

- **Burmese Community Development Collaboration (BCDC)**

BOARD GOVERNANCE POLICY

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1. Introduction

The Burmese Community Development Collaboration (BCDC) is committed to maintaining the highest standards of governance, accountability, transparency, ethical leadership, and responsible stewardship in pursuing its charitable purposes. Effective governance is fundamental to achieving BCDC's mission, maintaining public trust, safeguarding organisational resources, and ensuring accountability to members, beneficiaries, donors, funding partners, regulators, volunteers, employees, and the wider community.

The Board of Directors is the governing body responsible for providing strategic leadership, overseeing organisational performance, ensuring legal and regulatory compliance, and promoting a culture of integrity and continuous improvement. In fulfilling these responsibilities, the Board is committed to operating in accordance with applicable legislation, the BCDC Constitution, recognised Australian governance standards, and internationally recognised principles of good governance.

This Board Governance Policy establishes the governance framework for the Board of Directors and provides guidance on Board composition, governance responsibilities, decision-making, leadership, accountability, and Board effectiveness. It complements the BCDC Constitution and other Board-approved governance policies by setting out the principles and practices that support effective governance across the organisation.

1.1 Purpose

The purpose of this Policy is to establish a clear governance framework that supports the effective operation of the Board of Directors and promotes sound governance throughout BCDC.

Specifically, this Policy aims to:

- define the governance principles that guide the Board in fulfilling its responsibilities;
- clarify the roles, responsibilities, authority, and accountability of the Board and individual Directors;
- promote effective strategic leadership, independent oversight, and responsible stewardship of organisational resources;
- strengthen governance practices through transparency, accountability, integrity, and ethical decision-making;
- support compliance with applicable legislation, the BCDC Constitution, and recognised governance standards; and
- promote continuous governance improvement and organisational sustainability.

1.2 Scope

This Policy applies to all members of the Board of Directors, including the Chairperson, Treasurer, Secretary, ordinary Directors, Board committees, and any individual appointed by the Board to undertake governance responsibilities.

Where relevant, this Policy also applies to senior management in relation to matters involving delegated authority, governance reporting, and the relationship between the Board and management.

This Policy should be read together with the BCDC Constitution and all other Board-approved governance policies.

1.3 Policy Statement

BCDC is committed to maintaining a governance framework that is accountable, transparent, ethical, and effective.

The Board shall exercise its governance responsibilities with integrity, independence, fairness, professionalism, and due diligence while acting at all times in the best interests of BCDC and its charitable purposes.

The Board is committed to maintaining governance systems that reflect recognised Australian not-for-profit governance standards, promote public confidence, strengthen organisational sustainability, and support continuous improvement.

1.4 Objectives

The objectives of this Policy are to:

- establish a governance framework that supports effective Board leadership and oversight;
- promote accountability, transparency, integrity, and ethical governance;
- ensure effective strategic planning, financial oversight, risk management, and organisational accountability;
- strengthen independent governance and objective decision-making;
- promote compliance with applicable legal and regulatory requirements;
- support continuous governance improvement through regular review and professional development; and
- contribute to the long-term sustainability and effectiveness of BCDC.

2. Legal and Governance Framework

This Policy has been developed within the legal and governance framework applicable to BCDC as an Australian registered charity and not-for-profit organisation.

The Board recognises that effective governance requires compliance with applicable legislation, adherence to recognised governance standards, and the implementation of Board-approved governance policies that support accountability, transparency, ethical leadership, and responsible organisational management.

The Board shall ensure that BCDC's governance framework is regularly reviewed and updated to reflect legislative changes, organisational development, and recognised governance best practice.

2.1 Relevant Legislation

The Board shall ensure that BCDC complies with all legislation applicable to its governance and operations.

Relevant legislation includes, but is not limited to:

- Corporations Act 2001 (Cth);
- Australian Charities and Not-for-profits Commission Act 2012 (Cth);
- Privacy Act 1988 (Cth);
- Fair Work Act 2009 (Cth);
- applicable Work Health and Safety legislation;
- applicable anti-discrimination and equal opportunity legislation;
- taxation legislation applicable to registered charities; and
- any other Commonwealth, State or Territory legislation relevant to BCDC's activities.

2.2 BCDC Constitution

The BCDC Constitution is the organisation's principal governing document and establishes its legal structure, charitable purposes, membership arrangements, governance framework, powers of the Board, and decision-making processes.

This Policy complements the Constitution by providing practical guidance on governance matters. Where any inconsistency exists between this Policy and the Constitution, the Constitution shall prevail.

2.3 ACFID Code of Conduct

BCDC has developed this Policy to strengthen its governance framework and to align its governance practices with the principles and expectations of the ACFID Code of Conduct. The Board recognises the ACFID Code of Conduct as an important benchmark for accountability, ethical leadership, transparency, safeguarding, responsible financial management, and organisational effectiveness within Australia's international development and humanitarian sector.

The Board is committed to progressively strengthening governance systems that are consistent with the principles and quality standards promoted by the ACFID Code of Conduct as part of BCDC's ongoing organisational development and commitment to recognised good governance practices.

2.4 ACNC Governance Standards

The Board is committed to ensuring that BCDC's governance practices remain consistent with the **Australian Charities and Not-for-profits Commission (ACNC) Governance Standards**.

The Board shall promote governance arrangements that support:

- compliance with Australian laws;
- responsible governance by Directors;
- effective financial oversight;
- accountability and transparency;
- responsible stewardship of organisational resources; and
- effective oversight of BCDC's charitable purposes.
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2.5 Other Applicable Standards

In addition to applicable legislation and recognised governance standards, the Board shall have regard to:

- Board-approved governance policies;
- funding agreements and contractual obligations;
- donor accountability requirements;
- recognised Australian not-for-profit governance principles;
- organisational values and strategic priorities; and
- other governance requirements adopted by the Board from time to time.

3. Governance Principles

The Board shall be guided by the following governance principles in fulfilling its responsibilities and exercising its authority.

3.1 Accountability

The Board is accountable for the effective governance of BCDC and shall ensure that decisions are made responsibly, organisational resources are used appropriately, and the organisation remains accountable to its members, beneficiaries, donors, regulators, funding partners, and the wider community.

3.2 Integrity

Directors shall act honestly, ethically, and in good faith, exercising independent judgement and avoiding actual, potential, or perceived conflicts of interest. The Board shall promote a culture of professionalism, respect, and ethical conduct throughout the organisation.

3.3 Transparency

The Board shall promote openness in governance by ensuring that decisions, financial information, and organisational reporting are accurate, timely, and appropriately communicated, while respecting legal and confidentiality obligations.

3.4 Ethical Leadership

The Board shall lead by example, demonstrating honesty, fairness, accountability, and respect in all governance activities. Directors shall promote an organisational culture that reflects BCDC's values and charitable purposes.

3.5 Diversity, Equity and Inclusion

The Board is committed to fostering a governance environment that values diversity, promotes equitable participation, and encourages inclusive decision-making. In appointing Directors, consideration shall be given to achieving an appropriate balance of skills, experience, backgrounds, and perspectives that support effective governance and reflect the communities served by BCDC.

3.6 Independence

The Board shall exercise independent judgement and make decisions solely in the best interests of BCDC. Directors shall avoid undue influence and manage conflicts of interest in accordance with Board-approved policies. The Board is committed to maintaining a majority of non-executive Directors to strengthen independent oversight and objective governance.

3.7 Stewardship

The Board shall exercise responsible stewardship of BCDC's financial, human, physical, and intellectual resources to ensure their effective, efficient, and sustainable use in achieving the organisation's charitable purposes.

3.8 Continuous Improvement

The Board is committed to regularly reviewing its governance practices, evaluating its effectiveness, supporting ongoing Director development, and implementing improvements that strengthen governance capability, organisational performance, and accountability.

4. Board Composition and Structure

The effectiveness of BCDC's governance depends on a Board that is appropriately constituted, possesses a diverse range of knowledge and experience, and operates with integrity, independence, and collective responsibility. The Board shall be structured to provide effective strategic leadership, independent oversight, and accountable governance in support of BCDC's charitable purposes.

In determining its composition, the Board shall seek to maintain an appropriate balance of governance capability, professional expertise, diversity, and community representation to enable informed decision-making, effective oversight, and long-term organisational sustainability.

4.1 Role of the Board

The Board of Directors is the governing body responsible for the overall direction, governance, and accountability of BCDC.

The Board shall collectively:

- establish and safeguard BCDC's vision, mission, charitable purposes, and strategic direction;
- oversee organisational performance and long-term sustainability;
- approve major organisational policies and governance frameworks;
- oversee financial management, risk management, safeguarding, and legal compliance;
- monitor the effective use of organisational resources;
- ensure accountability to members, beneficiaries, donors, funding partners, regulators, and other stakeholders;
- promote ethical leadership, transparency, and good governance throughout the organisation; and
- act at all times in the best interests of BCDC.

The Board exercises its authority collectively. Individual Directors shall not act or make decisions on behalf of BCDC unless authorised by the Board or permitted under the Constitution.

4.2 Board Size

The number of Directors shall be determined in accordance with the BCDC Constitution.

The Board shall maintain a size that enables effective governance while providing an appropriate balance of knowledge, experience, diversity, and independent oversight. The Board shall periodically review its composition to ensure that it remains capable of effectively governing the organisation and responding to its strategic priorities.

Where vacancies arise, the Board shall take reasonable steps to ensure that appointments are made in accordance with the Constitution and support the ongoing effectiveness of the Board.

4.3 Skills and Diversity

The Board shall collectively possess the knowledge, skills, experience, and personal qualities necessary to govern BCDC effectively.

When considering Board composition, regard shall be given to achieving an appropriate balance of expertise in areas relevant to the organisation, including governance, leadership, finance, risk management, legal and regulatory compliance, community development, safeguarding, strategic planning, organisational management, and stakeholder engagement.

The Board is committed to promoting diversity, equity, and inclusion. Board appointments should seek to achieve an appropriate balance of gender, age, cultural background, ethnicity, professional expertise, lived experience, and community representation. A diverse Board strengthens governance by encouraging broader perspectives, informed decision-making, innovation, and responsiveness to the communities served by BCDC.

4.4 Majority of Non-Executive Directors

To promote independent oversight and strengthen good governance, the majority of Directors on the BCDC Board shall be non-executive Directors.

For the purposes of this Policy, a non-executive Director is a Director who:

- does not hold a paid executive management position within BCDC;
- is not responsible for the day-to-day operational management of the organisation;
- exercises independent judgement in performing governance responsibilities; and
- provides objective oversight of the organisation's strategy, financial management, risk management, compliance, and overall performance.

The Board shall seek to maintain a majority of non-executive Directors at all times through its appointment, election, and succession processes. Where temporary circumstances result in this requirement not being met, the Board shall take reasonable steps to restore compliance as soon as practicable.

Maintaining a majority of non-executive Directors strengthens the Board's independence, enhances public confidence, supports sound governance, and reduces the risk of conflicts between governance and operational management.

4.5 Independence of Directors

All Directors shall perform their duties independently, objectively, and in the best interests of BCDC.

Directors shall:

- exercise independent judgement in all Board deliberations and decisions;
- act honestly, in good faith, and with due care and diligence;
- avoid actual, potential, or perceived conflicts of interest and disclose them in accordance with the Conflict of Interest Policy;
- maintain the confidentiality of Board information;
- avoid improper influence arising from personal, financial, political, or organisational interests; and
- support collective Board decisions once they have been made.

The Board shall promote a culture in which respectful discussion, constructive challenge, and evidence-based decision-making are encouraged.

4.6 Office Bearers

The Board shall appoint Office Bearers in accordance with the BCDC Constitution.

Office Bearers shall ordinarily include:

- Chairperson;
- Treasurer; and
- Secretary.

Where considered appropriate, the Board may also appoint other office bearers permitted under the Constitution.

Office Bearers have additional responsibilities associated with their respective positions but remain collectively accountable as members of the Board. Their responsibilities shall be exercised in accordance with the Constitution, this Policy, and other Board-approved governance documents.

4.7 Company Secretary

Where a Company Secretary is appointed, the Company Secretary shall support the effective governance and administration of the Board.

The Company Secretary's responsibilities may include:

- providing governance advice to the Board on procedural and compliance matters;
- coordinating Board and committee meetings;
- preparing and distributing meeting notices, agendas, and Board papers;
- maintaining Board records, minutes, and statutory registers;
- supporting compliance with legal and governance obligations;
- assisting with the induction of newly appointed Directors;
- maintaining governance documentation; and
- facilitating communication between the Board and senior management.

Where BCDC has not appointed a separate Company Secretary, these responsibilities may be performed by the Secretary or another person authorised by the Board, in accordance with the Constitution.

5. Roles and Responsibilities

The Board of Directors is responsible for providing strategic leadership, governance, and oversight to ensure that BCDC fulfils its charitable purposes and operates in accordance with its Constitution, applicable legislation, and Board-approved policies.

While the Board exercises its authority collectively, individual Directors and Office Bearers have specific responsibilities that contribute to the effective governance of the organisation. All Directors shall perform their duties honestly, in good faith, with due care and diligence, and in the best interests of BCDC.

5.1 Collective Responsibilities of the Board

The Board is collectively responsible for the governance and long-term sustainability of BCDC. In fulfilling this role, the Board shall:

- establish and oversee BCDC's vision, mission, values, strategic direction, and charitable purposes;
- approve organisational strategies, major policies, and governance frameworks;
- ensure compliance with the BCDC Constitution, applicable legislation, funding agreements, and Board-approved policies;
- oversee financial management, budgeting, financial reporting, and the prudent stewardship of organisational resources;
- oversee risk management, safeguarding, internal controls, and organisational compliance;
- monitor organisational performance against strategic objectives;
- appoint, support, monitor, and where appropriate, evaluate the Chief Executive Officer or equivalent senior executive, where applicable;
- promote ethical leadership, accountability, transparency, and good governance; and
- act collectively in the best interests of BCDC.

The Board shall remain accountable for all governance decisions, including those made under delegated authority.

5.2 Individual Responsibilities of Directors

Each Director is responsible for contributing actively to the effective governance of BCDC.

Directors shall:

- understand and comply with the BCDC Constitution and Board-approved policies;
- act honestly, ethically, and in good faith;
- exercise reasonable care, diligence, and independent judgement;
- attend and actively participate in Board meetings;
- prepare adequately for meetings and decision-making;
- contribute constructively to Board discussions;
- declare actual, potential, or perceived conflicts of interest;
- maintain the confidentiality of Board information;
- support collective Board decisions once they have been made;
- undertake ongoing governance learning and professional development; and
- always act in the best interests of BCDC rather than personal, professional, or external interests.

5.3 Responsibilities of the Chairperson

The Chairperson provides leadership to the Board and promotes effective governance throughout the organisation.

The Chairperson shall:

- provide strategic leadership to the Board;
- chair Board and general meetings in accordance with the Constitution;
- promote effective governance and Board effectiveness;
- facilitate informed, balanced, and respectful discussion;
- encourage constructive participation by all Directors;
- ensure that Directors receive appropriate information to support effective decision-making;
- oversee the implementation of Board decisions;
- support the induction and ongoing development of Directors; and
- represent the Board where authorised.

5.4 Responsibilities of the Treasurer

The Treasurer provides leadership in relation to financial governance and accountability.

The Treasurer shall:

- assist the Board in overseeing BCDC's financial management;
- review budgets, financial reports, and financial performance;
- monitor the organisation's financial sustainability;
- support effective financial controls and accountability;
- advise the Board on significant financial risks and issues;
- support compliance with financial reporting obligations; and
- liaise with auditors and finance personnel where appropriate.

The Treasurer's role is one of governance and oversight and does not extend to the day-to-day administration of BCDC's finances.

5.5 Responsibilities of the Secretary

The Secretary supports the effective governance and administration of the Board.

The Secretary shall:

- coordinate Board and general meetings;
- prepare or oversee meeting notices, agendas, and minutes;
- maintain Board records and governance documentation;
- maintain statutory registers and records where required;
- assist the Board in monitoring governance compliance;
- support the induction of newly appointed Directors; and
- facilitate communication between the Board, management, and members where appropriate.

5.6 Delegation of Authority

The Board may delegate specific powers, functions, or responsibilities to Board committees, the Chief Executive Officer, senior management, or other authorised persons where appropriate.

Any delegation of authority shall:

- be approved by the Board;
- be clearly documented and communicated;
- specify the scope and limits of delegated authority;
- remain consistent with the BCDC Constitution and Board-approved policies; and
- be subject to appropriate reporting, monitoring, and review.

Delegation does not remove the Board's ultimate responsibility for governance. The Board retains accountability for the organisation's strategic direction, governance, financial oversight, risk management, safeguarding, and legal compliance.

5.7 Relationship Between the Board and Management

The Board and management have distinct but complementary roles in the governance and operation of BCDC.

The Board is responsible for governance, strategic leadership, oversight, and accountability. Management is responsible for implementing the Board's strategic direction and managing the day-to-day operations of the organisation within the authority delegated by the Board.

To support effective governance, the relationship between the Board and management shall be based on:

- clearly defined roles and responsibilities;
- mutual respect and professionalism;
- open, honest, and timely communication;
- accountability through regular reporting and performance monitoring;
- respect for the distinction between governance and operational management; and
- a shared commitment to achieving BCDC's charitable purposes and strategic objectives.

The Board shall avoid involvement in routine operational matters except where necessary to fulfil its governance responsibilities or where intervention is required in accordance with the Constitution or applicable law.

6. Appointment and Tenure of Directors

The effectiveness of the Board depends upon the appointment and retention of Directors who possess the integrity, commitment, skills, experience, and independence necessary to govern BCDC effectively.

The appointment, election, tenure, and cessation of Directors shall be undertaken in accordance with the BCDC Constitution and applicable legislation. This Policy establishes the governance principles that guide Board appointments and succession while complementing, and not replacing, the constitutional requirements.

The Board shall seek to maintain an appropriate balance of knowledge, experience, diversity, independence, and continuity to ensure effective governance and long-term organisational sustainability.

6.1 Eligibility

A person may be appointed or elected as a Director only if they satisfy the eligibility requirements prescribed by the BCDC Constitution and applicable legislation.

In considering prospective Directors, the Board should have regard to the individual's:

- commitment to BCDC's vision, mission, values, and charitable purposes;
- integrity, ethical conduct, and reputation;
- governance capability and leadership potential;
- relevant professional knowledge, skills, and experience;
- ability to exercise independent judgement;
- willingness to fulfil the duties and responsibilities of a Director; and
- capacity to contribute positively to the collective effectiveness of the Board.

6.2 Recruitment and Selection

The Board shall promote a transparent, fair, and merit-based approach to identifying and selecting prospective Directors.

When considering Board appointments, regard shall be given to:

- the current composition of the Board;
- identified skills and experience gaps;
- diversity and inclusion;
- the need to maintain a majority of non-executive Directors;
- succession planning and continuity of governance; and
- the strategic needs of BCDC.

The Board may use nominations, expressions of interest, interviews, reference checks, or other appropriate processes to assist in identifying suitable candidates.

6.3 Appointment and Election

The appointment and election of Directors shall be conducted in accordance with the BCDC Constitution.

Before accepting appointment or nomination, prospective Directors should:

- receive information regarding the responsibilities of Directors;
- receive relevant governance documents and policies;
- disclose any actual, potential, or perceived conflicts of interest;
- confirm their willingness to comply with the BCDC Constitution and Board-approved policies; and
- participate in the Board's Director Induction Program following appointment.

6.4 Reappointment

Directors may be eligible for reappointment or re-election in accordance with the BCDC Constitution.

In considering reappointment, the Board may take into account:

- attendance and participation in Board meetings;
- contribution to governance and strategic decision-making;
- commitment to BCDC's values and objectives;
- ongoing suitability and governance capability;
- organisational needs; and
- Board renewal and succession planning.

6.5 Casual Vacancies

Where a casual vacancy arises, the Board may appoint a suitably qualified person in accordance with the BCDC Constitution.

In making such appointments, the Board should seek to maintain continuity of governance while ensuring an appropriate balance of skills, diversity, independence, and organisational knowledge.

6.6 Resignation and Removal

A Director may resign by providing written notice in accordance with the BCDC Constitution.

A Director may be removed or cease to hold office in accordance with the Constitution, applicable legislation, or where they no longer satisfy the eligibility or governance requirements applicable to Directors.

The Board shall ensure that any resignation or removal process is conducted fairly, respectfully, transparently, and in accordance with the principles of procedural fairness.

7. Board Committees

The Board may establish committees to assist it in fulfilling its governance responsibilities by providing detailed consideration of specific matters requiring specialised knowledge, oversight, or ongoing monitoring.

Board committees support the work of the Board but do not replace or diminish the Board's collective responsibility for governance. The Board remains accountable for all decisions made by or on the recommendation of its committees.

7.1 Purpose

The purpose of Board committees is to:

- assist the Board in carrying out its governance responsibilities;
- provide detailed review and oversight of specific governance matters;
- improve the efficiency and effectiveness of Board decision-making;
- strengthen governance, accountability, and risk oversight; and
- make recommendations to the Board for consideration and approval.

7.2 Establishment of Committees

The Board may establish standing or ad hoc committees where it considers that specialised oversight or additional governance support is required.

Each committee shall operate under Board-approved Terms of Reference that define its:

- purpose;
- authority;
- membership;
- responsibilities;
- reporting arrangements; and
- review processes.

The Board may establish, amend, suspend, or dissolve committees as organisational needs change.

7.3 Committee Responsibilities

The responsibilities of each committee shall be determined by the Board through its Terms of Reference.

Depending on organisational needs, committees may provide advice or recommendations on matters including:

- finance, audit, and risk;
- governance and nominations;
- safeguarding;
- human resources;
- strategic planning;
- organisational development; and
- other matters referred by the Board.

Committees shall operate within the authority delegated by the Board and shall not exercise decision-making powers beyond those specifically delegated.

7.4 Reporting to the Board

Each committee shall report regularly to the Board regarding its activities, recommendations, and any significant issues arising from its work.

Committee recommendations shall be considered by the Board, which retains ultimate responsibility for governance decisions.

The Board shall periodically review the effectiveness, membership, and continuing need for each committee to ensure that committee structures remain appropriate to BCDC's governance requirements and strategic priorities.

8. Director Induction and Professional Development

BCDC recognises that an effective Board depends on Directors who understand the organisation, their governance responsibilities, and the legal and ethical obligations associated with their role. A structured induction program and ongoing professional development support Directors in carrying out their responsibilities effectively and contribute to good governance, informed decision-making, and continuous organisational improvement.

The Board is committed to ensuring that all newly appointed Directors receive a comprehensive induction and are provided with opportunities to maintain and enhance their governance knowledge throughout their tenure.

8.1 Purpose of Director Induction

The purpose of the Director Induction Program is to ensure that every newly appointed Director is able to participate effectively in the governance of BCDC as soon as practicable after appointment.

The induction program aims to:

- familiarise new Directors with BCDC's vision, mission, values, charitable purposes, and strategic priorities;
- explain the governance role of the Board and the responsibilities of Directors;
- ensure Directors understand their legal, fiduciary, and ethical obligations;
- introduce key governance policies, organisational procedures, and governance practices;
- support informed participation in Board discussions and decision-making;
- promote consistent governance standards across the Board; and
- strengthen the effectiveness of the Board as a whole.

8.2 Induction Program

Every newly appointed Director shall participate in a structured induction program coordinated by the Chairperson, Secretary, or another person authorised by the Board.

The induction program should ordinarily include:

- an introduction to BCDC's history, charitable purposes, vision, mission, values, and organisational structure;
- an overview of the BCDC Constitution and the governance responsibilities of the Board;

- an explanation of the respective roles of the Board, Office Bearers, Board committees, and senior management;
- an overview of BCDC's Strategic Plan and key organisational priorities;
- an introduction to the Board's meeting procedures, decision-making processes, and governance practices;
- a briefing on financial governance, risk management, safeguarding, and compliance responsibilities;
- an overview of the ACFID Code of Conduct, ACNC Governance Standards, and other governance obligations relevant to BCDC;
- introductions to fellow Directors and senior management, where applicable; and
- any other information considered necessary by the Board to support the Director in performing their governance responsibilities.

The Board shall maintain a Director Induction Checklist to assist in documenting the completion of the induction program.

8.3 Induction Resources

To support effective induction, newly appointed Directors should receive access to relevant governance and organisational documents, including, where applicable:

- the BCDC Constitution;
- this Board Governance Policy;
- the Code of Conduct;
- Conflict of Interest Policy;
- Strategic Plan;
- Risk Management Policy;
- Financial Wrongdoing Policy;
- Safeguarding and PSEAH policies;
- the most recent Annual Report;
- the latest audited financial statements;
- recent Board meeting minutes;
- Board committee Terms of Reference, where applicable; and
- other governance documents considered relevant by the Board.

Directors shall be encouraged to familiarise themselves with these documents and seek clarification whenever necessary.

8.4 Ongoing Professional Development

The Board recognises that effective governance requires continuous learning and the ongoing development of Directors. To maintain a high standard of governance and leadership, Directors shall actively enhance their knowledge, skills, and professional capabilities throughout their tenure on the Board.

As part of BCDC's commitment to recognised Australian governance standards and best practice, every Director shall become and remain a member of the Australian Institute of Company Directors (AICD) throughout their tenure as a Director, unless otherwise approved by the Board in exceptional circumstances. Membership of the AICD reflects BCDC's commitment to strengthening Board capability, ethical leadership, accountability, and sound governance.

Directors shall actively participate in relevant governance education and professional development opportunities provided by the AICD, including governance courses, director education programs, workshops, seminars, conferences, webinars, and other learning activities relevant to their governance responsibilities. Directors are expected to apply the knowledge and skills gained through these activities to improve Board effectiveness, organisational governance, and strategic leadership.

In addition to participation in AICD programs, Directors are encouraged to undertake other professional development activities that strengthen their knowledge of governance, leadership, legal responsibilities, financial oversight, safeguarding, risk management, strategic planning, and developments affecting the not-for-profit sector.

The Board shall, where appropriate and subject to available resources:

- support and facilitate Directors' membership of the Australian Institute of Company Directors (AICD);
- encourage and support participation in AICD governance education programs and other relevant professional development activities;
- provide governance briefings and updates on legislative, regulatory, and governance developments affecting the organisation;
- facilitate the sharing of governance knowledge, lessons learned, and good practice among Directors;
- periodically review the governance capability of the Board and identify professional development needs; and
- support Directors in maintaining the knowledge, skills, and competencies necessary to fulfil their governance responsibilities effectively.

Through ongoing professional development, including active engagement with the Australian Institute of Company Directors, the Board aims to strengthen its collective capability, promote continuous governance improvement, and ensure that BCDC maintains governance practices consistent with recognised Australian and international standards.

9. Board Meetings

Regular and well-managed Board meetings are essential to effective governance, informed decision-making, strategic oversight, and organisational accountability. The Board shall conduct its meetings in a manner that promotes transparency, respectful discussion, collective responsibility, and sound governance.

Board meetings shall be conducted in accordance with the BCDC Constitution, this Policy, and any Board-approved governance procedures.

9.1 Frequency of Meetings

The Board shall meet as often as necessary to fulfil its governance responsibilities and to ensure the effective oversight of BCDC.

The frequency of Board meetings shall be determined in accordance with the BCDC Constitution or by resolution of the Board, having regard to the strategic, financial, governance, and operational needs of the organisation.

Special meetings may be convened where circumstances require timely consideration of significant governance matters.

9.2 Agenda and Board Papers

Board meetings shall be supported by a clear agenda and relevant meeting papers to enable informed decision-making.

The Chairperson, in consultation with the Secretary and, where appropriate, senior management, shall determine the agenda for each meeting.

Board papers should:

- be distributed to Directors sufficiently in advance of meetings wherever practicable;
- provide accurate, relevant, and balanced information;
- clearly identify matters requiring discussion or decision;
- support informed strategic oversight; and
- be treated as confidential unless otherwise determined by the Board.

Directors are expected to review meeting papers before each meeting and seek clarification where necessary.

9.3 Quorum

A quorum shall be required before any Board meeting may proceed or decisions be made.

The quorum for Board meetings shall be determined in accordance with the BCDC Constitution.

Where a quorum is not present, the meeting may proceed for discussion purposes only unless otherwise permitted by the Constitution.

9.4 Decision-Making

The Board shall seek to make decisions through informed discussion, collaboration, and, wherever possible, consensus.

Where consensus cannot be achieved, decisions shall be made in accordance with the voting procedures set out in the BCDC Constitution.

In making decisions, the Board shall:

- act in the best interests of BCDC;
- consider relevant information and identified risks;
- exercise independent judgement;
- manage conflicts of interest appropriately;
- ensure decisions support BCDC's charitable purposes and strategic objectives; and
- respect collective responsibility for Board decisions.

9.5 Minutes and Records

Accurate records shall be maintained for all Board meetings.

Meeting minutes should accurately record:

- attendance;
- declarations of conflicts of interest;
- significant discussions;
- resolutions and decisions;
- actions arising; and
- any other matters required by law or considered appropriate by the Board.

Minutes shall be retained in accordance with applicable legal requirements and BCDC's record management practices.

9.6 Confidentiality

Directors shall maintain the confidentiality of Board discussions, documents, and information obtained through their role unless disclosure is authorised by the Board or required by law.

Confidential information shall be used solely for the purposes of fulfilling governance responsibilities and shall not be disclosed or used for personal benefit or to the detriment of BCDC.

This obligation continues after a Director ceases to hold office.

10. Board Performance and Review

The Board recognises that effective governance requires regular evaluation, reflection, and continuous improvement. Periodic review of the Board's performance supports accountability, strengthens governance capability, and contributes to the long-term effectiveness and sustainability of BCDC.

10.1 Board Performance Evaluation

The Board shall periodically evaluate its overall effectiveness in fulfilling its governance responsibilities.

The evaluation may consider matters including:

- strategic leadership;
- governance effectiveness;
- financial oversight;
- risk management;
- compliance with legal and governance obligations;
- Board culture and decision-making;
- achievement of strategic objectives; and
- the effectiveness of Board meetings and governance processes.

The Board may determine the method, timing, and scope of performance evaluations appropriate to the organisation's needs.

10.2 Director Performance Review

The Board may periodically review the contribution and effectiveness of individual Directors to support continuous improvement and effective governance.

Performance reviews may consider:

- attendance and participation;
- preparedness for meetings;
- contribution to Board discussions;
- commitment to governance responsibilities;
- compliance with the Code of Conduct and Board policies;
- professional development; and
- contribution to the collective effectiveness of the Board.

Performance reviews are intended to encourage development, strengthen governance capability, and support effective Board succession planning.

10.3 Governance Improvement

The Board is committed to continuously strengthening its governance framework.

To support continuous improvement, the Board shall, where appropriate:

- review governance policies and practices;
- consider lessons learned from governance reviews and organisational experience;
- monitor developments in governance standards and legislation;
- encourage governance learning and professional development; and
- implement improvements that enhance accountability, transparency, effectiveness, and organisational sustainability.

11. Policy Administration

This Policy provides the governance framework for the Board of Directors and shall be implemented in conjunction with the BCDC Constitution and other Board-approved governance documents.

The Board is responsible for ensuring that this Policy remains effective, relevant, and consistent with BCDC's governance needs and applicable legal and regulatory requirements.

11.1 Monitoring and Compliance

The Board shall monitor compliance with this Policy and take reasonable steps to ensure that governance practices remain consistent with its principles.

Directors are expected to understand and comply with this Policy as part of their governance responsibilities.

Any significant governance issues or non-compliance should be reported to the Board for consideration and appropriate action.

11.2 Policy Review

This Policy shall be reviewed by the Board at least every two years, or earlier where required due to:

- legislative or regulatory changes;
- amendments to the BCDC Constitution;
- changes to recognised governance standards;
- organisational growth or restructuring; or
- recommendations arising from governance reviews or Board evaluations.

Any amendments to this Policy shall be approved by the Board.

11.3 Related Documents

This Policy should be read together with other relevant governance documents, including:

- BCDC Constitution;
- Strategic Plan;
- Code of Conduct;
- Conflict of Interest Policy;
- Financial Wrongdoing Policy;
- Risk Management Policy;
- Safeguarding Policy;
- Child Safeguarding Policy;
- Prevention of Sexual Exploitation, Abuse and Harassment (PSEAH) Policy;
- Privacy Policy;
- Human Resources Management Policy;
- Volunteer Management Policy;
- Delegations of Authority (where applicable);
- Board Committee Terms of Reference (where applicable); and
- other Board-approved governance policies and procedures.

References

- Australian Charities and Not-for-profits Commission Act 2012 (Cth);
- Australian Charities and Not-for-profits Commission Regulation 2013 (Cth);
- Australian Charities and Not-for-profits Commission (ACNC) Governance Standards;
- Corporations Act 2001 (Cth) (where applicable);
- Privacy Act 1988 (Cth);
- Fair Work Act 2009 (Cth);
- Applicable Commonwealth, State, and Territory Work Health and Safety legislation;
- Applicable anti-discrimination and equal opportunity legislation;
- Australian Council for International Development (ACFID) Code of Conduct and Quality Principles;
- Australian Institute of Company Directors (AICD) Principles of Good Governance (