



Governance Charter



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DOGS SA

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Part 1: Governance Roles

The Roles of the Council

The Council's authority to govern Dogs SA comes from the Act under which it has been incorporated, the *Corporations Act 2001 (Cth)* as amended. In the interests of absolute clarity, the term "Councillor" in all Dogs SA documents, policies and procedures refers specifically to ALL individuals elected by membership to form the Dogs SA Council.

The Council has six clearly defined roles. They are:

Strategy formulation and approval

The Council approves and adopts the Strategic Plan and objectives for Dogs SA.

- This includes setting major goals for the sustainability and the growth of Dogs SA. The Council will consider the professional and technical advice provided by the Executive Officer.
- The Council sets organisational strategy by:
 - a. Approving the Strategic Plan which incorporates an analysis of the external environment and its impacts on Dogs SA and a risk management analysis. The Strategic Plan is reviewed annually, preferably at the same time as the Council is approving the annual Operational Plan. The Council may decide to convene focused workshop sessions for preparation and review of the Strategic Plan.
 - b. Approving the annual Operational Plan (in September/October) for the following year, making sure that its measures are aligned with the approved strategic directions – within the constraints of the available financial and human resources.
 - c. Approving the annual Dogs SA Budget. The income and expenditure components of the Budget must be tightly aligned with the Operational Plan and should be completed as an advanced draft in September/October each year.
 - d. Ensuring a rapid response capability, utilising electronic mediums for urgent decision making as required.

Executive Officer management

The Council is responsible for appointing, advising, monitoring, and evaluating the EO.

- This includes the following responsibilities:
 - a. Selecting and appointing the EO
 - b. Deciding the EO remuneration
 - c. Monitoring EO performance based on evidence of accomplishments, quality of reports, performance of staff and efficiency at Council meetings

- d. Evaluating EO performance in managing staff to accomplish the goals in the Operational Plan
- e. Providing mentor support to the EO and/or arranging for external mentoring if required
- f. Removing the EO through suspension or termination for serious breaches.

Council makes Delegations of Authority to the EO, and these are covered in the Delegations Authority Policy. The following responsibilities cannot be delegated and remain those of the Council:

- Investing in, seeking funding for, major capital expenditure, including all buildings and premises.
- Approving lease conditions and signing leases (for buildings and/or equipment that is over \$10,000 per year).
- Starting new business/service activities, terminating existing business/service activities and or approving major changes to existing business/service activities.
- Appointments of the Auditor – to be confirmed at the Annual General Meetings.
- Investing Dogs SA funds.
- Granting or revoking a power of attorney or limited authority to sign and/or act on behalf of Dogs SA.

[Monitor organisational performance](#)

Performance monitoring is an essential Council task that aims to achieve two objectives:

1. Ensuring that organisational performance – both financial and non-financial is consistent with the Dogs SA approved Strategic Plan and objectives.
2. Ensuring that Dogs SA elected Councillors and Officers are complying with their legal obligations; this also applies to delegations to the EO

Performance monitoring by Council includes several important mechanisms and decisions, such as:

- Reviewing monthly financial reports, provided by the EO, and prepared by the Finance Officer. Monthly financial reports should show income and expenditure, year to date, and variations against budget.
- At least twice per year, conduct a review of the Operational Plan.

[Risk Management](#)

The primary objectives of the risk management system at Dogs SA are to ensure:

- All sources of potential opportunity for harm to Dogs SA, both existing and potential, are identified, analysed, and treated appropriately.
- Business decisions through Dogs SA appropriately balance the risk and reward trade-off.
- Regulatory compliance and integrity in reporting are achieved
- The Council and EO understand the risk profile of Dogs SA and together they establish the appropriate “risk culture” that drives Dogs SA in all its business operations.

The **risk management** system includes at least five important processes:

1. Identifying and documenting responses to key risks in a Risk Management Plan that is incorporated into the Dogs SA Strategic Plan. The Risk Management Plan should be reviewed annually in line with the Strategic and Operational Plans.
2. Ensuring that there is a policy framework for the efficient and effective management of business operations. This should include Finance Policy & Procedure, Human Resources Policy and Procedure, orientation/induction procedures for new Councillors and new employees. The EO will be formally accountable for implementing the policies and procedures of the organisation.
3. Ensuring that delegations are in place to govern compliance. Delegations of Authority are included in the EO position description and the Delegations of Authority Policy.
4. Monitoring compliance with organisational policy and procedure through regular EO reports to the Council.
5. Mandating acceptable practices and behaviour and prohibiting unacceptable practices and behaviours. These are typically managed through Codes of Conduct, Confidentiality Agreements, Conflict of Interest Policy, and Rules.

[**Network on behalf of Dogs SA**](#)

Developing business networks and working to promote the work and reputation of Dogs SA are important ways for Councillors to add value to the organisation. This can be done individually, with other Councillors and/or alongside the EO.

Councillors are expected to act as ambassadors for Dogs SA and are expected to develop and maintain connections for the benefit of Dogs SA. Council will make every effort to implement a conscious program of networking to promote Dogs SA and to further its interests.

The Council should approve official networking activity if networking with a particular organisation/person will help Dogs SA to achieve the goals the Council has approved in the Strategic Plan and/or Operational Plan.

[**Communication with key stakeholder groups**](#)

The focus of communications with external stakeholders by the Council is on matters related to Dogs SA strategic directions and decisions, as well as information about its operations, especially its achievements.

- The Council has primary accountability for keeping key stakeholders informed of strategic directions, operational plans, and the organisations performance.
- The key stakeholders for Dogs SA to communicate with are:
 - a. Members
 - b. Affiliate Clubs
 - c. Australian National Kennel Club (ANKC) (Dogs Australia)
 - d. Dog and Cat Management Board (DCMB)
 - e. Any organisation that supports the welfare of dogs
 - f. LGA (Local Government Association)
- Communication options the Council can authorise are:
 - a. General meetings of members

- b. Annual Reports and Financial Statements
- c. Dogs SA website
- d. Social media (i.e., Facebook, Instagram etc)
- e. Media releases

Communications with Dogs SA members are the shared responsibility of the President and the EO. Councillors should ensure that any communication entered into by individual Councillors MUST only be about approved matters and not personal opinion or conjecture. If in any doubt Councillors should check with the President and/or EO to ensure that they always act in the interests of Dogs SA and are not in danger of breaching the Code and/or Rules.

Communications to the print and/or electronic media on matters associated with Dogs SA should only be through the President and/or EO (unless specific permission is given for this to be delegated).

Dogs SA official letterhead and/or branding should ONLY be used for Dogs SA business matters. If there is any doubt regarding the appropriateness of communication or use of letterhead, Councillors should check with the President and EO prior to sending communication or utilising Dogs SA letterhead/branding.

Matters discussed at meetings of the Council and its appointed Committees considered by the President as confidential may not be communicated to any person, organisation, or media outlet.

Minutes of Council (and/or appointed Committee) meetings are only available to members once said Minutes have been ratified/approved by Council. Said minutes are only available for review within the office of the EO.

Communication to staff is one of the key responsibilities of the EO, delegated by the Council.

If a Council member or employee is approached by the media for public comment, they must:

- Refer the person seeking comment to the President or the EO
- Not disclose any information, documents, or other forms of data to the person seeking comment without the prior approval of the President and EO.
- Inform the EO and/or President of the name of the person seeking comment, the reason for contact as well as a summary of any other relevant information as soon as possible.

[Council Structure](#)

The structure of the Council of Dogs SA is determined in the Constitution of Dogs SA.

Council members are elected by Dogs SA members.

The Constitution also provides for the filling of casual vacancies on the Council.

Requirements of Dogs SA Council Members

Councillors share ultimate responsibility for Dogs SA success. Therefore, Councillors have an individual responsibility to ensure that the Council is providing:

- Leadership to Dogs SA, particularly in areas of ethics and culture
- A clear and appropriate strategic direction
- Accountability to key stakeholders, including regulatory agencies
- Oversight of Policy and Procedure
- Oversight of all control and accountability systems including all financial operations, solvency, risk management and compliance
- Timely and effective decisions on matters that must come to Council and/or one of its appointed Committees.

Members seeking to be elected to the Council should be informed before each election of:

- The skills and knowledge required to be an effective Council
- The personal qualities that Councillors should possess
- The roles and duties of Councillors and office bearers

General characteristics of effective Councils

- All Council members should have extensive experience in at least one of the various aspects of Dogs SA activities
- At least one Council member with broad experience in corporate governance and Council development processes. If this is unavailable, the Council should focus on training and development to ensure this is present within Council.
- At least one Council member with a good understanding of finance, risk management and compliance matters
- At least one Council member with sound business skills to provide a focus on resource allocation.
- Thorough understanding of the organisation and its culture.

Personal qualities of Councillors

The Code of Conduct details best practice and the personal qualities required of Council members.

A successful Council will share the following personal qualities:

Strategic thinkers

- Understand stakeholder expectations (internal and external)
- Understand member wants and needs
- Remain objective (personality clashes, individual agendas, rumours etc. must **NOT** influence behaviours or decisions).

Business acumen

- understand the business environment (what impacts on purebred dogs - state-wide, nationally, and internationally)

- Focus on cost effectiveness
- Able to advance Dogs SA interests and business opportunities

Communication and interpersonal skills

- Approachable, especially for the EO, members and staff
- Ask questions but are able to listen

Analytical skills

- Focus on results – do not micromanage
- Look ahead and plan whilst paying attention to details
- Seek training and development to improve capabilities

Team players

- Council members share Dogs SA vision, work with other Council members, the EO and, if appropriate, Senior Staff.
- Devote sufficient time to prepare for Council meetings and Council duties.
- Maintain high ethical standards and avoid unproductive conflicts.

The Roles of Individual Councillors

Duties of Councillors

Councillors have a legal duty to:

- To act in good faith, including to avoid conflicts of interest
- To act with care and diligence in the performance of their duties (this means bringing a reasonable level of expertise and dedication to the position as Councillor)
- To act in the best interests of the organisation (“fiduciary duty”)
- Not to gain advantage by improper use of their position
- Not to misuse information
- Not to trade whilst insolvent

Councillors need to be aware of any State legislation that might impose personal liability for breaches.

Code of Conduct

The Dogs SA Council have endorsed the following Code of Conduct:

Behaviours

- *Act Honestly & In Good Faith*

Dogs SA Councillors must at all times act honestly, with reasonable skill, in good faith and in Dogs SA's best interests.

The *Corporations Act* has penalties if Councillors are found guilty of dishonest behaviour. The penalty is much higher if it can be shown that a Councillor deliberately intended to defraud the organisation, its members, its creditors, or anyone else.

- *Act with Care and Diligence*

Councillors are expected to do their job with reasonable care.

Allowing Dogs SA to perform activities outside its purposes, ignore its Constitution, or sell property at a lower than market price could be seen in legal terms as not exercising due care.

- *Act Loyally and Avoid Conflicts of Interest*

Councillors must disclose potential, perceived, or real conflicts of interest as soon as they arise regarding financial, political, or personal benefit from:

- a. Other business or professional activities
- b. Employment by or accountability to other person(s) or organisations
- c. Membership or friendship of other person(s) or organisations
- d. Ownership of property or other assets

If Dogs SA suffers from the Council entering into an agreement benefitting a Councillor personally, or which results from a position of conflict, damages may be recoverable from said Councillor(s).

- *Act in the Best Interests of the Organisation*

Where there are conflicts of interest, common law requires that Councillors put the interests of Dogs SA **first**. The interests of Dogs SA are regarded as being the interests of the members and affiliates of the organisation as a whole and not the interests of any particular member/affiliate or group of members/affiliates.

Councillors are also expected to use their position and power primarily for the benefit of Dogs SA.

- *Exercise Powers for their Proper Use*

Council can delegate their duties to the EO or through the EO to an appropriate senior staff member – however, this does not remove their legal responsibility to ensure that competent people carry out delegated duties properly.

The critical financial management duties that Councillors have legal responsibility for are:

- a. Approving an annual budget
- b. Examining the financial reports
- c. Checking that the financial reports are accurate
- d. Ensuring that Dogs SA can pay its debts

Councillors have a clear legal responsibility to maintain Dogs SA as a solvent organisation, which means that Councillors must at all times be able to testify to Dogs SA current financial viability.

- *Council Meeting Behaviours*

- a. Behave honestly and with integrity
- b. Act with care and diligence
- c. Treat everyone with respect and courtesy, and without harassment
- d. Comply with all applicable laws
- e. Maintain appropriate confidentiality
- f. Disclose, and take reasonable steps to avoid, any conflict of interest (potential, perceived or real)
- g. Use Dogs SA resources in a proper manner
- h. Not provide false or misleading information to a request for information
- i. Not make improper use of inside information or one's duties, status, power or authority in order to gain, or seek to gain, a benefit or advantage for oneself or for any other person
- j. Minimise chatter, gossip, and irrelevant remarks

k. Ensure that others are given a reasonable opportunity to put forward their views

Performance Expectations

Councillors are expected to be both collectively and individually accountable for all the decisions and actions that are taken, as well as not taken, by the Council.

The members and affiliates of Dogs SA expect that Councillors will specifically:

- a. Assist in the Council working cooperatively and effectively as a group
- b. Act in a business-like manner
- c. Act with the level of skill, care and diligence expected of a Councillor of a small organisation
- d. Undertake diligent analysis of all proposals presented to the Council
- e. Declare any conflicts of interest that arise
- f. Behave in a way that upholds the good reputation of Dogs SA at all times when in public

- g. Work for the benefit of Dogs SA rather than to benefit any particular group
- h. Keep all confidential information private
- i. Respect any special information obtained about Dogs SA members, staff, or volunteers
- j. Welcome any new Councillor elected to the Council

Collective Expectations

Councillors are obliged as a collective group to govern Dogs SA according to:

- a. The laws relating to Dogs SA as a legal entity
- b. The laws relating to the purpose for which Dogs SA was established
- c. The philosophy, objects, rules, and by-laws set down in the Constitution
- d. The terms and conditions of any Service Agreements entered into by the Council
- e. The policies, procedures and practices formally endorsed by the Council
- f. The provisions contained in a range of documents, including (but not limited to):
 - ✓ Applicable Industrial Relations Laws, Awards and Agreements
 - ✓ Occupational Health and Safety legislation

Individual Obligations

Each Councillor has a range of personal obligations as an individual Councillor, including:

- a. A Councillor working in another organisation is obliged to put the interests of Dogs SA above those of his/her employer when sitting on the Council or when acting as a Dogs SA Councillor.
- b. A Councillor who is involved with an outside group is obliged to put Dogs SA's interests above the other group's interests when sitting on the Council or when acting as a Dogs SA Councillor.
- c. A Councillor who has either a direct or indirect pecuniary interest in a particular issue or contract is obliged to exclude themselves from the Council's decision-making on that matter (see definition below of "pecuniary interest")
- d. Each Councillor is personally and individually responsible for assuring themselves that the Council's office-bearers are carrying out their designated functions and

that the Council is following the rules and regulations as laid down in Dogs SA Constitution.

[Conflicts of Interest](#)

Conflicts of interest are not harmful in themselves providing Councillors declare such conflicts to the Council. To protect both themselves and the Council, all Councillors should as far as possible formally declare in advance all of their interests that might lead to conflict for them in their role as a Councillor.

Councillors must disclose to the Council any perceived, potential, or real conflicts that may or might reasonably be thought to exist between the interests of the Councillor and the interests of Dogs SA. On election, Councillors will have an opportunity to declare any such interests and they will be entered into Dogs SA's Register of Ongoing Conflicts of Interest. Councillors should update this disclosure by notifying the EO at the commencement of every meeting or in writing in between meetings if there are changes to be made.

Councillors are also expected to indicate to the President any potential, perceived or real conflict of interest situation as soon as it arises. To ensure that Councillors have an opportunity to disclose new conflicts of interests, one of the first agenda items for each Council meeting will be the disclosure or update of any conflicts of interest. Any amendments to disclosure are to be tabled at this time and entered into the Register of Ongoing Conflicts of Interest.

The Council can request the Councillor to take reasonable steps to remove any conflict of interest within a specified time limit. Where a Councillor cannot, or is unwilling to, remove a conflict of interest; and/or wherever a conflict of interest is disclosed, the Councillor must leave the room where the Council is meeting when it discusses and votes on matters to which the conflict of interest relates and this exit and re-entry must be recorded in the minutes of the Council meeting.

A Councillor, at a Council meeting, may come to be faced with a conflict of interest over some matter that they had not foreseen and thus had not declared in advance. They must immediately inform the President of the conflict of interest and remove themselves from the meeting while the Council discusses and votes on the matter.

Councillors do not have to absent themselves when either:

- A conflict of interest relates to an interest common to all members; or
- The Council passes a resolution that identifies the Councillor, the nature and extent of the Councillor's interest and clearly states that the other Councillors are satisfied that the interest should not disqualify the Councillor concerned from discussion and/or voting on the matter.

Pecuniary Interest

- *Direct Pecuniary Interest is:*

When a Councillor stands to gain financially or otherwise benefits if the Council decides on a particular course of action and where the financial gain would be first-hand in the form of direct payments to the Councillor for supplying Dogs SA with goods or services as contracted by the Council.

- *Indirect Pecuniary Interest is:*

a. When a Councillor stands to gain financially or otherwise benefits if the Board decides on a particular course of action but where the gain would be second-hand or indirect in that the Councillor would gain through providing goods or services to a third party contracted by the Council to supply Dogs SA with goods or services,

Or

b. When a Councillor may not gain financially or otherwise benefits but where the Councillor's partner or family members stands to gain if the Council chooses a particular course of action (see "related party transactions").

Related Party Transactions

Related party transactions include any financial transaction between a Councillor or Officer and Dogs SA and are to be reported in writing to each Council meeting.

A related party means:

- a) A spouse or de facto spouse of the Councillor or Officer
- b) A parent, son or daughter of the Councillor or officer or their spouse or de facto spouse
- c) An entity over which the Councillor or Officer or a related party defined in a) or b) has a controlling interest.

In general, the Corporations Act requires related party transactions to be approved by the Members; the Council cannot approve these transactions. An exemption to this requirement occurs where the financial benefit is given on "arm's length" terms.

There is a process that the Council can follow to show that a financial benefit, such as awarding a contract to a company in which a Councillor is a partner, is given on "arm's length" terms. This process involves:

- Documenting specifications for the services/products
- Inviting competitive tenders by a deadline
- Submitting sealed tenders to the Company Secretary
- Establishing a Tender Evaluation Committee of Council to open and review all tenders received by the deadline. External, independent, and expert/technical persons can be appointed to this Committee by the Board to ensure decisions are informed by knowledge and experience
- Applying five selection criteria to generate a written recommendation to the Council for its decision: value for money; enhancing the capabilities of Dogs SA; open and effective competition; ethical behaviour and fair dealing; advancement of pure-bred dogs.

But the Council of Dogs SA will resolve that, where a related party transaction on “arm’s length” terms is being considered for approval by the Council, the Councillor or Officer to whom the decision applies will exclude herself/himself from the approval process.

The Company Secretary will maintain a separate “Register of Related Party Transactions”.
[Hospitality and Gifts](#)

While Dogs SA recognises the need from time to time to give or accept customary business courtesies in accordance with ethical business practices, Councillors and Officers will not solicit such courtesies and will not accept, gifts, services, benefits, or hospitality that might influence, or appear to influence, the Councillors’ and Officers’ conduct in representing Dogs SA.

[Sanctions](#)

If a Councillor breaches this Code of Conduct, the matter will be investigated by a Disputes Committee appointed by the Council. The Councillor may be suspended by the Council pending a recommendation from the Disputes Committee, and a final decision on the action to take – including dismissal from the Council – will be taken by the full Council at a meeting. The Constitution spells out the subsequent processes.

[The Roles of the President](#)

The President is considered the “lead” Councillor and uses their experience, skills, and attributes to facilitate the governance processes for Dogs SA.

The President’s primary function is to ensure that the Council accomplishes its role as expressed in the Constitution and this Charter of Governance, and to be the major point of contact between the Council and the EO/Senior management team.

The President is expected to show personal integrity and impartiality at all times.

The specific responsibilities of the President have been clustered under six headings.

[Council Leadership](#)

- Ensure the Council operates as an inclusive, well-functioning team
- Provide guidance to new Council members on what is expected of them, including by ensuring they are offered an induction program
- Set the tone for Council meetings and foster an ethical Council culture
- Monitor behaviour of Councillors against the Council’s Code of Conduct and initiate appropriate action in cases of non-compliance
- Ensure the Strategic Plan has been endorsed and is reviewed annually
- Initiate periodic evaluations of Dogs SA Council performance in accordance with the procedures laid out in the Charter of Governance
- Ensure that the Council discusses its development needs and includes appropriate indicators/measures in the Operational Plan and an appropriate cost allocation in the annual Budget.

Ensuring Effective Council Meetings

- Establish the agenda for Council meetings in consultation with the EO
- Establish an annual Council calendar together with the EO
- Together with the EO, ensure that appropriate Council papers are prepared on all matters requiring a decision at Council meetings, and ensure that such papers are circulated in advance
- Convene Council meetings as required under the Constitution
- Chair each Council meeting. The Constitution spells out alternate arrangements where this is not possible
- Ensure that time is allocated effectively, that all Councillors present are given the opportunity to contribute effectively, and that the Council comes to clear decisions with resolutions noted

Management Relations

- Communicate with the EO to ensure the Council is kept up to date on all relevant matters
- Be the principal point of contact between the Council and Dogs SA staff, through the EO
- Initiate and oversee the EO performance evaluation process
- Provide and/or arrange mentoring for the EO as required

Member/stakeholder Relations

- Chair Special and Annual General Meetings
- Be the spokesperson for the Council at Special and Annual General Meetings
- Communicate with members and stakeholders, on matters which relate to the governance of Dogs SA

Delegations

- The Council delegates to the President or the Executive Officer the responsibility for making emergency public comments on behalf of Dogs SA. All planned (not emergency) public comments are to be reviewed by Council prior to their dissemination.
- Any other accountabilities as specified in the Dogs SA Constitution

The Roles of the Company Secretary/ Public Officer (may be fulfilled by Executive Officer)

The Company Secretary/Public Officer is an Officer of Dogs SA subject to the provisions of the Corporations Act/Incorporations Act relating to company secretaries and to company officers. As an office holder, the Company Secretary/Public Officer is charged with facilitating Dogs SA corporate governance processes and is responsible for ensuring that the Council processes and procedures run efficiently and effectively.

The major areas of responsibility of the Company Secretary/Public Officer fall under the following headings:

- Corporations Act/Incorporations Act responsibilities
- Meeting management
- Compliance

- Governance and administration [Corporations Act/Incorporations Act Responsibilities General](#)

[Act/Incorporations Act Responsibilities General](#)

Under the Corporations Act/Incorporations Act the Company Secretary/Public Officer is obliged to ensure that:

- The registered office is established and maintained
- The registered office is open to the public for at least 3 hours per day, between 9am and 5pm weekdays. These hours are chosen by Dogs SA.
- Financial reports that are to be lodged with ASIC and/or CBS are, in fact, lodged
- Any changes to the organisation's Constitution are properly lodged with ASIC/CBS by the required time
- ASIC/CBS be advised of the address of the principal place of business and any changes to this address.
- ASIC/CBS is notified of the details of all office holders, and changes to those details.
- All compliance reporting documentation is properly lodged with ASIC/CBS by the required time

[Financial](#)

With regard to Dogs SA annual financial reporting, the Company Secretary/Public Officer is responsible for:

- Sending the financial report, Council report and Auditor's report to members
- Lodging the financial report, Council report, and Auditor's report with ASIC/CBS

[General Meetings](#)

With respect to Dogs SA 's general meetings, the Company Secretary/Public Officer will:

- Send out notices of general meetings including proxy forms
- Give members notice of member's resolutions or statements
- Maintain Dogs SA minute records
- Prepare proxy forms

[Registers](#)

The Company Secretary/Public Officer is also responsible for ensuring that the necessary registers required to be kept by the Corporations Act/Incorporations Act are established and properly maintained.

[Reports](#)

The Company Secretary/Public Officer will also ensure that Dogs SA lodges its yearly report with ASIC/CBS.

[Governance Meeting Management](#)

The Company Secretary/Public Officer has responsibilities in relation to all governance meetings of Dogs SA, that is, general meetings including the Annual General Meeting, Council meetings and Committee meetings of the Council.

For each of these meetings, the Company Secretary/Public Officer is responsible for:

- Preparing the notice of meeting and giving that notice as specified in the Dogs SA Constitution or by laws
- Assisting the Chairperson and EO to prepare an agenda
- Circulating the agenda and papers prior to the meeting
- Preparing for and attending the meeting
- Recording, finalising, distributing, and maintaining the minutes of all meetings

In relation to Council and Committee meetings of Dogs SA, the Company Secretary/Public Officer is responsible for maintaining a complete set of Board and Committee papers at Dogs SA main office.

Compliance

With respect to compliance, the Company Secretary/Public Officer is responsible for:

- Reviewing current compliance programs and reporting back to the Board and EO on any recommendation for change
- Working on the implementation of a compliance program adopted by the Council
- Ensuring all ASIC/CBS requirements are fully met
- Providing counsel on corporate governance principles and Councillor liability
- Keeping abreast of the Corporations Act/Incorporations Act and provisions relating to Dogs SA
- Providing advice to Councillors and Officers in relation to the requirements of legislation and regulations relevant to Dogs SA as well as Dogs SA Constitution

Governance Administration

With respect to governance administration, the Company Secretary/Public Officer is responsible for:

- Maintaining the Register of Ongoing Conflicts of Interest and the Register of Related Party Transactions
- Maintaining a Register of Company Policies as approved by the Dogs SA Council
- Maintaining, updating, and ensuring that all Councillors have an up-to-date copy of the Charter of Corporate Governance and associated governance documentation
- Maintaining the complete list of the Delegations of Authority
- Any other services the Chair or Council may require

The Roles of the Executive Officer (EO)

The Executive Officer (EO) is appointed by the Council. The Council appoints, suspends and/or terminates the EO by majority decision. The EO is to be advised of the time, place and agenda of all Council meetings and they are entitled to attend and speak at all meetings but do not hold a vote in Council decisions.

The EO's primary objective is to ensure the ongoing success of Dogs SA by effectively implementing all aspects of the business operations and development of Dogs SA with senior qualified staff.

The EO is of critical importance to Dogs SA in guiding Dogs SA to develop new and imaginative ways of providing services and securing resources to expand business. The EO

must have the industry (or related industry) knowledge and the credibility to fulfil the requirements of the role set out below.

The EO's roles are to:

- Assist the Council to develop a strategic vision, mission, values, and directions (goals/objectives). This includes assessing business opportunities of potential benefit to Dogs SA; advising on strategies for the sustainable competitive advantage of Dogs SA; and advising the Council on the most effective organisational structure for Dogs SA.
- Assist the Council to develop a Strategic Plan, subject to annual reviews, that responds to current and emerging realities in the Dogs SA operating environment, engages stakeholders, delivers services for members, and strengthens the financial sustainability of Dogs SA.
- Manage implementation of the Strategic Plan through the annual Operational Plan and related annual Budget preparation and periodic performance/progress reviews.
- Implement the top-level policy framework for the efficient and effective management of business operations, approved by the Dogs SA Council. This includes implementing the Risk Management Plan and upholding corporate policies and procedures as well as recommending changes to the Finance Policy & Procedures, the Human Resources Policy & Procedures, the Corporate Policy & Procedures etc.
- Service the Council's operations. The EO will usually participate in discussions at Council meetings; present a progress report including any concerns; and provide information to assist the Council with its decision making.
- Ensure Council is kept up to date and advised of all matters in relation to the organisation, including monthly reports on staffing, communications, strategic work and any other matters that should be brought to the attention of Council.
- Manage income and expenditure aligned with approved Budget and with approved delegations from the Council.
- Manage day-to-day operations of Dogs SA. This includes convening meetings of Senior Managers as well as ensuring statutory, legal, and regulatory compliance, with the Company secretary. All communication between Council and staff in relation to their work or the day -to-day operations of Dogs SA will occur via the EO.
- Set the principles for and approaches to employment arrangements for all employees, including award coverage.
- Hire, supervise, lead, appraise, promote, and terminate senior managers and other staff, subject to delegations for line managers/supervisors. This includes ensuring that an effective staff performance appraisal system is in place and is used.
- Set and maintain corporate culture and ensure its alignment with Dogs SA's strategic directions. This includes establishing and implementing acceptable and unacceptable staff behaviours and performance expectations and driving processes for their implementation and compliance.
- Ensure a safe workplace.

- Any other accountabilities specified in the Dogs SA Constitution or as detailed in the position description from time to time.

The Council of Dogs SA recognises that one of the major risks to Dogs SA is the loss of key personnel especially the EO. Therefore, the Council will act immediately if the EO is suspended, terminated, resigns, or is incapacitated to appoint an Acting EO either from within Dogs SA or from outside.

Part 2: Improving Council Process

Improving the Conduct of Council Meetings

Benchmarks of Effective Council Meetings

At well-prepared and well-conducted Council meetings, Councillors can:

- Obtain and exchange information with members of senior management for relevant business papers on the agenda
- Obtain and exchange information with each other
- Brainstorm – particularly on new and complex issues
- Establish goals and directives
- Share responsibility for Dogs SA performance
- Delegate authority
- Make decisions

The Dogs SA Council commits to achieving these benchmarks of effective Council meetings for every Council meeting.

Specific Considerations for Improving Dogs SA Council Meetings

The Dogs SA Council and Secretariat will continually monitor the following 15 specific issues, grouped under 3 main heading to ensure that Dogs SA Council meetings remain effective:

1. Planning

- Frequency
- Location
- Attendees: are the necessary technical/expert people present as well as Councillors
- Agenda and papers – pre circulated

2. Conduct

- Tone: business-like
- Decision focused: does it make sense; have risks been considered
- Consensus and voting
- Technologies – teleconferencing etc
- Quorum: is there a need to fill causal vacancies
- Calling Council meetings and Notice of Meeting
- Emergency decisions – eg., electronic motions/resolutions/actions as required

3. Active participation

- Punctual arrival and attendance, at start of Council meeting and after any breaks
- Focus contributions on the topic
- Value time – minimise diversions and lengthy speeches
- Accept decisions, whether present at the time of voting or not

Improving the Agenda for Board Meetings

The Council will use, and monitor the value of, the following suggested improvements:

1. Adopt a template of agenda items that balances the order so that the strategic issues are not swamped by administrative issues.
2. Conflict of Interest declaration to be at the top of the agenda.
3. The agenda should be set by the President in conjunction with the EO
4. Council members should table items for the agenda through the President
5. Time frames should be set for each agenda item
6. Identify papers with “for decision”, “for noting”, “for information”
7. Any Other Business should NOT be utilised for “new business” – AOB should be reserved for quick items that have cropped up during the meeting
8. Evaluate Council meetings periodically – Councillors could agree to institute a self-assessment form to be used annually or bi-annually, or a Councillor could be nominated at the start of each meeting to give a 5-minute summary on the effectiveness of that meeting.
9. Put New Business and Strategy items up first on the agenda BEFORE the administrative sections (confirming minutes etc) – use fresh heads!

Improving the Value of Board Papers

1.1 Core Board papers should include:

- Agenda
- Minutes of previous meeting/s
- Financial report/s – annotated for under/over variations against Budget with explanatory notes for Councillors as required
- EO’s report
- Documentation to support specific agenda items for discussion
- Correspondence in and Correspondence out

1.2 Format for documentation to support specific agenda items:

- Have a template for Business Case items or support papers which includes a cover sheet that highlights the Motion/Resolution/Action, issue, background, discussion, recommendation/s and any attachments
- Use dot points wherever possible

Improving Board Minutes

2.1 The Council expects that the “Minutes” of its meeting will be a:

- Reminder of what happened at the meeting
- Guide people unable to attend the meeting
- Source of information for Committees and staff about their scope of work
- Permanent record for reference by outside parties

2.2 The Council wants the Minutes to record:

- Councillors present, absent and apologies
- Others present
- Declared conflicts of interest
- Mover and Seconder of Resolutions
- Decisions made/resolutions passed/resolutions lost
- Abstaining votes
- Plus, major points made in discussion
- Actions steps and individual accountability
- Minutes will not contain drafts of policies or any documentation still under development

2.3 Compliance with Corporations Act requirements:

- Each resolution to be numbered
- Minutes will be drafted under the guidance of the Company Secretary.
- The Council may ask the EO to take minutes, or appoint one of the Councillors to take the minutes or an administrative staff member
- The EO and the President will review the first draft of the minutes to ensure they satisfy the requirements of 3.2 above
- Draft minutes will be circulated to Councillors in advance of the next Council meeting
- Minutes will be signed by the President no later than at this meeting and the confirmed minutes will be circulated to Councillors
- Minutes will be saved electronically, by the Company Secretary, in the Council Minute file as soon as they are approved
- Minutes are available to be viewed by members after endorsement by Council

Dogs SA Calendar of Major Council Events

The Council endorses the idea of a “Council Calendar” that will identify the dates for all Council activities, including:

- Council meeting dates
- Date of Dogs SA AGM
- Draft Annual Report Review
- Draft Annual Financial Statement Review
- ANKC meeting dates
- ANKC agenda item close dates
- Operation Plan preparation (October/November each year)
- x Operation Plan review (twice per year)
- Budget dates for Dogs SA
- CEO performance review
- Annual Council evaluation
- Council training/development dates
- All policy/procedure review dates (including Strategic Plan)

Committees of Dogs SA Council

Guidelines for Committees

The Dogs SA Council has approved the following Guidelines for all Committees:

- Every Committee should have terms of reference that have been approved by the Council
- Minutes of every committee should be included in Council papers
- Membership composition of Committees will be set by the Council and must include people with suitable expertise
- Any delegated powers of committees must be approved by the Council and included in their terms of reference
- Resources to be used by the committee are to be set by the Council
- The Council will monitor the effectiveness of each committee

Part 3: Key Board Functions

The Board Formulates Strategy

There are 10 steps to the Dogs SA strategy formulation and review process.

Dogs SA Councillors approve a Strategic Plan and a 1-year Operational Plan

- Step 1 - Council directs EO that a Strategic Plan needs to be developed
- Step 2 - EO and Senior Management develop a draft option (external consultants can be used if required)
- Step 3 - Council discusses draft plan and makes any amendments they require
- Step 4 - Council approves Strategic Plan
- Step 5 - EO coordinates and finalises a draft Operational Plan (Operational Plan must link to Strategic Plan. Performance Measure should be included).
- Step 6 – The Council considers, amends, and approves the Operational Plan and a closely related annual Budget by October/November every year
- Step 7 – Management and administration staff develop their individual work plans to implement the specific measures in the Operational Plan for their task(s) areas.
- Step 8 – The Performance Appraisal System is used by Managers to monitor each staff member's achievements against their individual work plans
- Step 9 – The EO reports on overall Operational Plan achievements to the Council every quarter, with a mid-year and end of year review
- Step 10 – The Strategic Plan is reviewed by the Council annually and is updated for the next cycle (ideally 3 years)

Quality Assurance Issues in Strategy Formulation

The Council will take into consideration the following five quality assurance issues when it formulates strategy for Dogs SA. This includes the Mid-year and End-year Operational Plan reviews, the annual workshop to review the Strategic Plan, and the annual development of an Operational Plan.

- **Comprehension**
 - a. Is the Council clear in its mind about the strategic directions?
 - b. Can the Council see the connection between the mission/vision/values for Dogs SA and the strategic directions?

- **Appropriateness**
 - a. Are the strategies and performance measures aligned with the “Objects” of the Dogs SA Constitution?
 - b. Do the strategic directions fit in with what Dogs SA is already doing or wants to be doing?
- **Sustainability**
 - a. Can Dogs SA acquire the financial and human resources required?
 - b. Are the strategic directions based on good information?
 - c. Have all the key issues been analysed; do we know what it takes to be successful?
- **Feasibility**
 - a. Can Dogs SA realistically get the jobs done?
 - b. Has a risk assessment plan been finalised?
- **Accountability**
 - a. Is the Council satisfied with the reporting/monitoring arrangements?
 - b. Can the Council fix things up if they start to fail?

Expectations of Councillors

The Dogs SA Council acknowledges that its Councillors must demonstrate their own capabilities in line with the capabilities that are expected of the EO and senior Management.

These include but are not limited to:

- Understand their industry/business
- Understand their organisation
- Stay informed of major operational developments
- Monitor performance
- Councillors are expected to read reports to Council in advance of Council meetings and to be especially aware of progress reports provided by the EO – including financial reports
- Communicate with stakeholders
- Councillors are expected to be available to assist the President and the EO with representation work involving members, affiliates, and external partner organisations

The Board Fulfils Advisory and Networking Roles

Advisory role to the EO

The Council fulfils this advisory role through:

- Informal discussion with the EO
- Offering the EO access to outside advice, such as an external consultant, or a coach hired for a specific purpose/time
- Offering mentoring, which can provide rapid access to new areas of knowledge and skill sets

This role requires mutual respect between the EO and the Councillors and is the absolute opposite of policing or micro-managing.

[Resourcing Role through Networking](#)

Councillors are expected to contribute to the work that Dogs SA is trying to achieve through its annual Operational Plans.

Councillors should add value; they are not passengers, just turning up for meetings.

Councillors fulfil this role through their access to two key resources: Information (intelligence) and physical resources:

- Information can be about competitors, funding opportunities, new activities etc
- Physical resources can be about sources of funding; partnerships/alliances, access to decision makers etc

[Special Responsibility of the President](#)

There are significant expectations on the President in two roles:

- Advisory role, providing support to the EO; being accessible as a sounding board for the EO. The Council of Dogs SA strongly emphasises the importance of a trusting and harmonious working relationship between the President and EO.
- Resourcing Role, with a focus on representation; promotion advocacy; building Dogs SA reputation

[The Council fulfils a Performance Monitoring Role](#)

For organisations such as Dogs SA, the Council would monitor the organisation's performance using the output measures of the Operational Plan alongside the financials to ensure that the organisation remains financially stable and fulfilling the operational objectives linked to the Strategic Plan.

The Council Monitors Dogs SA's Compliance Obligations

The Council of Dogs SA has a commitment to a strong compliance program.

[Core Legislation](#)

The Council recognises that compliance must relate to at least the following legislation and related regulations:

- Corporations Act
- Commonwealth Trade Practices Act
- State Fair Trading Act
- State Occupational Health & Safety Legislation
- Commonwealth and State: Anti-discrimination and equal opportunity legislation
- Taxation legislation
- Commonwealth Privacy Act
- Superannuation Guarantee Act

[Consequences of failing to meet obligations as a Councillor](#)

The Council recognises that there are a range of consequences that follow on from a failure by Councillors to comply with their legal accountabilities:

- Financial penalties
- Compensation orders
- Personal liability for company breaches of the law
- Jail sentences for compliance breaches

[Implementing a Compliance Program in Dogs SA](#)

The Council of Dogs SA has adopted the following 4 steps for its Compliance Program within Dogs SA:

Step 1:

The Council will pass a formal resolution authorising the EO to establish/continually improve the existing compliance system. (*In the context of approving the Dogs SA Charter of Governance, the Dogs SA Council reaffirms its full commitment to ensuring that the Council, EO and staff understand the importance of compliance with all relevant legislation and regulations and a Compliance Program is implemented*).

Step 2:

The Council and the EO agree to work together to make “compliance” part of the Dogs SA organisational culture.

Examples of specific actions will include:

- Draft and collate all relevant Policy and Procedure
- Establish Policy and Procedure electronic files for Dogs SA
- Council to ratify all Policy and Procedure
- Add a section to the Staff Code of Conduct relating to the Compliance Program
- Ensure there is up to date OH&S Policy and Procedures along with Incident/Hazard forms and Register.
- Ensure staff representatives for OH&S and Fire – with required training
- Ensure that the Finance Officer and any related staff comply with policies and procedures relating to finances, with special focus on high-risk areas such as pay runs and reimbursements.
- Ensure that the Councillors sight payments made to the Australia Taxation Office and Employee superannuation within the monthly financial reports
- Ensure Dogs SA is compliant with legislation around recording staff hours, leave etc

Step 3:

Once all Policy and Procedure has been ratified by Council ensure Review of Policy and Procedure occurs on their review date (annually, biannually, tri annually as appropriate)

Step 4:

Clarify accountabilities for implementation and monitoring aspects of the Compliance Program.

Whilst the EO is generally responsible for the implementation of the Compliance Program, some of those responsibilities can be delegated, such as to the Finance Officer for taxation and superannuation compliance issues.

The Council is accountable for Corporations Act compliance issues and appoints the Company Secretary to implement tasks on its behalf.

The Board Manages Risks

Types of Risk:

The Dogs SA Council identifies the following 4 types of 'risk':

- (i) Legal (see Section 4 above on 'Compliance')
- (ii) Physical: examples include fire, OHS; server failure
- (iii) Financial risks: examples include solvency/cash flow; budgetary dependence
- (iv) Product and market risks (including activities and reputational risk, government policy shifts etc)
- (v) Loss of Business Intelligence/corporate knowledge (staff)

Response: Risk Management Strategy

The Dogs SA Board has adopted a Risk Management Strategy that has two components:

- (i) Avoiding disaster, reducing risk, spreading risk load
- (ii) Pre-empting risk through entrepreneurial behaviour

Implementing the Risk Management Strategy

The Dogs SA Council has approved the following 6 steps for developing the implementation of its approved risk management strategy.

Step 1:

Define the environment in which Dogs SA is operating.

- Conduct a survey of membership and stakeholders
- Review business activity
- Consider potential diversifications
- Develop business model to fit current and short/medium/long term forecasts

Step 2:

Identify the Risks

- The Dogs SA Council accepts that all the above risks apply, that is: legal; physical; financial; product/market/activity

Step 3:

Analyse and Evaluate Each Main Risk

- How likely is each risk; how big would be the impact/damage on a scale of ‘high’, ‘medium’, ‘low’

Step 4:

Respond to the Risk

- Avoid; reduce likelihood; reduce impact; transfer (e.g. insurance); retain; pre-empt (if possible)

Step 5:

Monitor and Review Performance

- Use the annual Operational Plan cycle, especially Step 1 and Step 2

Step 6:

- Communicate and Consult with Key Stakeholders
- A Risk Management Plan template form will be used by Dogs SA to document these steps. The Risk Management Plan is to be incorporated into the Strategic Plan and will be reviewed annually at the Council’s workshop to update the Strategic Plan.

[**The Council’s Role in Evaluating the EO**](#)

[**Principles for Performance Evaluation**](#)

The Dogs SA Council will evaluate the performance of the EO against the:

- Outcome measures in the annual Operational Plan
- Ensuring that adequate resources for them were allocated in the annual Budget
- Core duties specified in the Charter of Governance
- Duties as specified in the EO’s position description.

When the Dogs SA Council assess the performance of the EO against the Operational Plan, it needs to:

- Be accurate, efficient, balanced, confidential, and professional
- Apply the performance appraisal system approved by the Council

The Council has approved a standard performance appraisal system to be used for all managers and staff.

[**Standard Areas of Council-EO Conflict**](#)

When the Dogs SA Council assesses the performance of the EO, it will be conscious of the following areas where Councils and EOs typically conflict. The Council will be mindful not to allow these kinds of conflicts to affect its evaluation:

- **Hiring & Firing**
 - a. Council exceeding its authority/limits for hiring and firing staff (the EO is the only staff member that Council has jurisdiction over and the EO has jurisdiction over all other staff members)
 - b. Councillors demonstrating breaches of Dogs SA Policy & Procedure

- **Micro-Managing**
 - a. The Council or individual Councillors getting involved in day-to-day administration/operations of Dogs SA
- **Contact with Staff**
 - a. Councillors going directly to staff (instead of through the EO)
 - b. Raising staff issues at Council meetings
 - c. Playing ‘rescuer’/having favourites
- **Governance Standards**
 - a. Evidence that Council/Councillors are/have exceeded the limitations of roles and responsibilities for Council

[Exercising the Council’s Power to Delegate Authority](#)

[The Legal Considerations of Delegated Authority](#)

The foundation for all delegations of authority is for the Councillors to clearly articulate roles and responsibilities for themselves, the EO and senior Managers.

Accordingly, the Dogs SA Council:

- Approves the Charter of Governance
- Endorses Policy & Procedure documents
- Requires the EO to sign off the position descriptions for all staff
- Approves specific delegations, especially on Finances in the Finance Policy & Procedure

[Areas of Delegated Authority](#)

The Dogs SA Council has identified the following 7 areas where it will delegate responsibility (this list is not exclusive).

- **Selection and Recruitment**
 - a. The EO will personally lead the process to select and appoint the Senior Managers. The EO will lead and/or delegate the appointment of other staff as appropriate.
- **Managing Income and Expenditure**
 - a. Realistic limits will be set for expenditure for the EO across a practical range of budget considerations – this will be reviewed annually by Council to ensure it is adequate).
 - b. The EO will exercise operational supervision and control over income and expenditure, including commitments relating to activities, new opportunities, or program/activity expansion.
 - c. The EO will advise Council monthly about variations against the annual budget and seek pre-approval for any variation within a budgeted item that exceeds 25% of the original budget set.
- **Financial Monitoring**
 - a. The Council will approve a Financial Management & Information Reporting System to be implemented by the EO and the Finance Officer
 - b. The Council will review financial reports at every Council meeting

- **Implementing Strategy**
 - a. The Council has approved a process for drafting the Strategic Plan (delegated to the EO and senior staff) for Council sign-off
 - b. The Council has approved a process for drafting the Operation Plan (delegated to the EO and senior staff) for Council sign-off
 - c. The Council is involved fully in the mid-year and end-year reviews of the Operational Plan and the annual review workshop of the Strategic Plan
- **Signing Agreements, contracts, leases**
 - a. The EO will have a delegated responsibility (refer Delegation Authority) to sign off on contracts, agreements and leases up to a specified amount (reviewed annually)
 - b. Full Council must approve all agreements, leases, contracts that are for the total sum **over the delegated amount**. Once approved by Council they are then signed by the President
- **Property and Assets**
 - a. The Council, via the Finance Policy & Procedures, assigns accountabilities for the Asset Register and its updates
 - b. The Council, via the Finance Policy & Procedures assigns accountabilities for proper use of Dogs SA assets
- **Staff Management**
 - a. The EO will manage implementation of a performance appraisal system
 - b. The EO will manage OH&S, workforce requirements, discipline, grievance, and termination procedures as specified in the Human Resources Policy & Procedures

Guidelines for Delegating Council Authority

The Dogs SA Council will apply the following Guidelines when exercising its power of delegation.

- **The authority of the delegate will not be undermined**
 - a. One person will receive the delegation – (for example, a Councillor and the EO will not be requested to do the same task)
 - b. Council will fully support the delegation at all opportunity
 - **One task will not become multiple delegations**
 - a. More than one person or more than one Committee/working group will not be given different parts of the same job
 - b. The EO and a committee/working group will not be given responsibility for different parts of the same job (the Delegate can request others to assist but the delegation is not transferred)
 - **Ensure there are adequate resources (or approve adequate additional resources) to ensure the delegated task can be completed**
 - a. Resources can include authorised access, computers, software, staffing etc
 - **All Committees set up by the Council will have their own Terms of Reference**
 - **Committees set up by the Council should be time limited**
 - a. All committees will come up for consideration of re-appointment at the first Council meeting after the AGM to ensure they still have a purpose and function to achieve
- The Delegation of Authority Policy is to be reviewed annually to ensure it is practical and fit for purpose**

Part 4: Strategies for Continuing Improvement of Council Effectiveness

Protecting Councillors when Decision Making

Dogs SA Councillors are required to make well-informed decisions. To do so:

- They consider and approve the Strategic Plan
- They monitor the outcomes and progress of the organisation through receiving updates and progress on the Operational Plan
- They must abide by the Charter of Governance and the Policy & Procedures of the organisation
- They must avoid/declare conflicts of interest
- They must abide by the Code of Conduct in the Charter of Governance
- They must always make decisions that are informed, and in good faith
- They are obliged to actively instil a culture of compliance with legislation and regulations
- They should use external experts when specialist advice is required (e.g., lawyers)

Dogs SA Councillors are advised to retain personal copies (electronically) of all Board papers.

The Legal Scope of Protection

Dogs SA will clearly spell out the scope of its indemnity policy for Councillors and officers in the specifications it approves for annual renewal of its insurance coverage.

Evaluation of the Council's own Performance

Benefits of Evaluation

The Dogs SA Council recognises that there can be several benefits arising out of an evaluation of its own performance, including:

- Team building among Councillors
- Clarifying individual as well as collective roles in the Dogs SA Governance system
- Improving the effectiveness of Council meetings
- Improving the working relationships between the Council and EO
- Identifying areas for improving statutory and other reporting requirements

The Dogs SA Council accepts that review of how it performs is part of the Council's function.

The Dogs SA Council acknowledges that the indicators of performance for the Council must be different from the Operational Plan "measures".

The Council's approach to Performance Evaluation

The Dogs SA Council has adopted the following 4-step approach to evaluating its own performance.

I. Who will be evaluated?

The performance of the Council (as a whole) will be evaluated. Councillors can also be evaluated individually, either by the President, randomly assigned Councillors or self-assessed

Although the EO attends and actively contributes to Dogs SA Council meetings, the performance of the EO is evaluated by the Council.

II. Who will be asked for their assessments?

Perspectives about the (whole) Council's performance will be sought internally, from:

- a. Councillors themselves
- b. The EO

Perspectives on individual Councillor's performance will be sought from a random sample of Councillors/all Councillors and the EO

III. Which evaluation techniques will be used?

The evaluation techniques will be qualitative, based on (Councillor and/or President's) experience and focusing on Council strengths and areas for improvement.

This can be supplemented by a use of quantitative data using a tightly focused survey with rating scales (e.g., Likert scale 1.5).

IV. What will the Dogs SA Council do with the results?

The output from reviews/evaluation will be analysed to provide areas for improvement and to identify action steps that will assist with same. The output will be provided in summary and in a way that provides constructive feedback to the full Council and individual Councillors when individual evaluations are undertaken.

[Developing Councillors for Better Performance](#)

[Strategies for Developing Councillors](#)

There are four standard strategies available to Dogs SA:

- **Training**

This is focused on increasing acquisition of competencies (skills and knowledge).

Training can be delivered by:

- A related industry/professional body (such as Australian Institute of Company Directors (AICD) or Associations Forum
- A specialised private provider
- Journals/articles/forums
- **Development**

This is focused on increasing personal self-awareness that improves relationships, behaviours, flexibility, and adaptiveness.

Development can be fast-tracked and made practical rather than theoretical by involving different Councillors in some external relationship management issues on behalf of Dogs SA, such as joint meetings with Members, Affiliates, or other partner/stakeholders.

- **Mentoring**

This is focused on using role models which can be a current and serving senior Councillor or an experienced past Councillor (of Dogs SA or related Association).

- **Coaching**

Focused on intensive, formal capacity building either via a skilled external coach observing and assisting with the skills and/or behaviours that need development or by working confidentially with another Councillor.

In the unlikely event that “coaching” is considered necessary for one or more individual Councillors, the decision will be taken by the President in consultation with the EO.

The Dogs SA Council will give the highest priority to Training and where resources allow to Development.

Funding for identified Training and/or Development should be included in the Dogs SA annual Budget.

[**Strategies for Continuous Quality Improvement**](#)

Dogs SA will utilise both its annual review processes, as well as its internal staff expertise, alongside its annual CQI Action Plan as the principal mechanisms for driving CQI strategies and programs through its governance, finance, and Association activities.

[**Selection and Induction of Councillors**](#)

[**Selection**](#)

The Dogs SA Constitution documents the process for electing Councillors and their eligibility requirements.

The Dogs SA Council believes it has a responsibility to carefully explain the requirements of elected positions; and the characteristics of an effective Council including skills and knowledge mix and personal qualities, before each election to the Council.

The Dogs SA Council directs the Company Secretary to circulate the relevant extracts from this Charter of Governance regarding the requirements of Councillors and the related characteristics of effective Councils, when nominations are called for electing Councillors.

[**Induction**](#)

The Dogs SA Council acknowledges that individual performance as a Councillor is firmly linked to induction into the duties of the position and the work of Dogs SA. As a minimum standard, the induction package and process for Dogs SA Councillors should address:

- **Governance**

- Responsibilities
- Council workings
- Types of financial/accounting reports
- Charter of Governance

- **Structure**

- Constitution
- Rules

- c. Strategic Plan and related Risk Management Plan
- d. Operational Plan

- **Culture**

- a. Member and Affiliate expectations
- b. Other stakeholder expectations
- c. Member and Affiliate perceptions

Personal expectations and performance standards for Councillors

- Councillors Code of Conduct
- Relevant Policy and Procedures