

Bethany Care Ltd

Election Procedure for Governing Body

Policy & Procedure 16

“The procedure for the election or appointment for the governing body”.

Document Review Details	
Date Created	27/10/2006
Date Reviewed	06/03/2018
Reviewed by	Brian Lynch (Quality Assurance)
Date of next review	March 2019
Amendment History	DCR135A – Updated to A due to legislation revision. To B to standardise powers and duties of the Board in line with the delegation policy.

Election Procedure

1. Object & Field of Application

- 1.1 This document details the process Bethany Care Ltd (BCL) uses to elect its governing Board members and office bearers.

2. Legislation

- 2.1 *Disability Services Regulation 2006 (Qld)*
- 2.2 Corporations Act 2001 – Sect 226

3. References

- 3.1 Bethany Care Articles of Association
- 3.2 The Disability Act 2006

4. Policy Guidelines

- 4.1. The Bethany Care Board has the power to increase or reduce the number of office-bearers or other Board members as it deems proper.
- 4.2. A person may be elected to act as a specific office bearer (Chairman, Secretary, Treasurer) or another member of the Board.
- 4.3. All Board members will also serve as Executive Officers in accordance with the Disability Services Regulation 2006.
- 4.4. All Board members will adhere to the existing Bethany Care “Conflict of Interest” policy.

5. Executive Officer Duties and Requirements

- 5.1. Has a duty to ensure the service provider complies with the Disability Services Regulation 2006.
- 5.2. Officers may be seen to have committed an offence if the organisation commits an offence against the Act – failure to ensure Bethany Care complies with a particular provision.
- 5.3. Must be familiar with the Disability Services Regulation 2006, its requirements and aims.

6. Board Membership Application Procedure

- 6.1. Two existing Board members are required to nominate a prospective candidate to serve on the Board.
- 6.2. The nomination should be made in writing and signed by the following parties
 - a. the candidate
 - b. the proposer (an existing Board member), and
 - c. the seconder (an existing Board member)
- 6.3. The nomination should be lodged with the existing Secretary at least 14 days before the next meeting where the application is to be considered.
- 6.4. The matter will be discussed at the next available meeting amongst the existing Board members. A vote will take place to determine acceptance or rejection of the nomination.
- 6.5. The candidate will be notified in writing.

7. Board Membership Cancellation

Board membership cancellation will occur in the following circumstances.

- 7.1. the member becomes bankrupt or makes any arrangement or composition with his creditors generally.
- 7.2. the member becomes prohibited from being a director by reason of an order made under the Corporations Law.

- 7.3. the member becomes prohibited from being a director by reason of an order made by operation of Section 226 of the Corporations Act 2001.
- 7.4. the member becomes of unsound mind or whose estate is liable to be dealt with under the law relating to mental health.
- 7.5. the member decides to voluntarily resign by means of written notification.
- 7.6. the member is absent for more than 6 months without prior Board permission.
- 7.7. the member holds any office for profit under the Company.

8. Powers and duties of the Board

- 8.1. Ensure the relevance and appropriateness of Bethany's strategic and policy framework
- 8.2. Deal with the role, remuneration, performance and tenure of the Service Manager
- 8.3. Ensure the financial viability of Bethany
- 8.4. Ensure compliance with all statutory and common law duties and obligations, and the terms and conditions in all contractual, funding, service and similar agreements
- 8.5. In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:
 1. Appointing and removing the Service Manager and determining his or her terms and conditions of employment (including remuneration)
 2. Reviewing and approving each of the following:
 - Systems of governance, risk management and internal control, codes of conduct and legal compliance
 - Financial and other reporting
 - Major capital expenditure, capital management, and acquisitions and divestitures
 - Any matters in excess of discretions that, from time to time, may have delegated to the Service Manager (for instance, in relation to capital expenditure).
 3. Approving each of the following:
 - The Strategic Plan annually or biannually
 - The budget annually or biannually
 - Significant changes to the organisational structure
 - The acquisition, establishment, disposal or cessation of any significant business of the organisation
 - Any public statements which reflect significant issues of the Company policy or strategy

END