

# Centre for Education and Research into Environmental Management (Ceres)

## MANAGEMENT COMMITTEE CHARTER

### Part 1 Interpretation

#### 1.1 In this Charter:

“**Act**” means the Associations Incorporation Act 1981 (Victoria);

“**Business**” means the business of Ceres;

“**Chair**” means the chairman of the Management Committee;

“**Customers/Community**” means the persons, actual and potential, who purchase or may purchase or use the services/products provided by Ceres;

“**Committee of Management Member**” means a member of the Management Committee;

“**Management**” means the Team Leaders of Ceres;

“**Management Committee**” means the Ceres Management Committee;

“**Management Limitations**” means the limitations on the actions of Management as set out in paragraph 4.3;

“**Member**” means someone who has paid their dues.

“**Organisation**” means Ceres;

“**Organisation Goals**” means the goals of Ceres as set out in Part 2;

“**Secretary**” means the Management Committee secretary or the person normally exercising the functions of the Management Committee secretary;

“**Stakeholders**” means employees, members, suppliers, creditors, clients, customers and the communities in which Ceres operates, and who have a direct or indirect interest in the activities of Ceres.

“**Team Leaders**” means the management team of Ceres;

### Part 2 Organisation Goals

#### 2.1 General

2.1.1 The purpose of Ceres is to provide a place which exists to initiate and support environmental sustainability and social equity with an emphasis on cultural richness and community participation.

### Part 3 Management Committee Governance Process

#### 3.1 Role of the Management Committee

3.1.1 The role of the Management Committee is to effectively represent, and promote Ceres with a view to maintaining and adding long-term value to Ceres to enable it to achieve Ceres Goals in accordance with the CERES purposes and rules.

3.1.2 Having regard to its role the Management Committee will direct, support and supervise the management of Ceres activities and affairs, including:

- \* ensuring that Ceres Goals are clearly established, and that strategies are in place for achieving them (such strategies being expected to originate, in the first instance, from Team Leaders);
- \* ratify that policies for strengthening the performance of Ceres including ensuring that Team Leaders are proactively seeking to build Ceres operations through community/customer focus, innovation, initiative, technology, new services/activities and the development of its *Organisation capital*;
- \* monitoring the performance of Team Leaders;
- \* deciding on whatever steps are necessary to protect Ceres financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- \* ensuring that Ceres financial statements are true and fair and otherwise conform with the law;
- \* ensuring that Ceres adheres to high standards of ethics.
- \* ensuring that Ceres has appropriate risk management/regulatory compliance policies in place.

3.1.3 In the normal course of events, day-to-day management of Ceres will be in the hands of Team Leaders.

3.1.4 The Management Committee will satisfy itself that Ceres is achieving Ceres Goals.

#### 3.2 The Management Committee's Relationship with Stakeholders

3.2.1 The Management Committee will use its best endeavours to familiarise itself with issues of concern to Members, Stakeholders and the Community.

3.2.2 The Management Committee will regularly evaluate economic, political, social and legal issues and any other relevant external matters that may influence or affect the operations and development of Ceres or the interests of Stakeholders/Community and, if thought appropriate, will take outside expert advice on these matters.

#### 3.3 Management Committee Procedures

3.3.1 The conduct of Committee of Management Members will be consistent with their duties and responsibilities in the Ceres Purposes and Rules, to Ceres and, indirectly, to Stakeholders. The Management Committee will be disciplined

in carrying out its role, with the emphasis on strategic issues and policy. Committee of Management Members will always act within any limitations imposed by the Management Committee on its activities.

3.3.2 Committee of Management Members will use their best endeavours to attend Management Committee meetings and to prepare thoroughly. Committee of Management Members are expected to participate fully, frankly and constructively in Management Committee discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Management Committee table. Committee of Management Members unable to attend a meeting will advise the Chair or Secretary as soon as possible.

3.3.3 Management Committee discussions will be open and constructive, recognising that genuinely held differences of opinion can, in such circumstances, bring greater clarity and lead to better decisions. The Chair will, nevertheless, seek a consensus in the Management Committee but will ultimately call for a vote in accordance with 8.4 (a) of the Rules and Purposes.

3.3.4 The Management Committee has sole authority over its agenda and exercises this through the Chair. Any Committee of Management Members may, through the Chair, request the addition of an item to the agenda. The Chair in consultation with the Team Leaders will set the agenda.

3.3.5 The Management Committee will normally hold meetings in each month of the year and will hold additional meetings as the occasion requires. The Management Committee will consider:

- \* operations report from the Team Leaders;
- \* a report from the accountant;
- \* specific proposals for capital expenditure and acquisitions over \$50,000; and
- \* major issues and opportunities for Ceres.

In addition the Management Committee will, at intervals of not more than one year:

- \* review Ceres Goals;
- \* approve the annual budget;
- \* approve the annual report;
- \* review Ceres audit requirements;
- \* undertake Management Committee and individual Committee of Management Members evaluations;
- \* review the Team Leader's performance and remuneration;
- \* review remuneration policies and practices in general including any incentive schemes for Team Leaders;
- \* review risk assessment policies and controls including insurance covers and compliance with legal and regulatory requirements;
- \* review donations and sponsorships over \$500
- \* review the strategies for achieving Ceres Goals;
- \* approve the annual financial statements;
- \* review the Management Committee composition, structure and ;
- \* review the performance of, necessity for and composition of sub committees
- \* settle the following year's Management Committee work plan.

3.3.6 Committee of Management Members are entitled to have access, to all relevant Ceres information via the relevant Team Leaders.

3.3.7 Committee of Management Members are expected to strictly observe the provisions of the Act applicable to the use and confidentiality of Ceres information.

3.3.8 In making policy the Management Committee will not reach specific decisions unless it has considered the more general principles upon which they are founded, and in reaching other specific decisions the Management Committee will consider the policies against which the decisions are made.

### **3.4 Chair and Assistant Secretary/Chairperson**

3.4.1 Each year the Members will elect a Chair and Assistant Secretary/Chairperson at the AGM.

3.4.2 The Assistant Secretary/Chairperson will deputise for the Chair in his or her absence or at his or her request.

3.4.3 The Chair is responsible for representing the Management Committee to the media, government agencies, sponsors and large donors or delegating this responsibility to Team Leaders

3.4.4 The Chair is responsible for ensuring the integrity and effectiveness of the governance process of the Management Committee as set out in this Part 3.

3.4.5 The Chair is responsible for maintaining regular dialogue with the Team Leaders over all operational matters and will consult with the remainder of the Management Committee promptly over any matter that gives him or her cause for major concern.

3.4.6 The Chair will act as facilitator at meetings of the Management Committee to ensure that no Committee of Management Members, whether executive or non-executive, dominates discussion, that appropriate discussion takes place and that relevant opinion among Committee of Management Members is forthcoming. The Chair will ensure that discussions result in logical and understandable outcomes.

### **3.5 Sub Committees**

3.5.1 Sub Committees will be formed where it is necessary to focus on a particular organisational need to facilitate efficient decision making.

3.5.2 Each Sub Committee will be chaired by a Committee of Management Member who is not a staff member/Team Leader

- 3.5.3 Management Committee members are expected to be a member of at least one sub committee
- 3.5.4 Sub committees will observe the same rules of conduct and procedure as the Management Committee unless the Management Committee determines otherwise.
- 3.5.5 Sub committees will only speak or act for the Management Committee when so authorised. The authority conferred on a Sub committee will not deviate from the authority delegated to the Team Leaders
- 3.5.6 The Management Committee has the following sub-committees with briefs as indicated ;

**\* Economic Wellbeing Sub Committee**

To receive financial reports, to review progress against budget targets, provide commercial support and guidance to the Team Leaders at CERES and make recommendations to the COM

**\* Governance and Policy Sub Committee**

To receive reports and make recommendations to the Committee of Management on the following broad issues: CERES Governance issues; Initiating AGM's and EGM's; CERES staffing issues; General operational policies; Stakeholder relations; Keep a watching brief on CERES Rules and Purpose; Issues referred to it by the Committee of Management.

**\* Marketing, publicity and membership Sub Committee**

To provide strategic direction and practical assistance to Ceres to lift the profile of the park within the local community and greater Melbourne, and increase visitation, custom and membership.

**\* Site Planning Sub Committee**

To collectively discuss and plan at a strategic level the direction and priorities or site maintenance and development, process and approve site development proposals and ensure compliance with CERES Master Plan, track the implementation of the site strategic plan.

**\* Strategic Planning Sub Committee**

To review the CERES strategic 2002 - 2005 and to facilitate the development of the 2006 - 2009 plan

### **3.7 Induction of New Directors**

3.7.1 Genuine potential Committee of Management Members are encouraged to carry out "due diligence" on Ceres before accepting an appointment to the Management Committee. Attendance at at least two Management Committee meetings prior to appointment is recommended and encouraged.

3.7.2 On their first appointment, non-executive Committee of Management Members will have the benefit of an induction programme aimed at deepening their understanding of Ceres, its goals and purposes, its operations and the environment and industry in which Ceres operates. As part of the programme Committee of Management Members will receive a folder of essential Management Committee and Organisation information, will meet Team Leaders and visit Organisation establishments/service provision locations.

3.7.3 Committee of Management Members are expected to keep themselves abreast of changes and trends in the sustainability industry and in Ceres wider environment and community and to keep abreast of changes and trends in the economic, political, social and legal climate generally.

### **3.8 Committee of Management Members' Remuneration**

3.8.1 Remuneration shall not be paid to Committee of Management Members for the purposes of being a member of the COM

### **3.9 Provision of Business or Professional Services by Committee of Management Members**

3.9.1 Because a conflict of interest (actual or perceived) may be created, Committee of Management Members should not, generally, provide business or professional services of an ongoing nature to Ceres.

3.9.2 Notwithstanding the general rule, Ceres is at liberty to:

\* for the purpose of a special assignment, engage the services of any Committee of Management Members having special expertise in the particular field; or

\* engage the services of another member of a Committee of Management Member's organisation

so long as the terms of engagement are competitive, are clearly recorded and all legal requirements for disclosures of the engagement are properly observed.

### **3.10 Other Management Committee Appointments**

3.10.1 Any Committee of Management Members is, while holding office, at liberty to accept other Management Committee appointments so long as the appointment is not in conflict with Ceres interests and does not detrimentally affect the Committee of Management Member's performance as a Committee of Management Member. All other appointments must first be discussed with the Chair before being accepted.

### **3.11 Independent Professional Advice**

3.11.1 Any Committee of Management Member is entitled to obtain the advice of a fellow COM member or General Member relating to the affairs of Ceres or to his or her other responsibilities as a Committee of Management Member.

3.11.2 If a Committee of Management Member considers such advice is necessary the Committee of Management Member shall first discuss it with the Chair and, having done so, shall be free to proceed.

3.11.3 If a Committee of Management Member considers such external paid advice is necessary the Committee of Management Member shall first discuss it with the Chair and Assistant Secretary/Chairperson who shall decide if it is to be funded by CERES

### **3.12 Management Committee and Committee of Management Members Evaluations**

3.12.1 The Management Committee will, each year, critically evaluate its own performance, and its own processes and procedures to ensure that they are not unduly complex and are designed to assist the Management Committee in effectively fulfilling its role. A duly elect Management Committee member will collect and collate the evaluations and discuss the results with the rest of the Management Committee as a whole.

3.12.2 The evaluation shall be tabled at the AGM.

3.12.3 Each year, individual Committee of Management Members will be evaluated by a process determined and documented in the Management Committee Evaluation Policy.

3.12.4 The Governance and Policy Committee is responsible for overseeing the development of policy and the evaluation process.

### **3.13 Indemnities and Insurance**

3.13.1 Ceres will provide Committee of Management Members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Committee of Management Members, to a level decided by the COM.

## **Part 4 Management Committee-Team Leaders Relationship**

### **4.1 Position of Team Leaders**

4.1.1 The Management Committee will link Ceres governance and management functions through the Team Leaders.

4.1.2 The Management Committee will agree with the Team Leaders to achieve specific results directed towards Ceres Goals. This will be discussed at the annual Team Leaders review.

4.1.3 Between Management Committee meetings the Chair maintains an informal link between the Management Committee and the Team Leaders, expects to be kept informed by the Team Leaders on all-important matters, and is available to the Team Leaders to provide counsel and advice where appropriate.

4.1.4 Only decisions of the Management Committee acting as a body are binding on the Team Leaders. Decisions or instructions of individual Committee of Management Members, officers or committees are not binding except in those instances where the Management Committee gives specific authorisation.

### **4.2 Accountability of Team Leaders to Management Committee**

4.2.1 The Team Leaders, in association with the Chair, are accountable to the Management Committee for the achievement of Ceres Goals.

4.2.2 At each of its normal monthly meetings the Management Committee should expect to receive from or through the Team Leaders: the operational and other reports and proposals referred to in paragraph **3.3.7**;

### **4.3 Team Leader Accountabilities**

4.3.1 The Team Leaders are expected to act within all specific authorities delegated to them by the Management Committee.

4.3.2 The Team Leaders are expected to not cause or permit any practice, activity or decision that is contrary to commonly accepted good business practice or professional ethics.

4.3.3 In allocating the capital and resources of Ceres the Team Leaders are expected to adhere to Ceres Goals.

4.3.4 The Team Leaders are expected to not cause or permit any action without taking into account the health, safety, environmental and political consequences and their effect on long-term *Organisation* value.

4.3.5 In financing Ceres the Team Leaders are expected to not cause or permit any action that is likely to result in Ceres becoming financially embarrassed.

4.3.6 The assets of Ceres are expected to be adequately maintained and protected, and not unnecessarily placed at risk. In particular, Ceres must be operated with a comprehensive system of internal control, and assets or funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards acceptable to Ceres external auditors.

4.3.7 The Team Leaders are expected to not permit employees and other parties working for Ceres to be subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe.

4.3.8 The Team Leaders are expected to not cause or permit payments to be made or rewards given unless they are in return for contributions towards the purposes of Ceres and are proportional to the extent that the contribution in question has furthered such purposes.