudes of staff, volunteers, clients and Management Committee members
- conflicts of interest
- service users' rights and responsibilities
- complaint handling
- employment of staff
- funding and financial management
- meetings and the decision-making processes for day-to-day operations
- the planning and evaluation of the centre's programs
- media and publicity
- occupational health and safety
- the privacy and confidentiality of information and records and
- other management and administrative tasks.

## Service Standards

All centres need to ensure that they maintain standards and principles to preserve quality services. Centres funded by the Community Legal Services Program have to comply with its Service Standards. Clauses 12.2 and 12.3 of the Community Legal Services Program Service Agreement state:

Funding Bodies may undertake Service Standard audits with the organisation during the term of this agreement to ensure compliance with the Service Standards and the person to undertake these Service Standards audits will be the State Program Manager (SPM) or any other person nominated by the Funding Bodies.

Service Standards are designed to provide:

- assurance for the State Program Manager that community legal service provision across Australia is of a certain level of quality and ensures accountability to the community for public funds
- an assurance to community legal service providers themselves that all providers will meet reasonable operating standards and
- an assurance to clients about the quality of the services provided.

The Service Standards attributes and audit process are likely to be reviewed during the Commonwealth Community Legal Services Program Review (in 2008).

## FURTHER READING

- For more information on the CLSP Service Standards, visit the Commonwealth Attorney-General's Department website at [www.ag.gov.au](http://www.ag.gov.au) and follow the links to the Community Legal Services Program pages.

## 1.30 Governance Policy — Sample Document

**Management Committee members take ultimate responsibility for the governance of the centre. Governance in CLCs should be concerned with the systems and processes that ensure the overall direction, effectiveness (including of service delivery), supervision and accountability of the centre. Governance also includes the way in which the Management Committee works with the EO, staff, volunteers, service users, membership of the centre and other stakeholders to ensure that the centre is effectively and properly run, and that it meets the needs for which the centre was set up.**

### Purpose

A Governance Policy is intended to clarify the centre's Constitution by making explicit the underlying principles of governance approved by the membership of the centre. This policy does not cover legal or ethical issues concerning the role of the Management Committee members, which are to be addressed separately elsewhere. (For more on this topic see fact sheets *1.5 Conflict of Interest* and *1.6 Liability and Obligations*.)

### Sample Governance Policy

#### Policy

- The Management Committee of the centre is an elected, representative, and collective body.
- Members are elected by the membership through the election process set out in the centre's Constitution.
- It is representative in that no Management Committee member can be mandated by their membership to adopt a particular position if they do not believe it to be in the best interests of the centre.
- It should act as a collective in that Management Committee members should act selflessly and make decisions solely on the basis of their view of what is in the best interests of the centre.
- The function of the Management Committee of the centre is to collectively ensure service delivery, set its strategic direction, and uphold the centre's values. The Management Committee should collectively be responsible and accountable for ensuring and monitoring that the centre is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations. The responsibilities of the Management Committee that cannot be delegated to any other person or body include:
  - compliance monitoring — ensuring compliance with the objectives, purposes and values of the centre, and with its Constitution
  - centre governance — setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them
  - strategic planning — reviewing and approving strategic direction and initiatives
  - regulatory monitoring — ensuring that the centre complies with all relevant laws, regulations and regulatory requirements

- financial monitoring — reviewing the centre’s budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the centre
- financial reporting — considering and approving annual financial statements and required reports to funding bodies
- centre structure — setting and maintaining a framework of delegation and internal control
- leadership selection — selecting, evaluating and managing the performance of the centre’s EO
- remuneration — determining remuneration policy for staff and senior management
- succession planning — planning for the Management Committee, the EO and the succession of senior management
- risk management — reviewing and monitoring the effectiveness of risk management and compliance in the centre; agreeing or ratifying all policies and decisions on matters which might create significant risk to the centre, financial or otherwise
- dispute management — dealing with and managing conflicts that may arise within the centre, including conflicts arising between Management Committee members, staff, the EO, members, staff, volunteers, or clients
- social responsibility — considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable
- Management Committee performance and composition — evaluating and improving the performance of the Management Committee
- relationship with management — the Management Committee should focus on the strategic direction and the core policies of the centre, and avoid becoming involved in day-to-day operational decisions. Where individual Management Committee members do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

## Procedures

### 1. Internal controls

The Management Committee should set and maintain standing orders, policies and procedures, and systems of financial control, internal control, and performance reporting. The Management Committee should ensure that there is a system for the regular review of the effectiveness of its financial control, internal control, performance reporting, and policies and procedures.

### 2. Managing risk

The Management Committee should undertake a full risk assessment (either periodically or on a rolling basis) and take appropriate steps to manage the centre’s exposure to



significant risks. The Management Committee must regularly review the risks to which the centre is subject, and take action to minimise any risks identified and mitigate any potential or actual damage.

### 3. Management Committee review

The Management Committee should ensure that there is a system for the regular review of its own effectiveness in meeting its responsibilities.

### Responsibilities

1. It is the responsibility of the Management Committee to establish and maintain standing orders, policies and procedures, and systems of financial control, internal control, and performance reporting.
2. It is the responsibility of the Management Committee to clearly demarcate and delegate the functions of subcommittees, officers, the EO, and other staff and volunteers.
3. It is the responsibility of the EO to address key management and operational issues within the direction and the policies laid down by the Management Committee, including:
  - developing and implementing the centre's strategies and making recommendations to the Management Committee on significant strategic initiatives
  - making recommendations for the appointment of staff, determining terms of appointment, evaluating performance, and developing and maintaining succession plans for staff
  - developing the annual budget and managing day-to-day operations within the budget

- maintaining an effective risk management framework
- keeping the Management Committee and funders informed about any developments with a material impact on the centre's performance and
- managing day-to-day operations in accordance with agreed standards for social, ethical and environmental practices.

### FURTHER READING

- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- "Board Business: Towards More Effective Meetings" (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).



## 1.31 Good Policies to Develop

Each centre, in line with the rules and by-laws of its Constitution, should develop policies that support the Management Committee in governing the centre's operations and guide the Management Committee in their conduct and decision-making processes.

Policies should be recorded in writing. A clearly identified set of policy documents should be kept centrally so that it can be consulted easily. Every Management Committee and staff member should know how to access the policy documents.

Policies should be clear and written in simple language. Policies articulate what the centre wants to achieve and provides boundaries for how to get there. This helps to ensure consistency and accountability. A policy document should record when the policy was adopted and if it has been reviewed, the date/s for the next update. All policies should be reviewed regularly to ensure they are still relevant and up to date.

Some policies will be specific to the Management Committee, for example, Management Committee meeting procedures, and fall under the heading of **governance policies**. Other policies, such as ethics policies or diversity policies, will have centre-wide implications. This latter category includes **operational policies**, which will usually be overseen by management.

### Commonly used policies

The number and type of policies and procedures (and their contents) will differ for each centre, but some of the more common ones are listed below.

- **Mission and Vision Policy** — detailing the purpose and directions of the centre and what it hopes to achieve.
- **Ethics/Conduct Policy** — designed to set expectations for and guide the behaviour of Management Committee members, staff members and volunteers, including disciplinary measures for non-compliance.
- **Financial Management Practices** — detailing minimum standards and practices for management and reporting of finances.
- **Accountability Policy** — outlining standards for the reporting of Management Committee information and Management Committee accountability to staff, membership or other relevant parties.
- **Conflict of Interest Policy** — designed to provide guidelines for identifying and dealing with potential or actual conflicts of interest.
- **Management Committee Self-Evaluation Policy** — detailing performance standards for the Management Committee and outlining measures for ensuring evaluation and improvement of performance.
- **Management Committee–Staff Relationship Policy** — outlining the respective responsibilities of Management Committee and staff members.

- Employment Policy — outlining the recruitment, selection, terms and conditions for paid staff.
- Risk Management Policy — outlining how Management Committee members will identify, minimise and mitigate potential and actual risks.
- Volunteer Policy — outlining how and under what circumstances and/or what conditions/terms volunteers can be recruited and their role in the centre.
- Grievance Policy — outlining policy and procedures for dealing with internal and/or external complaints.

## FURTHER READING

- For more samples and information about Management Committee policies, see: *Sample Policy and Procedures Manual for Management and Governance*, Management Support Unit (MSU), NCOS: [www.ncos.org.au/projects/msu/resources.html](http://www.ncos.org.au/projects/msu/resources.html).

## 2. Making it Work– Support for the Management Committee

### FACTSHEETS

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## 2.1 Profile and Composition

### Composition of the Management Committee

As part of a community organisation, the Management Committee should represent the communities it seeks to serve. Ideally, the Management Committee should be comprised of people with the following skills and attributes:

- there should be a balance of both legal and non-legal skills
- members should have significant experience within the community and/or the centre
- there should be a balanced number of females and males (except for gender-specific centres)
- they should represent the different facets of the centre's service
- there should be people with specific skills or knowledge, for example, marketing or financial skills, and ideally should include a qualified accountant
- they can represent the interests of service users and user organisations
- members should span a range of ages to ensure an age-balanced committee and include various ethnic and cultural groups, especially minorities, in your local community.

The centre will also benefit if people are able to be involved at a variety of levels. All Management Committee members must be able to attend regular meetings and have time to read papers and minutes. Some

members should be available for more active participation in the operation of the centre.

**Note:** If the EO is a member of the Management Committee, he/she should be a non-voting member.

### Setting the guidelines

Before they join the Management Committee, the centre should ensure that prospective members are advised about:

- their legal, moral and ethical responsibilities to the association
- the community they are being asked to govern or manage
- how the centre operates
- the centre's purpose, values, aims and service profile
- the other members on the Management Committee and their skills
- the time Management Committee members need to devote to the centre
- their roles and expectations.

All Management Committee members need to be clear about their roles and responsibilities and to whom they are accountable. The best way to do this is by providing them with a comprehensive induction kit as soon as, or before, they are elected, and develop clear job descriptions and policies. (For more on this topic see fact sheet 2.3 *Support for Management Committee Members.*)

### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney,
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.

## 2.2 Representation on the Management Committee

A centre serves many people in a range of different communities (geographical, cultural, special needs, etc.). People in these different communities have different perspectives, different legal and other needs, and different interests. Management Committee members, staff, volunteers, clients, other community agencies, community workers, the membership of the centre and external stakeholders will all have varying ideas about the centre, its purposes and its priorities.

A centre should actively seek to be as representative of its community (or communities) as possible, and should ensure that it has the right strategies for seeking out and maintaining that representation.

### Client and community representation

An open, friendly environment is the best way to encourage clients to contribute to and/or become a member of the Management Committee. A centre should encourage and facilitate the participation in the centre of a diverse range of clients and community members in order to obtain the special perspectives gained from their varied background experiences.

Many Management Committees allocate a number of their positions to clients so that this input can be maintained. However, it is often very difficult to find clients who are able or willing to take part in this way. Special considerations and/or support may need to be provided to ensure that they can contribute effectively. These can include:

- a translation service for culturally and linguistically diverse members
- a “mentor” or support person to explain information and/or meeting procedures
- additional resources or induction
- training
- additional time
- information provided in a variety of ways (e.g. verbally, written, pictorially, etc.)
- specific equipment and/or attendant carer support (e.g. in the case of members with physical disabilities).

**Note:** It is important to include (as far as is possible) representatives from local and special interest groups who represent the “communities” in the centre’s catchment.

### Staff representation

Staff should not have a position as a full voting member on the Management Committee, as the Management Committee is the employing body. Full membership of the Management Committee would, therefore, involve a conflict of interest for staff. However, many centres encourage staff participation as attendees or even as *ex-officio* members (that is, they have no voting or decision-making rights). In this way, they can provide expert knowledge and experience so that the voting members can make better-informed decisions.

The advantages of having staff participate in this manner are that:

- it allows personal presentation of reports and background information and improves communication
- it allows opportunity for the Management Committee to ask questions or seek advice about specific issues
- it promotes a stronger, more cooperative relationship between staff and the Management Committee
- it reduces the risk of dominance and/or influence by staff over Management Committee decisions.

Some centres invite all staff to attend Management Committee meetings on a rotational basis to encourage a sense of their all of being a part of a team, and/or to gain specific advice and/or to present reports. However, the most common approach is to request all staff to select a representative who can put their views to the Management Committee and feed decisions and information back to the staff.

It is important to remember that staff have control over the day-to-day operations of the centre and therefore often have information that is vital to the effectiveness of the Management Committee. It is essential that the Management Committee understands this and develops clear lines of management, policies and procedures, which will ensure that the Management Committee remains in control, informed and effective. At the same time, the Management Committee needs to avoid “micro-managing” staff or over-stepping the mark in respect to the day-to-day management of staff.

#### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.

## 2.3 Support for Management Committee Members

### Induction

The best way to ensure that new Management Committee members remain positive about their decision to join the committee is to provide them with a good induction as soon as possible after they commence. Investing time, energy and money in the induction process will pay off later.

Ideally, the first meeting of the Management Committee is set aside to allow everyone to go through a special orientation session. This will help build up the sense of “team” within the committee and allow the re-elected members to revisit their roles and responsibilities.

### Induction guidelines

The EO of a centre should ensure that all Management Committee members undergo an effective induction to the centre. Following are some relevant guidelines for the induction process.

- All Management Committee members and staff (where appropriate) should participate in the induction of new Management Committee members.
- Induction should commence immediately after recruitment.
- Do not overload new members with too much information.
- For the first few months, allocate a “buddy” or “mentor” to each new member.
- Introduce them to other members.
- Organise a social function where they can meet other Management Committee members or staff informally.
- Invite new members to ask questions.
- Clarify the new members’ roles and responsibilities.

- Brief new members about what issues the Management Committee is dealing with now and what they will be looking at in coming months.
- Familiarise your new Management Committee members with the centre’s facilities and activities.
- Ensure that new members evaluate the induction process and use the information to help improve the process for the future.

### Induction kits

A good induction kit is invaluable and should be provided to new members at the first opportunity. The EO and/or the Management Committee should put kits together that contain:

- a copy of the Constitution
- a clear, detailed job description (clarifying roles and responsibilities)
- key policies (e.g. governance, confidentiality and conflict of interest policies)
- details of funding bodies and funding arrangements
- the last Annual Report (including financial documents)
- a copy of the recent Strategic/Community Legal Services Program Plan
- a copy of the most recent Management Committee minutes
- brochures and/or programs
- an organisational flow chart
- a list of Management Committee names and contact details and
- a set of emergency procedures to follow when they are at the centre.

### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.

## 2.4 Ongoing Training

**Fully functional Management Committees are critical to the success of a centre. Management Committee members should be provided with ample opportunity to access the training and skills development that are necessary for them to carry out their roles and responsibilities.**

It is helpful to draw up a training needs assessment plan at the beginning of a new Management Committee cycle to determine which skills are needed and by whom. Training topics should include both practical skills and knowledge and new developments relevant to their areas of work.

Free training, assistance and mentorship is sometimes available for Management Committee members through government funding bodies and community groups, or pro bono from private firms and peak bodies.

Details about the training offered can be obtained by visiting the Our Community website at [www.ourcommunity.com.au](http://www.ourcommunity.com.au)

### Training programs

There are many training programs recommended for Management Committee members and EOs. These training opportunities include sessions on the following topics (we have put some of the ones you may want to give priority to first).

### Management Committee — governance and leadership

- Meet the roles and responsibilities of a Management Committee member
- Effective Management Committee review
- Managing your financial risks — protecting your exposure
- Holding a successful Management Committee or committee meeting
- Who does what? Management Committee and staff relationships

### Finance, insurance and risk management

- What's involved in being a treasurer for a CLC?
- Financial management for non-profit Management Committees
- Risk management for treasurers
- Management Committee reporting
- Insuring the future — risk management and insurance
- Understanding the Professional Indemnity Insurance for a legal centre

### People management

- Managing staff in a not-for-profit environment
- Effective volunteer management
- Reviewing staff performance
- Managing conflict
- Developing good EO/ Management Committee relationships

### Strategic planning and review

- Developing a strategic plan
- How to review Management Committee performance
- Successful strategies for Management Committee succession and renewal
- Developing successful organisational policy
- Is your organisation performing?

### Community engagement and partnership

- Developing community partnerships
- Developing an effective youth strategy
- How to conduct a Community Needs Analysis
- Building effective community networks
- Strategic and effective community building
- Issues of accessibility

### Marketing and media

- Developing a marketing plan
- Writing an effective media release
- Marketing strategies to attract and retain members
- Effective presentation skills

### Grants and fund raising

- Developing an annual fundraising strategy
- How to write a successful grant submission
- Introduction to developing corporate support
- Monitoring and evaluating grants
- Developing successful events

### Information technology

- Developing an effective IT strategy
- Making not-for-profit websites work
- Strategies for successful online fundraising
- Online communication for members, friends and supporters

#### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- “Training”, Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).

## 2.5 Succession Planning

All centres need to consider the following key question:

**If all the staff and/or committee members left tomorrow, how well would new (and unfamiliar) staff and/or committee members cope?**

The Management Committee at any point in time should know what, how and when an issue has to be addressed. Succession planning refers to planning which will ensure that the future Management Committee is well set up to continue long after the current Management Committee member/s retire, resign or do not renominate. Succession planning is a critical factor in ensuring that the centre is able to continue its service delivery and remains true to its values and principles, no matter who joins the Management Committee in the future.

### Matters to consider

Within a centre not everyone knows everything, but it is important that relevant up-to-date information is recorded and maintained in an easy to find and understandable system. This information should be able to be easily translated into actions, knowledge, ideas and behaviours that are reflective of the centre's mission and commitments.

Consider the following matters when undertaking a centre's succession planning:

- organisational knowledge
- core principles, values, mission and objectives
- organisational structure (including roles and responsibilities and lines of accountability)

- policies and procedures
- review, evaluation and planning processes
- constitutional obligations
- funding and finance responsibilities
- membership of the centre
- meetings and communication processes
- industrial, legal and OH&S obligations
- service delivery and administrative responsibilities.

If the staff or Management Committee members of a centre do not have the relevant information concerning any one of the matters listed above, then it is likely that the centre needs to engage in succession planning immediately.

### Questions to consider

In order to undertake an effective succession planning strategy for the Management Committee, you should consider the following matters and ask these questions.

Have you:

- identified what qualities and skills the Management Committee needs now?
- identified the qualities and skills of the Management Committee needs to implement the centre's Strategic Plan in the future?
- decided how the centre can improve the mix in the Management Committee, with a better manifestation of diversity (including representation of membership/community/clients)?

- considered setting up a recruitment/retention or governance committee to oversee the task of filling Management Committee vacancies?
- provided ongoing support and training for Management Committee members?
- considered the following as potential Management Committee members:
  - people already associated with the centre?
  - people associated with existing, retiring or past Management Committee members, staff or volunteers?
  - people with interests that correspond with the centre's aims?
  - local community leaders?
  - people with appropriate skills who could fulfil the needs for greater diversity?
  - professionals with skills the centre requires?
  - people serving at the centre or on working groups or subcommittees?
  - people serving on other Management Committees?
- spread the word that you are looking for new Management Committee members?
- scanned newspapers and other media for stories about people who might suit the centre?
- built a "prospect list" (including information about potential Management Committee members' contact details and specific skills)?
- invited those on the prospect list to become involved in the centre?
- made a selection based on who can best serve the centre's mission and future directions, and who can best provide the skills and expertise the Management Committee needs?
- put in place and implemented screening procedures for potential Management Committee members?
- adhered to the processes and procedures outlined in your centre's Constitution (or Rules) in nominating and installing new Management Committee members?
- followed up approvals by confirming the appointment and congratulating new Management Committee members?
- acknowledged and thanked retiring members?

#### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.

## 2.6 Valuing Management Committee Members

**Management Committee members provide leadership and take on responsibilities for the centre. They are an important asset to an organisation, as they give their time, experience and expertise without any financial benefit in return. Consequently, Management Committee members should feel valued and appreciated for their work. They need to feel that their contribution is worthwhile.**

Rewards can be found through a member being given recognition and responsibility and from feeling included and valued by the organisation. Following is a list of some very simple ways of rewarding Management Committee members for their contributions:

- send thank you letters
  - give certificates of appreciation and recognition at AGMs or special events
  - provide life membership of the centre for their outstanding service
  - nominate them for civic awards
  - publish their achievements in local newspapers, newsletters or other relevant publications
  - provide financial assistance with travel, childcare, personal care, interpreters and translations
  - provide opportunities to present at conferences on behalf of the centre or to participate in other public events
- provide food and drinks at Management Committee meetings
  - organise their centre-related travel
  - take time to thank them personally and develop a good rapport with them .

Always remember to set aside some regular time for social interaction, which will allow the Management Committee members and staff to know one another and develop a sense of comradeship.

### FURTHER READING

- Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## 2.7 Management Committee — Evaluation

### Evaluation of a centre

It is important that the Management Committee undertakes a thorough evaluation of their centre every one to two years as part of the centre's strategic planning cycle. This enables the Management Committee to ensure that the centre is accountable and has a process that is transparent. This evaluation should include a review of the:

- Management Committee/ governance structure
- Strategic Plan
- clients who attend the centre and
- staff performance.

The Management Committee of a centre should also conduct an annual evaluation of the centre's service delivery, organisational management and infrastructure in relation to the strategic plan. The process and amount of time spent on evaluation depends upon the subject of the evaluation.

### Evaluation of Management Committees

A Management Committee needs to regularly evaluate itself to ensure it remains representative, responsive and effective. Whether the Management Committee appears to be operating relatively smoothly or is rife with difficulties, it is worthwhile taking the time to review its effectiveness, as this will assess how efficiently the Management Committee is actually carrying out its roles and responsibilities, and ensures that the centre has the correct and clear direction and purpose.

Evaluation may be carried out informally and could involve holding a Management Committee meeting to discuss perspectives or setting up a subcommittee or engaging a consultant specifically for this purpose.

### Principles of evaluation

#### Who should do the evaluation and how

In order to assess the Management Committee/Board's performance there should be pre-agreed objectives derived from the centre's policies and procedures. This explicit set of standards and performance expectations will provide the basis for the formal annual evaluation. Occasionally the Management Committee may wish to engage an external person or group to conduct an evaluation. This can be a good strategy if there has been controversy or dispute.

Some best practice approaches to evaluation include:

- setting aside time and setting a timeframe for evaluation
- using an independent facilitator or consultant to assist with evaluation (this will ensure that a suitable process is identified, the evaluation is independent and confidentiality is maintained)
- conducting self and peer appraisal of all Management Committee members and the Chairperson.

The aims of the evaluation should be identified at the outset. The Management Committee should consider the evaluation as a

constructive process, rather than a process undertaken to blame or shame members.

Many different methods are used for evaluation, such as completing simple questionnaires, running focus groups, interviewing individuals, conducting peer reviews and using relevant information.

The outcome of the evaluation process should be used as the basis for the Management Committee's and individual members' development goals, leading to an improvement in the Management Committee's performance over time.

## Evaluation checklist

The following checklist can assist the Management Committee when undertaking an evaluation to determine how well the Management Committee is fulfilling its role and responsibilities.

### Checklist for Management Committee members

Does the Management Committee:

- |  |  |
|--|--|
| <input type="checkbox"/> understand the responsibilities of the role?  | <input type="checkbox"/> understand the role and responsibilities of the officer bearers?                  |
| <input type="checkbox"/> understand and comply with the centre's governing document (e.g. its Constitution)? | <input type="checkbox"/> understand the role and delegated authority of the subcommittees?                 |
| <input type="checkbox"/> understand the centre's legal structure?  | <input type="checkbox"/> clearly differentiate between the role of the Management Committee and the staff? |
| <input type="checkbox"/> understand its liabilities as a Management Committee?                               | <input type="checkbox"/> hold meetings as necessary to properly fulfil their role?                         |
| <input type="checkbox"/> provide sound financial oversight and ensure that resources are properly managed?   | <input type="checkbox"/> seek expert and professional advice when needed?                                  |
| <input type="checkbox"/> ensure that potential risks are assessed and dealt with?                            | <input type="checkbox"/> support, manage and appraise the EO?  |
| <input type="checkbox"/> ensure it is able to account for everything the centre does?                        | <input type="checkbox"/> monitor its own performance and development needs?                                |
| <input type="checkbox"/> ensure the centre pursues its purpose (as defined in its Constitution)?             | <input type="checkbox"/> provide effective strategic and operational planning?                             |
| <input type="checkbox"/> safeguard the name and values of the centre?  | <input type="checkbox"/> monitor and evaluate performance of the centre against its plan?                  |
| <input type="checkbox"/> make decisions as a collective group?   | <input type="checkbox"/> ensure good practice as an employer?  |

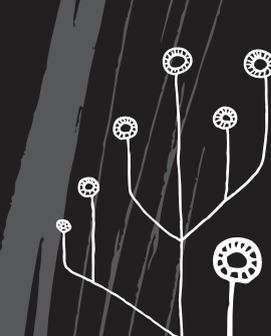
#### FURTHER READING

- Bullen, Paul, "Governance", Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).
- Muddagouni, Rachna, *Thinking and Planning Ahead: resource manual for community legal centre staff*, Victoria Law Foundation, Melbourne, 2007.

### 3. Resource Section

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# Frequently Asked Questions



## 1. Structure of a Community Legal Centre

### What does “community-based” mean for CLCs?

Community legal centres (CLCs) are not-for-profit organisations that are independent from government, commercial and professional bodies, are community-based, and provide legal or related services to disadvantaged people in their community. CLCs have goals and priorities established in response to the geographic community and/or community of interest they aim to serve. They may have people who represent that community involved in governing the centre, or mechanisms to facilitate such involvement. They often have a level of volunteer support.

CLCs exist in a range of legal structures, the most common being incorporated associations and companies limited by guarantee.

### What is an “incorporated association”?

An incorporated association is a not-for-profit community organisation with its own separate legal identity and a structure regulated by legislation.

### What are the advantages for centres that become incorporated bodies?

The advantages for centres being incorporated bodies are that:

- liability of the members (including the office bearers) of the association is limited
- members (generally) will not be personally liable for either the debts or the liabilities of the association during its operation or the expenses of its winding up (that is, its ending)
- the association can enter into contracts, sue or be sued, buy or sell property, raise or borrow money, invest money, all in its own name and
- the association has perpetual succession. This means that property acquired by the association remains with the association regardless of changes in its membership.

### What does incorporation mean for not-for-profit organisations?

The organisation:

- must add the abbreviation “Inc.” to the end of its name
- continues, regardless of changes to membership, unless the organisation is wound up, or its registration is cancelled
- can accept gifts and bequests
- can acquire and sell property
- can enter into and enforce contracts
- can sue and be sued.

### **What does “unincorporated body” mean?**

Any group is free to decide against a formal structure. In the eyes of the law, the group will remain a collection of individuals; the law (generally) will not recognise the group as a separate entity and cannot be sued as a legal entity.

### **What are the disadvantages for unincorporated bodies?**

The disadvantages for unincorporated bodies are that:

- the liability of members is unlimited
- there is no perpetual succession. All property acquired by the association belongs to the individual members
- gifts or trusts in wills (generally) cannot be made to an unincorporated association
- the association (generally) cannot sue or be sued in its own name and
- members of the association may not have clear contractual or proprietary rights in relation to the association.

### **What does “Public Benevolent Institution” mean?**

As defined by the Australian Tax Office (ATO), a PBI:

- is established and carried on for the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness
- makes its services available without discrimination to every member of the public that the organisation aims to benefit
- is administered for the public good without purpose of private gain and
- provides direct relief for the benefit of a disadvantaged section of the public, for example, the provision of food and/or shelter for homeless people.

### **Are CLCs Public Benevolent Institutions?**

Most CLCs are classed as PBIs as their predominant purpose is to provide services directly to the poor and disadvantaged. Each centre must apply and be granted status individually.

### **Why are PBIs set up?**

PBIs may be eligible for Deductible Gift Recipient (DGR) status and tax concessions such as exemption from income and Fringe Benefits Tax (FBT), and Goods and Services Tax (GST) concessions and refunds of imputation credits.

### **How can a centre be classified as a PBI?**

An organisation that wants to have PBI status must apply to the ATO and satisfy it that the centre meets the criteria in the following list.

- PBIs are set up for needs that require benevolent relief. The condition or misfortune relieved by a PBI must be something such as poverty, sickness, suffering, distress, misfortune, disability or helplessness that arouse pity or compassion in the community.
- A PBI’s dominant purpose is to provide benevolent relief. Any other purposes and activities must be incidental to that purpose. They must be minor in extent and importance.



- PBIs relieve needs by directly providing services to the people suffering from them. Organisations that are considered too broad and not sufficiently focused on meeting such needs will not be eligible to be PBIs.
- PBIs are operated for the public benefit. They confer relief on an appreciable needy class in the community.
- PBIs operate on a non-profit basis. That is, the organisation's assets or profits are not distributed to members, owners or particular people, except as reimbursement for out-of-pocket expenses incurred on behalf of the organisation or as proper remuneration for administrative services.
- PBIs are institutions. Some of the relevant issues that help to decide if an organisation is an institution are:
  - its legal status (e.g. a corporation)
  - the activities of the organisation
  - its size
  - permanence
  - recognition.

### **What are the obligations for centres that have PBI status?**

Centres with PBI status are subject to particular tax obligations, for example:

- to access income tax exempt status or to register for GST, centres need an Australian Business Number (ABN)
- as an employer, centres have Pay-As-You-Go (PAYG) tax and superannuation guarantee obligations
- if registered for GST, centres must complete Business Activity Statements (BASs).

### **Where can more information be found about PBIs?**

For further information about PBIs, contact a taxation lawyer or visit the ATO website at: [www.ato.gov.au](http://www.ato.gov.au).

### **What does “charitable status” mean?**

Certain types of not-for-profit organisations are exempt from paying income tax. An organisation's not-for-profit status does not automatically entitle it to this exemption. Organisations that are charities must meet special requirements to be income tax exempt and must undergo a process of endorsement with the ATO. Charities that are endorsed as income tax exempt are known as Income Tax Exempt Charities (ITECs). If the ATO gives an organisation notice that it is endorsed as an ITEC, it is exempt from paying income tax and does not need to lodge income tax returns, unless specifically requested.

### **Do CLCs have charitable status?**

CLCs are usually classified as having “charitable status” as they meet the following criteria:

- their primary purposes are charitable
- they operate on a non-profit basis
- their purpose is for public benefit or the relief of poverty

- their objectives are not primarily for sporting, recreational or social purposes and
- their objectives are not primarily for political, lobbying or promotional purposes.

The ATO can advise as to the tax status or tax-exempt category for your centre.

### **What does “Deductible Gift Recipient” (DGR) mean?**

A DGR is an entity or fund that can receive tax deductible gifts. There are two types of DGR endorsement:

1. an entity that has DGR endorsement in its own right or
2. an entity that is only a DGR in relation to a fund, authority or institution it operates. In this instance, only gifts to the fund, authority or institution are tax deductible.

There are clear advantages when donors to a PBI are able to claim tax deductions for their donations or gifts. If a PBI wishes donors to be entitled to income tax deductions for the gifts they make to it, the PBI must be endorsed as a DGR.

**Note:** DGRs are not automatically exempt from income tax.

### **How can a centre be endorsed as a DGR?**

A centre can be endorsed as a DGR when it has PBI status and it:

- is in Australia
- has an ABN
- maintains a gift fund or donation account and
- successfully applies to the ATO for endorsement.

It is not mandatory for a PBI to be endorsed as a DGR. For example, the centre may not receive gifts, or its donors may not wish to claim income tax deductions for donations they make to it.

All DGRs must provide specific information to the donor when they issue receipts for tax-deductible gifts. Receipts must state:

- the name of the fund, authority or institution to which the gift has been made
- the DGR’s ABN
- the fact that the receipt is for a gift.

Endorsed DGRs need to regularly review whether they are entitled to endorsement, including whether they are still maintaining a gift fund. A DGR must tell the ATO if it ceases to be entitled to endorsement as a DGR.

## **2. The Centre’s Constitution**

### **What is a centre’s Constitution?**

A centre is bound by a legal document that contains a set of rules referred to as the Constitution or Rules of Association. The Constitution (or Rules) sets the basic rules under which the centre operates. The Management Committee must follow these rules at all times.



### **What happens to a centre if the Management Committee does not meet their constitutional obligations?**

If the Management Committee does not meet its constitutional obligations, the centre could be de-registered and lose its incorporated association status. This would impact upon the centre's non-profit status, funding and staffing, and would cause other legal complications for the centre, ultimately meaning that the centre could not provide services to the community.

### **When should a centre change the rules in the Constitution?**

The Management Committee should monitor any changes that are needed and should make recommendations to the membership for consideration and endorsement. It is important to ensure that practices are consistent with the rules of the Constitution, the centre's core principles, its values and statement of purpose.

### **How should a centre change the rules in the Constitution?**

The Constitution (or Rules) of the centre is "owned" by the membership and not the Management Committee. The Constitution can be altered by the membership either at a Special General Meeting or at an Annual General Meeting. It is always best to obtain expert advice before developing or amending the Constitution, to ensure that the changes are in accordance with the law and reflect the centre's core values, principles and statement of purpose.

## **3. The Management Committee**

### **What is the Chairperson's role?**

The Chairperson is a key member of the centre, and the position requires the person to have some expertise and/or guidance before taking on the role. A clear job description will be of assistance. The role of the Chairperson is to:

- act as the official representative of the organisation as required
- act on behalf of the Management Committee and/or organisation in emergency or urgent situations
- chair Management Committee meetings and general meetings
- be a sounding board for the Executive Officer (EO)
- cast the deciding vote if the Management Committee cannot make a unanimous decision.

The Chairperson acts as the official representative of an organisation, although some organisations may allocate aspects of this function to other people, for example, the EO or Public Officer. Other staff may rotate or share the task.

Other tasks may include acting as the first point of contact for paid staff (especially the EO), signing official documents, and being the media contact person on behalf of the centre.

The following is a list of the specific responsibilities of a Chairperson.

- Read all working papers/documents as required.
- Open and close meetings.
- Prioritise agendas and set timelines.

- Ensure meetings are conducted according to the Constitution.
- Ensure that all Management Committee members have an equal opportunity to provide input to discussions and decision-making.
- Remain impartial and refrain from using influence in discussions.
- Monitor, minimise and manage conflicts of interest, or any instances of unethical behaviour and how they are handled.
- Reflect, summarise and clarify discussion and decisions and ensure records are accurate.
- Make executive decisions (in collaboration with other executive members) in cases of emergency.
- Write/present reports.
- Represent the organisation as required.
- Sign official letters, documents, submissions and/or cheques as required.

### **What is the Secretary's role?**

The main responsibilities of the Secretary are to:

- deal with correspondence to and from the organisation
- help manage Management Committee meetings, including taking minutes
- ensure there is a flow of information to and from the Management Committee
- ensure that official files and records are maintained.

Another important task is to keep track of special contributions by Management Committee members. The Secretary can move votes of thanks, record the appreciation of Management Committee members, and be responsible for some of the other ways of providing rewards to them.

If the Management Committee does not have a Secretary appointed, these functions can be carried out by the EO on behalf of the Management Committee.

### **What is the Public Officer's role?**

The Public Officer is the centre's main point of contact. The main responsibilities in relation to contact with a funding body are to:

- provide notification of any constitutional changes or changes to the centre's statement of purpose
- provide notification of any change of organisational name and/or address
- lodge the Annual Statement following an AGM
- provide notification of any decision to "wind up" the organisation.

Public Officers may also hold other positions within the Management Committee and are often the person nominated as official spokesperson for public speaking or other public relations duties.



### **What is the Treasurer's role?**

The Treasurer should work closely with the Management Committee, EO and Finance Officer to safeguard the centre's finances. The Treasurer has the responsibility of reporting the state of financial affairs to Management Committee members. Ideally, financial reports are presented via the Treasurer to the full committee so that all Management Committee members are fully aware of the financial situation at any given moment.

### **Is there a prescribed size for a Management Committee?**

The Constitution (or Rules) will specify the number of members that the Management Committee must have. There are, however, legal minimum requirements depending on the legal structure. For example, in some states the Model Rules (as provided in the state's Associations Act) provide that incorporated associations must have six members or that companies must have at least two directors.

### **What considerations affect the size of the Management Committee?**

The Management Committee should allow for a range of people with different skills, knowledge, experience and backgrounds to participate. The appropriate size may vary according to the size and complexity of the centre's operations, but as a generalisation, a group of 5 to 12 people who are going to be available for meetings and working groups is probably sufficient to ensure that a range of views are taken into account and goals are achieved.

### **How does a centre determine the Management Committee's term of office?**

The centre's Constitution (or Rules) will outline the period of time that each elected member of the Management Committee can hold office. The aim is to encourage a consistent changeover while keeping an ongoing core of members from year to year. There are several options available.

- Election (or re-election) of the full Management Committee each year, usually for one- to three-year terms. Some centres also add a provision that members can only be re-elected for a certain number of terms in a row.
- Partial annual elections, where only one-half or one-third of the Management Committee is elected (or re-elected) each year. The remaining Management Committee is up for election in the next round. This helps to ensure that a core number of people with demonstrated skills and corporate knowledge continue in position.

### **Who should conduct the evaluation of the Management Committee?**

Some best practice approaches to evaluation include:

- setting aside time and setting a timeframe for planning and conducting an evaluation
- using an independent facilitator or consultant to assist with evaluation (this will ensure that a suitable process is identified, the evaluation is independent and confidentiality is maintained)
- conducting self and peer appraisal of all Management Committee members and the Chairperson.

### **What responsibilities should the Management Committee delegate to staff?**

The EO's role is to manage the staff of the centre. The Management Committee should always communicate to staff members through the EO and never undermine the authority of the EO by instructing a staff member directly.

Staff should:

- through the EO, provide all relevant information to the Management Committee in an appropriate, clear and concise form
- support the Management Committee's planning function
- determine community needs
- deliver the service delivery programs and report their success and shortcomings
- evaluate the performance of the centre
- follow the EO's directions and comply with all professional and ethical standards
- be committed to providing services that meet clients' needs
- comply with all centre policies and procedures
- implement the Management Committee's decisions and
- conduct day-to-day financial operations.

### **What should Management Committee members ask or expect of their centre?**

Management Committee members should be able to expect that their centre will provide them with:

- a good orientation/induction process
- a clear, detailed job description
- adequate information about the centre at commencement
- full information provided regularly about all aspects of the operations of the centre
- support and respect from all the other Management Committee members and staff
- on-going training and skill development
- the opportunity to take part in all Management Committee decision-making processes
- the option of saying "no" to unacceptable tasks and
- satisfaction for their contribution.

### **Why should the Management Committee strive to retain the independence of a centre?**

It is important to remember that community organisations are formed to meet needs identified by their communities, and that these communities depend on the organisation to represent their best interests at all times. Funders and government departments increasingly require greater reporting and accountability, leading some community organisations to believe they need to become more bureaucratic and formal. However, centres should strive to be accountable to their communities and independent of the influences that may come from a particular professional or other group, political party, or financial interest, etc. This is sometimes difficult. Consumers, the membership of the



centre, funders, and government policymakers all require different things, and these conflicting demands can at times cause tension.

### 4. Subcommittees and Working Groups

#### **What are the benefits of engaging Management Committee members and volunteers in subcommittees and working groups?**

Small groups are formed by the Management Committee for the purpose of focusing on a particular issue or an element of work for which the Management Committee is responsible, for example, fundraising. People with relevant interests or expertise and enthusiasm, who may or may not be Management Committee members, can form a subcommittee to assist with the work. In this way the subcommittee offers a valuable opportunity for Management Committee members and non-Management Committee members to work together.

#### **Why is it advisable to set up an OH&S Committee?**

The ultimate responsibility for providing and maintaining a safe environment rests with the Management Committee. The EO, staff members and volunteers assist the Management Committee in performing its functions.

The responsibility of an OH&S Committee is to:

- encourage employees to fully support injury and illness prevention
- assist staff to identify and assess hazards
- consult with staff to eliminate or control those hazards
- investigate workplace injuries, accidents or illnesses
- resolve workplace health and safety issues
- remain well-informed about workplace health and safety performance
- consult with staff about changes in the workplace that may affect the health and safety of employees
- undertake routine workplace inspections
- consult with and report to the Management Committee as necessary
- attend relevant occupational health and safety training.

#### **What is the role of the Finance Subcommittee?**

The Finance Subcommittee has a monitoring and reporting role to the Management Committee. The Finance Subcommittee should meet regularly and consider any relevant information before each Management Committee meeting. Its role is to:

- prepare the annual budget and capital budget for the Management Committee to approve
- approve project or specific grants budgets
- prepare annual financial statements subject to audit
- receive and consider monthly financial reports for the whole organisation before the results are made available to each Management Committee meeting
- monitor expenditure according to the budget in all areas
- establish cost charges between divisions of the organisation

- detect any errors or unusual trends in reports
- undertake accountability and financial security checks
- examine any financial issues arising from the reports and act upon these
- make recommendations to the Management Committee for expenditure that is outside the approved budget and on other financial matters
- review internal controls and financial governance of the organisation.

### **What happens if a centre does not have a Finance Subcommittee?**

The Treasurer should work closely with the Finance Officer and EO and copies of monthly bank statements should be presented to all Management Committee members for cross checking and verification. This will help to minimise any financial risks.

## **5. Meetings**

### **How many meetings should a Management Committee hold each year?**

The Constitution (or Rules) of a centre state the minimum number of meetings the Management Committee should hold in a year, excluding the Annual General Meeting or other Special General Meetings. Depending on the size of the centre and issues arising, most Management Committees have a meeting once a month.

### **When should the Management Committee have an “in camera” meeting?**

“*In camera*” means that a meeting, or a part of a meeting, is closed to anyone who has not been specifically invited by the Management Committee or is not a Management Committee member. To ensure that strict confidentiality is maintained, Management Committee members can decide to hold *in camera* meetings from time to time to discuss sensitive subjects or deliberate on difficult issues. The minutes and motions of these meetings are kept in safe custody and the Chairperson must ensure that the records are passed on to the new Chairperson on completion of her/his term of office.

### **Who can attend Management Committee in camera meetings?**

The elected Management Committee members and other parties, as determined by the Management Committee, can attend *in camera* meetings. Management Committee policies should clearly define the process of deciding who can attend.

### **When should Management Committee members call for a Special General Meeting?**

A centre will sometimes be called upon to convene special meetings, either for the Management Committee or for members of the centre, usually when an important issue or challenge has arisen that needs special attention and input beyond the normal meetings. Criteria for these meetings will be found in the Constitution. In all cases, agendas must state the specific purpose of the meeting and only that purpose can be discussed or decided upon.



## 6. Legal Obligations

### What legislation applies to a community organisation?

Legislation (law made by Acts of Parliament) applying to community organisations includes:

- state and federal government legislation (including anti-discrimination, equal opportunity and privacy laws)
- local government by-laws (e.g. rules concerning parking, etc.) and
- industrial relations awards, contracts and agreements in relation to employment.

Other legal responsibilities and obligations occur or arise in areas including:

- insurance
- taxation
- occupational health and safety
- intellectual property (including copyright)
- real property (such as leases)
- funding agreements and other contractual obligations.

### What are some of the legal obligations of the Management Committee?

All Management Committee members have a certain number of legal obligations over and above their other general responsibilities for the centre. First amongst these legal obligations is the imperative to act within the law at all times.

It is very important for Management Committee members to be fully informed about their legal obligations, including those relating to the centre's Constitution or Rules, which are binding on both the centre and the individual members of the Management Committee.

### What are some of the personal legal obligations of the Management Committee members?

Regardless of whether a centre is incorporated or not, individual members of a Management Committee have some personal legal obligations, namely:

- to act honestly
- to act with "reasonable" care and diligence
- not to make improper use of information and
- not to make improper use of the position.

It is the responsibility of the Management Committee member to act in the best interests of the organisation. If a member cannot act in this way for the organisation, she/he should resign or remove her/himself from the decision/s concerned.

Where an organisation is incorporated, Management Committee members are protected from individual litigation *providing* they have met their personal legal obligations to the best of their ability. If the centre is not incorporated, a member needs to carefully consider her/his legal situation.

### **Who should sign a funding agreement or any other legal agreement for the centre?**

All funding agreements and other contractual (binding) documents should be presented to the Management Committee for approval. The Chairperson, or delegated Management Committee member or member of staff (usually the EO) is authorised by the Management Committee to sign the documents on behalf of the centre.

### **What various state and Commonwealth laws cover unlawful discrimination and who is covered?**

Management Committee members must be aware that a centre may be held liable for the actions of staff, volunteers, clients and Management Committee members in relation to any conduct that discriminates on certain bases. Various state and Commonwealth laws prohibit both direct and indirect discrimination based on certain actual or assumed attributes. These laws include, amongst others:

- the *Sex Discrimination Act 1984* (Cth) (sex discrimination and sexual harassment)
- the *Racial Discrimination Act 1975* (Cth) (racial discrimination)
- the *Age Discrimination Act 2004* (Cth) (age discrimination)
- the *Disability Discrimination Act 1992* (Cth) (disability discrimination).

State legislation protects a broader range of attributes than those covered by these four pieces of Commonwealth legislation. These attributes include: age, sex, carer status, race, breastfeeding, gender identity, marital status and many others.

### **What should a centre do if it needs to seek exemption from anti-discrimination laws to provide services only to particular sections of the community, e.g. to women only?**

A centre can seek an exemption to provide services only to particular sections of the community if they are granted an exemption from their State Equal Opportunity Commission in the relevant state, and/or the Commonwealth Human Rights and Equal Opportunity Commission (HREOC).

The processes for seeking exemptions ensure that the Management Committee is informed of the possible outcomes when an application is lodged and are clearly explained on the relevant websites (*see*: Section 3: Resources Directory, for a listing of relevant web addresses).

## **7. Employment**

### **What are some of the employment obligations of the Management Committee?**

Management Committee members have the responsibility of engaging or employing staff, volunteers and independent contractors for the centre. They are bound by a complex set of obligations under workplace relations and employment laws. These obligations relate to:

- terms and conditions of employment
- termination of employment
- industrial relations



- workers' compensation
- anti-discrimination laws and
- occupational health and safety.

Employment in a CLC requires a special set of ethical obligations from the Management Committee and staff to ensure that employment practices reflect the centre's values and principles.

### **Who should the Management Committee consult if they have to deal with an employment issue?**

Employer organisations have been established that support employers by providing, for example:

- the latest industrial information
- copies of awards
- workplace agreements and sample contracts
- advice and referral representations in agreements and sample contracts
- assistance when dealing with industrial disputes and negotiations.

Employer organisations function in much the same way as a union for employees and charge annual subscription fees based on the size and scope of the employer body. Some employer organisations are established especially for community organisations. It is generally recommended that the Management Committee subscribes to the membership of appropriate employer organisations to ensure that they remain fully informed about their workplace relations obligations.

### **What mechanisms should be in place to deal with complaints from staff at a centre?**

Grievance procedures for staff should be outlined in the applicable award or workplace agreement and must be correctly followed in order to avoid serious legal consequences. The employment policies or relevant operational policies should also contain guidelines for managing conflict between staff or volunteers. During their induction, staff and volunteers should be informed of this process and advised where they can access relevant policies and documents.

### **When and why do some centres conduct police checks for staff or volunteers?**

Some centres will need to consider whether they have a legal requirement to conduct police checks for Management Committee members, staff and/or volunteers. These checks may be particularly important for centres providing services to children, the aged, and people with disabilities. In some cases, the funding bodies require checks to be undertaken if they are providing funding for a paid worker. There are strict guidelines in place about when and how police checks can be conducted and how the information is to be used and stored.

### **Why do some centres develop a Code of Ethics?**

A well considered Code of Ethics can help to prevent or deal with conflict and will provide a valuable framework for determining when and how behaviour or attitudes are unacceptable.

Once developed, a Code of Ethics should be included in *all* staff and management group position descriptions and induction kits. The Code should also be distributed to all people who volunteer or associate with the organisation.

### **Why should the Management Committee develop and agree on some Key Performance Indicators for the Executive Officer?**

The EO is delegated the day-to-day management responsibility for the centre. It is very important that the Management Committee, led by the Chairperson, has a discussion with the EO in order to develop the work plan for the EO, taking into account the job description and the policies, goals and values of the centre. This process sets a clear framework for the management of staff and it will assist the Management Committee and the EO to understand their respective responsibilities, limits of authority and accountability.

### **Why should the Management Committee conduct an annual appraisal for the Executive Officer?**

It is important for all staff to have someone with whom they can discuss ideas, issues or problems. In smaller centres, the Management Committee, a staff subcommittee, or a nominated staff person from the staff support group assumes this role. In larger centres, senior management staff takes on this role.

The Management Committee or delegate conducts the annual appraisal of the EO with a view to recognising good performance and making suggestions for improvements. In some centres, salary increments are also discussed at the time of the annual appraisal.

## **8. Risk Management**

### **What are some of the (actual or potential) risks the Management Committee should pay attention to while managing a centre?**

The Management Committee needs to comply with all legal requirements and the centre's policies and take reasonable steps to ensure that risks are reduced to a minimum through the systematic implementation of good policies and practices that cover all of the centre's operations.

The sorts of risks that the Management Committee needs to guard against are:

- insolvency (not enough money to pay wages or debts etc.)
- unsafe work environments (including equipment)
- unsafe work practices
- inadequate insurance
- poor employment practices
- practices contrary to the law or the centre's own Constitution (or Rules) and
- poor asset management.



### **What kinds of insurance should a centre take out in order to manage all its risks?**

Insurance cover is needed for many areas of a centre's operation. The insurance of a centre should cover:

- professional indemnity
- public liability
- volunteers' and workers' personal accidents
- contents (fire, theft and burglary)
- building
- motor vehicles and
- Associations Liability Insurance.

In some cases, centres have public liability insurance cover under their funding service agreements with government departments. In other cases, centres can link into a group or collective insurance arrangement (for example, as available through NACLIC). It is advisable to obtain expert advice about the levels and types of insurance cover that are required, before any contracts are entered into.

## **9. Financial Management**

### **Why should the Management Committee know who can sign cheques and authorise financial statements in the centre?**

A standard practice for signing cheques is for two signatures to be required, often with one being a Management Committee member's, preferably the Treasurer's (who will have the best understanding of the overall finances). Usually, about four signatures are registered with the relevant bank. For signatories, select Management Committee members who are most easily contacted and readily available. NEVER SIGN BLANK CHEQUES. Always cross cheques as "not negotiable", so that they must be paid via a bank account.

### **Who can authorise funding and other important submissions?**

As a matter of principle, all funding submissions and other important submissions purporting to express the views of the centre should be presented to the Management Committee for approval. The Management Committee should have formally delegated the role of signing such submissions on behalf of the centre.

### **When and why is it important to provide bank statements to Management Committee members?**

If a centre does not have a Finance Subcommittee established to monitor and control the financial operations of the centre, it is recommended that copies of the centre's bank statements be provided to the Management Committee for their verification, along with the monthly financial reports. It is important to understand that the Management Committee has the overall financial responsibility for the centre, and that Management Committee members should be resourced to make sound financial decisions.

### **Who can commit funds on behalf of the centre?**

The Management Committee has overall financial responsibility for the centre. The Management Committee can commit funds on behalf of the centre as per the funding guidelines or delegate this responsibility to the EO with clear

guidelines. The EO should present the yearly budget to the Management Committee for approval and manage the centre's resources within the budget guidelines and according to current laws and regulations.

### **What is a budget?**

A budget is the process of planning the centre's finances for a set period, usually twelve months. The budget outlines the expected income and expenditure, based on an overall operational and funding plan approved by the Management Committee, and it should be reported on to the committee regularly. After approval by the Management Committee, the responsibility for monitoring income and expenditure can be passed on to the Treasurer or Finance Subcommittee, with the understanding that regular monitoring and reporting will take place.

### **What is the Auditor's role?**

When a centre receives substantial external funding, the centre will be required to have its financial records audited. This means the appointment of an independent accountant or auditor who will examine the financial records and assess whether they are accurate and give a true picture of the centre's finances.

The Auditor will look at a sample of records to check that:

- particular financial transactions happened
- the transactions fit with their stated use
- they were done according to the proper procedures and in accordance with any relevant delegations
- all arithmetic and calculations are correct and
- recording is accurate.

## **10. Policies**

### **Why does a centre need policies?**

Centres need to have well-formulated policies and procedures that help to actively identify:

- what the core issues are
- the situations where a policy is to be applied and
- what is to be done in those situations.

The benefits of clearly written policies and procedures include:

- less conflict and confusion
- staff and volunteers are clear about what is expected of them
- better decision-making processes
- consistency of procedures and practices
- increased equity and fairness
- increased accountability
- an improved image as a professional and efficient service, organisation and employer and
- fewer risks.



### **Who should develop the policies for a centre?**

The Management Committee is generally responsible for developing the policy framework for the centre. The EO or staff members often initially draft the policies. The Management Committee ratifies the Operational Policy developed by the EO in consultation with the staff and volunteers. The Principal Solicitor develops policies related to the legal service provision.

### **Why should a centre have a media policy?**

It is important to develop public speaking protocols and policies which clearly set out the boundaries and guidelines that need to be followed. Having carefully thought out media strategies and public speaking policies in place so that spokespeople are clear about the boundaries and protocols that apply helps to protect the reputation of the centre and limit the potential for liability which, for example, can arise as a result of racially vilifying or defamatory statements made by a spokesperson.

## **11. Documents and Records**

### **What constitutes “safekeeping” of documents?**

The Management Committee must ensure that the centre retains the necessary records and files for the required periods of time, and that they are stored appropriately in accordance with confidentiality requirements.

Legal documents, meeting minutes, financial and employment records should all be kept for seven years. Other files can be sorted annually. Some older material no longer in regular use can be “archived” into labelled boxes and stored securely offsite. Documents should always be kept in a secure place and only authorised staff and Management Committee members should have access to these documents.

### **What documents are the Management Committee responsible for?**

The Management Committee is responsible for the safekeeping of certain records. These records include:

- the Members’ Register and incorporation documents (for incorporated centres)
- copies of the lease or Certificate of Title
- tax records and documents
- correspondence (of a formal nature)
- permits or licences
- insurance policies
- the Accident/Injury Register
- employment job descriptions, awards, contracts and agreements
- personnel records.

### **How long should financial records and other records be held in a centre?**

The Constitution (or Rules) of a centre usually states that financial records are to be maintained and/or kept by the Treasurer. In practice, this is usually done in collaboration with the Finance Officer. The Treasurer must ensure that they are being maintained and kept correctly and according to legal and financial obligations.

Centres that are incorporated associations should keep financial records for a period of seven years. Check with the centre's accountant or obtain legal advice about legal requirements governing financial records retention.

### **How long should the employment records of past staff members be kept by a centre?**

Retention periods (the time that documents must be kept) vary according to the type of documents. Employment records of past staff members are held for at least seven years in most centres. Check with the centre's accountant or obtain legal advice about legal requirements governing record retention.

### **How should correspondence addressed to the Management Committee be dealt with at the centre and who is responsible for the Management Committee's daily correspondence?**

The Management Committee needs to ensure that correspondence is dealt with efficiently, and that it reaches the person and/or group for whom it is intended. A Correspondence Register is recommended. This register records all items according to the date of sending or receipt, the sender or addressee and the subject matter, and allows easy tracking of all incoming and outgoing correspondence. All correspondence should be stamped with the date it was received, and passed on to the relevant person or group as soon as practicable. A process for dealing with urgent correspondence should also be put in place.

The EO or her/his delegate should deal with correspondence daily on behalf of the Management Committee.

### **What should a centre keep in mind when it prepares its Annual Report?**

An Annual Report needs to be distributed to members and made available to funding bodies and the wider community at the centre's AGM. Detailed financial statements, including "Income and Expenditure" statements, need to be included with the report, together with a statement from the appointed Auditor to verify that all books and financial records are in order.

In addition, the Annual Report should contain summaries of the centre's goals and key work that has been achieved over the past year.

## **12. Complaints**

### **Who deals with complaints at the centre?**

The EO deals with complaints about or from staff, volunteers and clients, in accordance with the centre's Complaints Policy. The Principal Solicitor deals with complaints about the legal practice's operations. Members' complaints are dealt with by the Management Committee according to the rules in the Constitution. The Management Committee deals with any complaints about the EO.

## **13. Planning**

### **What is the strategic plan for the centre?**

Without adequate forward planning, centres operate only on a year-to-year basis without any real sense of direction or achievement of long-term goals. A strategic plan helps to determine the overall strategic goals and determines a centre's goals based on its strategic goals.



## 14. Public Relations

### Who should speak to the media on behalf of a centre?

Management Committee members and delegated staff are “ambassadors” for their centre and therefore need to present a positive image about the organisation and its achievement whenever they represent it publicly. Some centres delegate the spokesperson responsibility to the Chairperson or the Public Officer, while others designate the task according to the issue of interest that is to be discussed.

Information for this section has been sourced from:

- Bullen, Paul, “*Governance*”, Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).
- Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
- Muddagouni, Rachna, *Thinking and Planning Ahead: resource manual for community legal centre staff*, Victoria Law Foundation, Melbourne, 2007.
- National Financial Management Guide for Community Legal Centres, developed by NACLCL (2006).
- *The Professional Indemnity Insurance Risk Management Guide: A Guide to Assist Centres in Meeting the National Professional Insurance Scheme Requirements*, National Association of Community Legal Centres, July 2005



## Common Features of Community Managed Organisations

- They are established as not-for-profit organisations, most often as an Incorporated Association or Company Limited by guarantee.
- Their aims and objectives are informed by social justice and/or community development processes and practices.
- They are independent and autonomous organisations (not operated by local, state or federal government, or business).
- They have a democratically elected management group/committee or governance body who represent the community or group that the organisation aims to provide services for. They are usually drawn from the membership of the organisation and/or local community the organisation serves.
- They aim to provide advocacy, support and/or services to a particular community or group of people.
- They have a membership base made up of people who have a direct interest in the aims and/or work of the organisation.
- They are accountable to their membership base and to the community and/or target group they aim to provide services for.
- They have a range of volunteer involvement, from a small number who (may) assist with administration or governance to large numbers of people who help deliver services for the organisation.
- They are diverse in size; from no paid staff to a large range of paid staff and volunteers.
- They are geographically diverse, from suburban or rural to regional and statewide areas. Their clients (or consumers) are diverse, from a specific demographic group (such as a cultural or ethnic group) to a consumer group who have common interests or issues.
- They are financially diverse, from organisations that operate on donations alone to organisations that have a wide range of financial partners including local, state and federal government, business and trusts/foundations.
- They offer diverse services, from advocacy, education, legal support and childcare to housing, disability services, emergency relief, information etc.

*SOURCE:*

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Governance — the Carver Theory Model

A good model of governance will enable the Board to:

- cradle the vision
- explicitly address fundamental values
- force an external focus
- enable an outcome-driven organising system
- separate large issues from small ones
- force forward thinking
- enable proactivity
- facilitate diversity and unity in Board composition and opinion
- describe relationships to relevant constituencies
- define a common basis for discipline within the Board (i.e. sticking to the job)
- delineate the Board's role in common topics (ensuring the Board's specific contribution to any topic is clear)
- determine what information is needed
- balance over-control and under-control (i.e. neither be rubber-stamper or meddler)
- use Board time efficiently.

In the Carver Model, the Board is responsible for:

1. **Linkage to ownership:** The Board acts in trusteeship for “ownership”, i.e. members.
2. **Explicit governing policies:** The values and perspectives of the whole organisation are encompassed by the Board's explicit enunciation and proper categorisation of broad policies.
3. **Assurance of executive performance:** Although the Board is not responsible for the staff's performance, it must ensure that staff members meet the criteria it has set. In this way, its accountability for that performance is fulfilled.

The categories of policy the Board will have are:

4. **Ends:** The organisational “swap” with the world. What human needs are to be met, for whom (outside the operating organisation), and at what cost or relative worth.
5. **Executive limitations:** Those principles of prudence and ethics that limit the choice of staff means (practices, activities, circumstances, methods).
6. **Board–Executive relationship:** The manner in which power is passed to the executive machinery and in which the use of that power is assessed.
7. **Board process:** The manner in which the Board represents the “ownership” and provides strategic leadership to the organisation.

*SOURCE:*

Bullen, Paul, Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au). Based on: Carver, John, *Boards that Make a Difference: a new design for leadership in nonprofit and public organizations*, Jossey-Bass, San Francisco.

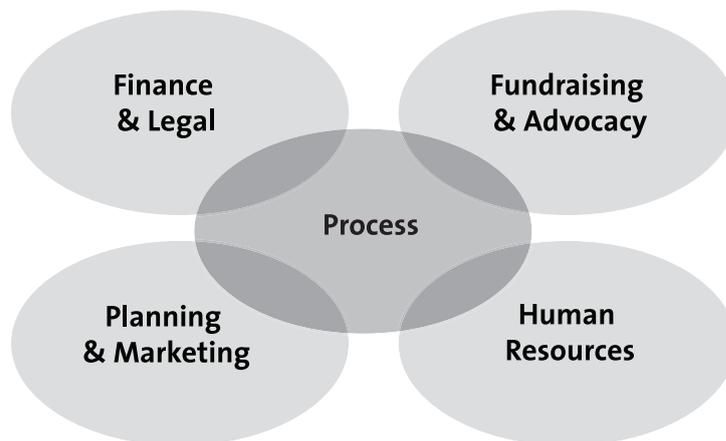


## Responsibilities of the Board

The collective responsibilities of Board and Management Committee members include:

- attending Board meetings and organisational activities
- approval of the mission, participating in the planning process
- selection and evaluation of the CEO
- ensuring legal and financial obligations are met
- support and oversight of programs
- assistance with fundraising
- assurance of Board effectiveness
- community relations and advocacy, representing the organisation.

Which may be summarised as:



An understanding of the Board's role and agenda lays the foundations for a coherent sense of purpose. However, a list of activities is not enough. What should the Board be doing within each of the areas of activity identified above? How does that differ from what the Board expects the staff to be doing? Is this the same for all organisations, or does it differ from one organisation to another? How does the Board articulate these responsibilities, and how does this determine what the Board should be doing from one month to the next?

To answer these questions we need to dig deeper than a list of responsibilities — to address the question of what the Board's overall function or purpose, what the Board of a non-profit is there for.

*SOURCE:*

Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney, pp 10–11.



## Management Committee — Roles and Structure

### Chairperson

The Chairperson is appointed by the Management Committee for a period of 12 months. The Chairperson has two principal roles in addition to the individual roles of all Management Committee members.

- A **leadership role**, which involves pro-active work on Management Committee papers in discussion with the Executive Officer prior to each meeting.
- A **facilitating role**, which involves ensuring that there is effective participation and decision making at Management Committee meetings. This role includes:
  - working through the agenda
  - making sure that all at the meeting participate
  - having straw votes on issues where appropriate
  - facilitating discussion of issues (using group process techniques, e.g. time to think individually, brainstorming, asking everyone for comments, putting questions for discussion)
  - casting the final vote where a vote is tied/consensus
  - clarifying the decision (and wording where appropriate) for the Secretary and the Management Committee as a whole.

### The Executive

There is an Executive of three: the Chairperson, Secretary and Treasurer, who make key decisions between meetings as required.

The procedure is that the Executive Officer rings or faxes the Executive members with specific information on the issues, options and recommendations, with a deadline provided for a decision by phone, fax or email.

The Chairperson may decide that the matter needs to be circulated to all Committee members for a phone/fax response, or in very special circumstances he/she may call a Special Meeting of the Committee.

### Ad Hoc Sub-committees

The Management Committee sets up ad hoc subcommittees from time to time as required. The subcommittees are given specific terms of reference, including a timeframe.

### The Secretary

The Secretary is appointed by the Management Committee for 12 months. The principal roles of the Secretary are:

- ensuring that adequate Management Committee papers are prepared and circulated prior to the Management Committee meeting
- ensuring that appropriate minutes are prepared, which include the decisions and reasons for those decisions.



## Staffing/Support Subcommittee

The Staffing/Support Sub-committee meets four or five times per year (for 1–1 1/2 hours). The membership of the subcommittee is the Chairperson and one other member of the Management Committee, plus staff.

The role of the Staffing/Support Sub-committee is to:

- provide an opportunity for staff to reflect on how things are working
- clarify staffing issues (before they become disputes)
- report to the Board on staffing issues
- ensure there are mechanisms for monitoring work quality
- ensure there are mechanisms for staff supervision
- provide support for staff in their roles.

There is a standard agenda for these meetings. Standard agenda items include (among other items):

- time for all staff to share how their work is going
- time for all staff to indicate the good things and not so good things about work.

## Management Committee processes

The Chairperson and Executive Officer discuss the Management Committee meeting agenda, specific items, recommendations and priorities for discussion prior to the circulation of the Management Committee papers.

The Management Committee papers usually include:

- the agenda (including priority of items and suggested times)
- recommendations (recommended decisions for consideration for each item to be discussed)
- background papers where appropriate.

The Management Committee minutes normally record decisions and the reasons for those decisions.

The Management Committee meets 10 times per year for two-hour meetings and once per year for a full day or weekend.

Where there is not a quorum for a meeting, should those present decide to discuss the issues and make recommendations those recommendations would be put to the next Management Committee meeting or to the Executive for ratification.

## Staff issues/concerns

One of the roles of the Executive Officer is to discuss any staff issues or concerns with the Chairperson so that appropriate steps can be taken to deal with or resolve issues or concerns before they become disputes.

## Staff disputes procedure

There is an agreed, written, staff disputes procedure. It is hoped that issues and concerns will be resolved before they become disputes.

### SOURCE:

Bullen, Paul, Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).

## Facilitation

Facilitation is “making things easier”.

In the context of workshops and meetings facilitation is the process a facilitator uses to help a group of people achieve their purpose.

*The role of the facilitator includes:*

- clarifying the purpose of the meeting
- creating a safe environment
- ensuring people understand the process
- ensuring people participate
- ensuring participants work on their issues and their concerns
- evening power relations, i.e. democratic processes
- staying on track
- staying on time
- re-conceptualising so it is possible to feed back to the group what has been said in a way that make sense of all the emerging pieces
- keeping the group working on real issues
- ensuring commitment to action (when appropriate).

*The role of the facilitator is not to:*

- work on the agenda of an individual in a position of power to the exclusion of others’ agendas — the facilitator should be working for everyone in the group.
- generate lists that don’t go anywhere
- let the participants stay in comfort zones to avoid real issues.

### Characteristics of good facilitation

Good facilitation:

- is based on explicit values
- is based on an explicit role for the facilitator
- starts from where people are at
- is not dominated by models and frameworks
- enables the group to work on both emotional and rational levels
- is true to the natural processes at work (e.g. fits the timetable to the process)
- is where people achieve something together and feel they have achieved something together.

*SOURCE:*

Bullen, Paul, Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).



## Limited Liability

### Checklist for Management Committees

A Management Committee that has all of the following measures in place will have significantly limited the risk of personal liability.

- Good financial management practice.** The Management Committee is accountable, understands its financial position, and sets clear financial procedures. Contingency funds have been built up so that sufficient reserves exist to meet potential liabilities such as premature termination of leases or staff redundancy costs.
- Clear roles and responsibilities.** The Management Committee is aware of their roles and responsibilities. There are clear lines of responsibility, budgetary guidelines, good communication, written role descriptions and induction procedures.
- Provisions in your governing document (e.g. Constitution).** The Management Committee works within its governing document. The document limits personal liability if committee members have acted reasonably and made an honest mistake that results in loss to the organisation.
- Insurance.** The Management Committee ensures that the organisation has adequate and appropriate insurance coverage.
- Incorporation.** Becoming incorporated (e.g. a company limited by guarantee) provides additional protection for Management Committee members although it does not protect against, for example, fraud or negligence.
- Good employment practice.** The Management Committee is a responsible employer, setting fair personnel policies and meeting all legal requirements.
- Risk management.** The Management Committee ensures that appropriate steps are taken to identify, assess and manage risk and potential hazards associated with the organisation, its activities and services.
- Records of decisions taken.** Management Committee members check the minutes before agreeing them, particularly where decisions have been taken. The minutes are the legal record of the committee's decisions.
- Board development and review.** The Management Committee regularly reviews its role and effectiveness, and keeps abreast of changes in law and practice. It provides an induction program for new members.
- Professional advice.** The Management Committee seeks professional or expert advice on issues it is not confident to deal with.

*SOURCE:*

Volunteer Development Agency: [www.diycommitteeguide.org](http://www.diycommitteeguide.org).



## Communication

Good organisational communication will result in:

- a good public image
- low levels of conflict
- smooth and efficient operations.

It is important that you develop clear communication protocols and policies, which will assist in establishing good communication processes.

### **Points to consider when developing a communication policy:**

- How will the management group members communicate with one another?
- How will the management group and individual committee members communicate with staff?
- How will the management group communicate with volunteers?
- How will the management group communicate with external bodies?
- How will staff communicate with the management group?
- How will staff communicate with one another (including volunteers)?
- How will staff communicate with external bodies (including funding bodies)?

#### *SOURCE:*

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Sample Conflict of Interest Policy

DATE OF ENDORSEMENT:

DATE LAST REVIEWED:

SIGNATURE:

POSITION HELD:

### PURPOSES OF POLICY

- To ensure that ethical standards are upheld at all times.
- To ensure that conflict of interest, where it pertains to the operation of the centre, is declared, noted and acted upon.

### DEFINITION

A conflict of interest is where a person or person/s stand to gain or lose, personally or financially, through situations relating to employment, contracts, maintenance, use of facilities or any other aspect of the operations of the centre.

Conflict of interest also extends to members of a family who stand to gain in the same manner.

### WHEN CONFLICT OF INTEREST OCCURS

#### For a member of the Management Committee:

Where a conflict of interest is perceived or established:

- it must be declared at commencement of any meeting whereby the business of that meeting pertains to the conflict of interest
- it must be noted in the minutes of that meeting
- the person/s declaring the conflict of interest must abstain from any decision making relating to that conflict of interest

OR

- where the person's presence is likely to influence the decision making process, they should leave the meeting room.

#### For a staff member (paid and unpaid):

Where a conflict of interest is perceived or established:

- the Management Committee must be immediately notified
- the Management Committee must note the conflict of interest in the minutes of the relevant committee meeting
- the Management Committee must take whatever steps are deemed appropriate to ensure that the conflict of interest does not affect the ethical, financial, employment or legal responsibilities of the centre.

#### SOURCE:

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Sample Code of Ethics Policy

DATE OF ENDORSEMENT:

DATE LAST REVIEWED:

SIGNATURE:

POSITION HELD:

### PURPOSES OF POLICY

To ensure that all Management Committee members, paid staff, volunteers and membership of the centre act with integrity in everything they do for and with the organisation. This will involve:

#### Commitment to our community

- Understanding our mission and objectives
- Being committed to the overall aims of the organisations
- Understanding and responding to community needs

#### Personal integrity

- Treating all persons with honesty, courtesy and respect
- Being responsible and accountable
- Respecting confidentiality
- Carrying out responsibilities/tasks to the best of one's liability
- Obeying the law

#### Teamwork

- Maintaining a shared purpose
- Appreciating individual difference
- Giving and receiving constructive feedback
- Solving problems collaboratively
- Working within the organisation's policies and principles

#### Support

- Supporting each other and encouraging personal growth
- Supporting the centre, publicly and privately, to achieve its vision and mission

#### SOURCE:

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Sample Confidentiality Policy

DATE OF ENDORSEMENT:

DATE LAST REVIEWED:

SIGNATURE:

POSITION HELD:

### PURPOSES OF POLICY

To ensure confidentiality of staff, volunteers, membership and service users wherever possible, and to create an environment of respect and privacy for service users.

### DEFINITION

Confidentiality applies to verbal information given to paid staff, volunteers and/or Management Committee members by service users or others in the course of their work for the organisation. (Privacy refers to written information as per above.)

### GUIDELINES

Information about a person's private affairs should not be used for any purpose other than what it was intended for, unless the person's consent is given in writing.

Workers and Management Committee members are entitled to share information with the manager/coordinator (or Management Committee) where necessary for the purpose of supervision, debriefing or work effectiveness. However, information disclosed in this manner shall remain confidential except where it involves:

- serious legal actions
- issues which could endanger the safety of others
- obligations to make notifications to government bodies (i.e. mandatory reporting obligations).

The manager/coordinator and/or the Management Committee will determine the most appropriate course of action in these cases.

**(Note:** Read the *National Risk Management Guide* (NACLCL) regarding the obligations of the legal practice.)

#### SOURCE:

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Risk as Strategic Advantage

What if risk was perceived by your organisation as strategic advantage, hidden opportunity, and potential innovation? Would this change how you and your organisation dealt with risk?

Risk as strategic opportunity is more a mindset than a process. This mindset includes:

- an awareness of risk possibility from points of view of staff, Board and key stakeholders
- risk is seen as possibility and advantage, not compliance and protection
- every risk treatment also includes a strategic opportunity
- risk as innovation is embraced by the whole organisation at all levels.

*SOURCE:*

Conscious Governance (2008): [www.conscious-governance.com/succession-planning.html](http://www.conscious-governance.com/succession-planning.html).



## Position Description for Management Committee Members

### Governance

- Understand the aims and objectives of the centres.
- Be informed about the activities of the centre.
- Maintain accurate records of meetings and decisions.
- Be familiar with the Constitution and review and maintain the Constitution.
- Participate in the recruitment and selection of other Management Committee/Board members and develop a Management Committee/Board succession plan.
- Maintain communication with the membership of centres.
- Appoint, delegate and review the role and responsibilities of the Executive Officer/Coordinator.
- Appoint a staff liaison Management Committee/Board member.
- Declare potential conflict of interest.
- Develop and evaluate structures and systems to ensure that Management Committee/Board responsibilities are met.
- Elect the office bearers for the year.

### Strategic planning

- Establish reviews of the vision, goals and objectives of the centre.
- Review the strategic plan and monitor its progress.
- Participate in the planning process.
- Ensure that the centre takes an active role to position itself, develops links and foster partnerships with other organisations.

### Financial

- Oversee the financial status and wellbeing of centre.
- Review and monitor the financial statements of the centre.
- Assure compliance with applicable laws and regulations and minimise exposure to legal actions.
- Monitor and respond to the financial and operational risk exposure of the centre.
- Monitor the annual budget and set long-term financial viability goals for the centre.
- Approve the operational and financial delegations of the centre.
- Monitor the centre policies, procedures and operational guidelines.



### Risk management

- Monitor the centre's overall performance and its service delivery quality assurance processes.
- Ensure compliance with appropriate laws.
- Oversee and monitor the assessment and management of risks across the centre.

*SOURCE:*

*Thinking and Planning Ahead: Resource Manual for Community Legal Centres, 2007, [www.communitylaw.org.au](http://www.communitylaw.org.au).*

## Strategic Plan Outline for a Small Community Organisation

1. What is our organisation's story?
2. What is our current vision? And purpose?
3. What do we believe in? What are we committed to?
4. What do we do at present?
5. What is the situation in which we find ourselves? What are the things that are impacting on us? What are our strengths/weaknesses? What are the possibilities?
6. What are the major challenges we are facing?
7. What directions would we like to move in during the next few years? What are the major choices we have? Do we want to be "this" kind of organisation or "that" kind of organisation?
8. If we were to move in those directions what would we notice was different?
9. What do we need to do to move in those directions?
10. How will we do it?

*SOURCE:*

Bullen, Paul, Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).



## Managing Change Effectively

Every organisation will at some point face change. These changes may be relatively small, or they may impact greatly across the organisation. They may be as a result of internal developments (e.g. loss of key staff or Management Committee expertise) or external developments (e.g. a reduction in funding sources).

The leadership role of the Management Committee in ensuring that the organisation is able to move smoothly through a period of change is crucial. They must:

- establish a clear understanding of the factors influencing current or forthcoming changes
- identify the likely or potential impact of these changes
- establish a new vision for the future, in light of these changes
- agree to a strategy to carry the organisation through the transition period
- ensure effective communication of these issues with all stakeholders, particularly staff and volunteers, to minimise the negative impacts of change and involve them from the beginning.

*SOURCE:*

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Setting Clear Direction

Make sure employees know what is expected of them. This can be done by providing:

- a detailed and clear position description
- copies of relevant awards
- copies of relevant policies and procedures
- copies of work, business and/or strategic plans
- a copy of the Constitution (in case of incorporated organisations)
- good orientation/induction
- clear communication protocols
- adequate training opportunities
- regular staff appraisal processes.

Policies and protocols should be developed which include:

- confidentiality
- drug and alcohol use
- staff who may have HIV (the AIDS virus)
- sexual relationships between staff and clients/consumers
- clients/consumers being taken to workers' homes
- sexual harassment
- physical and verbal violence.

It is essential that management groups understand and establish clear lines of authority and the differences between governance and management roles and responsibilities.

All paid workers should know who they report to, and the limits to their responsibilities and powers. These details should be clearly outlined in job descriptions and in communication protocols.

*SOURCE:*

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Policies and Procedures

Your Constitution is a policy document. You will need more specific policies that add to these rules and make them clearer. Some of your policies will come from the laws that apply to your organisation.

### Recommended policies

Your organisation should consider developing a policy that covers the following areas:

- how decisions are made by the management group
- public relations and publicity
- confidentiality of personal information
- staff and management group training
- staffing and employment
- funding and financial management, e.g. cheque signatories
- consumer rights
- complaints against staff
- the philosophy behind your services
- the types of services you will provide
- who makes public comments on behalf of the organisation and how.

You may have a policy subcommittee or set up task groups to develop specific policies. Staff, consumers, members and the management group should all be involved in developing policies.

### Process for endorsing policies

The decision to adopt policies rests with the management group. While you can delegate some of the work to develop policies, the final decision should stay with the management group. However, before a policy has legal and/or organisational authority, it must be endorsed through a proper process. Below is a recommended process for management groups to follow.

1. Consult with the relevant people for valuable input.
2. Draft the policy.
3. Present the draft to the management group meeting.
4. Make amendments as required.
5. Endorse the policy according to the management group decision-making process.
6. Note the endorsement in the Minutes.
7. Enter policy into the Policy Manual.
8. Notify all relevant people/parties affected by policy (if practicable).
9. Review policy annually.



### When are policies binding on an organisation?

- When they have been through a developmental process.
- When they have been endorsed by the committee of management.
- When they do not contravene legislation.
- When they do not contravene the organisation's Constitution.
- When those who are affected are notified of its existence.

### Points to remember when developing policies

- Make all policies user friendly.
- Date all policies at time of endorsement.
- Note whenever policies are reviewed.
- Announce all new policies at the AGM.

You also need to make sure that someone has the task of updating and maintaining the policy register as decisions are made, and the policies change. In a dynamic community organisation, your policies will change to suit the circumstances.

### Regular review and evaluation

Review and evaluation are important parts of the planning and policy cycle. The management group has responsibility to ensure that someone monitors what happens when the plans and policies are implemented, and assesses the results of the plan and the services provided. The management group's role is to make the overall decisions and to be informed about progress.

#### SOURCE:

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.

## Standard Agenda Format

### DATE AND NAME OF MEETING

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1. **Present**
2. **Apologies**
3. **Confirmation (Acceptance) of Previous Minutes**  
(Any changes to the previous minutes should be noted for this meeting's minutes.)
4. **Business Arising**  
(This is follow-up information or decisions needed relating to the previous meeting.)
5. **Correspondence**  
(In and out.)
6. **Reports**  
(From staff, working groups and/or subcommittees.)
7. **General Business**  
(This is new business which has been placed on the agenda.)
8. **Other Business**  
(This is business which members at the current meeting put forward for consideration.)
9. **Next Meeting**
10. **Close of Meeting**

*SOURCE:*

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Chairing the Meeting

### Before the meeting

- Plan the agenda with the Executive officer.
- Include items brought to you by other members.
- Decide the order and timing of the agenda, and who will introduce each one.
- Identify which agenda items are for information, discussion or a decision.
- Be well briefed about each item, and actions taken since the last meeting.
- Ensure all necessary background papers (including the last meeting's minutes) are sent out with the agenda beforehand.
- Check with staff that all relevant practical arrangements have been made, e.g. room layout, visual aids, etc.
- Arrive in good time before the meeting is due to start.

### During the meeting

#### Communicate

- Start the meeting. Welcome any new members. Make any necessary introductions. Receive apologies for absence. Ensure that additions or amendments to minutes are recorded.
- Set the scene. State the objectives of the meeting and each item.
- Try to be brief when making a point.

#### Control

- Maintain control. Set out any time limits. Allow flexibility and freedom of expression. Keep to the agenda. Ensure quorum is present. Ensure time is used effectively. Ensure that proper minutes are taken.

#### Coax

- Ensure full participation. Draw out quieter members and discourage those who are monopolising the meeting. Be prepared to highlight issues that no-one else will, and to be the one who always has to ask the awkward questions.

#### Compare

- Weigh up contributions impartially. All points in favour of a point should be summarised against all points not in favour.

#### Clarify

- Ensure everyone understands what is being discussed. Summarise. Ensure that if jargon and abbreviations are used, all present understand them. Ensure that decisions are recorded, together with who is going to implement them. It can be useful to record decisions on a flip-chart as they are made.

**Decision-making**

- Ensure that decisions are taken in the context of the organisation's strategy and that they are recorded, together with who is going to implement them.

**Guide**

- Remember that above all you are there to guide the meeting. Steer members to work harmoniously and purposefully as a team. Keep an eye on time.

**At the end of the meeting**

- Summarise decisions taken and action points to be followed up, e.g. who's responsible, by when.
- Agree a date for the next meeting. It is usually best to set dates for the year's meetings well in advance.
- Agree what special items will be put on the agenda of the next meeting and what work needs to be done, by whom etc.
- Ensure that the minutes are written up, checked by the Chair and sent out in good time.

*SOURCE:*

Volunteer Development Agency: [www.diycommitteeguide.org](http://www.diycommitteeguide.org)

## Action List

Use an action column to record all tasks that need to be completed. Tasks remain on the list until completed. The action list (see sample below) should be attached to the minutes and checked over at each meeting.

SAMPLE ACTION LIST			
Action	Person Responsible	Date Due	Completed
Send letter to Minister for Environment	Coordinator	End May	Yes
Review youth policy	Policy Subcommittee	June meeting	
Finalise strategic plan	Management group	End October	

**SOURCE:**

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Statement of Rights and Responsibilities

### Service users' rights

We believe service users have a right to:

- respect for their individual human worth, dignity and privacy
- be informed about available services
- choose from available alternatives
- involve an advocate of their choice
- have control over their own lives and have a say in the services that affect them
- participate in decisions concerning the type of assistance provided and the way it is provided
- appropriate assistance that is flexible in response to their changing needs and priorities
- access to quality services irrespective of sex, race, ethnicity, culture, language, religion, marital status, disability, sexuality or age
- expect assistance that is reliable, of high quality, culturally and linguistically relevant
- privacy and confidentiality
- see any information about them held by the centre (and to correct any wrong information)
- express grievances and seek redress without fear of it affecting decisions relating to the assistance they receive
- have grievances about service delivery heard and dealt with in a fair and objective manner.

### Staff rights

We believe paid workers have the right to:

- equal employment opportunity in all matters relating to employment, i.e. no discrimination on the grounds of sex, ethnicity, marital status, disability, sexuality or age
- award conditions and rates of pay
- join and participate in a union
- have the principles of natural justice upheld, for example, all staff should have the opportunity to participate or be represented in decision-making and are entitled to information regarding decisions affecting them
- see their personnel records or any other written reports concerning them
- have personal information kept confidential
- work in an environment free from sexual harassment
- a safe and healthy work environment
- training and development to extend their knowledge and skills and enhance career opportunities.



## Staff responsibilities

### Inform and involve service users

- Provide service users with accurate information about the services available to them and not knowingly withhold such information.
- Inform service users of the service options available.
- Involve service users in decision-making about services.
- Inform service users of the standards they can expect in the provision of the service.
- Let service users know of their rights and the implications of services available to them.

### Confidentiality and privacy

- Respect the confidentiality of information obtained in the course of advice or service. The worker/committee member will not share confidences revealed by service users without their consent except when compelling moral, ethical, or legal reasons exist.
- Fully inform service users about the limits of confidentiality in any given situation, the purposes for which information is obtained and how it may be used.
- Allow service users access to their files.
- When providing users with access to records, the worker will take due care to protect the privacy of other people.

### Professional conduct

- Ensure that all people have access to the resources, services and opportunities that contribute to their well being.
- Provide choices and opportunities for all people, particularly disadvantaged or oppressed groups and individuals who have not had equal access to resources and opportunities.
- Encourage respect for the diversity of cultures that constitute Australian society.
- Encourage informed participation by citizens in addressing relevant social and personal issues. The worker's role is to empower and work with members of the community.
- Deliver the services in a safe manner.
- Accept the consumer's choice of advocate (and their role).

### Complaints

- Deal with complaints fairly and promptly without retribution.

### Relationship with employing organisation

- Recognise, support and implement the stated aims of the organisation, contribute to these aims and work towards the best possible standards of service to the community. Personal values and relevant acts contrary to those stated in the organisations central aims must not be practiced/ exercised during the program service delivery. For example, if an aim is, "To encourage women's participation in all forms of decision making",

then it would not be correct in the course of your service delivery to state that, “Women should not enter politics”.

- Where organisational policies or procedures are outside the law or ethical practices, the worker must endeavour to effect change through appropriate channels.
- In no circumstances engage in sexual activities with service users.

### Services

- Prevent practices that are inhumane or discriminatory against any individual or group of individuals.

### Rights of volunteers

We believe volunteers have a right to:

- be treated as a co-worker, not just free help
- support, advice and recognition of efforts
- participate in management, planning and decision-making processes
- know as much about the organisation that is relevant, its policies, its people and its programs
- support, guidance and direction by someone who is experienced and well informed and who has the time to invest in giving guidance.

### Management Committee members’ rights

We believe Management Committee members have a right to:

- adequate information on which to base decisions
- orientation, training and development necessary for them to carry out their role.

#### SOURCE:

Based on: Bullen, Paul, *Ethics in Community Organisations*, the Local Community Services Association (publisher): [www.diycommitteeguide.org](http://www.diycommitteeguide.org).



## Checklist for Induction of Management Committee Members

All new Management Committee members need to know about the organisation, how it operates and their roles and responsibilities. It is recommended that induction include the following.

### Information about the Management Committee

This part of the induction should be undertaken by the Management Committee:

- purpose of the committee
- minutes of recent committee meetings
- structure of the committee and subcommittees
- introduction to all committee members
- role of office-bearers (role descriptions)
- role of individual committee members (role description)
- legal and financial responsibilities
- frequency and format of meetings
- support system for committee members
- availability of resources for committee members
- contact list
- structure of the organisation (legal)
- structure of the organisation (staff).

### Information about the organisation

This part of the induction should be done by the Executive Officer and staff:

- governing document of the organisation (e.g. the Constitution)
- Code of Conduct
- conflict of interest
- mission statement/overall purpose
- history and background of the organisation
- aims, objectives and services of the organisation
- annual report/accounts
- funding arrangements
- tour of buildings and any outside projects
- role of staff (job descriptions optional)
- role of volunteers (role descriptions optional)
- introductions to staff and volunteers, where possible
- contracts of employment and personnel procedures
- publicity leaflets or publications
- policy statements of the organisation
- strategic/development and operational plans
- networking systems.

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**REMEMBER!** Induction can be a process completed over time rather than all done at once. It may involve a combination of meetings, familiarisation with the premises or facilities and written information.

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## A Quick Test for the Management Committee

For each question, circle the number that you believe best represents what happens in your organisation.

Within your organisation, do you:		Seldom	Sometimes	Often	Always
1.	Understand the vision, mission and objectives?	1	2	3	4
2.	Understand your roles and responsibilities?	1	2	3	4
3.	Understand the role of others?	1	2	3	4
4.	Believe you are adequately informed?	1	2	3	4
5.	Feel supported?	1	2	3	4
6.	Believe there is good communication?	1	2	3	4
7.	Regularly discuss opinions and concerns?	1	2	3	4
8.	Know who you are accountable to?	1	2	3	4
9.	Know who is accountable to you?	1	2	3	4
10.	Believe that your skills and knowledge are recognised and considered?	1	2	3	4
11.	Feel that you are a valued part of the team?	1	2	3	4
12.	Believe that conflict is managed openly and positively?	1	2	3	4
13.	Have a sense of “belonging”?	1	2	3	4
14.	Believe there is adequate overall evaluation and reflection?	1	2	3	4
15.	Have enough resources to do/perform your tasks?	1	2	3	4

OVERALL TOTAL:

- If you scored 64 congratulations — your organisation must be doing something right!
- If you scored mostly 3s and 4s, there is some room for improvement.
- If you scored nearly all 2s or 3s (32–48), there is definitely room for improvement.
- If you scored quite a few 1s, your organisation should consider conducting a review to see what the problems or issues are and where help is needed.
- If you scored 20 or less, you may wish to ask for assistance and/or advice in reviewing your management principles and procedures.



*SOURCE:*

Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.



## Resource Directory

**Access to government legislation and information on running a business:**

Website: [www.business.gov.au](http://www.business.gov.au)

**Australian Government Grantslink**

Website: [www.grantslink.gov.au](http://www.grantslink.gov.au)

**Australian Taxation Office**

Website: [www.ato.gov.au](http://www.ato.gov.au)

**Australian Government Attorney-General's Department**

Website: [www.ag.gov.au](http://www.ag.gov.au)

**Australian Accounting Standards Board (AASB)**

Website: [www.aasb.com.au](http://www.aasb.com.au)

**Australian Bureau of Statistics (ABS)**

Website: [www.abs.gov.au](http://www.abs.gov.au)

**Australian Business Register (Apply for an ABN)**

Website: [www.abr.gov.au](http://www.abr.gov.au)

**The Australian Council of Social Service (ACOSS)**

Website: [www.acoss.org.au](http://www.acoss.org.au)

**Queensland Council of Social Service (QCOSS)**

Website: [www.qcoss.org.au](http://www.qcoss.org.au)

**New South Wales Council of Social Service (NCOSS)**

Website: [www.ncoss.org.au](http://www.ncoss.org.au)

**Tasmanian Council of Social Service (TasCOSS)**

Website: <http://www.tascoss.org.au/>

**Australian Capital Territory Council of Social Service (ACTCOSS)**

Website: [www.actcoss.org.au](http://www.actcoss.org.au)

**South Australian Council of Social Service (SACOSS)**

Website: [www.sacoss.org.au](http://www.sacoss.org.au)

**Northern Territory Council of Social Service (NTCOSS)**

Website: [www.ntcoss.org.au](http://www.ntcoss.org.au)

**Victorian Council of Social Service (VCOSS)**

Website: [www.vcoss.org.au](http://www.vcoss.org.au)

**Western Australian Council of Social Service (WACOSS)**

Website: [www.wacoss.org.au](http://www.wacoss.org.au)

**Australian Fair Pay Commission**

Website: [www.fairpay.gov.au](http://www.fairpay.gov.au)

**Australian Industrial Relations Commission (AIRC)**

Website: [www.airc.gov.au](http://www.airc.gov.au)

**Australian Law Online**

Website: [www.australianlawonline.gov.au](http://www.australianlawonline.gov.au)

**Australian Law Reform Commission (ALRC)**Website: [www.alrc.gov.au](http://www.alrc.gov.au)**Commonwealth Ombudsman**Website: [www.ombudsman.gov.au](http://www.ombudsman.gov.au)**Department of Education, Employment and Workplace Relations**Website: [www.deewr.gov.au](http://www.deewr.gov.au)**Equal Opportunity for Women in the Workplace Agency (EOWA)**Website: <http://www.eowa.gov.au>**Government forms for your business**Website: <https://govforms.business.gov.au>**Human Right and Equal Opportunity Commission (HREOC)**Website: [www.humanrights.gov.au](http://www.humanrights.gov.au)**Legal Issues Guide for Small Business**Website: <http://sblegal.industry.gov.au>**Legal Information Access Centre**Website: [www.liac.sl.nsw.gov.au](http://www.liac.sl.nsw.gov.au)**National Pro Bono Resource Centre in Australia**Website: [www.nationalprobono.org.au](http://www.nationalprobono.org.au)**Office of the Privacy Commissioner**Website: [www.privacy.gov.au](http://www.privacy.gov.au)**Office for Women (OFW)**Website: <http://ofw.fahcsia.gov.au>**Our Community**Website: [www.ourcommunity.com.au](http://www.ourcommunity.com.au)**Public Interest Law Clearing House**Website: [www.pilch.org.au](http://www.pilch.org.au)**Public Interest Law Clearing House (New South Wales)**Website: [www.piac.asn.au/legal/pilchhelp.html](http://www.piac.asn.au/legal/pilchhelp.html)**Queensland Public Interest Law Clearing House**Website: [www.qpilch.org.au](http://www.qpilch.org.au)**Service Industry Advisory Group (SIAG)**Website: [www.siag.com.au](http://www.siag.com.au)**Superannuation Guarantee Hotline: Phone: 131020****Violence Against Women – Australia Says No**Website: [www.australiasaysno.gov.au](http://www.australiasaysno.gov.au)**Volunteering Australia**Website: [www.volunteeringaustralia.org](http://www.volunteeringaustralia.org)**Wagenet**Website: [www.wagenet.gov.au](http://www.wagenet.gov.au)**WebLaw – Dispute Resolution**Website: [www.weblaw.edu.au](http://www.weblaw.edu.au)**Workplace Authority**Website: [www.workplaceauthority.gov.au](http://www.workplaceauthority.gov.au)

## State and territory associations

### AUSTRALIAN CAPITAL TERRITORY

Deb Phippen  
 Australian Capital Territory  
 Association of Community Legal  
 Centres (ACTACLIC)  
 c/- PO Box 8, Civic Square ACT, 2608  
 Ph: 02 6247 1026 fax: 02 6257 4801  
 Email: deb\_phippen@clc.net.au

### NEW SOUTH WALES

Polly Porteous  
 Combined Community Legal Centres  
 Group (NSW) Inc (CCLCG)  
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 Email: polly\_porteous@clc.net.au

### NORTHERN TERRITORY

Rachel Carey  
 Northern Territory Association of  
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### QUEENSLAND

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 Queensland Association of  
 Independent Legal Services (QAILS)  
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### SOUTH AUSTRALIA

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 South Australian Council of  
 Community Legal Services (SACCLS)  
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### TASMANIA

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### VICTORIA

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 Legal Centres (Victoria)  
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 Carlton South, Vic 3053  
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 Email: hugh\_dekretser@clc.net.au

### WESTERN AUSTRALIA

Amanda Just  
 Community Legal Centres  
 Association (WA) Inc  
 Claisebrook Lotteries House,  
 33 Moore Street, East Perth 6004  
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 Email: amanda\_just@clc.net.au



## Legal Aid Commissions

*nb: telephone and fax numbers are main switch and general fax respectively unless otherwise noted.*

### AUSTRALIAN CAPITAL TERRITORY

Legal Aid Commission (ACT)  
GPO Box 512, Canberra City 2601  
Ph: 02 6243 3471 (client services)  
fax: 02 6247 5446  
Website:  
[www.legalaid.canberra.net.au/](http://www.legalaid.canberra.net.au/)  
Email: [legalaid@legalaid.canberra.net.au](mailto:legalaid@legalaid.canberra.net.au)

### NEW SOUTH WALES

Legal Aid Commission of NSW  
PO Box K847, Haymarket 1238  
Ph: 02 9219 5000 fax: 02 9219 5935  
Website: [www.legalaid.nsw.gov.au/](http://www.legalaid.nsw.gov.au/)

### NORTHERN TERRITORY

Northern Territory  
Legal Aid Commission  
Locked Bag 11, Darwin 0801  
Ph: 08 8999 3000 fax: 08 8999 3099  
Website: [www.nt.gov.au/ntlac/](http://www.nt.gov.au/ntlac/)

### QUEENSLAND

Legal Aid Queensland  
GPO Box 2449, Brisbane 4001  
Ph: 1300 651 188 (cost of a local call)  
or 07 3238 3444 fax: 07 3238 3300  
Email: [info@ntlac.nt.gov.au](mailto:info@ntlac.nt.gov.au)  
Website: [www.legalaid.qld.gov.au/](http://www.legalaid.qld.gov.au/)

### SOUTH AUSTRALIA

Legal Services Commission  
of South Australia  
GPO Box 1718, Adelaide 5001  
Ph: 08 8463 3555 fax: 08 8463 3599  
Website: [www.lsc.sa.gov.au/](http://www.lsc.sa.gov.au/)

### TASMANIA

Legal Aid Commission of Tasmania  
GPO Box 9898, Hobart 7001  
Ph: 03 6236 3800 fax: 03 6236 3811  
Website: [www.legalaid.tas.gov.au/](http://www.legalaid.tas.gov.au/)

### VICTORIA

Victoria Legal Aid  
350 Queen Street, Melbourne 3000  
Ph: 03 9269 0234 fax: 03 9269 0250  
Website: [www.legalaid.vic.gov.au/](http://www.legalaid.vic.gov.au/)

### WESTERN AUSTRALIA

Legal Aid Western Australia  
GPO Box L916, Perth 6001  
Ph: 08 9261 6222 fax: 08 9325 5430  
Website: [www.legalaid.wa.gov.au/](http://www.legalaid.wa.gov.au/)

## National Legal Aid

Legal Aid Directors' Secretariat  
c/- Legal Aid Office (TAS)  
GPO Box 9898, Hobart 7001  
Ph: 03 6236 3813 fax: 03 6236 3811



## Commonwealth Community Legal Services Program – Administrators

*nb: centres in the Australia Capital Territory and the Northern Territory and the National Children's & Youth Law Centre are administered directly by Commonwealth.*

### NEW SOUTH WALES

Dennis Roach,  
Manager CLC Funding Program  
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### QUEENSLAND

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### SOUTH AUSTRALIA

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### TASMANIA

CLC State Program Manager  
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GPO Box 9898, Hobart Tas 7001  
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### VICTORIA

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CLC Program Advisor  
Victoria Legal Aid  
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### WESTERN AUSTRALIA

Allison Currie, CLC Funding  
Program Officer  
Legal Aid (WA)  
GPO Box L916, Perth WA 6001  
Ph: 08 9261 6305 fax: 08 9325 1925



## References

1. “AGM Running Sheet” template, “Governance”, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
2. *Accountability*, Info Sheet No. 9-7, Management Support Online (MSO), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
3. “*Board Business: Towards More Effective Meetings*” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
4. “Board Governance”, Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
5. “Board Responsibilities: Fulfilling your Governance Role” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
6. Bullen, Paul, “Governance”, Management Alternatives Pty Ltd: [www.mapl.com.au](http://www.mapl.com.au).
7. Carver, John, *Boards that Make a Difference: a new design for leadership in non-profit and public organizations*, Jossey-Bass, San Francisco.
8. *Developing a Plan*, Info Sheet No. 5-3, Management Support Online (MSO), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
9. *Ensuring a Productive Relationship between Board Members and the Executive Officer*, Information Sheet 6, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
10. *Financial Management Systems*, Info Sheet No. 4-4, Management Support Online (MSO), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
11. Fishel, David, *The Book of the Board: effective governance for non-profit organisations*, Federation Press, Sydney.
12. “Fraud Control”: *Commonwealth Fraud Control Guidelines — May 2002*: Attorney-General’s Department: [www.ag.gov.au](http://www.ag.gov.au).
13. “Fraud Risk Management Policy”, Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
14. *Good Governance: simple measures to assist non-government organisations in maintaining good governance*, Information Sheet 1, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/msu/index.html](http://www.ncoss.org.au/msu/index.html).
15. Mackay, Karen, *Community Management*, VCOSS Manuals for Community Organisations, VCOSS and the Victoria Law Foundation, Melbourne, 2007.
16. “Management Committee Responsibilities”: *Managing Staff and Volunteers* (fact sheet): [www.diycommitteeguide.org](http://www.diycommitteeguide.org)
17. *Managing Conflicts of Interest*, Information Sheet 14, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
18. Muddagouni, Rachna, *Thinking and Planning Ahead: resource manual for community legal centre staff*, Victoria Law Foundation, Melbourne, 2007.
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20. “Overview of your Legal Responsibilities”, Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).

21. Recruitment: good practice, Information Sheet 15, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
22. *Roles and Responsibilities of Office Bearers and General Members of Board of Management of Incorporated Associations*, Information Sheet 3, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
23. “Strategic Planning: Mapping your Group’s Future” (help sheets), Our Community: [www.ourcommunity.com.au](http://www.ourcommunity.com.au).
24. *The Legalities of Managing an Incorporated Community Organisation*, Information Sheet 11, Management Support Unit (MSU), NCOSS: [www.ncoss.org.au/projects/msu/resources.html](http://www.ncoss.org.au/projects/msu/resources.html).
25. *The Professional Indemnity Insurance Risk Management Guide: A Guide to Assist Centres in Meeting the National Professional Insurance Scheme Requirements*, National Association of Community Legal Centres, July 2005.

## Your Comments

The *National Management Committee Guide for Community Legal Centres* may be revised in the future. Your comments and suggestions will be used to do the update.

**Please fill in the form below and fax to NACLC on 02 9264 9594 or email your comments to [naclc@clc.net.au](mailto:naclc@clc.net.au)**

### 1. What did you find most useful?

i. Section:

Topic:

Comment:

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ii. Section:

Topic:

Comment:

---

### 2. What should be deleted?

i. Section:

Topic:

Comment:

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ii. Section:

Topic:

Comment:

---

### 3. What needs updating?

i. Section:

Topic:

Comment:

---

ii. Section:

Topic:

Comment:

---

### 4. What other topics should be included?

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**Other comments or suggestions:**

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*Thank you for your assistance and ideas.*

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