[insert organisation name/logo]

Governance and Management Policy

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Date Issued: **[date]**

Lead Author: **[name and position]**

Approved by: **[insert organisation name] Board of Directors on [date]**

Scheduled Review Date: [date]

Record of Policy Review

Review Date	Person Initiating/Leading Review	Other People Consulted

Triggers for Policy Review (tick all that apply)

☐ Standard review is timetabled.

☐ A gap has been identified

☐ Additional knowledge or information has become available to supplement the policy.

☐ External factors

   ☐ Policy is no longer relevant/current due to changes in external operating environment.

   ☐ There are changes to laws, regulations, terminology and/or government policy.

   ☐ Changes to funding environment, including requirements of funding bod(y)ies

☐ Other (please specify).

☐ Internal / organisational factors

   ☐ A stakeholder has identified a need, eg by email, telephone etc

   ☐ A serious or critical incident has occurred, requiring an urgent review.

   ☐ Need for consistency in service delivery across programs and organisations.

   ☐ Separate, stand-alone policy is now warranted

   ☐ A near miss has occurred, requiring a review to prevent a serious/critical incident in the future

Additional Comments	[*for example, policy now covers details related to new legislation*].

Governance and Management Policy

1. Purpose and Scope

The purpose of this policy is to provide guidance to **[insert organisation name]** in the effective governance of the organisation.

As the Board of Directors is responsible for the organisation's strategic direction, legal obligations, and effectiveness and outcomes, this policy outlines the roles, functions and expectations of the Board.

This policy should be read in conjunction with the <u>Corporate Governance Charter.</u>

2. Definitions

<u>Governance:</u> is *"the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in [organisations]"* (Australian Security Exchange 2007, p3).

3. Principles

[Insert organisation name] views good governance and management as essential to fulfilling its mission in a responsible manner.

The **[Insert organisation name]** conducts its affairs legally, ethically and with integrity.

Diversity in Board membership is valued to gain a representation of the community it serves. For organisations that identify as being mental health specific, this should include representation from people with lived experience of mental illness/recovery, and carers and families.

4. Outcomes

The organisation has a clear strategic direction.

The organisation's vision, mission and core and strategic goals are fulfilled.

Organisational risks and legal obligations are identified and managed through policies and relevant processes.
The organisation is recognised for effective governance management practices.

5. Functions and Delegations

Position	Delegation/Task
Board of Directors	Develop and endorse Governance and Management Policy
	Compliance with Governance and Management Policy
	Setting strategic direction, objectives and priorities.
	Identification and monitoring of organisational risk and legal obligations.
	Overall financial, legal and executive management.
	Undertake regular Board self assessment and improve on governance practices as identified.
Management	CEO/Manager Implement all decisions and strategic direction of the Board.
	Implement key processes and systems.
	Contribute to Board performance assessment.
Staff	Perform all relevant roles as directed.

6. Risk Management

[insert organisation name] ensures the organisation operates with and to a valid Constitution and that all governance and management practices of the Board and staff align with the Constitution.

The Board demonstrates that mechanisms are in place for fair and transparent governance through accessible meeting minutes and Board self assessments.

Board members receive both orientation/induction and ongoing support and professional development to assist in the implementation of effective and evidence based practice governance practice.

7. Policy Implementation
This policy has been developed and endorsed by the **[insert organisation name]** Board of Directors and is reviewed by each successive elected Board within two months of their election.

8. Policy Detail

[insert organisation name]'s Board adopts a formal Board charter that details Board members functions and responsibilities. This charter may be referred to as a 'Board of Directors Governance Guide' or a 'Board of Directors Manual'.

The Board meets **[insert frequency]** and at a minimum **[insert frequency]** times per year for the purposes of:

- Developing and reviewing strategic direction
- Identifying and responding to organisational risk and legal obligations
- Monitoring financial, legal and executive management
- Reviewing Board process and performance.

8.1   Board Member Responsibilities and Duties

The Board is ultimately responsible for maintaining the financial and legal responsibilities of the organisation.

Board members are responsible for:

- acting in accordance with the minimum standards of general responsibilities of organisations incorporated under **[select which legislation applies: Corporations Act, NSW Incorporations Act, Co-operatives Act, or other]**
- ensuring they have the necessary knowledge, skills, expertise and information to carry out the duties required as a Director of **[insert organisation name].**

Board Members fulfil the following duties:

- <u>Fiduciary duty.</u> Board Members will act with a duty of care, loyalty and obedience to the purpose to the values and mission of **[insert organisation name]**.

- <u>Duty to act honestly.</u>   Board Members will act honestly, apply reasonable skills, act in good faith and in the best interests of **[insert organisation name]**.

- <u>Duty of care and diligence</u>. Board Members will abide by the constitution of **[insert organisation name]** and know and comply with all legal requirements, including reasonable steps to minimise risk. Board members will ensure they have enough information to make decisions and promote a positive public perception of t**[insert organisation name]**.

- Duty of confidentiality. Board Members will keep confidential all organisational and board information. The Board will speak as one voice; decisions made by the Board are presented as decisions of the entire board.

- Duty to declare any conflict of interest. Board Members will inform the Board of any personal interest in any matter before it, and will absent themselves from issues where there is the possibility of a perceived or real personal, professional or financial conflict of interest.

8.2 Board Authority

The Board of Directors' authority includes:

- overseeing **[insert organisation name]**, including its control and accountability systems
- appointing and removing the Chief Executive Officer/Manager
- ratifying the appointment and the removal of senior managers where appropriate
- providing input into and final approval of management's development of organisational strategy and performance objectives
- reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct, and legal compliance
- monitoring senior managers' performance and implementation of strategy
- ensuring appropriate resources are available to senior executives
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures
- approving and monitoring financial and other reporting.

8.3 Board Structure

The Board is structured to ensure the minimum number of members exist (as per legal obligations) and that it is representative of the community it serves.

The Board may establish subcommittees comprising one or more Directors as an efficient mechanism to focus on particular issues, in areas such as (but not limited to) financial and risk management, consumer services, fundraising, corporate governance. Each subcommittee operates under specifically developed and Board approved charter such as terms of reference, and reports directly to the full Board of Directors.

[insert organisation name] ensures there is a consumer position and a carer position on the Board. These may be former consumers and carers of **[insert organisation name],** or current and/or former consumers and carers of any mental health service.

The Board ensures supports are in place to enable members in the consumer and carer positions to effectively carry out governance responsibilities.

8.4   Board Member Letter of Appointment

New Board members receive a letter of appointment detailing:

- term of appointment
- time commitment envisaged
- powers and duties of Board members
- any special duties or arrangements attached to the position, i.e. secretary, treasurer positions
- expectations regarding involvement with committee activities
- reimbursement for expenses incurred as a Board member
- requirement to disclose Directors' interests and any matters affecting the Director's independence
- fellow Directors
- orientation training and continuing education arrangements
- Board policy on access to independent professional advice
- indemnity and insurance arrangements
- confidentiality and rights of access to organisational information
- Constitution
- organisational chart of management structure.
- Statement of consumer and carer rights and responsibilities

This information may be provided through a 'Board of Directors Governance Guide' or a 'Board of Directors Manual'.

8.5   Board Member Orientation

Board member orientation is a systematic and informative introduction to the organisation, and the roles and responsibilities of the Board.

The Board Chair/President is responsible for ensuring new Board members complete a formal induction process within **[insert time frame]** of their appointment to the Board.

8.6   Strategic Leadership

The Board provides strategic leadership for the organisation. In order to do so, the Board:

- Keeps informed of issues and trends that may affect the mission and health of the organisation

- Makes decisions based on knowledge of current and potential consumer target group needs and best practices
- Is proactive and visionary in its thinking
- Encourages thoughtful deliberation, incorporating a diversity of viewpoints
- Works together as colleagues, encouraging mutual support and good humour
- Has the courage to lead and make difficult decisions.

The Board ensures the organisation is guided by a strategic plan that is reviewed and developed every **[insert frequency]** and monitored **[insert frequency].**

8.7   Board Performance Assessment

A Board performance assessment is undertaken by all current Board members and the CEO/Manager annually using the <u>Board Performance Assessment Tool.</u>

The assessments are collated, reviewed and reported on by the Board Chair/President to the full Board. Information is used to inform governance practice improvements.

8.8   Management

The responsibility for the organisations operation and administration is delegated by the Board to the Chief Executive Officer/Manager.

The CEO/Manager ensures that **[insert organisation name]** leaders actively champion:
- human rights
- that the consumer's voice is central in care and service provision
- the belief that recovery is possible for every person

9.   References + Resources

9.1   Internal

Board Performance Assessment Tool
Corporate Governance Charter
Legal & Regulatory Policy

9.2   External

<u>Legislation</u>
Associations Incorporations Act 2009 (NSW)
Corporations Act 2001 (Commonwealth)

Co-operatives Act 1982 (NSW)

Resources
Australian Security Exchange (ASX), Corporate Governance Council, 2007 *Corporate Governance Principles and Recommendations*, 2nd edition, Australian Security Exchange, Sydney.

Department of Ageing, Disability and Home Care, 2009 *It's Your Business*, Department of Ageing, Disability and Home Care, Sydney.

This policy is taken from the NADA Governance and Management Policy.
http://www.nada.org.au/index.php?option=com_content&task=view&id=236&Itemid=44

9.3   Quality and Accreditation Standards

EQuIP4
Provided by the Australian Council on Healthcare Standards (ACHS)

Standard: 3.1: The governing body leads the organisation's strategic direction to ensure the provision of quality, safe services.

Criterion 3.1.1: The organisation provides quality, safe care through strategic and operational planning and development.

Criterion 3.1.2: Governance is assisted by formal structures and delegation practices within the organisation.

EQuIP5
Provided by the Australian Council on Healthcare Standards (ACHS)

Standard: 3.1: The governing body leads the organisation's strategic direction to ensure the provision of quality, safe services.

Criterion 3.1.1: The organisation provides quality, safe care through strategic and operational planning and development.

Criterion 3.1.2: Governance is assisted by formal structures and delegation practices within the organisation.

Health & Community Service Standards - 6th Edition

Provided by the Quality Improvement Council (QIC)

Standard 1.1: The organisation's governance structure builds a collective sense of purpose and direction that enable the organisation's mission, values, goals and service priorities to be identified and met.

Evidence Questions: What is the evidence that:

a) the powers and responsibilities of the governance structure and its members are documented and understood, delegations are defined and accountabilities for the organisation are communicated?
b) the interests of consumers and stakeholders are represented , they are able to participate through formal and informal structures and processes and there is evidence that their views influence decisions?
c) the strategic directions of the organisation are identified, documented, communicated, used for decision-making and resource allocation, and routinely reviewed?
d) reporting arrangements are in place to ensure the governance structure is well informed for monitoring , planning and decision-making.
e) the organisation's mission, values, goals and service priorities are articulated and the organisation's actions reflect them?
f) governance structure performance is routinely reviewed?
g) the performance of the chief executive (or equivalent) is routinely monitored and reviewed?

Standard 1.2: The organisation has effective and responsive management systems to enable and coordinate performance of the organisation's mission, values, goals and service priorities

Evidence Questions: What is the evidence that:

a) there is a clear, integrated and effective management and reporting structure with roles, responsibilities and accountability of management and staff mandated, documented and known?
b) powers for key actions are formally delegated?
c) decision-making and planning structures and processes are established, maintained and followed?
d) operational and service planning is linked to strategic planning and informs service and program implementation?
e) staff, consumers and other stakeholders actively participate in and influence decision-making?
f) there is a system for developing, mandating, implementing and reviewing policies and procedures?
g) communication systems are open and positive?
h) management decisions are recorded, implemented, communicated to staff and evaluated?

i) systems and strategies embed CQI, foster innovation and manage change at all levels within the organisation?

j) performance of the management system is routinely monitored and reported?

9.4 National Mental Health Standards

Standard 8: Governance, Leadership and Management

Criterion 3.3: The organisation provides training and support for consumers, carers and staff, which maximize consumer and carer(s) representation and participation in the organisation.

9.5 Recovery Oriented Service Self-Assessment Tool (ROSSAT)

Evidence items are:

Item 1.1: Management and other workers of the organisation identify the following:
- Emerging best practice regarding recovery orientation
- Potential tools and training
- Potential new technologies to assist in provision of recovery oriented services
- Evaluation tools and frameworks

Item 1.2: Policy and procedures are in place and provide understanding and responses to diversity, privacy, confidentiality and information/record sharing, professional boundaries and expectations, identify and address non-recovery oriented attitudes or behaviours, that safeguard all people against abuse and discrimination, and outline processes for reporting abuse of workers and/or consumers and are accessible and applied in practice.

Item 1.2d: Policies and procedures are in place that addresses consumer participation:
- How peoples' lived experience will be used to enhance the organisation's knowledge and decision making
- Induction and training of workers
- Representation on the board / governing body
- Reference groups and other consultation structures

Item 1.2e: Commitment to develop and support an active peer workforce, including roles, responsibilities and remuneration of consumers (e.g. peer workers and consumer consultants) who are employed or engaged by the service.

Item 1.2f: Policy and procedures are accessible and applied in practice and describe the support, treatment, recovery plans and advance directives which are:

- Developed by the person, in partnership with workers and family and carers (with consent), based on the consumer's strengths, needs, desires and goals
- Reviewed collaboratively on a regular basis
- Owned and approved by the person and are available to them and others (with consent).

Item 1.2h: Policy and procedures are in place that describe how human rights inform service provision and:
- Safeguard all people against abuse and discrimination
- Outline processes for reporting abuse of workers and consumers
- Outline the ethical framework of the organisation
- Identify what language is inappropriate and stigmatising and should not be used in any level of the organisation.

Item 1.2i: The organisation has a policy and process to support consumers and workers during and after critical incidents. Workers are aware of this process.

Item 1.2j: Policy and procedures are in place that show how information should be disseminated to:
- Workers
- Consumers, carers and families
- External organisations.

Item 1.2k: The organisation has a strategy for maximising networking opportunities and partnerships with other organisations.

Item 1.4: A complaint process is in place and is promoted and easily accessible. Each complaint is respected, taken seriously and acted upon, and consumers and carers are protected from reprisals.

Item 1.5: The organisation promotes a culture of respect and shared humanity towards consumers at all levels.

Item 1.6: The organisation acknowledges workers for good work and achievements in recovery oriented practice.

Item 1.8: The organisation values the consumer's right to independently determine who will represent their views to the service, and links people to peer support, peer workers and other advocates in the area.

Item 1.9: The organisation and individual workers challenge stigma and discrimination in public settings.

Item 1.10: The organisation maintains an information system that facilitates the appropriate collection, use, storage, transmission and analysis of data to enable review of services and outcomes at an individual and service level. This is done in accordance with information management and related Commonwealth, State / Territory legislation and Acts.

Item 1.11:   Any research being conducted by the organisation enables consumers to either design and conduct the research, collaborate as partners and/or be consulted as participants. Ethical issues are considered and addressed and prior to consumers participating in any research, informed consent is obtained.

Item 2.1:   Management supports and encourages workers in adopting recovery oriented service delivery.

Item 2.2:   Management proactively and constructively challenge non-recovery oriented attitudes and behaviours among workers (e.g. stigmatising and discriminatory attitudes and behaviours).

Item 2.3:   Supervision, both formal and informal, is available and used to discuss:
- Relationship development and maintenance
- Respectful recovery oriented practice
- Providing holistic support that is responsive to diversity
- Supporting self-directed care by providing information and choice, fostering engagement and maximising personal responsibility
- Incorporating and maintaining a belief in recovery in service provision
- Obtaining relevant and up to date information, share information in appropriate formats, and educate people on how to access information
- Enhancing a person's participation and social inclusion.

Item 2.4:   Workers activities occur frequently, with the opportunity for sharing knowledge and workshopping concepts relating to:
- Relationship development and maintenance
- Respectful practice
- Supporting self-directed care
- Belief in recovery
- Obtaining and sharing knowledge and information
- Participation and social inclusion.

Item 2.5:   Leaders advocate, champion and model:
- Human rights informing service delivery
- The consumers' voice as central to care and service provision
- The belief that recovery is possible and probable for every person
- Hopeful and optimistic attitudes in dealing with workers, consumers and carers.

Item 2.6:   Management:
- Is aware of Commonwealth and State policy directions around recovery orientation and integrates these into practice
- Identifies information relevant to the organisation to increase the knowledge base on recovery and recovery oriented practice, including information for consumers, carers and their families.

Item 2.7:   Management identifies opportunities for and engages in partnership building with other community organisations and stakeholders.

Item 2.8:   Management provide information to workers about other services available in the community relevant to the organisation and consumers.

Item 3.1:   Shared hope and optimism for a consumer's future drives service provision.

Item 3.6:   When workers engage with people they:
- Respect them as equals and as experts by experience
- Value their voice and vision in informing their support
- Use strengths based language and everyday language (not clinical jargon).

Item 3.7:   Workers recognise that self-direction and self-responsibility are important in a person's recovery journey, and that providing them with choice and information inspires recovery and enhances control over decision-making.

Item 3.8:   Workers make information available in different formats to ensure that it is accessible to all people using the services.

Item 3.9:   Where required, interpreters and workers are made available to consumers, carers and families to communicate in their preferred language.

Item 3.10:   Workers respect a person's decision whether to involve carers and family, and acknowledge and respect carer and family participation and input.

Item 3.11:   Support / treatment, recovery plans and advance directives:
   a. Are developed by the person, in partnership with workers and family and carers (with consent), based on the consumer's strengths, needs, desires and goals
   b. Are reviewed collaboratively on a regular basis
   c. Are owned and approved by the person and are available to them and others (with consent).

Item 3.14:   The person, their family and carers are provided with their rights and responsibilities in both written and verbal formats upon contact with the service.

Item 3.17:   Workers support the person, their family and carers to make informed decisions by sharing information on services, activities in the community that support their participation, social interactivity and recovery, including peer networks and support groups, therapies and supports, and supporting consumers to find information from other sources.

Item 3.23:   Workers consider the whole context of a person, and support the person to develop and enhance links in their community (e.g. social networks, peer support groups, education/training, employment, community and rehabilitation services, physical activities, a person's hobbies)

Item 4.2f: The organisation provides induction training on consumer participation and social inclusion, stigma and discrimination and their pervasive impact on the exclusion of people who live with mental illness.

Item 4.3:   The organisation provides the opportunity for ongoing training, including respectful practice, culturally responsive practices acknowledging different understandings and sensitivities relating to mental health, including Aboriginal and Torres Strait Islander meanings, the processes for workers to address stigmatising and discriminatory language they have observed, and the debilitating impacts of stigma and discrimination towards consumers, particularly in the language used by service workers.

Item 4.3a: The organisation provides the opportunity for ongoing training including understanding recovery
- That each person will be able to embark on their recovery when they are ready
- That relapse is common and normal in recovery and is seen as an opportunity for developing resilience
- How to support recovery through positive risk-taking
- How to sustain hope for a person's recovery
- The importance of people's lived experience in informing service delivery and informing training.

Item 4.3b: The organisation provides the opportunity for ongoing training including in relationships:
- How to explore and identify appropriate boundaries
- Prioritising time for and undertaking relationship building
- Identifying relationships that are supportive of recovery, and those that may hinder a person's recovery
- Trauma informed care and practice
- Communication skills, including listening and negotiation
- Dealing with conflict, violence, hopelessness and/or challenging behaviour
- Working with people who are reluctant to be involved in decisions around their treatment and care
- The importance of attitudes such as hope and optimism
- How to explore and relate one's own life experiences to strengthen.
- The complaints process.

Item 4.3c: The organisation provides the opportunity for ongoing training in respectful practice:
- Understanding and responding to diversity
- Culturally responsive practices acknowledging different understandings and sensitivities relating to mental health, including Aboriginal and Torres Strait Islander meanings
- Knowing and promoting human rights
- Appropriate behaviours and attitudes that support recovery
- Processes for workers to address stigmatising and discriminatory language they have observed.

Item 4.3d: The organisation provides the opportunity for ongoing training on consumer self-directed care:
- How to facilitate the delivery of consumer self-directed services, including how to maximise consumer choice and control in their recovery

- Information on the individual, non-linear nature of recovery and how this affects the level of support provided by workers.

Item 4.3e: The organisation provides the opportunity for ongoing training on the obtaining and sharing of knowledge and information including:
- Protocols relating to privacy and confidentiality
- Relevant legislation changes
- Innovative recovery based practice
- New and existing relevant services
- Sharing accessible information and resources relevant to consumers, their families and carers.

Item 4.3f: The organisation provides the opportunity for ongoing training on social inclusion and participation:
- The concepts of consumer and carer participation and social inclusion, and how this is achieved at both the individual and organisational level
- Existing and new social connections in the community that may be useful for consumers to access
- Human rights relating to consumer participation and social inclusion
- The debilitating impacts of stigma and discrimination towards consumers, particularly in the language used by service workers.

Item 4.4:   In addition to training available for all workers, the specific training and development needs of the peer workforce are identified and addressed.

Item 4.5:   Consumers, their families and carers are supported to access education and training on mental health, recovery and wellness.

Item 5.1:   Workers are regularly provided with the opportunity to reflect on /self-evaluate the recovery orientation of their practice. This includes:
- Identifying strengths and areas for improvement
- Identifying what does and does not work
- Sharing learnt and useful skills with the team, team leaders and supervisors.

Item 5.2:   All workers are evaluated on their recovery oriented practice.

Item 5.3:   Consumers are provided with the regular opportunity to evaluate relationships, respectful practice, perceptions of stigma and discrimination experienced from workers within the organisation, the consumer self-directed focus, the belief in consumer's recovery, the obtaining and sharing of knowledge and information, the quality and relevance of information provided and participation and social inclusion.

Item 5.4:   Consumers, their families and carers actively participate in quality improvement processes including service evaluation, development and decision making.

Item 5.5:   The ROSSAT *Tool for Workers* is completed by all workers in the organisation on an ongoing basis.

9.6 NSW Disability Services Standards (DSS)

<u>8.3:</u> Service users have the opportunity to and support to take part in the planning, management and evaluation of the service.

<u>8.5:</u> The roles and responsibilities of the Board, Committee of management and staff of the service provider are clearly defined, documented and available.